SEAMEC LIMITED
A member of MMG™

SEAMEC/NSE/SMO/808/15

19th September, 2015

To,
**The Secretary,**
**National Stock Exchange of India Ltd.,**
'EXCHANGE PLAZA',
Bandra Kurla Complex,
Bandra (East),
Mumbai – 400 051.

**Sub: Declaration of Postal Ballot result**

Dear Sir,

We wish to inform you that the Company has conducted Postal Ballot for

(a) Amending the Memorandum of Association of the Company;
(b) Adoption of New set of Articles of Association of the Company
(c) Approval of the Buyback of shares through tender offer route

For the aforesaid purpose, Mr. P.V.Subramanian, Company Secretary in Whole-time practice was appointed as Scrutinizer.

The results of the Scrutinizer report pertaining to the Postal Ballot results is attached for your kind reference and record.

Thanking You,

Yours faithfully,

**FOR SEAMEC LIMITED**

SEAMEC LIMITED MUMBAI

**S.N.Mohanty**
**PRESIDENT**
**Corporate Affairs, Operations and Company Secretary**

**P. V. Subramanian**
*B.Com., LL.B., ACS.*
**Company Secretary in Whole-time Practice**

**81/8, Regent Estate,**
**Kolkata-700 092, India.**
**Mobile: 98300 26425**
**Email: pvsm17@rediffmail.com**

To,

The Chairman,
**SEAMEC Limited,**
A-901-905, 9th Floor,
215 Atrium, Andheri Kurla Road,
Andheri (East),
Mumbai-400093.

Dear Sir,

**Scrutinizer's Report on voting by Postal Ballot**

1. The Board of Directors of SEAMEC LIMITED ("the Company"), by resolution passed at its meeting held on 27th May, 2015, appointed me as Scrutinizer for conducting the Postal Ballot voting process seeking members' consent for transacting the following business by passing the **special resolutions** as set out in the Notice dated 27th May, 2015 issued by the Company pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014:-

   a. To approve amendments to the Memorandum of Association of the Company;

   b. To approve adoption of new set of Articles of Association of the Company; and

   c. To approve Buy-back of equity shares through Tender offer route;

2. The Postal Ballot voting process has been completed and now I submit my report as under:-

2.1 The Company has completed on 18th August, 2015 the despatch of postal ballot notice, postal ballot forms and postage prepaid self addressed business reply envelopes to its Members, whose names appeared on the Register of Members / list of beneficiaries as on 14th August, 2015. The Members were given an option to exercise their votes either electronically or by way of physical Postal Ballot Form.

2.2 The Company has availed the e-voting facility offered by National Securities Depository Limited ("NSDL") for conducting e-voting by the shareholders.

2.3 The period of voting through Postal Ballot Forms & by electronic mode commenced on 19th August, 2015 (09.00 a.m.) and ended on 17th September, 2015 (05.00 p.m.).

2.4 The postal ballot forms received during this period were kept under my safe custody in a sealed and tamper proof ballot box.

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2.5 The ballot box was opened after 05.00 p.m. on 17th September, 2015 in my presence and the votes cast through postal ballot forms received till 05.00 p.m. on that day, being the last date and time fixed by the Company for the purpose, were considered for my scrutiny.

2.6 The e-voting module was disabled by NSDL on 17th September, 2015 (05.00 p.m.). Thereafter, the data for e-voting was unblocked and downloaded by me in the presence of two witnesses who were not in the employment of the Company.

2.7 I have scrutinized the Postal Ballot Forms and the e-voting data for verification of votes cast in favour and against the resolutions and have made necessary entries in the registers maintained for the purpose in accordance with the Companies (Management and Administration) Rules, 2014.

2.8 At the time of submitting this report, no further postal ballot forms were received after the last date and time fixed for receiving such forms.

2.9 Envelopes containing postal ballot forms returned undelivered aggregate to 1368 (one thousand three hundred sixty-eight) nos. These envelopes were not opened and they are kept separately.

2.10 I did not find any defaced or mutilated ballot paper.

**3.** I now submit below my report on the results of voting through Postal Ballot Forms and electronic means in respect of the said Resolutions:-

**Resolution No.1:**
***Special Resolution approving amendments to the Memorandum of Association of the Company.***

(i) Voted in favour of the resolution:

| | Number of members voted through electronic voting system and physical mode | Number of valid votes cast (shares) | % of total number of valid votes cast |
|---|---|---|---|
| E-voting | 74 | 25927057 | |
| Physical | 93 | 17198 | |
| Total | 167 | 25944255 | 99.995% |

(ii) Voted against the resolution:

| | Number of members voted through electronic voting system and physical mode | Number of valid votes cast (shares) | % of total number of valid votes cast |
|---|---|---|---|
| E-voting | 4 | 647 | |
| Physical | 5 | 550 | |
| Total | 9 | 1197 | 0.005% |

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(iii) Invalid votes:

| | Total number of members whose votes were declared invalid | Total number of votes cast |
|---|---|---|
| E-voting | 0 | 0 |
| Physical | 18 | 2797 |
| Total | 18 | 2797 |

**Resolution No.2:**

***Special Resolution approving adoption of new set of Articles of Association of the Company.***

(i) Voted in favour of the resolution:

| | Number of members voted through electronic voting system and physical mode | Number of valid votes cast (shares) | % of total number of valid votes cast |
|---|---|---|---|
| E-voting | 71 | 25926097 | |
| Physical | 90 | 16350 | |
| Total | 161 | 25942447 | 99.994% |

(ii) Voted against the resolution:

| | Number of members voted through electronic voting system and physical mode | Number of valid votes cast (shares) | % of total number of valid votes cast |
|---|---|---|---|
| E-voting | 6 | 1207 | |
| Physical | 4 | 450 | |
| Total | 10 | 1657 | 0.006% |

(iii) Invalid votes:

| | Total number of members whose votes were declared invalid | Total number of votes cast |
|---|---|---|
| E-voting | 0 | 0 |
| Physical | 22 | 3745 |
| Total | 22 | 3745 |

**Resolution No.3:**

***Special Resolution approving Buy-back of equity shares through Tender offer route.***

(i) Voted in favour of the resolution:

| | Number of members voted through electronic voting system and physical mode | Number of valid votes cast (shares) | % of total number of valid votes cast |
|---|---|---|---|
| E-voting | 60 | 482718 | |
| Physical | 85 | 15738 | |
| Total | 145 | 498456 | 95.721% |



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(ii) Voted against the resolution:

| | Number of members voted through electronic voting system and physical mode | Number of valid votes cast (shares) | % of total number of valid votes cast |
|---|---|---|---|
| E-voting | 17 | 21183 | |
| Physical | 10 | 1102 | |
| Total | 27 | 22285 | 4.279% |

(iii) Invalid votes:

| | Total number of members whose votes were declared invalid | Total number of votes cast |
|---|---|---|
| E-voting | 0 | 0 |
| Physical | 21 | 3705 |
| Total | 21 | 3705 |

***All the three special resolutions stand passed with requisite majority and you may declare the results of voting accordingly.***

The Register, all other papers and relevant records relating to electronic voting as well as through postal ballot shall remain in my safe custody until the Chairman considers, approves and signs the minutes and the same are handed over to the Company Secretary for safe keeping.

**Place : Kolkata**

**Dated: 18th September, 2015.**

P.V. SUBRAMANIAN Company Secretary C.P.-2077 81/B, Regent Estate, Kolkata-92

P.V. Subramanian

**(P V SUBRAMANIAN)**
**Company Secretary in Whole-time Practice**
**ACS: 4585/C.P.No.: 2077**