



SEAMEC LIMITED

A member of **MMG**
METALS & MINING 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/SMO/ASCR/2505/2023

May 25, 2023

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: Annual Secretarial Compliance Report for the financial year ended March 31, 2023

Dear Sir / Madam,

Pursuant to Regulation 24A (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find enclosed the Annual Secretarial Compliance Report for the year ended March 31, 2023 issued by M/s. Satyajit Mishra & Co., Company Secretary in Practice.

Further pursuant to Circular No. NSE/CML/ 2023/30 dated April 10, 2023, this filing is being done only in PDF format since the XBRL mode of submission is under development.

Kindly take the above on record.

Thanking you,

Yours Faithfully,
For SEAMEC LIMITED

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

Please visit us at : www.seamec.in





Satyajit Mishra & Co.

Company Secretaries

To
The Board of Directors
SEAMEC LIMITED
9th Floor, A 901 - 905, 215 Atrium,
Andheri Kurla Road, Andheri East,
Mumbai 400093.

Dear Sir(s),

Sub.: Annual Secretarial Compliance Report for the Financial Year 2022-23

I have been engaged by SEAMEC LIMITED (hereinafter referred to as the Company) bearing CIN: L63032MH1986PLC154910 whose Equity Shares are listed on National Stock Exchange of India Limited and/or BSE Limited to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 08th February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

My responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon.

My audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose.

Annual Secretarial Compliance Report is enclosed.

For Satyajit Mishra & Co.

Company Secretaries

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Satyajit Mishra

Proprietor

M No.: F5759

C P No.: 4997

PR No. 1769/2022

UDIN: F005759E000370961

Place: Mumbai

Date: May 24, 2023



**Secretarial Compliance Report of SEAMEC Limited
for the financial year ended 31st March, 2023**

I have examined:

- (a) all the documents and records made available to us and explanation provided by **SEAMEC Limited** (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification for the year ended 31st March, 2023 (“Review Period”) in respect of compliance with the provisions of :
 - i. the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
 - ii. the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder;

I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	Complied
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	Yes	Complied
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none"> The Listed entity is maintaining a functional website Timely dissemination of the documents/information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website 	Yes	Complied
4.	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	Complied
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: <ul style="list-style-type: none"> (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries 	Yes	Complied

6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI (LODR) Regulations, 2015.	Yes	Complied
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	Complied
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes Yes	Complied Complied
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Generally complied, in exception, there is an innocuous delay as regards to reporting on the outcome of BM of 1.51 minutes to NSE and 5.53 minutes to BSE, which is purely due to technical reasons.
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	Complied
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	Yes	No such event happened during the Year.
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/ circular/ guidance note etc.	NA	No additional non-compliance observed.

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	Yes	-
2.	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity /its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p>	Yes	-
	<p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p>	<p>Yes</p> <p>Yes</p>	<p>-</p> <p>-</p>

	<p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	Yes	-
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18 th October, 2019.	Yes	-

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*Observations /Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA.'

- (a) (**) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
	Outcome of Meeting of the Board of Directors:	30 of LODR	Marginal delay in filing of outcome of board Meeting held on November 09, 2022 to NSE and BSE.	Company has complied provision However, no action is taken by any Exchange till the date.	NA	Violation of Regulation 30 of SEBI (LODR), 2015	NA	Delayed in filing of outcome of board Meeting held on November 09, 2022 by 1.51 minutes in case of NSE and 5.53 minutes in case of BSE.	There was delay in reporting on the outcome of Board Meeting held on November 9, 2022, of 1.51 minutes to the National Stock Exchange of India Limited and 5.53 minutes to BSE Limited, which was purely due to technical reasons and is innocuous in nature.	Advised to take care and file in time.

- (b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks

1.	Disclosure of event under Regulation 30 (6) of SEBI (LODR) Regulations, 2015	Regulation 30(6) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Delay in Disclosure regarding resignation of Mrs. Seema Modi as Independent Director to NSE and BSE.	Company has filed disclosure w/r 30 of SEBI (LODR) Regulations, 2015. No action taken by exchanges till the date.	Disclosure of event	Delay in disclosure regarding resignation of Mrs. Seema Modi as Independent Director to NSE and BSE.	NA	As per the clarification received from Management there was unintentional and technical delay in disclosure regarding resignation of Mrs. Seema Modi as Independent Director to NSE and BSE.	There was unintentional and technical delay in disclosure regarding resignation of Mrs. Seema Modi as Independent Director to NSE and BSE. Further, it was not very sensitive matter and has no significant impact on the price of the shares of the Company.	Compliance done by filing disclosure regarding resignation of Mrs. Seema Modi as Independent Director to NSE and BSE.
2.	Timely submitted with covering letter of the Company, however, Certificate of Registrar and Share Transfer Agent as annexure was missed out.	Regulation 74(5) of Securities and Exchange Board of India (DP) Regulations, 2018.	Certificate of Registrar and Share Transfer Agent as annexure was missed out to attach with covering letter.	Issue has since been mitigated	NA	Certificate of Registrar and Share Transfer Agent for the quarter ended March 31, 2022 annexure was missed out to attach with covering letter filed Under Regulation 74(5) of Securities and Exchange Board of India (DP) Regulations, 2018.	NA	Certificate of Registrar and Share Transfer Agent for the quarter ended March 31, 2022 as annexure was missed out to attach with covering letter filed under Regulation 74(5) of Securities and Exchange Board of India (DP) Regulations, 2018.	As the Company has inadvertently and unintentionally missed out to attach Certificate received from Registrar and Share Transfer Agent (RTA) with the covering letter submitted to BSE and NSE. But the same is hosted on the website of the Company.	Compliance is done as issue has since been mitigated.

For Satyajit Mishra & Co.
Company Secretaries

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MISHRA

Satyajit Mishra
Proprietor

M No.: F5759 & C P No.: 4997

PR No. 1769/2022

UDIN: F005759E000370961

Dated this May 24, 2023 at Mumbai