SEAMEC LIMITED
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SEAMEC/NSE/SMO/813/15

21st September, 2015

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

Sub: Buy Back of shares – Shareholders approval

Dear Sir,

We wish to inform you that shareholders of the Company through Postal Ballot passed the special resolutions approving buyback of 84,75,000 number of shares @ Rs. 125/- per share.

The certified copy of the shareholders resolutions along with the copy of the report of Mr. P.V.Subramanian, the Scrutinizer dated 18th September, 2015 are also enclosed for your kind perusal.

Thanking you,

Yours faithfully,
For **SEAMEC LIMITED**

SEAMEC LIMITED MUMBAI

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

Regd. & Corporate Office: A-901-905, 9th Floor, 215 Atrium, Andheri Kurla Road, Andheri (East), Mumbai 400 093, India
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CIN No : L63032MH1986 PLC 154910

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED THROUGH POSTAL BALLOT ON 19TH SEPTEMBER, 2015.

"**RESOLVED THAT** pursuant to the provisions of Article 60 of the Articles of Association of the Company and in accordance with the provisions of Section 68, 69 and 70 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the provisions of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998 ('the Buy-back Regulations'), including any statutory modification(s) or re-enactment of the Act or the Buy-back Regulations for the time being in force, and also subject to the approvals, permissions and sanctions of Securities and Exchange Board of India, Reserve Bank of India, Government of India and other authorities, institutions or bodies ('the appropriate authorities') as may be necessary and subject to such conditions and modification(s) as may be prescribed or imposed by them while granting such approvals, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as 'the board' which term shall be deemed to include any committee which the board may constitute to exercise its powers, including the powers conferred by this resolution) is empowered to accept, the consent of the Company be and is hereby accorded to the board to buy-back on proportionate basis from Equity Shareholders / beneficial owner(s) of Equity Shares of the Company on record date, equity shares of Rs.10 each of the Company not exceeding 84,75,000 equity shares, being 25% of the total existing paid-up equity share capital at the price of Rs. 125 per equity share to be financed out of the paid-up equity share Capital, Share Premium Account and Free Reserves as per audited accounts of the Company for the financial year ended 31st March, 2015, such that the aggregate consideration for the shares to be bought-back does not exceed Rs. 105,93,75,000 (Rupees One Hundred and Five Crores Ninety Three Lakhs and Seventy Five Thousand Only) in terms of the offer of buy-back in pursuance of the resolution passed by the board of directors of the Company at its meeting held on May 27, 2015, being an amount not exceeding 25% of the paid-up equity share capital and Free Reserves (including Securities Premium) of the Company (hereinafter referred to as 'buy-back').

RESOLVED FURTHER THAT the Board be and is hereby authorised to implement the buy-back within a period of 12 months from the date hereof (or such extended period as may be permitted under the Act or the Buy-back Regulations or by the appropriate authorities), on existing Shareholders / beneficial owner(s) of Shares on proportionate basis through Tender Offer.

RESOLVED FURTHER THAT subject to the limits laid as aforesaid, the Board be and is hereby authorised to determine from time to time the exact amount to be utilised towards the buy-back and exact number of equity shares to be bought-back.

RESOLVED FURTHER THAT nothing contained hereinabove shall confer any right on the part of any shareholder to offer and/or any obligation on the part of the Company or the board to buy-back any shares and/or impair any power of the Company or the board to terminate any process in relation to buyback, if so permissible by law.

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.

P. V. SUBRAMANIAN
Company Secretary
C.P.-2077
81/8, Regent Estate, Kolkata-92

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%

P. V. SUBRAMANIAN Company Secretary C.P.-2077 8/1B, Regent Estate, Kolkata-92

(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%

P. V. SUBRAMANIAN Company Secretary C.P.-2077 8/1B, Regent Estate, Kolkata-92

(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