SEAMEC LIMITED

SEAMEC/NSE/SMO/232/14

25th July, 2014

To,
The Manager,
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1,
G Block, Bandra-Kurla Complex, Bandra (E),
Mumbai - 400 051.
Maharashtra, India.
Symbol: **SEAMECLTD**
ISIN: **INE497B01018**
Email: cmlist@nse.co.in

Sub: Open Offer to the Public Shareholder of Seamec Limited - Recommendations of Independent Directors on the Open Offer Price

Dear Sir,

Pursuant to Regulation 26(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, we are forwarding herewith the copy of recommendation of the Committee of Independent Directors dated 24th June, 2014 on the Open Offer price made by HAL Offshore Limited, the Acquirer to the shareholders of Seamec Limited ("Target Company") for acquisition of upto 8,814,000 (Eight Million, Eight Hundred and Fourteen Thousand) fully paid Equity shares representing 26% of the paid up equity share capital of the Target Company.

We write to state that the above recommendation has also been published in Financial Express (all editions, English national daily), Jansatta (all editions, Hindi national daily) and Navshakti (Mumbai edition, Marathi regional daily). The copy of each of the newspaper publication is attached herewith for your kind information and record.

Thanking you

Yours faithfully,

For **SEAMEC LIMITED**

S. N. MOHANTY
Chief Legal Officer & Company Secretary

Encl.: as above

Recommendations of the Committee of Independent Directors

Recommendations of the Committee of Independent Directors ("IDC") of Seamec Ltd. pursuant to Regulation 26(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the "Takeover Code") on the Open Offer ("Offer") made by HAL Offshore Limited(hereinafter referred to as the "Acquirer")to the public shareholders of Seamec Limited ("Target Company/TC") for acquisition of upto 8,814,000 (Eight Million, Eight Hundred and Fourteen Thousand)fully paid Equity Shares representing 26% of the paid up equity share capital of the Target Company.

1.	Date of Public Announcement	April 22, 2014
2.	Name of the Target Company	Seamec Limited
3.	Details of the offer pertaining to Target Company	The Open Offer is being made by the Acquirer to the public shareholders of Target Company to acquire up to 8, 814,000 Equity Shares representing 26% of the paid up equity share capital of the Target Company at a price of INR 97/- per share (the "Offer Price")in accordance with the Regulation 3(1) and Regulation 4 of the Takeover Code.
4.	Name(s) of the acquirer	HAL Offshore Limited
5.	Name of the Manager to the Offer	**Equirus Capital Private Limited** SEBI Registration Number: INM000011286 Address: Fortune 2000 'A' Wing, 4th Floor, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 Contact Person: Mr.Munish Aggarwal/ Mr.Ashwin Ramakrishnan Tel: +91-22-26530600; Fax: +91-22-26530601 E-mail: seamec.openoffer@equirus.com Website: www.equirus.com
6.	Members of the Committee of Independent Directors (Please indicate the Chairperson of the Committee separately)	Mr.Shardul Thacker (Chairman of IDC) Mrs.Bhavna Doshi
7.	IDC Member's relationship with the TC All the members of the IDC are duly appointed independent directors of Target Company.	All the members of the IDC are duly appointed independent directors of Target Company.

	(Director, Equity Shares owned, any other contract / relationship), if any	None of the members of IDC: (i) owns any shares in the Target Company (ii) have any relations with the Target Company's other Directors; and (iii) have any contracts/ relationship with the Target Company
8.	Trading in the Equity Shares/other securities of the TC by IDC Members	None of the members of IDC have done any trading in the Shares and other securities of Target Company since the Agreement Date (as defined below).
9.	IDC Member's relationship with the Acquirer (Director, Equity Shares owned, any other contract/ relationship), if any	None of the members of IDC: (i) are directors of Acquirer; (ii) hold any shares or other securities of Acquirer; and (iii) have any contracts/ relationship with Acquirer or their respective directors.
10.	Trading in the Equity Shares/other Securities of the Acquirer by IDC Members	None of the members of IDC have ever traded in the shares/other securities of Acquirer
11.	Recommendation on the Open Offer, as to whether the offer is fair and reasonable.	IDC believes that the Open Offer is fair and reasonable as on the Agreement Date (as defined below)
12.	**Summary of reasons for recommendation:** IDC has reviewed (a) the public announcement in connection with the Open Offer dated April 22, 2014 ("Agreement Date") issued on behalf of the Acquirer (the "Public Announcement" or "PA"); (b) the detailed public statement in connection with the Open Offer, published on behalf of the Acquirer on April 29, 2014 (the "DPS"); and (c) the draft Letter of Offer ("DLOF") dated May 7, 2014 IDC has taken into consideration the following for making this recommendation:	

	(i) Offer Price offered by the Acquirer (being the highest price amongst the selective criteria) is in line with the regulation prescribed by SEBI under the Takeover Code and prima facie appears to be justified. (ii) The Offer Price is higher than the volume weighted average price of the Equity Shares for a period of 60 trading days immediately preceding the date of PA and the date of receipt of shareholder approval in accordance with Regulation 8(2) of Takeover Code. (iii) External financial advice from SSPA & Co. Chartered Accountants and Grant Thornton India LLP who advised the IDC that, based on the independent valuation carried out by them, the Offer Price is fair and reasonable. Based on the above, IDC is of the opinion that the Offer Price to the public shareholders of Target Company is in compliance with the requirements under the Takeover Code and is fair and reasonable as on the Agreement Date. However, the shareholders should independently evaluate the offer and take informed decision in the matter.	
13.	Details of Independent Advisors, if any	SSPA & Co.,Chartered Accountants 1st Floor, 'Arjun', Plot No. 6A, V.P. Road, Andheri(West), Mumbai 400 058, India Grant Thornton India LLP, 16th Floor, Tower II, Indiabulls Finance Centre, S.B.Marg, Elphinstone (W), Mumbai 400013, India.
14.	Any other matter(s) to be highlighted	Nil

"To the best of our knowledge and belief, after making proper enquiry, the information contained in or accompanying this statement is, in all material respect, true and correct and not misleading, whether by omission of any information or otherwise, and includes all the information required to be disclosedby Target Company under the Takeover Code."

For and on behalf of the Committee of Independent Directors of Seamec Limited,



(Mr.Shardul Thacker)
Chairman of IDC

Place: Mumbai
Date: 24th June, 2014

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SEAMEC LIMITED

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Tel.: +91-22-6694 1800; Fax : +91-22-6694 1818
Email : contact@seamec.in

Recommendations of the Committee of Independent Directors

Recommendations of the Committee of Independent Directors ("IDC") of Seamec Ltd. pursuant to Regulation 26(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the "Takeover Code") on the Open Offer ("Offer") made by HAL Offshore Limited (herein referred to as the "Acquirer") to the public shareholders of Seamec Limited ("Target Company/TC") for acquisition of up to 8,814,000 (Eight Million, Eight Hundred and Fourteen Thousand) fully paid Equity Shares representing 26% of the paid up equity share capital of the Target Company.

1.	Date of Public Target Announcement	April 22, 2014
2.	Name of the Target Company	Seamec Limited
3.	Details of the offer pertaining to Target Company	The Open Offer is being made by the Acquirer to the public shareholders of Target Company to acquire up to 8,814,000 Equity Shares representing 26% of the paid up equity share capital of the Target Company at a price of INR 97/- per share (the "Offer Price") in accordance with the Regulation 3(1) and Regulation 4 of the Takeover Code.
4.	Name(s) of the acquirer	HAL Offshore Limited
5.	Name of the Manager to the Offer	Equirus Capital Private Limited SEBI Registration Number: INM000011286 Address: Fortune 2000 'A' Wing, 4th Floor, Bandra Kurla Complex, Bandra (E), Mumbai-400051 Contact Person: Mr. Munish Aggarwal/ Mr. Ashwin Ramakrishnan Tel: +91-22-26530600; Fax: +91-22-26530601 E-mail: seamec.openoffer@equirus.com Website: www.equirus.com
6.	Members of the Committee of Independent Directors (Please indicate the Chairperson of the Committee separately)	Mr. Shardul Thacker (Chairman of IDC) Mrs. Bhavna Doshi
7.	IDC Member's relationship with the TC (Director, Equity Shares owned, any other contract/ relationship), if any	All the members of the IDC are duly appointed independent directors of Target Company None of the members of IDC: (i) owns any shares in the Target Company (ii) have any relations with the Target Company's other Directors; and (iii) have any contracts/relationship with the Target Company
8.	Trading in the Equity Shares/other securities of the TC by IDC Members	None of the members of IDC have done any trading in the Shares and other securities of Target Company since the Agreement Date (as defined below)
9.	IDC Member's relationship with the Acquirer (Director, Equity Shares owned, any other contract/relationship), if any	None of the members of IDC: (i) are directors of Acquirer; (ii) hold any shares or other securities of Acquirer; and (iii) have any contracts/relationship with Acquirer or their respective directors
10.	Trading in the Equity Shares/other securities of the Acquirer by IDC Members	None of the members of IDC have ever traded in the shares/other securities of Acquirer
11.	Recommendation on the Open Offer, as to whether the offer is fair and reasonable	IDC believes that the Open Offer is fair and reasonable as on the Agreement Date (as defined below)
12.	**Summary of reasons for recommendation:** IDC has reviewed (a) the public announcement in connection with the Open Offer dated April 22, 2014 ("Agreement Date") issued on behalf of the Acquirer (the "Public Announcement" or "PA"); (b) the detailed public statement in connection with the Open Offer, published on behalf of the Acquirer on April 29, 2014 (the "DPS"); and (c) the draft Letter of Offer ("DLOF") dated May 7, 2014 IDC has taken into consideration the following for making this recommendation: (i) Offer Price offered by the Acquirer (being the highest price amongst the selective criteria) is in line with the regulation prescribed by SEBI under the Takeover Code and prima facie appears to be justified. (ii) The Offer Price is higher than the volume weighted average price of the Equity Shares for a period of 60 trading days immediately preceding the date of PA and the date of receipt of shareholder approval in accordance with Regulation 8(2) of Takeover Code. (iii) External financial advice from SSPA & Co. Chartered Accountants and Grant Thornton India LLP who advised the IDC that, based on the independent valuation carried out by them, the Offer Price is fair and reasonable. Based on the above, IDC is of the opinion that the Offer Price to the public shareholders of Target Company is in compliance with the requirements under the Takeover Code and is fair and reasonable as on the Agreement Date. However, the shareholders should independently evaluate the offer and take informed decision in the matter.	
13.	Details of Independent Advisors, if any	SSPA & Co., Chartered Accountants 1st Floor, 'Arjun', Plot No. 6A,V. P. Road, Andheri (West),Mumbai 400 058, India Grant Thornton India LLP, 16th Floor, Tower II, Indiabulls Finance Centre, S.B. Marg, Elphinstone (W), Mumbai 400013, India
14.	Any other matter(s) to be highlighted	Nil

"To the best of our knowledge and belief, after making proper enquiry, the information contained in or accompanying this statement is, in all material respect, true and correct and not misleading, whether by omission of any information or otherwise, and includes all the information required to be disclosed by Target Company under the Takeover Code."

For and on behalf of the Committee of Independent Directors of Seamec Limited
Sd/-
(Mr. Shardul Thacker)
Chairman of IDC

Place : Mumbai
Date : 24th June, 2014

For SEAMEC LIMITED
HANTY
COMPANY SECRETARY
CHIEF

सीमेक लिमिटेड

सीआयएन नं. एल६३०३२ एमएच १९८६ पीएलसी १५४९१०
नों. आणि कॉर्पोरेट कार्यालय : ए-९०१-९०५, ९ वा मजला, २१५, ॲट्रियम,
अंधेरी-कुर्ला रोड, अंधेरी (पूर्व), मुंबई-४०००९३, भारत.
दू. : + ९१-२२-६६९४१८००; फॅक्स : + ९१-२२-६६९४१८१८
ई-मेल : contact@seamec.in

स्वतंत्र संचालकांच्या समितीच्या शिफारसी

सीमेक लिमिटेड (''लक्ष्य कंपनी/लक'') च्या भरणा झालेल्या समभाग भांडवलापैकी २६% असलेल्या ८,८१४,००० (आठ दशलक्ष आठशे चौदा हजार) पूर्ण भरणा झालेल्या समभागापर्यंतच्या संपादनासाठी लक्ष्य कंपनीच्या सार्वजनिक भागधारकांना एचएएल ऑफशोअर लिमिटेड (ह्यापुढे उल्लेख ''संपादन करणारे'') ह्यांच्याकडून करण्यात आलेल्या खुल्या प्रस्तावावर (''प्रस्ताव'') सेबी (सबस्टॅन्शिअल ॲक्विझिशन ऑफ शेअर्स अँड टेक-ओव्हर्स) रेग्युलेशन्स, २०११ च्या विनियम २६(७) (''अधिग्रहण संहिता'') ला अनुसरून सीमेक लि.च्या स्वतंत्र संचालकांच्या समितीच्या (''स्व सं स'') शिफारसी.

१.	जाहीर लक्ष्य घोषणेची तारीख	२२ एप्रिल, २०१४.
२.	लक्ष्य कंपनीचे नाव	सीमेक लिमिटेड
३.	लक्ष्य कंपनीशी संबंधित प्रस्तावाचे तपशील	अधिग्रहण संहितेच्या विनियम ३(१) आणि विनियम ४ ला अनुसरून प्रति समभाग भा. रु. ९७/- च्या किंमतीस ('प्रस्ताव किंमत') लक्ष्य कंपनीच्या भरणा झालेल्या समभाग भांडवलाच्या २६% असणाऱ्या ८,८१४,००० समभागांपर्यंत संपादन करण्याकरिता लक्ष्य कंपनीच्या सार्वजनिक भागधारकांना संपादन करणाऱ्यांकडून देऊ करण्यात येत असलेला खुला प्रस्ताव.
४.	संपादन करणाऱ्यांचे नाव	एचएएल ऑफशोअर लिमिटेड
५.	प्रस्तावाच्या व्यवस्थापकांचे नाव	इक्विरस कॅपिटल प्रायव्हेट लिमिटेड सेबी नोंदणी क्रमांक : आयएनएम ००००११२८६. पत्ता : फॉर्च्युन २००० 'ए' विंग, ४ था मजला, वांद्रे-कुर्ला संकुल, वांद्रे (पू), मुंबई-४०००५१. संपर्क व्यक्ती : श्री. मुनीष अगरवाल/श्री. अश्वीन रामक्रिश्नन दू. : + ९१-२२-२६५३०६००, फॅक्स : +९१-२२-२६५३०६०१ ई-मेल : seamec.openoffer@equirus.com वेबसाईट : www.equirus.com
६.	स्वतंत्र संचालकांच्या समितीचे सदस्य (कृपया समितीच्या अध्यक्षांचा उल्लेख वेगळा करावा)	श्री. शार्दुल ठाकेर (स्व सं.स चे अध्यक्ष) सौ. भावना दोशी
७.	असल्यास, ल.कं.शी स्व.सं.स. च्या सदस्यांचे नातेसंबंध (संचालक, मालकीचे समभाग, अन्य कोणतेही कंत्राट/नाते)	स्व. सं.स.चे सर्व सदस्य लक्ष्य कंपनीचे रितसर नियुक्त केलेले स्वतंत्र संचालक आहेत. स्व. सं. स. च्या कोणत्याही सदस्यांचे, (i) लक्ष्य कंपनीत मालकीचे कोणतेही समभाग नाहीत (ii) लक्ष्य कंपनीच्या अन्य संचालकांशी कोणतेही नातेसंबंध नाहीत; आणि (iii) लक्ष्य कंपनीशी कोणतीही कंत्राटे/नाते नाही.
८.	स्व. सं. स. सदस्यांकडून ल.कं.च्या समभागांचा/अन्य रोख्यांचा व्यापार होणे.	कराराच्या तारखेपासून (खालील व्याख्येप्रमाणे) स्व.सं.स. च्या कोणत्याही सदस्याने लक्ष्य कंपनीच्या समभाग आणि अन्य रोख्यांमध्ये कोणताही व्यापार केलेला नाही.
९.	असल्यास संपादन करणाऱ्यांशी स्व.सं.स.च्या सदस्यांचे नातेसंबंध (संचालक, मालकीचे समभाग, अन्य कोणतेही कंत्राट/नाते)	स्व. सं.स.चे कोणतेही सदस्य : (i) संपादन करणाऱ्याचे संचालक (ii) संपादन करणाऱ्यांचे कोणतेही समभाग किंवा अन्य रोखे धारण करत नाहीत; आणि (iii) संपादन करणारे किंवा त्यांचे संबंधित संचालक ह्यांच्याशी कोणतेही कंत्राट केलेले/नातेवाईक नाहीत.
१०.	स्व. सं.स.कडून संपादन करणाऱ्यांच्या समभाग/अन्य रोख्यांमध्ये व्यापार होणे.	स्व.सं.स.च्या कोणत्याही सदस्याने संपादन करणाऱ्यांच्या समभाग/अन्य रोख्यांमध्ये कधीही व्यापार केलेला नाही.
११.	प्रस्ताव योग्य आणि वाजवी आहे किंवा नाही ह्याबाबत खुल्या प्रस्तावावर केलेली शिफारस.	स्व.सं.स.चा असा विश्वास आहे की, कराराच्या तारखेस (खालील व्याख्येप्रमाणे) खुला प्रस्ताव योग्य आणि वाजवी आहे.
१२.	शिफारस करण्यासाठीच्या कारणांचा सारांश :	स्व. सं.स.ने पुढील बाबींचा आढावा घेतला (ए) संपादन करणाऱ्यांच्या वतीने जारी करण्यात आलेल्या दिनांक २२ एप्रिल, २०१४ ('कराराची तारीख') च्या खुल्या प्रस्तावाशी संबंधित जाहीर घोषणा (''जाहीर घोषणा'' किंवा ''जाघो''). (बी) २९ एप्रिल, २०१४ रोजी संपादन करणाऱ्यांच्या वतीने प्रकाशित केलेल्या खुल्या प्रस्तावाशी संबंधित सविस्तर जाहीर निवेदन (स.जा.नि.); आणि (सी) दिनांक ७ मे, २०१४ चे प्रस्तावाचे मसुदा पत्र (''प्र.म.प.'') ही शिफारस करण्यासाठी स्व. सं.स.ने खालील बाबी विचारात घेतल्या. (i) संपादन करणाऱ्यांकडून देऊ करण्यात आलेली प्रस्ताव किंमत (निवडक प्रवर्गातील सर्वोच्च किंमत असलेली) ही अधिग्रहण संहिते अंतर्गत सेबीकडून विहित केलेल्या विनियमांप्रमाणे आहे व सकृतदर्शनी समर्थनीय दिसते. (ii) अधिग्रहण संहितेच्या विनियम ८(२) अनुसार प्रस्ताव किंमत भागधारकांच्या मंजुरी मिळण्याची तारीख आणि जा.घोच्या तारखेच्या लगतच्या मागील ६० व्यापारी दिवसांच्या कालावधीसाठीच्या समभागांच्या व्हॅल्युम वेटेड सरासरी किंमतीपेक्षा जास्त आहे. (iii) एसएसपीए अँड कं. चार्टर्ड अकाऊंटंट्स आणि ग्रँट थॉर्नटन इंडिया एलएलपी ह्यांच्याकडून बाह्य आर्थिक सल्ला घेतला, त्यांनी स्व.सं.स.ला सल्ला दिला की, त्यांच्याकडून करण्यात आलेल्या स्वतंत्र मूल्यांकनाच्या आधारावर, प्रस्ताव किंमत योग्य आणि वाजवी वाटते. वरील बाबींच्या आधारे, स्व.सं.स.चे मत असे आहे की, लक्ष्य कंपनीच्या सार्वजनिक भागधारकांना देऊ करण्यात आलेली प्रस्ताव किंमत अधिग्रहण संहितेअंतर्गत आवश्यकतांचे अनुपालन करते व कराराच्या तारखेस ती योग्य आणि वाजवी आहे. तथापि, भागधारकांनी प्रस्तावाचे स्वतंत्र मूल्यमापन करून ह्याबाबतीत सजगतेने निर्णय घ्यावा.
१३.	असल्यास, स्वतंत्र सल्लागाराचा तपशील	एसएसपीए अँड कं., चार्टर्ड अकाऊंटंट्स, १ ला मजला, 'अर्जुन', प्लॉट क्र. ६ ए, व्ही.पी. रोड, अंधेरी (पश्चिम), मुंबई-४०००५८, भारत. ग्रँट थॉर्नटन इंडिया एलएलपी, १६ वा मजला, टॉवर-II, इंडियाबुल्स फायनान्स सेंटर, एस.बी. मार्ग, एलफिन्स्टन (प.), मुंबई-४०००१३, भारत.
१४.	उल्लेख करण्याची अन्य कोणतीही बाब	निरंक

''आमच्या सर्वोत्तम माहिती आणि समजुतीप्रमाणे, योग्य ती चौकशी केल्यानंतर, सर्व महत्त्वाच्या बाबतीत ह्या निवेदनात दिलेली किंवा त्याला जोडलेली माहिती खरी आणि योग्य आहे आणि कोणत्याही माहितीच्या उणिवेने किंवा अन्य प्रकारे दिशाभूल करणारी नाही आणि अधिग्रहण संहितेअंतर्गत लक्ष्य कंपनीने जाहीर करणे आवश्यक असणारी सर्व माहिती त्यामध्ये दिली आहे.''

सीमेक लिमिटेडच्या स्वतंत्र संचालकांच्या समितीच्यावतीने आणि साठी
सही/-
(श्री. शार्दुल ठाकेर)
स्व.सं.स.चे अध्यक्ष

ठिकाण : मुंबई.
दिनांक : २४ जून, २०१४.

For SEAMEC LIMITED

S. N. MOHANTY
LEGAL OFFICER & COMPANY SE

› जुलाई) का
। काउंसिल आफ
पन कुमार बनर्जी
। फोन करके छह
यतपीत करने के

ानसभा भवन में
ठन के अलावा
बस आपरेटर्स
न बस-मिनी बस
आनर्स ट्रांसपोर्ट
बस-मिनी बस

ी ओर से किराया
सरकार को 23
था और उसके
ाागे की रणनीति
ा। लेकिन अब
ांगठन के सदस्यों
दिन टाल दी गई

मालूम हो कि बस मालिकों के संगठन का कहना है कि डीजल की कीमतों में बार-बार हुई बढ़ोतरी के कारण बस का न्यूनतम किराया साढ़े सात रुपये और मिनी बस और जेएनएनयूआरएम बस का न्यूनतम किराया 10 रुपए करने की मांग की है। इसके साथ ही ट्रैफिक पुलिस का अत्याचार भी दिन-ब-दिन बढ़ता जा रहा है। कई बार राज्य सरकार का इस ओर ध्यान आकर्षित किया गया है लेकिन कोई कदम नहीं उठाया गया। गौरतलब है कि बस भाड़े में बढ़ोतरी के मामले को लेकर परिवहन मंत्री और बस मालिक संगठनों में कई बार बैठक हो चुकी है लेकिन हर बार कोई नतीजा नहीं निकला है।

परिवहन विभाग का कहना है कि किराया बढ़ाने की जरुरत नहीं है, इसकेबजाए बस मालिकों को वैकल्पिक उपाय ढुंढने चाहिए। इसमें बसों पर विज्ञापन से लेकर टैक्स में छूट की बात की जा सकती है। दूसरी ओर बस मालिक संगठनों का कहना है कि किराया बढ़ाने के बजाए दूसरा विकल्प नहीं है।

ावा कोई जिम्मेवार नहीं ?

व डाला जाता है।
ब नहीं पढ़ता तो
र डंडा उठाते हैं।
ने वाली पूजा सिंह
ना की रात कहा
टा है। मेरी गलती
ी। दूसरे के बच्चों
भी जिंदगी में हाथ

ी की कई धाराओं
ावधान है, इसके
त्या के लिए प्रेरित
ात पहुंचाना, धारा
समेत कई धाराएं
9 में भी बच्चों के
रोक लगाई गई है।
प्रोटेक्शन आफ
बच्चों पर शारीरिक
और मानसिक अत्याचार को फौजदारी अपराध के तौर पर चिंहित किया गया है।

हालांकि कई लोगों का मानना है कि बच्चों के शारीरिक और मानसिक शोषण और अत्याचार को रोकने के लिए सबसे अहम भूमिका अभिभावकों की है। उन्हें बच्चों को समय देना चाहिए और उनकी बातें, खास तौर पर छोटे बच्चों की बातों को गौर से सुनना चाहिए और बच्चा किसी तरह की शिकायत करे तो उसे पूरी गंभीरता से लेना चाहिए। वह शिकायत भले ही किसी अध्यापक-अध्यापिका के विरुद्ध हो या अपने किसी रिश्तेदार के खिलाफ, इसमें ढील नहीं दी जानी चाहिए। एक शिक्षक के मुताबिक बच्चों को अंग्रेजी स्कूलों में दाखिल कैसे किया जाए, इसके लिए कई स्कूलों में काउंसिल होती है।

इसके साथ ही अभिभावकों को बच्चों की मौजूदा समस्याओं के बारे में जागरुक करने के लिए भी काउंसिलिंग सेंटर होने चाहिए, जिससे ऐसी घटनाओं की रोकथाम हो सके।

कर अस्पताल में दाखिल घटना से इलाके में भारी उत्तेजना है।



ही पुरानी दिनचर्या से थक गई हैं?

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पर कॉल पैकज तथा फोन नंबर की रिपोर्ट दूरा

LIC
भारतीय जीवन बीमा निगम
LIFE INSURANCE CORPORATION OF INDIA

SEAMEC LIMITED

CIN No: L63032MH1986 PLC154910
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
Email : contact@seamec.in

Recommendations of the Committee of Independent Directors

Recommendations of the Committee of Independent Directors ("IDC") of Seamec Ltd. pursuant to Regulation 26(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the "Takeover Code") on the Open Offer ("Offer") made by HAL Offshore Limited (herein referred to as the "Acquirer") to the public shareholders of Seamec Limited ("Target Company/TC") for acquisition of up to 8,814,000 (Eight Million, Eight Hundred and Fourteen Thousand) fully paid Equity Shares representing 26% of the paid up equity share capital of the Target Company

1.	Date of Public Target Announcement	April 22, 2014
2.	Name of the Target Company	Seamec Limited
3.	Details of the offer pertaining to Target Company	The Open Offer is being made by the Acquirer to the public shareholders of Target Company to acquire up to 8,814,000 Equity Shares representing 26% of the paid up equity share capital of the Target Company at a price of INR 87/- per share (the "Offer Price") in accordance with the Regulation 3(1) and Regulation 4 of the Takeover Code
4.	Name(s) of the acquirer	HAL Offshore Limited
5.	Name of the Manager to the Offer	Equirus Capital Private Limited SEBI Registration Number: INM000010163 Address: Fortune 2000 'A' Wing, 4th Floor, Bandra Kurla Complex, Bandra (E), Mumbai- 400051 Contact Person: Mr. Manish Aggarwal/ Mr. Ashwin Ramakrishnan Tel: +91-22-26530600; Fax: +91-22-26530601 E-mail: seamec.openoffer@equirus.com Website: www.equirus.com
6.	Members of the Committee of Independent Directors (Please indicate the Chairperson of the Committee separately)	Mr. Sharadul Thacker (Chairman of IDC) Mrs. Bhawna Doshi
7.	IDC Member's relationship with the TC (Director, Equity Shares owned, any other contract/ relationship), if any	All the members of the IDC are duly appointed independent directors of Target Company None of the members of IDC: (a) owns any shares in the Target Company (b) have any relations with the Target Company's other Directors, and (c) have any contract/relationship with the Target Company
8.	Trading in the Equity Shares/other securities of the TC by IDC Members	None of the members of IDC have done any trading in the Shares and other securities of Target Company since the Agreement Date (as defined below)
9.	IDC Member's relationship with the Acquirer (Director, Equity Shares owned, any other contract/ relationship), if any	None of the members of IDC: (a) are directors of Acquirer (b) hold any shares or other securities of Acquirer, and (c) have any contract/relationship with Acquirer or their respective directors
10.	Trading in the Equity Shares/other securities of the Acquirer by IDC Members	None of the members of IDC have ever traded in the shares/other securities of Acquirer
11.	Recommendation on the Open Offer, as to whether the offer is fair and reasonable	IDC believes that the Open Offer is fair and reasonable as on the Agreement Date (as defined below)
12.	**Summary of reasons for recommendation:** IDC has reviewed: (a) the public announcement in connection with the Open Offer dated April 22, 2014 ("Agreement Date") issued on behalf of the Acquirer (the "Public Announcement" or "PA"); (b) the detailed public statement in connection with the Open Offer, published on behalf of the Acquirer on April 29, 2014 (the "DPS"); and (c) the draft Letter of Offer ("DLOF") dated May 7, 2014 IDC has taken into consideration the following for making this recommendation: (i) Offer Price offered by the Acquirer being the highest price amongst the selective criteria is in line with the regulation prescribed by SEBI under the Takeover Code and prima facie appears to be justified; (ii) the Offer Price is higher than the volume weighted average price of the Equity Shares for a period of 60 trading days immediately preceding the date of PA and the date of receipt of shareholder approval in accordance with Regulation 8(2) of Takeover Code; (iii) External financial advice from BSPA & Co. Chartered Accountants and Grant Thornton India LLP who advised the IDC that, based on the independent valuation carried out by them, the Offer Price is fair and reasonable. Based on the above, IDC is of the opinion that the Offer Price to the public shareholders of Target Company is in compliance with the requirements under the Takeover Code and is fair and reasonable as on the Agreement Date. However, the shareholders should independently evaluate the offer and take informed decision in the matter.	
13.	Details of Independent Advisors, if any	BSPA & Co., Chartered Accountants 1st Floor, Arjun, Plot No. 6A, V. P. Road, Andheri (West) Mumbai 400 058, India Grant Thornton India LLP, 16th Floor, Tower II, Indiabulls Finance Centre, S.B. Marg, Elphinstone (W), Mumbai 400013, India
14.	Any other matter(s) to be highlighted	Nil

"To the best of our knowledge and belief, after making proper enquiry, the information contained in or accompanying this statement is, in all material respect, true and correct and not misleading, whether by omission of any information or otherwise; and includes all the information required to be disclosed by Target Company under the Takeover Code."

For and on behalf of the Committee of Independent Directors of Seamec Limited
Sd/-
(Mr. Sharadul Thacker)
Chairman of IDC

Place : Mumbai
Date : 24th June, 2014

For SEAMEC LIMITED

S.N. MOHANTY
CHIEF LEGAL OFFICER & COMPANY SECRETARY

कोलकाता