SEAMEC LIMITED
A member of MMG™

SEAMEC/NSE/SMO/PBN/2110/2021

October 21, 2021

National Stock Exchange of India Limited
Exchange Plaza,
Plot No. C/1, G Block,
Bandra-Kurla Complex,
Bandra (East),
Mumbai – 400 051

Trading Symbol: "SEAMECLTD"

Sub: Notice of Postal Ballot under Section 110 of the Companies Act, 2013

Dear Sir /Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in continuance to our letter(s) SEAMEC/NSE/SMO/1308/2021 dated August 13, 2021 and SEAMEC/NSE/SMO/0410/2021 dated October 4, 2021, the postal ballot notice being circulated to the members of the Company only by e-mail, whose names appear in the register of members / beneficial owners of the Company, as on Friday, October 15, 2021 is attached for your information and records. The copy of the Postal Ballot Notice is also available on the website of the Company at www.seamec.in.

The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its members. The voting only through electronic means will commence from Saturday, October 23, 2021 (09:00 A.M. IST) and shall end on Sunday, November 21, 2021 (5:00 P.M. IST).

We request you to take the above on record and disseminate the same on your website.

Thanking you,

Yours faithfully,
For **SEAMEC LIMITED**

S.N. Mohanty
President - Corporate Affairs, Legal and Company Secretary

MEMBER OF THE MMG

Seamec Limited

Registered & Corporate Office : A-901-905, 9th Floor, 215 Atrium, Andheri Kurla Road, Andheri (East), Mumbai-400 093
CIN : L63032MH1986PLC154910; **E-Mail** : contact@seamec.in; **Website:** www.seamec.in;
Fax : (022) 6694 1818; **Tel.:** (022) 6694 1800

NOTICE OF POSTAL BALLOT

Dear Shareholders,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**"), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020 and the General Circular No. 10/2021 dated June 23, 2021 issued by the Ministry of Corporate Affairs ("**MCA Circulars**") (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), and pursuant to other applicable laws and regulations, that the resolutions appended below are proposed for approval of the shareholders of the Company through postal ballot by remote e-voting process ("**e-voting**").

An Explanatory Statement pursuant to Section 102 of the Act, Secretarial Standard-2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to the said Resolutions setting out the material facts are annexed hereto.

The Board of Directors of the Company, at its meeting held on October 4, 2021 appointed Mr. Satyajit Mishra & Co. (FCS 5759; C.P. No. - 4997), Company Secretary in Practice, as Scrutinizer for conducting the Postal Ballot including e-voting process in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the Notes under the section "General information and instructions relating to e-voting" in this postal ballot notice ("Postal Ballot Notice") to cast their vote electronically. Shareholders can cast their votes online from Saturday, October 23, 2021 at 09:00 hours IST till Sunday, November 21, 2021 at 17:00 hours IST. Shareholders are requested to cast their vote through the e-voting process not later than 17:00 hours IST on Sunday, November 21, 2021 to be eligible for being considered, failing which it will be considered that no vote has been received from the shareholder.

In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

The Scrutinizer will submit his report to the Chairman of the Company or any other official authorized by him after completion of scrutiny of the e-voting. The results shall be declared on or before Tuesday, November 23, 2021 and communicated to BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE"), the Depositories, Registrar and Share Transfer Agent and will also be displayed on the Company's website www.seamec.in.

1. **Appointment of Mr. Naveen Mohta as a Whole Time Director of the Company for a period of 5 (five) years and to fix his remuneration.**

   To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

   "RESOLVED THAT pursuant to the provisions of Sections 152, 161, 196, 197, 198 and 203 read with Schedule V and the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force), and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any statutory modification(s) or amendment(s) thereof for the time being in force, and on the

recommendation of the Nomination and Remuneration Committee and the Board of Directors, the appointment of Mr. Naveen Mohta (DIN: 07027180) on secondment from HAL Offshore Limited, Holding Company is hereby revoked and that appointment of Mr. Naveen Mohta (DIN: 07027180) as Whole Time Director of the Company for a period of 5 (five) years effective from September 1, 2021 to August 31, 2026, be and is hereby approved, on such terms and remuneration as set out in this resolution and explanatory statement annexed to this notice;

RESOLVED FURTHER THAT the terms and conditions of remuneration as set out in the Explanatory Statement annexed hereto which shall be deemed to form part hereof and in the event of inadequacy or absence of profits in any financial year or years, the remuneration comprising salary, perquisites and other benefits and emoluments approved herein be continued to be paid as minimum remuneration to Mr. Naveen Mohta (DIN: 07027180) during his term of appointment;

RESOLVED FURTHER THAT 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 have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution) be and is hereby authorised to vary and/or revise the remuneration of Mr. Naveen Mohta (DIN: 07027180) as Whole Time Director within the overall limits under the Act and to take such steps as may be necessary, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

2. **Appointment of Dr. Sangeeta Pandit as Non-Executive and Independent Woman Director of the Company for a term of 5(five) consecutive years from October 4, 2021 to October 3, 2026.**

To consider and, if thought fit, to pass the following Resolution as a **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 recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Dr. Sangeeta Pandit (DIN: 06748608), who was appointed as an Additional Director designated as an Independent Woman 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 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), Dr. Sangeeta Pandit (DIN: 06748608), Director of the Company be and is hereby appointed as an Independent Woman Director of the Company to hold office for first term of 5 (Five) consecutive years with effect from October 4, 2021 October 3, 2026 and that she shall not be liable to retire by rotation; and

RESOLVED FURTHER THAT any one of the Directors and/or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this Resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution."

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

Date: October 4, 2021

By Order of the Board
For **Seamec Limited**

S. N. Mohanty
President – Corporate Affairs,
Legal and Company Secretary
Membership No.: F3434

NOTES:

1. Explanatory Statement pursuant to Section 102 read with Section 110 of the Act for the above items of business is annexed to this Notice.

2. In compliance with the provisions of Section 110 of the Act read with the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility to the shareholders to exercise votes through electronic voting system ("E-voting") on the E-voting platform provided by National Securities and Depository Limited ("NSDL").

3. The voting rights of the shareholders shall be reckoned on the equity shares held by them as on Friday, October 15, 2021, being the "cut-off date" fixed for this purpose. The Postal Ballot Notice is being sent only electronically to all the shareholders, whose names appear in the Register of Members/List of Beneficial Owners as received from the NSDL and Central Depository Services (India) Limited ("CDSL") as on the close of working hours on the cut-off date, and any person who is not a shareholder of the Company as on date specified above shall treat the Notice for information purposes only.

4. The Board of Directors in its meeting held on Monday, October 4, 2021 has appointed M/s. Satyajit Mishra & Co., Company Secretary in Practice, as the scrutinizer ("Scrutinizer") for conducting the Postal Ballot only through E-voting process in a fair and transparent manner in compliance with MCA Circulars.

5. The postal ballot notice is also being uploaded on the Company's website viz., www.seamec.in and on the website of NSDL viz., www.evoting.nsdl.com.

6. Members who have not yet registered their e-mail addresses are requested to register the same with their Depository Participants ("DP") in case the shares are held by them in electronic form and with Company's Registrar and Share Transfer Agent (RTA) by sending an e-mail at rta@cbmsl.com in case the shares are held by them in physical form.

7. In accordance with the provisions of the MCA Circulars, shareholders can vote only through the E-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot.

8. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a duly constituted General Meeting of the shareholders.

9. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the Listing Regulations, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolutions through the E-voting service facility provided by NSDL. The instructions for E-voting are provided as part of this Postal Ballot Notice.

10. Shareholders desiring to exercise their vote through the E-voting process are requested to read the instructions in the Notes under the section "General information and instructions relating to E-voting" in this Postal Ballot Notice. Shareholders are requested to cast their vote through the E-voting process not later than 17:00 Hours IST on Sunday, November 21, 2021 to be eligible for being considered, failing which it will be considered that no vote has been received from the shareholder.

11. The Scrutinizer will submit his report to the Chairman or such other official as may be authorized by him after the completion of scrutiny, and the result of the voting by postal ballot through the E-voting process will be announced by the Chairman or any person authorized by him, on or before Tuesday, November 23, 2021 and will also be displayed on the website of the Company (www.seamec.in), besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent.

12. Shareholders can cast their vote online from Saturday, October 23, 2021 from 09:00 hours IST till Sunday, November 21, 2021 at 17:00 hours IST. Voting beyond the said date shall not be allowed and the E-voting facility shall be blocked.

13. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Sunday, November 21, 2021 i.e., the last date specified for receipt of votes through the E-voting process.

14. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the E-voting process. Shareholders seeking to inspect such documents can send an email to contact@seamec.in.

General information and instructions relating to E-voting:

The modality to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL.** Click on **NSDL** to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

   - If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
   - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   - How to retrieve your 'initial password'?

     (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

     (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs.smishra@gmail.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

Process for those shareholders whose E-mail Ids are not registered with the depositories for procuring User Id and Password and registration of E-mail Ids for E-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to rta@cbmsl.com / contact@seamec.in.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (rta@cbmsl.com / contact@seamec.in).

3. If you are Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.

4. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring User Id and Password for E-voting by providing above mentioned documents.

5. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and E-mail ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102, 110 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS AND REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

Item No. 1 - Appointment of Mr. Naveen Mohta as a Whole Time Director of the Company for a period of 5 (five) years and to fix his remuneration.

Mr. Naveen Mohta was appointed as Whole Time Director of the Company on secondment from HAL Offshore Limited (HAL), Holding Company for a period of 5 (five) years with effect from November 14, 2017 to November 13, 2022. Accordingly, Mr. Mohta was drawing remuneration only from HAL.

Consequent upon revocation of appointment on secondment of Mr. Naveen Mohta from HAL Offshore Limited, Holding Company, on the close of business hours on August 31, 2021, it was felt desirable to avail his services in professional capacity and accordingly on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on August 13, 2021, noted revocation of appointment on secondment of Mr. Naveen Mohta from HAL w.e.f. close of business hours of August 31, 2021 and appointed him afresh as an Additional Director designated as Whole Time Director w.e.f. September 1, 2021 on terms and conditions including remuneration in pursuance of provisions of Section 196, 197 read with Schedule V of the Companies Act, 2013 read with Rules made thereunder.

Broad particulars of the terms of appointment of and remuneration payable to Mr. Naveen Mohta are as under:

a. Tenure of appointment – 5 years w.e.f. September 1, 2021

b. Salary, perquisites and allowances: The perquisites and allowances shall be evaluated, wherever applicable, as per the Company's Policy and the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost. The break-up of remuneration is as follows:

Particulars	**Per Month**	**Per Annum**
Basic Salary	300,000	
HRA	150,000	
Other Allowances	246,000	
Medical Allowance	4,000	
Grand Total (Per annum)	**700,000**	**8,400,000**

Gratuity will be as per rules of the Company with liberty to merge previous gratuity with current employment.

c. Mediclaim and Domiciliary hospitalization for self, spouse and maximum of two unmarried children, Annual Health Check-up for Self and Spouse, Group Personal Accident and Life Insurance Cover for Self.

d. Travelling allowances including insurance for business trips as per Company's Policy.

e. Increment / Variance in remuneration, if deemed fit, including performance linked incentive, subject to recommendation of Nomination and Remuneration Committee and approval of Board of Directors.

The office of the Whole-time Director may be terminated by either party by giving 3 (three) months' prior notice in writing.

In the absence or inadequacy of profits in any financial year during the tenure of his appointment, the above remuneration including the perquisites will be paid as minimum remuneration fulfilling criteria of professional appointment in accordance with Schedule V of the Companies Act, 2013.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Mohta under Section 190 of the Act.

Mr. Mohta satisfies all the conditions set out in Part-I of Schedule V of the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment and is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Details of Mr. Naveen Mohta are provided in the "Annexure" to the Notice, pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Mr. Mohta is interested in the resolution set out at Item No. 1 of the Notice. The relatives of Mr. Mohta may be deemed to be interested in the resolution set out at Item No. 1 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. It is proposed to seek members' approval for appointment of and remuneration payable to Mr. Naveen Mohta as a Whole-time Director of the Company, under category of Executive Director, in terms of the applicable provisions of the Companies Act, 2013.

The Board of Directors commends the Special Resolution set out at Item No. 1 of the Notice for approval of the members.

Item No. 2 - Appointment of Dr. Sangeeta Pandit as Non-Executive and Independent Woman Director of the Company for a term of 5(five) consecutive years from October 4, 2021 to October 3, 2026.

The Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee, approved the appointment of Dr. Sangeeta Pandit (DIN: 06748608) as an Additional Director designated as Independent Woman Director on October 4, 2021 in terms of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations"), Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), to hold office for first term of 5 (five) consecutive years from October 4, 2021 to October 3, 2026, not liable to retire by rotation, subject to the approval of the members.

Dr. Sangeeta Pandit is not disqualified from being appointed as a Director in terms of Section 164 of the Act, not subject to any disciplinary proceedings or otherwise debarred from appointment and has consented to act as Director of the Company. The Company has also received declaration from Dr. Pandit that she meets the criteria of independence as prescribed under Section 149 read with Schedule IV to the Act and the Listing Regulations.

She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission (if any), as may be decided by the Board, within the limits stipulated under Section 197 of the Act.

The Company has also received a notice in writing from a Member pursuant to Section 160 of the Act, proposing the candidature of Dr. Pandit for the office of Director of the Company, to be appointed under the provisions of Section 149 of the Act.

In the opinion of the Board, Dr. Sangeeta Pandit fulfills the conditions for appointment as an Independent Director as specified in the Act and Listing Regulations and is independent of the Management.

A copy of draft letter of appointment of Dr. Sangeeta Pandit setting out the terms and conditions of appointment is available for inspection by the members at the Registered and Corporate Office of the Company and also uploaded on the website of the Company at www.seamec.in.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

Details of Dr. Sangeeta Pandit are provided in the "Annexure" to the Notice, pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Dr. Sangeeta Pandit is interested in the resolution set out at Item No. 2 of the Notice. The relatives of Dr. Pandit may be deemed to be interested in the resolution set out at Item No. 2 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors commends the Special Resolution set out at Item No. 2 of the Notice for approval by the members.

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

Date: October 4, 2021

By Order of the Board
For **Seamec Limited**

S. N. Mohanty
President – Corporate Affairs,
Legal and Company Secretary
Membership No.: F3434

ANNEXURE TO THE NOTICE

Details of Directors seeking appointment

Name of the Director	Mr. Naveen Mohta	Dr. Sangeeta Pandit
DIN	07027180	06748608
Age	49 years	63 years
Date of First Appointment on the Board	14.11.2017	04.10.2021
Qualifications	Chartered Accountant and Cost and Works Accountant.	Chartered Accountant and Doctorate - Ph.D. from Shri Jagdishprasad Jhabarmal Tibrewala University, Jhunjhunu – Rajasthan.
Brief profile and nature of his expertise in specific functional areas	Mr. Naveen Mohta has 23 years of experience which includes 21 years with HAL Offshore Limited, the Promoter of the Company. Before joining HAL, Mr. Mohta has worked with India Gypsum Limited, a joint venture between Birla Group and BPB Plc UK and has also interacted with various Government bodies such as SIPCOT, TNGST department, Excise, Pollution Control Boards etc. for getting various approvals and registrations for the green field project in Chennai, besides looking after accounts and finance function. In his present position, he looks after the operations and commercials of offshore fleets. His area of expertise is Commercial and Operations.	Dr. Sangeeta Pandit has varied experience in the field of Finance, Management Accounting, Costing, Mergers and Acquisitions and Capital Markets. She has worked as a Partner with a renowned firm of Chartered Accountants, CNK and Associates, LLP for a period of over 20 years. Dr. Pandit is associated with various Management Institutes as Senior Faculty for almost two decades. She also regularly conducts corporate training workshops on topics related to finance work life balance, building corporate culture and leadership. She has authored various books and research papers. Dr. Pandit also works for the cause of Cancer and was felicitated by Tata Memorial Hospital. She was awarded the Dedicated Professor award & Leadership in Education award by World Education Congress. Presently, Dr. Pandit is engaged with Sydenham Institute of Management Studies, Research and Entrepreneurship Education- State Government Institute as Head of Department of Finance. She is also an Independent Director on the board of The Indian Card Clothing Company Limited.
Terms and conditions of appointment	As per resolution at Item No. 1 of the Notice read with Explanatory Statement thereto, Mr. Naveen Mohta is proposed to be appointed as Whole Time Director.	As per resolution at Item No. 2 of the Notice read with Explanatory Statement thereto, Dr. Sangeeta Pandit is proposed to be appointed as an Independent Woman Director.
Remuneration last drawn (including sitting fees, if any)	Not Applicable.	Not Applicable.
Remuneration proposed to be paid	As per resolution at Item No. 1 of the Notice read with Explanatory Statement thereto.	As per resolution at Item No. 2 of the Notice read with Explanatory Statement thereto.
Shareholding in the Company as on March 31, 2021	Nil	Nil
Number of Meetings attended during financial year (2020-21)	5	Not Applicable (appointed w.e.f. 04.10.2021)

Directorships held in other companies (excluding foreign companies and Section 8 companies)	HAL Offshore Limited	-
Membership / Chairmanship of Committees of other Boards in which he / she is a Director	HAL Offshore Limited – Member of Audit Committee	-
Inter-se relationship with other Directors and Key Managerial Personnel	Not related to any Director / Key Managerial Personnel.	Not related to any Director / Key Managerial Personnel.