SEAMEC LIMITED
A member of MMG
MM AGRAWAL GROUP
Regd. 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 : L63032MH1986PLC154910

SEAMEC/NSE/AGM/PROCEEDINGS/SMO/0808/2024

August 08, 2024

National Stock Exchange of India Limited
Exchange Plaza
Plot No. C/1, G Block,
Bandra – Kurla Complex,
Bandra (East)
Mumbai -400051

Trading Symbol: "SEAMECLTD"

Sub: Proceedings of the 37th Annual General Meeting of the Company

Dear Sir / Madam,

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith as **Annexure-I,** the proceedings of the 37th Annual General Meeting (AGM) of the Company, held today, i.e. August 08, 2024 through Video Conferencing.

The AGM commenced at 04:00 P.M. and concluded at 05:15 P.M.

Mr. Raghav Chandra, IAS (Retd.) (DIN: 00057760), who was appointed as an Additional Director designated as a Non-Executive and Independent Director at the Board Meeting held on May 28, 2024, was appointed as a Non-Executive and Independent Director by the shareholders of the Company at the said AGM. Details of Mr. Raghav Chandra, IAS (Retd.), pursuant to SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 is provided as **Annexure – II.**

This is to confirm that Mr. Raghav Chandra, IAS (Retd.) is not debarred from holding the office of Director by virtue of any SEBI Order or any other Authority.

You are requested to kindly take the same on record.

Thanking you,

Yours Faithfully,
For SEAMEC LIMITED
SACHIDANANDA MOHANTY
Digitally signed by SACHIDANANDA MOHANTY
Date: 2024.08.08 19:41:56 +05'30'
S. N. MOHANTY
PRESIDENT
Corporate Affairs, Legal & Company Secretary

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SUMMARY OF THE PROCEEDINGS OF THE 37TH ANNUAL GENERAL MEETING

The 37th Annual General Meeting (AGM) of the Members of SEAMEC LIMITED was held today i.e. Thursday, August 08, 2024 at 04.00 p.m. (IST) via two-way Video Conferencing (VC). The Company, while conducting the Meeting, adhered to the circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI), as amended.

The following Board of Directors and Key Managerial Personnel were virtually present at the meeting, viz;

1. Mr. Sanjeev Agrawal, Chairman
2. Mr. Raghav Chandra, Independent Director
3. Mrs. Ruby Srivastava, Woman Independent Director
4. Mr. Naveen Mohta, Whole Time Director
5. Mr. Subrat Das, Director
6. Mr. Rakesh Ayri, Chief Executive Officer
7. Mr. S. N. Mohanty, President – Corporate Affairs, Legal & Company Secretary.
8. Mr. Vinay Kumar Agarwal, Chief Financial Officer

As per Section 103 of the Companies Act, 2013, the required quorum for convening the AGM was present and complete and accordingly, the meeting was called to order. Since there was no physical attendance of Members and in compliance with the Circulars issued by MCA and SEBI, as amended, the requirement of appointing proxies was not applicable, except for the authorized representatives of corporate shareholders.

Mr. S.N. Mohanty, President – Corporate Affairs, Legal and Company Secretary, confirmed to the Chairman that the requisite quorum was present. The Chairman, thereafter, commenced the meeting advising Mr. Mohanty to introduce members of the Board and Key Management Personnel to the Members. Mr. Mohanty introduced the Directors and Key Management Personnel in the meeting. and formally introduced Mr. Raghav Chandra, IAS (Retd.) and Dr. Amarjit Chopra, Additional Independent Directors, as a Member of the Board of Directors and Mr. Rakesh Ayri, Chief Executive Officer and commenced the proceedings of the Meeting.

Mr. Satyajit Mishra, Secretarial Auditor and Scrutinizer for AGM, was also present at the Meeting through VC.

The Chairman, thereafter, delivered his Speech. The speech, *inter-alia,* broadly covered matters relating to the factors affecting the global Oil & Gas industry, consumption of energy and gas by the countries in the Asia Pacific region, challenges faced by the Company, acquisition of a new Vessel, financial performance and the change in constitution of the Board of Directors, mainly pertaining to the induction of Mr. Raghav Chandra, IAS (Retd.) and completion of tenure of Mr. Deepak Shetty and Mr. Surinder Singh Kohli.

Mr. S.N. Mohanty, President - Corporate Affairs, Legal and Company Secretary informed the members that the Register of Directors and Key Managerial Personnel and their Shareholding and Register of Contracts or Arrangements in which Directors are Interested are available. These will remain accessible to the members for inspection electronically if they so desire.

With the consent of the Members, the Notice of the Meeting was taken as read. The Members were informed that the Standalone and Consolidated Statutory Auditors' Report and Secretarial Audit Report for FY 2023-24 did not have any qualifications / adverse remarks / disclaimer / reservation.

The following items of business as set out in the notice convening 37th AGM conducted through e-voting were placed at the meeting.

Resolution(s):

Ordinary Business:

1. To receive, consider and adopt:
   a) Audited Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon
   b) Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 together with the Report of Auditors thereon.

   Resolution 1a: Ordinary Resolution

   "RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon, be and are hereby approved and adopted."

   Resolution 1b: Ordinary Resolution

   "RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 and the Report of Auditors thereon, be and are hereby approved and adopted."

2. To confirm the payment of Interim Dividend at the rate of Rs. 1 per equity share of Rs. 10 each as final dividend for the financial year ended March 31, 2024.

   Resolution 2: Ordinary Resolution

   "RESOLVED THAT the Interim Dividend declared at the rate of Rs. 1 per equity share of Rs. 10 each, be and are hereby approved as the Final Dividend for the financial year ended March 31, 2024."

3. To appoint a director in place of Mr. Sanjeev Agrawal (DIN: 00282059), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution 3: Ordinary Resolution

"**RESOLVED THAT** Mr. Sanjeev Agrawal (DIN: 00282059), a Director who retires by rotation and being eligible has offered himself for re-appointed, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

Special Business:

4. Appointment of Mr. Raghav Chandra, IAS (Retd.) (DIN: 00057760) as a Non-Executive Independent Director for the first term of 5 consecutive years from May 15, 2024 to May 14, 2029.

Resolution 4: Special Resolution

"**RESOLVED THAT** pursuant to the provisions of Sections 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) and on the basis of recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Raghav Chandra, IAS (Retd.) (DIN: 00057760), who was appointed as an Additional Director designated as an Independent Director of the Company 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 a Director of the Company;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) and Regulation 16 and 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereof for the time being in force), Mr. Raghav Chandra, IAS (Retd.) (DIN: 00057760), Director of the Company be and is hereby appointed as a Non-Executive and Independent Director of the Company to hold office for first term of 5 (Five) consecutive years with effect from May 15, 2024 to May 14, 2029 and that he shall not be liable to retire by rotation."

With the permission of the Chairman, Mr. S.N. Mohanty, President - Corporate Affairs, Legal and Company Secretary invited the Members, who had pre-registered with the Company as Speakers, to express their views, ask questions and seek clarifications on the operations and financial performance of the Company and on the resolutions set out in the Notice. The Members were given an opportunity to speak in the order in which they had registered their names.

Generally, clarifications were sought by the shareholders with regards to operations, future plans and outlook, dry docking of Vessels, acquisition of NPP Nusantara, bulk carrier segment, financial position, business of Aarey Organic Industries Private Limited, women employees, etc. The response to the Members' queries was consolidated and suitably provided by Mr. S.N. Mohanty, President – Corporate Affairs, Legal and Company Secretary to the satisfaction of the Members.

Thereafter, it was informed that Mr. Satyajit Mishra, Practicing Company Secretary was the Scrutinizer appointed by the Board to scrutinize the votes cast during the Meeting and through remote e-voting, in a fair and transparent manner.

Mr. S.N. Mohanty, President-Corporate Affairs, Legal and Company Secretary informed the Members that the Company had provided its Members' the facility to cast their vote electronically through the National Securities Depository Limited ('NSDL') system before the Meeting through remote e-voting. He further informed that the e-voting facility was also made available during the AGM for the benefit of Members who were present during the Meeting and had not cast their votes earlier through remote e-voting. Time allotted for this purpose was 30 minutes from the closure of meeting.

The Chairman authorized Mr. S.N. Mohanty, President - Corporate Affairs, Legal and Company Secretary to carry out the voting process and conclude the Meeting. He also authorized the Company Secretary to accept and countersign the Scrutinizer's Report and declare the consolidated voting results. He informed the Members that the combined results of the remote e-voting before as well as e-voting during the AGM would be announced within two working days of the conclusion of the Meeting and the results along with the Scrutinizer's Report would be intimated to the Stock Exchanges in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and would be placed on the website of the Company and NSDL.

On behalf of the Chairman, Mr. S.N. Mohanty, President -Corporate Affairs, Legal and Company Secretary thanked the Members for their continued support and for attending and participating in the Meeting. He also thanked the Directors for joining the Meeting virtually. The e-voting facility was kept open for the next 30 minutes to enable the Members to cast their vote.

The meeting concluded with a vote of thanks to the Chair at 05:15 P.M.

For SEAMEC LIMITED

SACHIDANANDA MOHANTY
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Date: 2024.08.08 19:43:18 +05'30'

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

Regd. Office: A-901-905, 9th Floor, 215 Atrium, Andheri Kurla Road, Andheri (East), Mumbai 400 093, India
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ANNEXURE - II

Sr. No.	Particulars	Details
1.	Name & DIN of Director	Mr. Raghav Chandra (IAS Retd.) (DIN: 00057760)
2.	Reason for change viz. ~~appointment, reappointment, resignation, removal, death or otherwise~~ change in designation	Mr. Raghav Chandra (IAS Retd.) (DIN: 00057760) was appointed as an Additional Director to hold office of a Non-Executive Independent Director, subject to approval of the shareholders. The shareholders of the Company, at the Annual General Meeting held on August 8, 2024, approved the appointment of Mr. Raghav Chandra, IAS (Retd.) as Non-Executive and Independent Director for a period of five consecutive years, effective from May 15, 2024.
3.	Date of change in designation ~~appointment / re-appointment/ cessation (as applicable)~~ & term ~~of appointment / reappointment~~	Date of change in designation: August 8, 2024 Term of appointment: for 5 years from May 15, 2024 to May 14, 2029.
4.	Brief Profile (in case of Appointment)	Mr. Raghav Chandra (IAS Retd.) is a former Indian Administrative Service Officer (IAS) of 1982 batch, superannuated in the rank of Secretary to Government of India. Mr. Chandra is B.Sc. (Hons.) and Masters of Science degree in Mathematics from St. Stephens College, Delhi University. He has also done his Masters in Public Administration from Harvard University, USA – as Edward S Mason Fellow, dividing time between Harvard Kenedy School and Harvard Business School. He is a recipient of the Joint Japan/ World Bank GSP. His professional career training was done at Lal Bahadur Shastri Academy of Administration, Mussoorie. He had participated in various Executive Management courses in top global institutes such as the Cambridge Judge School of Business, Columbia University, Berkeley University and the IIMs. Mr. Raghav Chandra (IAS Retd.) has varied experience in the fields of infrastructure, sustainability and arts, as given in brief below:

		1. Chairman of National Highway Authority of India – played a very pro-active role in the overall infrastructure development of India. Got NHAI listed in Singapore and London Stock Exchange which led to successfully raising Masala bond internationally. 2. Awarded Man of the Year by Construction World Magazine 2016. 3. Chaired Government of India Committee for public private partnership in highway structure. 4. Represented Government of India in City of London conference on Infrastructure financing 2010, economic business summit in Paris 2011, World PPP Conference, Geneva 2012, FAO Annual Session in Rome 2014. 5. Worked as CMD of the Indian Highway Management Company Limited, brought new focus into technology and service activities connected with highway management. 6. Principle Secretary – Urban Development in Madhya Pradesh for 3 years, supervised working of 345 local bodies, got City Development Plan, and initiated major programs for holistic upgradation of basic urban amenities including waste management, parking, roads, drinking water and sewage in the city. 7. Commissioner and Chief Executive Officer, Madhya Pradesh Housing Board. 8. Acted as Managing Director of the MP State Industrial Development Corporation, MD of Trade and Investment Felicitation Corporation. 9. Acted as Director in Ministry of Commerce, looking after WTO, bilateral trade with various countries including companies. 10. Acted as Government of India, Additional Secretary and financial advisor for the Ministry of Agriculture/ Farmers Welfare, animal

		husbandry/ dairying and fisheries. 11. Acted as Additional Secretary and Financial Advisor to Ministry of Culture. 12. An accredited Arbitrator, having completed several important commercial arbitrations, including one as a Presiding Arbitrator. He is also a Dispute Resolution Mediator with the National Highways Authority of India and the Ministry of Railways. Currently, he is an Independent Director on company Boards: Welspun Enterprises (WEL), J Kumar Infra (JKIL) and GR Infra Highways Management Company and Advisor to a few companies in the renewable energy and health sectors.
5.	Disclosure of relationships between Directors (in case of appointment of a director)	Not applicable

SACHIDANANDA MOHANTY
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Date: 2024.08.08 19:43:59 +05'30'