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SEAMEC/BSE/AGM/PROCEEDINGS/SMO/2509/2026

September 25, 2026

Corporate Relations Department **BSE Limited** **Phirojee Jeejeebhoy Towers,** **Dalal Street,** **Mumbai – 400001**	**The Manager Listing Department** **National Stock Exchange of India Limited** **Exchange Plaza, Plot No. C/1, G Block,** **Bandra-Kurla Complex, Bandra (East)** **Mumbai - 400051**
Scrip Code: 526807	**Trading Symbol: SEAMECLTD**

Sub: Proceedings of the 39th Annual General Meeting of the Company

Dear Sir / Madam,

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith as **Annexure-I,** the proceedings of the 39th Annual General Meeting (AGM) of the Company, held today, i.e. September 25, 2026 through Video Conferencing.

The AGM commenced at 04:00 P.M. and concluded at 5:05 P.M.

Dr. Rajesh Kumar Yaduvanshi (DIN: 07206654), who was appointed as an Additional Director designated as a Non-Executive and Independent Director at the Board Meeting held on August 13, 2026, was appointed as a Non-Executive and Independent Director by the shareholders of the Company at the said AGM. Details of Dr. Rajesh Kumar Yaduvanshi, pursuant to SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 is provided as **Annexure- II.**

This is to confirm that Dr. Rajesh Kumar Yaduvanshi is not debarred from holding the office of Director by virtue of any SEBI Order or any other Authority.

Mr. Naveen Mohta (DIN: 07027180) was re-appointed as a Whole Time Director (WTD) of the Company at the Board Meeting held on August 13, 2026, for a further period of five consecutive years, effective from September 01, 2026, subject to approval of the shareholders. The said re-appointment was approved by the shareholders of the Company in this AGM. Details of Mr. Naveen Mohta pursuant to SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 is provided as **Annexure III.**

This is to confirm that Mr. Naveen Mohta is not debarred from holding the office of Director by virtue of any SEBI Order or any other Authority.

You are requested to kindly take the same on record.

Thanking you,

Yours Faithfully,
For SEAMEC LIMITED
SACHIDANANDA MOHANTY
Digitally signed by SACHIDANANDA MOHANTY
Date: 2026.09.25 17:53:41 +05'30'
S. N. MOHANTY
PRESIDENT
Corporate Affairs, Legal & Company Secretary

Annexure – 1

SUMMARY OF THE PROCEEDINGS OF THE 39TH ANNUAL GENERAL MEETING

The 39th Annual General Meeting (AGM) of the Members of SEAMEC LIMITED was held today i.e. Friday, September 25, 2026, at 04.00 p.m. (IST) via two-way Video Conferencing (VC). The Company, while conducting the Meeting, adhered to the circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI), as amended.

Mr. Sanjeev Agrawal, Chairman could not be present at the meeting due to certain unavoidable reasons and Mr. Naveen Mohta was unanimously elected by the Directors of the Company as the Chairman for this meeting.

Following Directors and Key Managerial Personnel of the Company were present at the meeting:

1. Mr. Naveen Mohta, Whole Time Director
2. Mrs. Ruby Srivastava, Independent Director
3. Mr. Amarjit Chopra, Independent Director
4. Dr. Rajesh Kumar Yaduvanshi, Independent Director
5. Mr. Rajeev Goel, Director
6. Mr. S.N. Mohanty, President (Corporate Affairs, Legal & Company Secretary)
7. Mr. Ashok Kumar Verma, Chief Financial Officer

It was informed that Mr. Raghav Chandra, Independent Director, could not attend the meeting due to unavoidable reasons.

As per Section 103 of the Companies Act, 2013, the required quorum for convening the AGM was present and complete and accordingly, the meeting was called to order. Since there was no physical attendance of Members and in compliance with the Circulars issued by MCA and SEBI, as amended, the requirement of appointing proxies was not applicable, except for the authorized representatives of corporate shareholders.

Mr. S.N. Mohanty, President – Corporate Affairs, Legal and Company Secretary, confirmed to the Chairman that the requisite quorum was present. The Chairman, thereafter, commenced the meeting and introduced the Directors and Key Managerial Personnel in the meeting and formally introduced Dr. Rajesh Kumar Yaduvanshi, as a Member of the Board of Directors and Mr. Ashok Kumar Verma as the Chief Financial Officer of the Company. Thereafter, on the advise of the Chairman, Mr. S.N. Mohanty, President – Corporate Affairs, Legal and Company Secretary commenced the proceedings of the Meeting.

Mr. Satyajit Mishra, Secretarial Auditor and Scrutinizer for AGM, was also present at the Meeting through VC.

The Chairman, thereafter, delivered his speech. The speech, *inter-alia,* broadly covered the brief of economic outlook, industrial outlook and financial performance of the Company for the year gone by, vessels performance and clients and change in constitution of the Board of Directors and commitment of the employees and management.

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Mr. S.N. Mohanty, President - Corporate Affairs, Legal and Company Secretary informed the members that the Register of Directors and Key Managerial Personnel and their Shareholding and Register of Contracts or Arrangements in which Directors are Interested are available. These will remain accessible to the members for inspection electronically if they so desire.

With the consent of the Members, the Notice of the Meeting was taken as read. The Members were informed that the Standalone and Consolidated Statutory Auditors' Report and Secretarial Audit Report for FY 2025-26 did not have any qualifications / adverse remarks / disclaimer / reservation.

The following items of business as set out in the notice convening 39th AGM conducted through e-voting were placed at the meeting.

<u>Resolution(s):</u>

Ordinary Business:

1. To receive, consider and adopt:
   a) Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, 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, 2026, together with the Report of Auditors thereon.

   <u>Resolution 1a: Ordinary Resolution</u>

   "RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon, be and are hereby approved and adopted.**"**

   <u>Resolution 1b: Ordinary Resolution</u>

   "RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, and the Report of Auditors thereon, be and are hereby approved and adopted.**"**

<u>Resolution 2: Ordinary Resolution</u>

2. To declare a dividend at the rate of 20%, i.e. Rs. 2 per equity share of Rs. 10 each for the FY ended March 31, 2026.

   "RESOLVED THAT the Final Dividend declared at the rate of Rs. 2 per equity share of Rs. 10 each, be and is hereby approved for the financial year ended March 31, 2026.**"**

<u>Resolution 3: Ordinary Resolution</u>

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.

   "**RESOLVED THAT** Mr. Sanjeev Agrawal (DIN: 00282059), Chairman who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

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Special Business:

Resolution 4: Ordinary Resolution

4. Enhancement of monetary cap for transactions pertaining to charter hire of vessels, diving and allied activities with HAL Offshore Limited.

   "RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act 2013, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, prior approval of the Members of the Company, be and is hereby granted to enhance the monetary limit till the Annual General Meeting to be held in year 2030 for entering into contract(s) with HAL Offshore Limited, the holding company for the charter hire of the Company's vessels, provision of diving and related services connected with the charter, notwithstanding the fact that the value of such contracts are equal to or exceed the monetary threshold limits prescribed under the said section or Regulation, but subject to the ceilings specified in the Explanatory Statement of the Notice relating to this item.

   FURTHER RESOLVED THAT the Audit Committee and the Board of Directors be and are hereby authorised to scrutinise individual transactions/contracts covered by this Resolution keeping in view the viability of the contracts, practical commercial considerations and the best interests of the Company.**"**

Resolution 5: Special Resolution

5. Re-appointment of Mr. Naveen Mohta (DIN: 07027180) as a Whole Time Director for a further period of 5 (five) consecutive years and to fix his remuneration.

   "RESOLVED THAT pursuant to the provisions of Sections 152, 161, 196, 197, 198 and 203 read with Schedule V and the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force), and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any statutory modification(s) or amendment(s) thereof for the time being in force, and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, re- appointment of Mr. Naveen Mohta (DIN: 07027180) as Whole Time Director of the Company for a further period of 5 (five) consecutive years effective from September 1, 2026 to August 31, 2031, be and is hereby approved, on such terms and remuneration as set out in this resolution and explanatory statement annexed to this notice.

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

   RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution) be and is hereby authorised to vary and/or revise the remuneration of Mr. Naveen Mohta (DIN: 07027180) as Whole Time Director within the overall limits under the Act and to take such steps as may be necessary,

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on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

Resolution 6: Special Resolution

6. Appointment of Dr. Rajesh Kumar Yaduvanshi (DIN: 07206654) as a Non- Executive Independent Director for the first term of 5 (five) consecutive years from August 13, 2026, to August 12, 2031.

"**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, Dr. Rajesh Kumar Yaduvanshi (DIN: 07206654), who was appointed as an Additional Director to hold the 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.

FURTHER RESOLVED 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), Dr. Rajesh Kumar Yaduvanshi, (DIN: 07206654) 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 August 13, 2026 upto August 12, 2031 and that he shall not be liable to retire by rotation."

Resolution 7: Special Resolution

7. Payment of overall remuneration to the Non-Executive Independent Directors of the Company

"**RESOLVED THAT** pursuant to the provisions of Section 197 and 198 read with all other applicable provisions of the Act (hereinafter referred to as the "Act") (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force), and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any statutory modification(s) or amendment(s) thereof for the time being in force, as approved by the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for payment of remuneration by way of sitting fees and commission to the Non-Executive Independent Directors of the Company, up to an amount not exceeding 0.5% of the net profits of the Company in a financial year, calculated in accordance with Section 198 read with Section 197 of the Companies Act, 2013, effective from FY 2026-27 onwards for a period of five (5) years, granting the liberty to the Board of Directors to decide commission payable on year to year basis.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to take necessary steps as may be deemed necessary, proper, expedient or incidental in this regard, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

SACHIDANANDA MOHANTY
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Pursuant to Secretarial Standards, Mr. S.N. Mohanty, President - Corporate Affairs, Legal and Company Secretary explained each of the resolutions under 'Special Business' in brief.

Thereafter, with the permission of the Chairman, Mr. S.N. Mohanty, President - Corporate Affairs, Legal and Company Secretary invited the Members, who had pre-registered with the Company as Speakers, to express their views, ask questions and seek clarifications on the operations and financial performance of the Company and on the resolutions set out in the Notice. The Members were given an opportunity to speak in the order in which they had registered their names.

Generally, clarifications were sought by the shareholders with regards to vessels and its deployment status, operations, performance expected for the current financial year, future plans and outlook, dry docking of Vessels, performance of subsidiary and future plans, financial position, impact of the war on operations of the Company, brokerage and commission paid, legal case of Dr. Rajesh Kumar Yaduvanshi, AI, capex plan, etc. The response to the Members' queries was consolidated and suitably provided by Mr. S.N. Mohanty, President – Corporate Affairs, Legal and Company Secretary to the satisfaction of the Members.

Thereafter, it was informed that Mr. Satyajit Mishra, Practicing Company Secretary was the Scrutinizer appointed by the Board to scrutinize the votes cast during the Meeting and through remote e-voting, in a fair and transparent manner.

Mr. S.N. Mohanty, President-Corporate Affairs, Legal and Company Secretary informed the Members that the Company had provided its Members' the facility to cast their vote electronically through the National Securities Depository Limited ('NSDL') system before the Meeting through remote e-voting. He further informed that the e-voting facility was also made available during the AGM for the benefit of Members who were present during the Meeting and had not cast their votes earlier through remote e-voting. Time allotted for this purpose was 15 minutes from the closure of meeting.

The Chairman authorized Mr. S.N. Mohanty, President - Corporate Affairs, Legal and Company Secretary to carry out the voting process and conclude the Meeting. He also authorized the Company Secretary to accept and countersign the Scrutinizer's Report and declare the consolidated voting results. He informed the Members that the combined results of the remote e-voting before as well as e-voting during the AGM would be announced within two working days of the conclusion of the Meeting and the results along with the Scrutinizer's Report would be intimated to the Stock Exchanges in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and would be placed on the website of the Company and NSDL.

On behalf of the Chairman, Mr. S.N. Mohanty, President -Corporate Affairs, Legal and Company Secretary thanked the Members for their continued support and for attending and participating in the Meeting. He also thanked the Directors for joining the Meeting virtually. The e-voting facility was kept open for the next 15 minutes to enable the Members to cast their vote.

The meeting concluded with a vote of thanks to the Chair at 5:05 P.M.

For SEAMEC LIMITED

SACHIDANANDA MOHANTY
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S. N. MOHANTY
PRESIDENT
Corporate Affairs, Legal & Company Secretary

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ANNEXURE – II

Sr. No.	Particulars	Details
1.	Name & DIN of Director	Dr. Rajesh Kumar Yaduvanshi (DIN: 07206654)
2.	Reason for change viz. ~~appointment, reappointment, resignation, removal, death or otherwise~~ change in designation	Dr. Rajesh Kumar Yaduvanshi (DIN:07206654) was appointed as an Additional Director to hold the office as a Non- Executive Independent Director, subject to approval of the shareholders. The shareholders of the Company, at the Annual General Meeting held on September 25, 2026, approved the appointment of Dr. Rajesh Kumar Yaduvanshi as Non-Executive and Independent Director for a period of five consecutive years, effective from August 13, 2026.
3.	Date of change in designation ~~appointment/ re-appointment/ cessation (as applicable)~~ & term of appointment~~/ re-appointment~~	Date of change in designation : September 25, 2026 Terms of appointment: for a term of five consecutive years from August 13, 2026 to August 12, 2031.
4.	Brief Profile (in case of Appointment)	Dr. Rajesh Kumar Yaduvanshi's profile is as under: • Education qualifications: - Bachelors of Science, Hansraj College, Delhi University – 1980 - Masters of Science, Hansraj College, Delhi University – 1982 - Doctorate of Philosophy, IARI, New Delhi – 1985 - CAIIB, Indian Institute of Bankers, Mumbai – 1988 • Career banker with over 35 years of experience in branches/administrative offices besides heading Jalandhar Circle & Delhi Zone of PNB and going on to serve as the Executive Director of Dena Bank & Punjab National Bank while handling important portfolios such as Credit, HR, Finance, Marketing, NPAs, Bancassurance, etc. He is a Member of External Screening Committee, SBI. He is also a Member of Outside Expert Committee, ONGC and also serves as an Expert Member of Higher Education Financing Agency (MHRD, Government of India). • He is an Independent Director in 5 companies, including KEI Industries Limited and Majestic Auto Limited.
5.	Disclosure of relationships between directors (in case of appointment of a director)	Dr. Rajesh Kumar Yaduvanshi is not related to any Director of the Company.

SACHIDANANDA MOHANTY

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ANNEXURE – III

Sr. No.	Particulars	Details
1.	Name & DIN of Director	Mr. Naveen Mohta (DIN: 07027180)
2.	Reason for change viz. ~~appointment,~~ reappointment, ~~resignation, removal, death or otherwise~~	Re-appointment of Mr. Naveen Mohta (DIN: 07027180) as a Whole Time Director of the Company.
3.	Date of ~~appointment~~/ re-appointment/ ~~cessation (as applicable)~~ & term of ~~appointment/~~ re-appointment	Date of approval of shareholders for re-appointment: September 25, 2026. Terms of re-appointment : Re-appointment for a further period of five consecutive years from September 1, 2026 to August 31, 2031.
4.	Brief Profile (in case of Appointment)	Mr. Naveen Mohta is a qualified Chartered Accountant and Cost and Works Accountant. Mr. Naveen Mohta has over 26 years of experience which includes 25 years with HAL Offshore Limited, the Promoter Company of SEAMEC Limited. Before joining HAL, he has worked with India Gypsum Limited, a joint venture between Birla Group and BPB Plc UK and has also interacted with various Government bodies such as SIPCOT, TNGST department, Excise, Pollution Control Boards etc. for getting various approvals and registrations for the green field project in Chennai, besides looking after accounts and finance function. In his present position, he looks after the operations and commercials of offshore fleets. His area of expertise is Commercial and Operations. Mr. Mohta is a Director on the Board of HAL Offshore Limited, Aarey Organic Industries Private Limited and MMG Marine Engineering Private Limited.
5.	Disclosure of relationships between directors (in case of appointment of a director)	Mr. Naveen Mohta is not related to any Director of the Company.

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