

NOTICE

TO THE MEMBERS

NOTICE is hereby given that the Twenty Eighth Annual General Meeting of SEAMEC LIMITED will be held on Wednesday, 12th August' 2015 at 4:30 PM at Navinbhai Thakkar Auditorium, Shree Vile Parle Gujarati Mandal, Shraddhanand Road, Vile Parle (East), Mumbai – 400057 to transact the following business :-

AS ORDINARY BUSINESS

1. To consider and adopt the Financial Statements of the Company for the Financial year ended 31st March, 2015, the Consolidated Financial Statements for the financial year and the Reports of the Board of Directors and the Auditors.
2. To declare dividend for the financial year ended 31st March, 2015.
3. To appoint a Director in place of Mr. Sanjeev Agrawal (DIN No: 00282059) who retires by rotation and is eligible, for re-appointment.
4. To appoint M/s. S R B C & CO LLP, Chartered Accountants (ICAI Registration No: 324982E) as Statutory Auditors of the Company, fix their remuneration and, in this Connection to consider and, if thought fit, to pass the following resolution which is proposed as an ORDINARY RESOLUTION.

“RESOLVED THAT in accordance with applicable provisions of the Companies Act, 2013, and the rules made thereunder (including statutory modification(s) or re-enactment thereof), M/s. S R B C & CO LLP, Chartered Accountants (ICAI Registration No. 324982E) be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the company on such remuneration as may be fixed by the Board of Directors of the Company.”

AS SPECIAL BUSINESS

5. To consider and if thought fit, to pass the following resolution which is proposed as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149,150, 152 and any other applicable provisions of Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Director) Rules, 2014 (including statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Clause 49 of the Listing Agreement, Ms. Seema Modi (DIN: 05327073), who was appointed as an Additional Independent Director of the Company by the Board of Directors with effect from 1st April, 2015, in terms of Section 161(1) of the Act and Article 119 of the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2020”.

Registered Office :
A-901-905, 9th Floor,
215 Atrium,
Andheri Kurla Road,
Andheri (East)
Mumbai – 400 093

Dated, 27th May, 2015

By order of the Board

S. N. Mohanty
Chief Legal Officer & Company Secretary

**NOTES:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy / proxies to attend and vote on poll instead of himself / herself and a proxy, so appointed, need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten (10) percent of the total share capital of the Company. In case a Proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the company carrying voting rights, then such person shall not act as a Proxy for any other Member. The instrument of proxy, in order to be effective, must be deposited at the Company's registered office, duly completed and signed, not less than FORTY EIGHT hours before the commencement of the meeting. Proxies submitted on behalf of Limited Companies, Societies etc. must be supported by appropriate resolution / authority, as applicable. A proxy form is sent herewith.
2. Explanatory Statement as required under Section 102 of the Companies Act, 2013 which sets out details relating to special business at the meeting, is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 6th August'2015 to 12th August'2015 (both days inclusive) for the purpose of dividend.
4. The dividend, as recommended by the Board of Directors of the Company, if declared at the Annual General Meeting, will be paid on and from 22nd August, 2015 to those members whose names stand registered on the Company's Register of Members:-
 - a) As Beneficial Owners as at the end of business hours on 5th August, 2015 as per the list to be furnished by National securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in respect of shares held in dematerialized form.
 - b) As Members in the Register of Members of the Company after giving effect to valid share transfers lodged with the Company, on or before 5th August, 2015.
5. As required under Clause 49 of the Listing Agreement of the Stock Exchanges, the relevant details of the Directors retiring by rotation and seeking re-appointment at the ensuing Annual General Meeting are given in the annexure to the notice of the Annual General Meeting.
6. Members desirous of obtaining any information regarding Accounts and operations of the Company requested to write to the Company, so that it reaches the Company at least 7 (Seven) days before the meeting, to enable the Company to keep the information ready at the time of the meeting.
7. Any change of address of the members holding shares in physical mode of the Company to be intimated to the Registered Office of the Company or to the Registrars (RTA): C B Management Services (P) Ltd., P-22, Bondel Road, 2nd Floor, Kolkata – 700 019. Members holding shares in Demat Mode must inform change of address to their respective Depository Participants.
8. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities Market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in Physical form can submit their PAN to the Company and/or Registrar and Share Transfer Agent of the Company.
10. Members holding shares in physical mode and who have multiple accounts in identical names or joint accounts in the same order are requested to send all their relevant share certificates to the RTA for consolidation to one account to facilitate better service.
11. Members are requested to bring their copies of the Annual Report and Accounts to the Meeting.
12. Members / Proxies should bring the Attendance Slip duly filled in for attending the meeting.
13. Members are requested to quote the ledger folio or Client ID and DP ID numbers in all communications with the Company.
14. Members may note that the Notice of the 28th Annual General Meeting and Annual report for 2014-15 will also be available on the Company's website www.seamec.in and also on the website of the Stock Exchanges where the shares

of the Company have been listed viz. BSE Limited – www.bseindia.com and National Stock Exchange of India Limited – www.nseindia.com. Even after registering for e-communication, members are entitled to receive Annual Report in physical form, upon making a request for the same, by post/courier free of cost.

15. Electronic copy of the Annual Report 2014-15 containing Notice of AGM is being sent to all members whose email IDs are registered with the Company/Depository Participant(s) for communication purpose unless any member has requested for a hard copy of the same. For members, who have not registered their email address, Physical copies of the Annual Report along with Notice of AGM are being sent in the permitted mode. To support "Green Initiatives", the member who have not registered their email addresses are requested to register the same with the Registrar/Depositories.
16. Voting through Electronic means
 - I. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with, Rule 20 of the Companies (Management and Administration) Rules 2014 as amended vide Companies (Management and Administration) Amendment Rules, 2015 w.e.f 19th March 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 28th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on 9th August, 2015 (9:00 am) and ends on 11th August, 2015 (5:00 pm). During this period members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 5th August, 2015 may cast their vote by remote evoting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - V. The process and manner for remote e-voting are as under:
 - A. In case a member receives an email from NSDL (for members whose email IDs are registered with the Company/Depository Participant(s)):
 - i. Member to open email and open pdf file "seamec remote e-voting.pdf" with client ID or Folio No as password. The said pdf file contains member's user ID and Password/PIN for e-voting. This password is an initial password.
 - ii. Member to launch internet browser by typing following URL : <https://www.evoting.nsdl.com/>
 - iii. Members to click on shareholder – login
 - iv. Member to put user ID and Password as initial password/PIN noted in step (i) above – click login.
 - v. Password change menu will appears. Members to change password/PIN with new password of members choice with minimum 8 digits/characters or combination thereof. Note/remember new password. It is strongly recommended not to share password with any other persons and advised to take utmost care to keep password confidential.
 - vi. Home Page of remote e-voting opens. Click on remote e-voting Active voting cycles.
 - vii. Select "E-voting Event Number (EVEN)" of Seamec Limited.
 - viii. Now members are ready for remote e-voting as cast vote page opens.
 - ix. Members may cast vote by selecting appropriate option and click on "submit and also confirm" when prompted.
 - x. Upon confirmation, the message "vote cast successfully" will be displayed.
 - xi. Once vote on the resolution, member(s) will not be allowed to modify his/their vote.
 - B. Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to "seamecscrutinizer@gmail.com" or "evoting@seamec.com" or "evoting@nsdl.co.in"



- B. In case a member receives physical copy of the Notice of AGM (for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy).
- i. Initial password is provided through separate loose sheet communication containing following:
- EVEN (E-Voting Event Number), USER ID, Password /PIN**
- ii. Members to follow all steps from SI No (ii) to SI No. (xii) mentioned in (A) above to cast vote.
- VI. In case of any queries, member(s) may refer the Frequently Asked Questions (FAQ) for shareholders and e-voting user manual for shareholders, available at downloads section of www.evoting.nsdl.com.
- VII. Member(s) already registered with NSDL for e-voting can use existing user ID and Password/PIN for casting vote.
- VIII. Member(s) can also update his/their mobile number and e-mail id in the user profile details of the folio which may be used for sending further communication(s).
- IX. The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cutoff date of 5th August, 2015.
- X. Any person who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. 5th August, 2015, may obtain the login ID and password for e-voting from the Company's Registrars & Transfer Agents, C B Management Services (P) Ltd., P-22, Bondel Road, 2nd Floor, Kolkata – 700019, (Phone no. 033 40116717 / 18 or NSDL Toll Free No.: 1800222990)
- XI. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XII. Mr. P. V. Subramanian, Company Secretary in Wholetime Practice (Membership No. ACS – 4585, C.P. No. 2077), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e- voting facility.
- XIV. The results of the voting will be declared not later than three days of conclusion of the AGM i.e. 12th August, 2015. The declared results along with the Scrutinizer's Report will be available on the Company's website on 14th August, 2015 and on the website of NSDL on the same day and will also be forwarded to the Stock Exchanges where the Company's shares are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. 5.

Ms. Seema Modi aged about 50 years has been appointed by Board of Directors of the Company as a Non-Executive Independent Director of the Company. Her appointment is effective from 1st April, 2015. Ms. Modi is the member of Audit Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee of your Company.

By Qualification, Ms. Seema Modi is holding Master's degree in Organic Chemistry and MMS in Marketing and having a vast experience of over 25 years in Corporate both in India and overseas including working with a MNC. She was also holding the position of Managing Director in Heinz ASEAN and Heinz India Private Limited and later appointed to Regional Director in Strategic projects (RIMEA region). General Management and Marketing are her core area of expertise.

It is now proposed to ratify the appointment of Ms. Modi as an Independent Director of the Company at this Annual General Meeting for a period of 5 consecutive years upto 31st March, 2020.

A notice has been received from a member u/s 160(1) of Companies Act, 2013 proposing candidature of Ms. Modi for the office of Independent Director of the Company.

In the opinion of the Board, Ms. Modi fulfills the conditions specified in Companies Act, 2013 and rules made thereunder for her appointment as Independent Director of the Company. The copy of the draft letter of appointment of Ms. Modi as an Independent Director would be available for inspection by the members at the registered office of the Company during normal business hours on any working day.

Ms. Modi doesn't hold by herself or for any person on beneficial basis, any shares in the Company.

Your Directors are of the view that it will be in the best interest of the Company to appoint Ms. Modi as Independent Director for consecutive period of 5 years and therefore recommends adoption of this resolution as proposed in Item No. 5 of the Notice.

Save and except Ms. Modi, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution set out in Item No. 5. This explanatory statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Registered Office :
A-901-905, 9th Floor,
215 Atrium,
Andheri Kurla Road,
Andheri (East)
Mumbai – 400 093
CIN : L63032MH1986PLC154910

By order of the Board

S. N. Mohanty
Chief Legal Officer & Company Secretary

Dated, 27th May, 2015

Annexure to Notice – Details of Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting (Pursuant to Clause 49 of the Listing Agreement)

Name of the Director	Seema Modi	Sanjeev Agrawal
Date of Birth / Age	9 th February, 1965 / 50	5 th December, 1963 / 52
Date of Appointment on the Board	01.04.2015	03.06.2014
Qualification	M.Sc(Organic Chemistry), MMS (Marketing)	Master Degree in Commerce & MBA from Coca Cola University of Atlanta.
Brief profile and nature of their expertise in specific functional areas	Ms. Seema Modi is having a vast experience of over 25 years in Corporate both in India and overseas including working with a MNC. She was also holding the position of Managing Director in Heinz ASEAN and Heinz India Private Limited and later appointed to Regional Director in Strategic projects (RIMEA region). General Management and Marketing are her core area of expertise.	Mr. Sanjeev Agrawal is an eminent and successful Entrepreneur. Mr. Agrawal has vast experience over 21 years in the field of Oil & Gas Sector, Soft Drinks, Education, Hospitality and Real Estate.
Directorship held in other companies	Nil	Fortune Industrial Resources Limited Hindustan Aqua Limited Metbrass Plassim India Limited Superior Fabrics Private Limited Lumax Builders Private Limited Shantnu Farms Private Limited Versatile Polytech Private Limited GCB Overseas Private Limited Maya Promoters Private Limited Shramika Buildcon Private Limited PNR Systems Private Limited Unique Buildwell (India) Private Limited
Membership / Chairmanship of Committees of all Companies	NIL	SEAMEC Stakeholders Relationship Committee – Member Corporate Social Responsibility Committee - Chairman
Shareholding of Non-Executive Directors in the Company	NIL	NIL