



SEAMEC LIMITED

A member of **MMG**
MM AGRAWAL GROUP

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SEAMEC/BSE/NOTICEOFAGM/SMO/1207/2024

July 12, 2024

BSE Limited
Phirojee Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001

Trading Symbol: 526807

Sub: Notice of the 37th Annual General Meeting ('AGM') of the Company for FY 2023-24 as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

Dear Sir/ Madam,

Pursuant to Regulation 30 of the Listing Regulations, please find enclosed the Notice and Explanatory Statement of the 37th AGM of the Company to be held on Thursday, August 08, 2024 at 4.00 p.m. (IST) through Video Conference / Other Audio-Visual Means. The said Notice forms part of the Integrated Annual Report 2023-24.

The Integrated Annual Report for FY 2023-24 is available on the website of the Company at <https://www.seamec.in/investors.aspx>

Kindly take the same 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





Notice

NOTICE IS HEREBY GIVEN THAT THE THIRTY-SEVENTH (37TH) ANNUAL GENERAL MEETING OF THE MEMBERS OF SEAMEC LIMITED WILL BE HELD ON THURSDAY, AUGUST 8, 2024 AT 16:00 HOURS (IST) THROUGH VIDEO CONFERENCING FACILITY OR OTHER AUDIO VISUAL MEANS TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a) 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;
 - b) Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 together with the Report of Auditors thereon.
2. To confirm the payment of Interim Dividend at the rate of ₹1 per equity share of ₹10 each as 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.

SPECIAL BUSINESS

4. To consider, and if thought fit to pass the following resolution, with or without modification(s), 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 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 to hold office of Independent Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his 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), be and is hereby appointed as a Non-Executive and Independent Director of the Company to hold office for a first term of 5 (five) consecutive years with effect from May 15, 2024 upto May 14, 2029 and that he shall not be liable to retire by rotation.”

**By Order of the Board of Directors
For SEAMEC LIMITED**

Sd/-

S. N. Mohanty

President – Corporate Affairs,
Legal and Company Secretary

Place: Mumbai
Date: May 28, 2024



NOTES:

1. An Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act'), Secretarial Standard-2 on General Meeting and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') setting out material facts relating to the proposed resolution is annexed hereto.
2. The Ministry of Corporate Affairs ('MCA') has vide its General Circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 (collectively referred to as 'MCA Circulars') and SEBI Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and October 7, 2023 (collectively referred to as 'SEBI Circulars') permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') facility/ Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. In compliance with the applicable provisions of the Act SEBI Listing Regulations, the MCA Circulars, and the SEBI Circulars, the 37th AGM of the Company is being held through VC/OAVM on **Thursday, August 8, 2024 at 16:00 hours (IST)**. The deemed venue of the proceedings of the 37th AGM shall be the Registered Office of the Company.
3. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS AND SEBI CIRCULARS THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.
4. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The Members will be able to view the live proceedings by logging into the National Securities Depository Limited's ('NSDL') e-Voting website at www.evoting.nsdl.com. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act and relevant documents referred to in the Notice of this AGM and explanatory statement, will be available electronically for inspection by the Members during the AGM. Members who wish to inspect such documents can send their requests to the Company at contact@seamec.in by mentioning their Name and Folio Number / DP ID and Client ID.
7. In line with the MCA Circulars, the Notice of the AGM along with the Integrated Annual Report 2023-24 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depository Participants ('DP'), unless any Member has requested for a physical copy of the same. The Company shall send a physical copy of the Integrated Annual Report 2023-24 to those Members who request the same at contact@seamec.in mentioning their Folio No./DP ID and Client ID. The Notice convening the 37th AGM has been uploaded on the website of the Company at www.seamec.in and can also be accessed on the websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at www.evoting.nsdl.com. The Company will also be publishing an advertisement in newspaper containing the details about the AGM i.e. the conduct of AGM through VC/OAVM, date and time of AGM, availability of notice of AGM at the Company's website, manner of registering the email IDs of those members who have not registered their email addresses with the Company/RTA and other matters as may be required.
8. 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) in case the shares are held by them in physical form.
9. It is mandatory vide SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023 to update PAN, Address, Email ID, Bank account details (KYC details) and Nomination details of members, who have not updated the same with RTA in case of physical shareholding and with Depository Participant ('DP') in case of Demat shareholding. Henceforth, RTA will attend to all service requests of the members with respect to transmission, dividend, etc., only after updating the above details in the records. Accordingly, the Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC and Nomination details. Members holding shares of the Company in physical form are requested to go through the requirements on the website of the Company at www.seamec.in and furnish the requisite details. Members are also requested to intimate changes, if any, pertaining to their name, postal address, email address, mobile number,



PAN, registration of nomination, power of attorney registration, bank mandate details, etc. to their DPs in case the shares are held in electronic form and to the Registrar at rt@cbmsl.com in case the shares are held in physical form, quoting their folio number. Changes intimated to the DP will then be automatically reflected in the Company's records. Attention of the Members holding shares of the Company in physical form is invited to go through and submit the said Form ISR-1, as uploaded on Company's website at www.seamec.in.

10. In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, the Company has stopped accepting any fresh transfer requests for securities held in physical form. Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat/electronic form to get inherent benefits of dematerialisation. Further, Members may please note that SEBI vide its Circular dated January 25, 2022 mandated listed companies to issue securities in demat form only while processing any service requests viz. issue of duplicate securities certificate; claim from Unclaimed Suspense Account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available at www.seamec.in.
11. Nomination facility: As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he / she may submit the same in Form ISR- 3 or Form SH-14 as the case may be. The said forms can be downloaded from the Company's website at www.seamec.in. Members are requested to submit the said form to their DPs in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, quoting their folio no.
12. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company/RTA of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DPs and holdings should be verified from time to time. In view of the above, and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the RTA for assistance in this regard.

Members are requested to note that, dividend if not encashed and remain unclaimed or unpaid for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, is liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such -unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. It may also please be noted that all subsequent corporate benefits that may accrue in relation to the above shares will also be credited to the Demat Account of the IEPF Authority. The Company has individually sent letters to all the concerned members whose shares are liable to be transferred to demat account of IEPF Authority and consolidated list of such members is also available on Company's website for their necessary action.

In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in. For any assistance, members may write to RTA at rt@cbmsl.com or to the Nodal Officers appointed by the Company by sending an e-mail to contact@seamec.in.

13. Members seeking any information with regard to the financial statements or any matter to be placed at the AGM, are requested to write to the Company on or before Thursday, August 1, 2024, through e-mail on contact@seamec.in. The same will be replied by the Company suitably.
14. **Instructions for Members for attending the AGM through VC/ OAVM and remote e-Voting (before and during the AGM) are given below:**
 - i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Secretarial Standard-2 on General Meetings issued by ICSI and Regulation 44 of the SEBI Listing Regulations, as amended, read with the MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted as mentioned in the Notice of the AGM. For this purpose, the Company has appointed NSDL for facilitating voting through electronic means. The facility for casting votes by a Member using remote e-Voting before the meeting as well as remote e-Voting during the AGM will be provided by NSDL.
 - ii. Members of the Company holding shares either in physical form or in electronic form as on the cut-off date of **Thursday, August 1, 2024** may cast their vote by remote e-Voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by



the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting before/during the AGM. Any non-individual Member or Member holding securities in physical mode who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as on the cut-off date of **Thursday, August 1, 2024** may obtain the User ID and Password by sending a request at evoting@nsdl.com. Individual members holding securities in demat mode, who acquire shares of the Company and become a Member of the Company after dispatch of the Notice and holding shares as on the cut-off date of **Thursday, August 1, 2024** may follow the login process mentioned below.

- iii. The remote e-Voting period commences on **Monday, August 5, 2024 at 9:00 a.m. (IST)** and ends on **Wednesday, August 7, 2024 at 5:00 p.m. (IST)**. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date of **Thursday, August 1, 2024**.
- iv. Members will be provided with the facility for remote e-voting system during the VC proceedings at the

AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote at the end of discussion on such resolution(s) upon announcement by the Chairman. Members who have cast their vote on resolution(s) by remote e-Voting prior to the AGM will also be eligible to participate at the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution(s) again.

v. **How do I vote electronically using NSDL e-Voting system?**

The way 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 and joining virtual meeting for Individual members holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members 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 members holding securities in demat mode is given below:

Type of members	Login Method
Individual Members holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 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 or joining virtual meeting & voting during the meeting. 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 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 or joining virtual meeting & voting during the meeting. 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



Individual Members holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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Type of members	Login Method
Individual Members (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 Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

Login type	Helpdesk details
Individual Members 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.com or call at 022 - 4886 7000
Individual Members 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 toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for members other than Individual members holding securities in demat mode and members 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 members other than Individual members are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) 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.



- c) How to retrieve your 'initial password'?
- 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 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'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those members 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:
- 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.
 - "Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - 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 and join General Meeting on NSDL e-voting system.

- 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 and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-voting period

and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

- Now you are ready for e-voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for members:

- Institutional Investors (i.e. other than individuals, HUF, NRI etc.), who are Members of the Company, are encouraged to attend and vote at the 37th AGM through VC/OAVM facility. Corporate/ Institutional Members intending to appoint their authorised representatives pursuant to Sections 112 and 113 of the Act, as the case maybe, to attend the AGM through VC/OAVM or to vote through remote e-Voting are requested to send a certified copy of the Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote to the Scrutiniser by email at cs.smishra@gmail.com with a copy marked to evoting@nsdl.com. Institutional Investors can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- 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.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager – NSDL at evoting@nsdl.com.



A. Process for those members whose email ids are not registered with the depositories for procuring user id and password and registration of email 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 member, 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 rita@cbmsl.com or 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 rita@cbmsl.com or contact@seamec.in. If you are an Individual member 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 and joining virtual meeting for Individual members holding securities in demat mode.
3. Alternatively, Shareholders/members may send a request to evoting@nsdl.com, for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

15. Instructions for members for e-voting on the day of the AGM are as under:-

- i. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- ii. Only those Members who will be present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
- iii. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- iv. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for remote e-voting.

16. Instructions for members for attending the AGM through VC/OAVM are as under:

- i. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access by following the steps mentioned above for **Access to NSDL e-voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.
- ii. Members are encouraged to join the Meeting through laptops for better experience.
- iii. Further Members will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
- iv. Please note that Participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.com/ 022 - 4886 7000
- vi. Speaker Registration: Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP Id and Client Id/folio number, PAN and mobile number at contact@seamec.in up to **Friday, August 2, 2024 (5:00 p.m. IST)**. Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

17. Other Information:

- i. M/s. Satyajit Mishra & Co., Company Secretaries has been appointed by the Board of Directors as the Scrutinizer to scrutinize the voting process in a fair and transparent manner. The scrutinizer shall, immediately



after the conclusion of voting at the annual general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting and count the votes and submit not later than two working days of conclusion of the meeting a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any person authorized in writing, who shall countersign the same. The Chairman/ Authorised person shall declare the results of the voting on or before **Saturday, August 10, 2024**.

- ii. The voting results shall be declared along with the Scrutinizer's Report and would be available on the Company's website at www.seamec.in, on the website of NSDL <https://www.evoting.nsdl.com> on the same day and shall also be simultaneously forwarded to the Stock Exchanges where the Company's shares are listed i.e., BSE

Limited (BSE) and National Stock Exchange of India Limited (NSE) along with the same being displayed on the notice board of the Registered Office of the Company.

- iii. The resolutions, if passed by a requisite majority, shall be deemed to be passed on the date of the Annual General Meeting.
- iv. In pursuance of the MCA Circulars, immediately on conclusion of the AGM the recorded transcript of the AGM would be uploaded on the website of the Company at www.seamec.in.

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

Date: May 28, 2024

By Order of the Board of Directors

S. N. Mohanty

President – Corporate Affairs,
Legal and Company Secretary



Explanatory Statement

(Pursuant to the provisions of Sections 102 (1) and 110 of the Companies Act, 2013)

Item No. 4:

Pursuant to 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 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), the Board of Directors, on May 14, 2024, based on the recommendation of the Nomination and Remuneration Committee, approved the appointment of Mr. Raghav Chandra, IAS (Retd.) (DIN: 00057760) for a term of 5 (five) consecutive years from May 15, 2024 to May 14, 2029, not liable to retire by rotation.

Mr. Raghav Chandra, IAS (Retd.) 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 Mr. Raghav Chandra, IAS (Retd.) that he meets the criteria of independence as prescribed under Section 149 read with Schedule IV to the Act and Regulation 16 of the Listing Regulations.

Mr. Raghav Chandra, IAS (Retd.) shall be paid remuneration by way of sitting 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 Mr. Raghav Chandra for the office of Director of the Company, to be appointed as such under the provisions of Section 149 of the Act.

In the opinion of the Board, Mr. Raghav Chandra, IAS (Retd.) (DIN: 00057760) fulfils the conditions for appointment as an Independent Director as specified in the Act and Listing Regulations and is independent of the Management.

The members of the Nomination and Remuneration Committee and the Board of Directors are also of the view that Mr. Raghav Chandra's, IAS (Retd.) wide experience and varied expertise will immensely benefit the Company.

Mr. Raghav Chandra, IAS (Retd.) is a former Indian Administrative Service Officer (IAS) superannuated in the

rank of Secretary to Government of India.

Mr. Chandra has wide range of experience in the diverse fields while discharging his duties and responsibilities as a civil servant.

Mr. Chandra is also a director in the Board of Directors of eminent companies. The Board felt that the induction of Mr. Chandra to the Board of Directors will cause immense benefit to the Company and provide guidance for the growth and prosperity of the Company.

A copy of draft letter of appointment of Mr. Raghav Chandra setting out the terms and conditions of appointment is available for inspection by the Members at the Registered and Corporate Office of the Company.

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

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

Mr. Raghav Chandra, IAS (Retd.) is interested in the resolution set out at Item No. 4 of the Notice. The relatives of Mr. Raghav Chandra, IAS (Retd.) may be deemed to be interested in the resolution set out at Item No. 4 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 recommend the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

By Order of the Board of Directors
For **SEAMEC LIMITED**

Sd/-
S. N. Mohanty

President – Corporate Affairs, Legal
and Company Secretary

Place: Mumbai
Date: May 28, 2024



Annexure – I to the Notice

Details of Director seeking appointment / re-appointment at the Annual General Meeting

(Pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 on General Meetings)

Name of the Director	Mr. Sanjeev Agrawal
DIN	00282059
Date of Birth	December 5, 1963
Age	61 years
Date of Appointment	June 3, 2014
Qualifications	Masters Degree in Commerce and Masters of Business Administration from Coca-Cola University of Atlanta, USA.
Brief profile, experience and expertise in specific functional areas	<p>Mr. Sanjeev Agrawal is an eminent and successful Entrepreneur and leads MM Group to which the Company belongs.</p> <p>Mr. Agrawal has vast experience of over 28 years in the field of Oil & Gas Sector, Marine and EPC contracts, Soft Drinks, Fast Food Chain, Mc Donald Franchise, Education, Hospitality, Investments, Business Development and Real Estate.</p>
Terms & Conditions of appointment/re- appointment	Not Applicable.
Directorships held in other companies (excluding foreign companies and Section 8 companies)	<p>Listed Companies:</p> <ol style="list-style-type: none"> Fortune Industrial Resources Limited <p>Private Companies :</p> <ol style="list-style-type: none"> Sun Vision Power and ISPAT Private Limited Lumax Builders Private Limited Shantnu Farms Private Limited Hindustan Aqua Private Limited Metbrass Plassim India Private Limited Passion Realcon Private Limited PNR Systems Private Limited Versatile Polytech Private Limited MMG Restaurants Private Limited
Number of Board meetings attended during the F.Y 2023-24	Five (5)
Remuneration sought to be paid	Nil
Remuneration last drawn	Nil



Memberships/Chairmanships of Committees of other public companies	Sr No.	Name of the Company	Type of Committee	Position
	1.	Fortune Industrial Resources Limited	Audit Committee	Member
			Stakeholders Relationship Committee	Member
			Nomination and Remuneration Committee	Member
Number of Equity Shares held in the Company	3,95,476 equity shares (1.55%).			
Disclosure of inter se relationship between Directors and Key Managerial Personnel of the Company	Not related to any Director / Key Managerial Personnel of the Company.			



Annexure – II to the Notice

Details of Director seeking appointment

Name of the Director	Mr. Raghav Chandra
DIN	00057760
Age	66
Date of First Appointment on the Board	Effective from 15.05.2024
Qualifications	<ul style="list-style-type: none"> B.Sc. (Hons.) and Masters of Science degree in Mathematics from St. Stephens College, Delhi University. Master in Public Administration from Harvard University, USA – as Edward S Mason Fellow, dividing time between Harvard Kenedy School and Harvard Business School. A recipient of the Joint Japan/ World Bank GSP. Professional career training at Lal Bahadur Shastri Academy of Administration, Mussoorie. <p>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.</p>

Brief profile and nature of his expertise in specific functional areas

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 NHA 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. Principal 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.



	<p>7. Commissioner and Chief Executive Officer, Madhya Pradesh Housing Board.</p> <p>8. Acted as Managing Director of the MP State Industrial Development Corporation, MD of Trade and Investment Felicitation Corporation.</p> <p>9. Acted as Director in Ministry of Commerce, looking after WTO, bilateral trade with various countries including companies.</p> <p>10. Acted as Government of India, Additional Secretary and financial advisor for the Ministry of Agriculture/ Farmers Welfare, animal husbandry/ dairying and fisheries.</p> <p>11. Acted as Additional Secretary and Financial Advisor to Ministry of Culture.</p> <p>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.</p> <p>Currently, he is a Director on the Board of Welspun Enterprises Limited (WEL), J. Kumar Infraprojects Limited (JKIL), JSW Cement Limited, GR Highways Investment Manager Private Limited, Welspun Aunta-Simaria Project Private Limited and 1234 Intellimap Private Limited. He is also an Advisor to a few companies in the renewable energy and health sectors.</p>																						
Terms and conditions of appointment	As per Item No. 4 of the Notice read with Explanatory Statement thereto, Mr. Raghav Chandra is proposed to be appointed as a Non-Executive Independent Director.																						
Remuneration last drawn (including sitting fees, if any)	Not applicable																						
Remuneration proposed to be paid	As per Item No. 4 of the Notice read with Explanatory Statement thereto																						
Shareholding in the Company as on March 31, 2024	NIL																						
Number of Meetings attended during financial year (2023-24)	The appointment is effective from May 15, 2024.																						
Directorships held in other companies (excluding foreign companies and Section 8 companies)	<p>Listed Companies:</p> <ol style="list-style-type: none"> Welspun Enterprises Limited J. Kumar Infraprojects Limited <p>Public Companies:</p> <ol style="list-style-type: none"> JSW Cement Limited <p>Private Companies:</p> <ol style="list-style-type: none"> GR Highways Investment Manager Private Limited Welspun Aunta- Simaria Project Private Limited 1234 Intellimap Private Limited 																						
Membership / Chairmanship of Committees of other Boards in which he is a Director	<table border="1"> <thead> <tr> <th>Sr No.</th> <th>Name of the Company</th> <th>Type of Committee</th> <th>Position</th> </tr> </thead> <tbody> <tr> <td rowspan="2">1</td> <td rowspan="2">Welspun Enterprises Limited</td> <td>Audit Committee</td> <td>Member</td> </tr> <tr> <td>Stakeholders Relationship Committee</td> <td>Member</td> </tr> <tr> <td rowspan="2">2</td> <td rowspan="2">J Kumar Infraprojects Limited</td> <td>Audit Committee</td> <td>Member</td> </tr> <tr> <td>Stakeholders Relationship Committee</td> <td>Member</td> </tr> <tr> <td rowspan="2">3</td> <td rowspan="2">GR Highways Investment Manager Private Limited</td> <td>Audit Committee</td> <td>Member</td> </tr> <tr> <td>Stakeholders Relationship Committee</td> <td>Member</td> </tr> </tbody> </table>	Sr No.	Name of the Company	Type of Committee	Position	1	Welspun Enterprises Limited	Audit Committee	Member	Stakeholders Relationship Committee	Member	2	J Kumar Infraprojects Limited	Audit Committee	Member	Stakeholders Relationship Committee	Member	3	GR Highways Investment Manager Private Limited	Audit Committee	Member	Stakeholders Relationship Committee	Member
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Inter-se relationship with other Directors and Key Managerial Personnel	Mr. Raghav Chandra, IAS (Retd.) is not related to any Director / Key Managerial Personnel.																						