SEAMEC LIMITED
A member of MMG™

SEAMEC/NSE/SMO/267/16

18th July, 2016

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

Sub: Intimation on Postal Ballot under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

Pursuant to Section 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Postal Ballot Notice along with Postal Ballot Form are being dispatched to the Shareholders of the Company, whose name appearing in the Register of Members / Beneficial owners as on the cut-off date 8th July, 2016, seeking approval of the Shareholders of the Company by Postal Ballot, including e-voting by electronic means by way of Ordinary Resolution in the following matter:

1. To authorise Board of Directors for entering into Related Party Transactions with M/s. HAL Offshore Limited for Charter Hire of Vessel SEAMEC II (along with marine crew) and providing World Class Remotely Operated Vehicle (ROV) for a period of 3 years.

A soft copy of the Postal Ballot Notice along with the Postal Ballot Form are also uploaded on National Stock Exchange Limited and Bombay Stock Exchange Limited and on the Company's Website: www.seamec.in

Request you to take the same on records.

Thanking you

Yours faithfully,

For SEAMEC LIMITED

S. N. MOHANTY
PRESIDENT
Corporate Affairs, Operations & Company Secretary

Encl.: As above

SEAMEC LIMITED

CIN: L63032MH1986PLC154910
A-901-905, 215 Atrium, Andheri – Kurla Road, Andheri (East), Mumbai – 400 093.
Email:contact@seamec.in website: www.seamec.in

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules 2014, as amended]

Dear Members,

Notice is hereby given that pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules 2014, (the "Rules"), as amended, **Seamec Limited** is seeking the consent of its members to a special business proposed to be transacted by passing an ordinary resolution through Postal Ballot for the following purpose:-.

> "To authorize the Board of Directors of the Company to enter into related party transactions with M/s. HAL Offshore Limited in respect of Charter Hire of Vessel Seamec II (along with marine crew) and providing World Class Remotely Operated Vehicle (ROV) for a period of 3 years."

The proposed resolution and explanatory statement stating the material facts and the reasons for the proposal are appended below and a postal ballot form is also enclosed for your consideration.

The Company has appointed Mr. P. V. Subramanian, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.

Please read carefully the instructions printed on the Postal Ballot Notice and Form. Please return the Postal Ballot Form duly completed and signed in all respects in the enclosed self-addressed pre-paid postage envelope so as to reach the Scrutinizer on or before the closing working hours i.e. 5.00 P.M. on 17.08.2016. Members may choose to vote using e-voting facility, the details whereof are specified under '**Instructions for Voting**' given below.

The Scrutinizer will submit his report to the Authorized Director / Officer of the Company after completion of the scrutiny and the result of the voting by Postal Ballot will be announced or before 19.08.2016.

The declaration of results as stated above shall be treated as declaration of results at a meeting of the shareholders as per the provisions of the Rules. The results of the Postal Ballot along with the Scrutinizer's Report will be posted on the Company's website viz., www.seamec.in

PROPOSED RESOLUTION:

To consider and, if thought fit, to give ASSENT / DISSENT to the following resolution as an **Ordinary Resolution**:-

"RESOLVED THAT pursuant to the provisions of section 188 and other applicable provisions, if any of the Companies Act, 2013 and the relevant Rules framed thereunder, read with Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and subject to such other approvals, consents, permissions and sanctions as may be required from the concerned statutory / regulatory authorities and subject to such terms and conditions as may be imposed by them, if any, consent of the Company, be and is hereby accorded to the Board of Directors of the Company entering into related party transactions by way of letting out on Charter Hire the Company's vessel SEAMEC II (along with marine crew) and providing World Class Remotely Operated Vehicle (ROV) to M/s. HAL Offshore Limited for a period of 3 (three) years which will exceed the materiality threshold limit prescribed under Regulation 23(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 with effect from such date and on such terms and conditions as agreed / may be agreed between the Board of Directors of both the companies and as briefly mentioned in the explanatory statement to this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things on behalf of the Company, as may be necessary, desirable or expedient to give effect to the above resolution."

By Order of the Board of Directors
For Seamec Limited

Place: Mumbai
Date: 13th July, 2016

For SEAMEC LIMITED

S N MOHANTY
PRESIDENT
Corporate Affairs, Operations & Company Secretary

SEAMEC LIMITED (MUMBAI)

S.N. Mohanty
President-Corporate Affairs, Operations &
Company Secretary

Notes:

1. Explanatory Statement as required under section 102 of the Companies Act, 2013, in respect of the business specified above is annexed hereto.
2. The Notice is being sent to all the members, whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the cut-off date being Friday, 8th July, 2016.
3. Members who have registered their e-mail Ids with their Depository Participants are being sent Notice of Postal Ballot by e-mail and Members who have not registered their e-mail Ids will receive Notice of Postal Ballot along with Postal Ballot form through permitted mode.
4. Voting rights shall be reckoned on the paid up value of the shares registered in the names of the members as on 8th July, 2016.
5. Resolution passed by the members through postal ballot is deemed to have been passed effectively at a general meeting of the members.
6. Members have the option either to vote through the e-voting process or through the Postal Ballot Form. A Postal Ballot form along with self-addressed postage pre-paid envelope is also enclosed.The members voting in physical form are requested to carefully read the instructions printed in the attached Postal Ballot Form. Members who have received the Postal Ballot Notice by email and who wish to vote through postal ballot Form can download Postal Ballot Form from the Company's Website : www.seamec.in or seek duplicate postal ballot form from CB Management Services P Limited, P-22, Bondel Road, 2nd Floor, Kolkata- 700019, fill in the requisite details and send the duly completed and signed form. Postal Ballot received after 17th August, 2016 shall be treated as if the reply from the member has not been received.
7. Mr. P.V. Subramanian, Company Secretary in Whole-time Practice (CP- 2077) has been appointed as the scrutinizer to scrutinise the e-voting process in a fair and transparent manner.
8. The Scrutinizer will submit his report to the Managing Director of the Company or in his absence to the President- Corporate Affairs, Operations & Company Secretary after completion of scrutiny of Postal Ballot Forms received. The results of the Postal Ballot will be declared on August 19, 2016 by uploading it alongwith the Scrutinizers report on the website of the Company at www.seamec.in and will also be informed to the Stock Exchanges. The date of declaration of the result of the voting will be taken to be the date of passing of the resolution.
9. In compliance with provision of section 108 of the Companies Act, 2013 read with the relevant Rules thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to offer e-voting facility for its members to enable them to cast their votes electronically. Members have option to vote either through e-voting or through the physical postal ballot form. If a member has opted for evoting then he/she should not vote by physical postal ballot also and vice-versa. However in case members cast their vote both via physical Postal Ballot and e-voting then voting through e-voting shall prevail and voting done by physical Postal Ballot shall be treated as invalid. For this purpose, the Company has signed an agreement with the national Securities Depository Services Limited ("NSDL") for facilitating e-voting.

Instructions for Voting

I. The instruction for members for voting electronically 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

i. Member to open email and open pdf file "seamec-voting.pdf" with client ID or Folio e-voting this password is an initial password.

ii. Member to launch internet browser by typing following URL: http://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 appear, members to change password /pin with new password of member's choice with minimum 8 digits characters or combination thereof. Note/ remember newpassword. Itis strongly recommended not to share password with any other persons and advised to take utmost care to keep password confidential. The new password can be used for voting on all future e-voting resolutions.

For SEAMEC LIMITED

S N MOHANTY
PRESIDENT
Corporate Affairs, Operations & Company Secretary

SEAMEC LIMITED MUMBAI

vi. Home page of evoting opens. Click on e-voting Active voting cycles,

vii. Select "EVEN" of Seamec Limited

viii. Now members are ready for e-voting as cast vote page opens. In case member wishes to view the complete notice can do so by clicking "Resolution File Link"

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 members will not be allowed to modify his/ her vote.

xii. 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 authorised signatories who are authroised to vote scrutinizer through email to "seamecscrutinizer@gmail.com or evoting@in.seamec.com or "evoting@in.nsdl.co.in

B. In case a member receives physical copy of the Notice(for members whose email ids are not registered with the company depository participant on requesting physical copy) but still wants to participate in the e-voting instead of Postal Ballot.

i. Initial password is provided through separate loose sheet communication containing following:

EVEN (VOTING EVENT NUMBER), USER ID, PASSWORD /PIN

ii. Members to follow all steps from SL No (i) to SL No. (xii) above to cast vote.

In case of any queries, members may refer the Frequently Asked Questions for shareholder's and e-voting user manual for shareholders, available at downloads section of www.evoting.nsdl.com

II. Members already registered with NSDL for e-voting can use existing user ID and Password / PIN for casting vote.

III. Members can also update his/her mobile number and e-mail id in the user profile details of the folio which may be used for sending further communications.

IV. The e-voting period commences on 19th July 2016 (9.00am) and ends on 17th August, 2016 (5.00pm). During this period members of the Company holding shares either in physical form or in dematerialized form as on 8th July, 2016 may cast their vote electronically.

V. The 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. The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity capital of the Company as on 8th July, 2016.

VI. Voting can be exercised only by the shareholder or his / her duly constituted attorney or in case of bodies corporate, the duly authorised person.

VII. Shareholders holding shares in either in physical form or in dematerialised form may cast their votes electronically.

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

HAL Offshore Ltd. (HAL), the promoter of the Company, has been awarded Letter of Intent (LOI) by Oil and Natural Gas Corporation Limited (ONGC), for chartering multi purpose support vessel meeting the specifications as stated in the Tender No. P76KC15002. HAL participated in the tender offering Company's vessel SEAMEC II.

The requirement by ONGC is, apart from vessel, diving, diving equipment, ROV etc. SEAMEC commitment will be for supply of Charter hire of vessel (along with marine crew) and providing of World Class Remotely Operated Vehicle (ROV), only.

The Charter Hire rate for vessel SEAMEC II along with providing World Class Remotely Operated Vehicle (ROV) would be proposed at US $ 30,540 per day exclusive of service tax. The total contract value for the period of 3 years would be US$ 33,441,300 equivalent to INR 224,05,67,100 (Rupees Two Hundred and Twenty Four Crores Five Lacs Sixty Seven Thousand One Hundred Only) appx. The Charter hire value year wise would be US $ 11,147,110 equivalent to INR 74, 68, 55, 700 (Rupees Seventy Four Crore Sixty Eight Lacs Fifty Five Thousand Seven Hundred Only) appx.

The proposed transaction will be in ordinary course of business and Charter hire price is as per prevailing market conditions. The Company had in past entered into similar long term arrangement of Charter Hire with HAL.

For SEAMEC LIMITED

S N MOHANTY
PRESIDENT
Corporate Affairs, Operations & Company Secretary

SEAMEC LIMITED MUMBAI

The proposed transaction with HAL will be a Related Party Transaction within meaning of Section 188 of Companies Act, 2013 read with Regulation 23 of SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015. The total Contract Value along with that of the existing related party transaction will exceed 10% of the annualized turnover of the Company as per the latest audited financial statement for the year 2015-16, and being a material transaction will require the approval of the shareholders.

Your directors feel that it would be appropriate to pass this resolution in the best interest of the Company. The resolution is required to be passed through Postal ballot as per Rule 22 of the Companies (Management & Administration Rules) 2014, as amended.

The details of procedures for Postal Ballot and e-voting are described in the notes to this Notice.

The disclosures required to be provided under the provisions of the Companies Act, 2013, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and the Companies (Meetings of Board and its Powers) Rules, 2014 are given herein below for perusal of the members.

Name of the Related Party	**HAL Offshore Limited (Holding Company)**
Name of the Director or Key Managerial Personnel who is related, if any.	Mr. Sanjeev Agrawal, Chairman.
Nature of Relationship	Promoter
Nature, material terms, monetary value and particulars of the contract or arrangement	The Charter Hire of vessel SEAMEC II (along with marine crew) and providing ROV for ONGC contract for a period of three years. The Charter Hire to commence upon this approval and execution of necessary contract thereafter. The Charter Hire rate is USD 30,540/ per day. The monetary value of the Charter Hire for a period of three years would be USD 33,441,300, equivalent to INR 224,05,67,100/- (Rupees Two Hundred and Twenty Four Crores Five Lacs Sixty Seven Thousand One Hundred Only) appx. The Charter Hire value year wise would be Rs. 74,68,55,700/- (Rupees Seventy Four Crore Sixty Eight Lacs Fifty Five Thousand Seven Hundred Only) appx.
Any other information relevant or important for the members to take a decision on the proposed resolution	NIL.

The Board of Directors recommends passing of the resolution as set out in this Notice as an Ordinary Resolution.

As per regulatory requirement the related parties shall abstain from voting on the proposed resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives, except Mr. Sanjeev Agrawal, being the Nominee Director of HAL is deemed to be concerned or interested in the resolution.

By Order of the Board of Directors
For Seamec Limited

Place: Mumbai
Date: 13th July, 2016

S.N. Mohanty
President-Corporate Affairs, Operations &
Company Secretary

For SEAMEC LIMITED

S N MOHANTY
PRESIDENT
Corporate Affairs, Operations & Company Secretary

SEAMEC LIMITED MUMBAI

www.sapprints.com

SEAMEC LIMITED

CIN: L63032MH1986PLC154910

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

Email: contact@seamec.in website: www.seamec.in

POSTAL BALLOT FORM

Serial No. :

1. Name and Registered Address of the Sole / First named member :

2. Name(s) of the Joint Member(s) if any :

3. Registered folio no. / *DPID and Client ID No. :
*(*Applicable to investors holding shares in dematerialized form)*

4. No. of equity shares held :

I/We hereby exercise my/our vote in respect of the Ordinary Resolution to be passed through Postal Ballot for the businesses stated in the Notice dated 13th July, 2016 of Seamec Limited (the "Company") by sending my/our Assent (FOR) or Dissent (AGAINST) to the said Ordinary Resolution by placing a tick (✓) mark at the appropriate column below :

Item No.	Description	No. of equity shares	I /We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
SPECIAL BUSINESS				
1.	To authorize Board of Directors for entering into Related Party Transactions with M/s. HAL Offshore Limited for Charter Hire of Vessel Seamec II (along with marine crew) and providing World Class Remotely Operated Vehicle (ROV) for a period of 3 years.			

Place :
Date :

(Signature of the member)

Last date for Receipt of Postal Ballot by the Scrutinizer: 17th August, 2016 before 5.00 pm

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Electronic Voting Particulars

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD/PIN

For SEAMEC LIMITED

Note: Please carefully read the instructions printed overleaf before exercising the vote.

S N MOHANTY
PRESIDENT
Corporate Affairs, Operations & Company Secretary

SEAMEC LIMITED MUMBAI

INSTRUCTIONS FOR VOTING IN PHYSICAL FORM

1. Member(s) desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage pre-paid self-addressed envelope. Envelope containing Postal Ballot Form, if deposited in person or sent by courier at the expense of the Member(s) will also be accepted.
2. The postage pre-paid self-addressed envelope bears the name and postal address of the Scrutinizer appointed by the Company.
3. This Postal Ballot Form should be completed and signed by the member, as per the specimen signature registered with the Company or the Depository Participant, as the case may be. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member.
4. In the case of equity shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by the certified true copy of Board resolution / authority letter.
5. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
6. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final and binding.
7. Duly completed Postal Ballot form should reach the Scrutinizer before 5.00 pm on 17thAugust, 2016, i.e. within 30 days from the date of dispatch of the notice. Postal Ballot form received after this time and date will be strictly treated as if the reply from such Member(s) has not been received.
8. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
9. Voting rights shall be reckoned on the paid up value of shares registered in the name of the members whose name appears in the Register of Members/Record of Depositories as on 8thJuly, 2016.
10. The result of the Postal Ballot will be declared on 19thAugust, 2016 at the registered office of the Company.
11. The Postal Ballot shall not be exercised by a Proxy.
12. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope. If any extraneous paper are found, the same will be destroyed by the Scrutinizer.
13. A member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No. 7 above.
14. **The Company is also offering e-voting facility as an alternate, for all the members to enable them to cast their vote electronically instead of dispatching Postal Ballot Form. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.**

For SEAMEC LIMITED



S N MOHANTY
PRESIDENT
Corporate Affairs, Operations & Company Secretary

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