SEAMEC LIMITED
A member of MMG™

SEAMEC/NSE/SMO/318/16

19th August, 2016

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

Sub: **Declaration of Postal Ballot Results – Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir,

We are furnishing herewith the statement of results of shareholder's resolution passed through Postal Ballot / E-Voting declared today along with report of Mr. P. V. Subramanian, Scrutinizer, appointed for this purpose.

Thanking You,

Yours faithfully,
FOR SEAMEC LIMITED

SEAMEC LIMITED MUMBAI

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

Regd. & Corporate Office: A-901-905, 9th Floor, 215 Atrium, Andheri Kurla Road, Andheri (East), Mumbai 400 093, India
Tel.: +91-22-6694 1800 • Fax : +91-22-6694 1818 • E-mail : contact@seamec.in
CIN No : L63032MH1986 PLC 154910

SEAMEC LIMITED
A member of MMG™

RESULTS OF SHAREHOLDERS RESOLUTION PASSED THROUGH POSTAL BALLOT / E-VOTING AS PER REGULATION 44 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Cut-Off Date	8th July, 2016
Total number of shareholders on Cut off Date	16821
No. of Shareholders voted through E-voting or through Physical Ballot	
Promoters and Promoter Group	
Public Institution	
Public Others	102

Details of Agenda:

Resolution required	Ordinary
Summary of Resolution	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 Work Class Remotely Operated Vehicle (ROV) for a period of 3 years.
Whether Promoter / Promoter Group are interested in the agenda / resolution?	Yes

Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No.of Votes in favour (4)	No.of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	18527475	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	**18527475**	**0**	**0.00**	**0**	**0**	**0.00**	**0.00**
Public Institutions	E-Voting	139396	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	**139396**	**0**	**0.00**	**0**	**0**	**0.00**	**0.00**
Public Non Institutions	E-Voting	6758129	260704	3.86	260349	355	99.86	0.14
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		277703	4.11	276603	1100	99.60	0.40
	Total		**538407**	**7.97**	**536952**	**1455**	**99.73**	**0.27**
TOTAL		25425000	538407	2.12	536952	1455	99.73	0.27

The number of votes polled in favour of the Ordinary Resolution are 536952 (99.73% of the total valid votes). Thus, the Ordinary Resolution has been approved by Shareholders with requisite majority.

For SEAMEC LIMITED

SEAMEC LIMITED MUMBAI

S N MOHANTY
PRESIDENT
Corporate Affairs, Operations & 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") had appointed me as Scrutinizer for conducting the Postal Ballot voting process seeking members' consent for transacting the following business by passing the **ordinary resolution** as set out in the Notice dated 13th July, 2016 (read with corrigendum thereto published on 27th July, 2016) 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:-

   ""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 Work 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."

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

2.1 The Company had completed on 18th July, 2016 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

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

8th July, 2016. The Members were given an option to exercise their votes either electronically or by way of physical Postal Ballot Form.

2.2 The Company had 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 July, 2016 (09.00 hours) and ended on 17th August, 2016 (17.00 hours).

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

2.5 The ballot box was opened after 17.00 hours on 17th August, 2016 in my presence and the votes cast through postal ballot forms received till 17.00 hours 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 August, 2016 (17.00 hours). Thereafter, the data for e-voting was 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 resolution 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 313 (three hundred thirteen) 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 result of voting through Postal Ballot Forms and electronic means in respect of the said "**Ordinary Resolution authorizing 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 Work Class Remotely Operated Vehicle (ROV) for a period of 3 years.**":-

(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	63	260349	
Physical	36	276603	
Total	99	536952	99.73%

P. V. SUBRAMANIAN Company Secretary C.P.-2077 81/8, 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	2	355	
Physical	1	1100	
Total	3	1455	0.27%

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of votes cast
E-voting	0	0
Physical	5	1950
Total	5	1950

The said resolution stands passed with requisite majority and you may declare the result 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.

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

P.V. Subramanian

Place : Kolkata

Dated: 18th August, 2016.

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

SEAMEC LIMITED
A member of MMG™

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED THROUGH POSTAL BALLOT ON 13TH JULY, 2016.

TO APPROVE RELATED PARTY TRANSACTION WITH M/S HAL OFFSHORE LIMITED IN RESPECT OF CHARTER HIRE OF VESSEL SEAMEC II (ALONG WITH MARINE CREW) AND PROVIDING WORK CLASS REMOTELY OPERATED VEHICLE (ROV) FOR A PERIOD OF 3 YEARS

"**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 Work 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."

FOR SEAMEC LIMITED

SEAMEC LIMITED MUMBAI

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