



MMGTM
SEAMEC LIMITED



Annual Report
2015-16

CONTENTS	PAGES
Board of Directors	1
Notice	3-6
Directors' Report	7-60
• Extract of AR MGT-9	(16-24)
• CSR Activities	(25-27)
• Secretarial Audit Report	(28-30)
• Related Party	(31)
• Report on Corporate Governance	(33-43)
• Management Discussion & Analysis Report	(44-46)
• Business Responsibility Report	(47-54)
Ten Years at a Glance	61
Auditor's Report Standalone Accounts	62-67
Balance Sheet	68
Profit & Loss Account	69
Cash Flow Statement	70-71
Notes of Financial Statement	72-91
Auditor's Report Consolidated Accounts	92-93
Consolidated Balance Sheet	94
Consolidated Profit & Loss Accounts	95
Cash Flow Consolidated	96-97
Notes to Consolidated Financial Statement	98-118



MEMBER OF THE MMG™

TWENTY NINTH ANNUAL REPORT 2015 - 2016

BOARD OF DIRECTORS

Mr. Sanjeev Agrawal, Chairman
Mr. Surinder Singh Kohli
Mr. Amarjit Singh Soni
Ms. Seema Modi
Captain C. J. Rodricks, Managing Director

BOARD COMMITTEE

Audit Committee

Mr. Amarjit Singh Soni, Chairman
Mr. Surinder Singh Kohli
Ms. Seema Modi

Stakeholders Relationship Committee

Ms. Seema Modi, Chairman
Captain C. J. Rodricks

Nomination & Remuneration Committee

Mr. Surinder Singh Kohli, Chairman
Mr. Amarjit Singh Soni
Ms. Seema Modi

Corporate Social Responsibility Committee

Mr. Sanjeev Agrawal, Chairman
Ms. Seema Modi
Captain C. J. Rodricks

Management Committee

Captain C. J. Rodricks
Mr. S. N. Mohanty
Mr. Virendra Kumar Gupta
Mr. Rajeev Goel
Mr. Bryan D'sa
Mr. K. T. Thomas

PRESIDENT & CHIEF FINANCIAL OFFICER

Mr. Virendra Kumar Gupta

Auditors

S R B C & CO LLP
Chartered Accountants
14th Floor, The Ruby,
29 Senapati Bapat Marg,
Dadar (W), Mumbai - 400 028

BANKERS

IDBI Bank Limited
BNP Paribas

REGISTRARS & SHARE TRANSFER AGENTS

C B Management Services (P) Ltd.
P-22, Bondel Road, 2nd Floor, Kolkata 700 019
Tel : (033) 4011 6700 / 6711 / 6723
Fax : (033) 4011 6739
Email : rta@cbmsl.com

REGISTERED & CORPORATE OFFICE

A - 901 - 905, 9th Floor,
215 Atrium, Andheri Kurla Road,
Andheri East, Mumbai - 400 093.
Tel : (022) 6694 1800
Fax : (022) 6694 1818
Email : seamec@bom5.vsnl.net.in / contact@seamec.in
Website : www.seamec.in
CIN : L63032MH1986PLC154910

PRESIDENT - CORPORATE AFFAIRS, OPERATIONS & COMPANY SECRETARY

Mr. S. N. Mohanty



LISTING ON THE STOCK EXCHANGES

The Company 's shares are listed on :

1. Bombay Stock Exchange Limited
1st Floor, Rotunda Building
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai - 400 001
2. National Stock Exchange of India Limited
Exchange Plaza
Bandra - Kurla Complex
Bandra (E), Mumbai 400 051

ATTENTION ALL SHAREHOLDERS

Present address of the Registered Office of the Company is at:

A - 901 - 905, 9th Floor, 215 Atrium, Andheri Kurla Road,
Andheri East, Mumbai - 400 093.

Tel : (022) 6694 1800

Fax : (022) 6694 1818

Email : seamec@bom5.vsnl.net.in/contact@seamec.in

Website : www.seamec.in

All Communication, pertaining to shares, should be made
either to the Company's Registered Office
at the above address OR to the
Registrar & Share Transfer Agents (RTA) :

C B Management Services (P) Ltd.

P-22, Bondel Road, 2nd Floor, Kolkata 700 019

Tel: (033) 4011 6700 / 6711 / 6723 • Fax : (033) 4011 6739

E-mail: rta@cbmsl.com

NOTICE

TO THE MEMBERS

NOTICE is hereby given that the Twenty Ninth Annual General Meeting of SEAMEC LIMITED will be held on Thursday, the 8th day of September, 2016 at 4.30 P.M. at Navinbhai Thakkar Auditorium, Shree Vile Parle Gujarati Mandal, Shraddhanand Road, Vile Parle (East), Mumbai- 400057 to transact the following businesses :-

AS ORDINARY BUSINESS

1. To receive consider and adopt the:-
 - a) Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2016 and the Reports of the Board of Directors and the Auditors thereon; and
 - b) Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2016 and the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Sanjeev Agrawal (DIN: 00282059) who retires by rotation and is eligible for re-appointment.
3. To appoint M/s. S R B C & CO LLP, Chartered Accountants (ICAI Registration No. 324982E) as Statutory Auditors of the Company, fix their remuneration and in this connection, to pass the following resolution which is proposed as an ORDINARY RESOLUTION.

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, and pursuant to the recommendations of the Audit Committee of the Board of Directors, Messrs. S R B C & CO LLP, Chartered Accountants (ICAI Registration No. 324982E) be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company on such remuneration as may be decided by the Board of Directors of the Company.”

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

By order of the Board

S. N. Mohanty
President – Corporate Affairs,
Operations and Company Secretary

Dated: 12th July, 2016

**NOTES:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on poll instead of himself / herself and the proxy need not be a member of the Company. The proxy form duly completed and signed should be lodged with the Company at its Registered Office at least 48 hours before the time of the meeting. As per Secretarial Standard-2, the proxy should carry a valid photo-Id card to the AGM venue.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten (10) percent of the total share capital of the Company. In case a Proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the company carrying voting rights, then such person shall not act as a Proxy for any other Member. Proxies submitted on behalf of Limited Companies, Societies etc. must be supported by appropriate resolution / authority, as applicable.

2. The Register of Members and Share Transfer Books of the Company will remain closed from 2nd September, 2016 to 8th September, 2016 (both days inclusive).
3. In pursuance of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant details of the Director retiring by rotation and seeking re-appointment at the ensuing Annual General Meeting are given in the annexure to the notice of the Annual General Meeting.
4. Members desirous of obtaining any information regarding Accounts and Operations of the Company are requested to write to the Company, so that it reaches the Company at least 7 (Seven) days before the meeting, to enable the Company to keep the information ready at the time of the meeting.
5. Any change of address of the members holding shares in physical mode of the Company to be intimated to the Registered Office of the Company or to the Registrars (RTA): C B Management Services (P) Ltd., P-22, Bondel Road, 5th Floor, Kolkata – 700 019. Members holding shares in Demat Mode must inform change of address to their respective Depository Participants.
6. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company 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 Depository Participant and holdings should be verified.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities Market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in Physical form can submit their PAN to the Company and/or Registrar and Share Transfer Agent of the Company.
8. Members holding shares in physical mode and who have multiple accounts in identical names or joint accounts in the same order are requested to send all their relevant share certificates to the RTA for consolidation to one account to facilitate better service.
9. Members are requested to bring their copies of the Annual Report and Accounts to the Meeting.
10. Members / Proxies should bring the Attendance Slip duly filled in for attending the meeting.
11. Members are requested to quote the ledger folio or Client ID and DP ID numbers in all communications with the Company.
12. Members may note that the Notice of the 29th Annual General Meeting and Annual Report for 2015-16 will also be available on the Company's website www.seamec.in. The Notice of AGM shall also be available on the website of NSDL viz. <https://evoting.nsdl.com>.
13. Electronic copy of the Annual Report 2015-16 containing Notice of AGM is being sent to all members whose email IDs are registered with the Company/Depository Participant(s) for communication purpose unless any member has requested for a hard copy of the same. For members, who have not registered their email address, Physical copies of the Annual Report along with Notice of AGM are being sent in the permitted mode. To support "Green Initiatives", the member who have not registered their email addresses are requested to register the same with the Registrar/Depositories.

14. Voting through Electronic means

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with, Rule 20 of the Companies (Management and Administration) Rules 2014, as amended, Regulation 44 of the Listing Regulations, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 29th

Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 5th September, 2016 (9:00 am) and ends on 7th September, 2016 (5:00 pm). During this period, the members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 1st September, 2016 may cast their vote by remote evoting. 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.
- V. The process and manner for remote e-voting are as under:
 - A. In case a member receives an email from NSDL (for members whose email IDs are registered with the Company/ Depository Participant(s)):
 - i. Member to open email and open pdf file "seamec remote e-voting.pdf" with client ID or Folio No. as password. The said pdf file contains member's user ID and Password/PIN for e-voting. This password is an initial password.
 - ii. Member to launch internet browser by typing following URL : <https://www.evoting.nsdl.com/>
 - iii. Members to click on shareholder – login
 - iv. Member to put user ID and Password as initial password/PIN noted in step (i) above – click login.
 - v. Password change menu will appear. Members to change password/PIN with new password of members choice with minimum 8 digits/characters or combination thereof. Note/remember new password. It is strongly recommended not to share password with any other persons and advised to take utmost care to keep password confidential.
 - vi. Home Page of remote e-voting opens. Click on remote e-voting Active voting cycles.
 - vii. Select "E-voting Event Number (EVEN)" of Seamec Limited.
 - viii. Now members are ready for remote e-voting as cast vote page opens.
 - ix. Members may cast vote by selecting appropriate option and click on "submit and also confirm" when prompted.
 - x. Upon confirmation, the message "vote cast successfully" will be displayed.
 - xi. Once vote on the resolution, member(s) will not be allowed to modify his/their vote.
 - xii. Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to "seamecscrutinizer@gmail.com" or "evoting@seamec.com" or "evoting@nsdl.co.in"
 - B. In case a member receives physical copy of the Notice of AGM (for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy).
 - i. Initial password is provided through separate loose sheet communication containing following:
EVEN (E-Voting Event Number), USER ID, Password /PIN
 - ii. Members to follow all steps from SI No (ii) to SI No. (xii) mentioned in (A) above to cast vote.
- VI. In case of any queries, member(s) may refer the Frequently Asked Questions (FAQ) for shareholders and e-voting user manual for shareholders, available at downloads section of www.evoting.nsdl.com.



- VII. Member(s) already registered with NSDL for e-voting can use existing user ID and Password/PIN for casting vote.
- VIII. Member(s) can also update his/their mobile number(s) and e-mail id in the user profile details of the folio which may be used for sending further communication(s).
- IX. The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cutoff date of 1st September, 2016.
- X. Any person who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. 1st September, 2016, may obtain the login ID and password for e-voting from the Company's Registrars & Transfer Agents, C B Management Services (P) Ltd., P-22 Bondel Road, Kolkata – 700019, (Phone no. 033-40116717 / 18 or NSDL (Toll Free No.: 1800222990).
- XI. 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 as well as voting at the AGM through ballot paper.
- XII. Mr. P. V. Subramanian, Company Secretary in Wholtime Practice (Membership No. ACS-4585, C.P. No. 2077), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e- voting facility.
- XIV. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith. The declared results along with the Scrutinizer's Report will be available on the Company's website and on the website of NSDL on the same day and will also be forwarded to the Stock Exchanges where the Company's shares are listed.

Annexure to Notice -Details of Director seeking re-appointment at the forthcoming Annual General Meeting [Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of the Director	Mr. Sanjeev Agrawal
DIN	00282059
Date of Birth / Age	5 th December, 1963 / 53 yrs.
Date of First Appointment on the Board	03.06.2014
Qualifications	Master Degree in Commerce & MBA from Coca Cola University of Atlanta.
Brief profile and nature of his expertise in specific functional areas	Mr. Sanjeev Agrawal is an eminent and successful Entrepreneur. Mr Agrawal has vast experience of over 21 years in the field of Oil & Gas Sector, Soft Drinks, Education, Hospitality and Real Estate.
Relationship between Directors inter-se	None.
Directorship held in other Listed companies	NIL
Membership of Committees of the Board	CSR Committee – Chairman.
Shareholding in the Company	Nil.

DIRECTORS' REPORT

To

The Members

Your Directors have pleasure in presenting the Twenty Ninth Annual Report of the Company and the Audited Accounts for the financial year ended 31st March, 2016.

1. SIGNIFICANT EVENT

BUY BACK OF SHARES – CHANGE IN PAID UP EQUITY SHARE CAPITAL

The Board of Directors of the Company in its meeting held on 27th May, 2015 approved buy back of equity shares of the Company not exceeding 25% of the equity share capital of the Company of face value of ₹ 10/- each at a price of ₹ 125/- per equity share through 'Tender Offer' route as prescribed under the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 on a proportionate basis subject to the approval of Shareholders by way of special resolutions through Postal Ballot and other regulatory compliances required under law including provisions of the Companies Act, 2013.

After obtaining the necessary approval from the shareholders and upon compliance of all regulatory requirements, the Company commenced buy back offer from 2nd November, 2015 for buy back of 84,75,000 equity shares of ₹ 10 each fully paid up at a price of ₹ 125/- per share from the Company's shareholders. The buyback concluded on 27th November, 2015.

Consequent upon completion of Buy Back of equity shares, changes in paid up equity share capital of the Company stands as under:

Particulars	No of Equity Shares	Amount (₹)
Issued and paid up equity share capital before Buy Back	3,39,00,000	33,90,00,000
Issued and paid up equity share capital after Buy Back	2,54,25,000	25,42,50,000

Change in promoters holding from 2,54,25,000 shares (75%) to 1,85,27,475 shares (72.87%)

2. FINANCIAL HIGHLIGHTS

(Figures in ₹ Million)

	Current Year Period ended 31.03.2016	Previous Year Period ended 31.03.2015
Net Sales/Income from Operations	3279	3497
Other Income	210	361
Total Expenditure		
a. Consumables & Spares	575	385
b. Staff Costs (including offshore staff)	797	846
c. Other Expenditure	1551	1658
Earnings before Depreciation & Tax	566	969
Interest Expenses	3	1
Depreciation	471	368
Profit / (Loss) before Tax	92	600
Tax Expenses for the year	53	60
Profit /(Loss) after Taxation	39	540
Add: Balance brought forward from previous year	2860	2447
Surplus available for appropriation	2899	2987
Dividend for FY@ ₹ 1.00 (including DDT)	-	41
Transfer to Tonnage Tax Reserve	-	86
Retained profit carried forward	2899	2860



There has been no respite from the global economic downturn. Your Company's line of business reeled under heavy stress. The scope for deployment of your Company's vessels dropped significantly in Middle East, South East Asia and other parts of the World, hitherto being remained as a potential source.

In comparison, the Indian Economy has certainly performed creditably compared to most developed market of the globe, showing a positive year of Macro Economic Stability. The economy has made progress, but yet to show proportionate impact on your Company's line of business.

India, however, remained as the destination for engagement of your vessels under limited opportunities.

Your Company focused on active engagement of your vessels in projects, a change in business approach. This has resulted engagement of your vessels post monsoon during the year under review.

During the year under review, the Company's total revenue was ₹ 3489 million against ₹ 3858 million in last year. The reduction in overall revenue was primarily due to under employment of sizable section of your fleets during monsoon in India and at the same time absence of opportunities in Middle East, South East Asia etc. Income from operations was ₹ 3279 million as against ₹ 3497 million in the previous year, showing a drop of 6%. In addition, there was a decline in other income from ₹ 361 million to ₹ 210 million, primarily due to buy back of shares causing reduction of cash surplus.

On a consolidated basis, total revenue was ₹ 3501 million compared to ₹ 4542 million of previous year. The consolidated profit arrived at ₹ 88 million for the year ended 31st March, 2016 compared to ₹ 1280 million of previous year.

Cash Balance at the beginning of financial year was ₹ 2002 million. The balance at the end of the year was ₹ 876 million, a decrease of 56% over last year.

YEARWISE REVENUE

