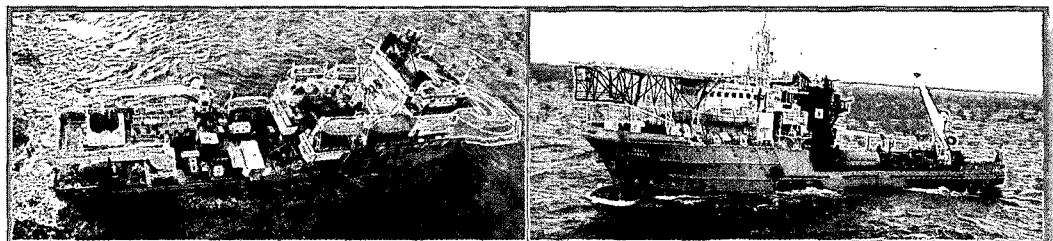




SEAMEC LIMITED

(Formerly South East Asia Marine Engineering & Construction Ltd.)

A MEMBER OF THE TECHNIP GROUP



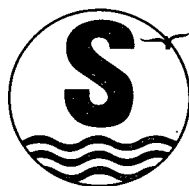
ANNUAL
REPORT
2008

SEAMEC LIMITED

TEN YEAR HIGHLIGHTS

Rs. In Millions

DETAILS	99-2000	2000	2001 (9 Months)	2002	2003	2004	2005	2006	2007	2008
BALANCE SHEET										
SOURCES OF FUNDS										
SHARE CAPITAL	339.00	339.00	339.00	339.00	339.00	339.00	339.00	339.00	339.00	339.00
RESERVE & SURPLUS	734.74	771.47	644.91	745.07	837.23	1,258.28	1,451.51	2,037.17	2,407.45	2,878.66
NET WORTH	951.18	946.88	1,106.39	1,059.22	1,213.59	1,538.70	1,790.51	2,376.17	2,746.45	3,217.66
LOAN FUND	486.80	493.77	426.00	339.75	198.06	86.25	-	-	-	-
SOURCES OF FUNDS	1,437.98	1,440.65	1,532.39	1,398.97	1,411.65	1,624.95	1,790.51	2,376.17	2,746.45	3,217.66
APPLICATION OF FUNDS										
GROSS BLOCK OF FIXED ASSET	1,835.05	1,856.10	1,875.92	1,940.68	1,979.28	1,768.02	1,827.95	2,781.45	3,803.19	3,974.32
RESERVE FOR DEPRECIATION	651.58	735.10	850.79	981.41	1,093.00	979.36	1,088.18	1,232.37	1,409.46	1,631.56
NET BLOCK OF FIXED ASSETS	1,183.47	1,121.00	1,025.13	959.27	886.28	788.66	739.77	1,549.08	2,393.73	2,342.76
INVESTMENTS	0.46	-	-	-	-	-	-	-	-	-
DEBTORS (NET)	242.17	316.46	185.36	158.56	227.43	148.57	226.77	293.82	268.62	529.76
TOTAL CURRENT ASSETS	396.94	502.11	628.03	571.46	629.36	1,033.03	1,138.40	1,078.90	1,038.85	1,606.32
CURRENT LIABILITIES & PROVISION	142.89	182.46	120.77	131.76	103.99	196.74	87.66	251.81	686.12	731.42
NET CURRENT ASSETS	254.06	319.65	507.26	439.70	525.37	836.29	1,050.74	827.09	352.73	874.90
APPLICATION OF FUNDS	1,437.98	1,440.65	1,532.39	1,398.97	1,411.65	1,624.95	1,790.51	2,376.17	2,746.46	3,217.66
PROFIT & LOSS ACCOUNT										
REVENUE- Charter Hire	857.54	753.40	879.92	1,000.73	901.46	964.17	822.81	1,591.33	1,704.47	2,685.86
OTHER INCOME	3.10	13.04	11.13	26.56	16.88	43.80	50.15	45.00	88.37	38.90
EBITDA before extra ordinary items	110.03	172.18	263.69	283.15	349.35	243.96	322.46	752.82	604.23	788.78
EXTRA ORDINARY ITEMS	-	-	-	-	-	114.80	12.07	-	(7.70)	(47.23)
INTEREST EXPENSES	71.94	47.91	63.01	57.33	39.73	24.21	10.41	2.73	4.23	3.76
DEPRECIATION	109.66	84.24	120.00	131.39	135.00	126.03	112.02	149.15	189.50	254.13
PROFIT BEFORE TAX	(71.57)	40.04	80.70	94.43	174.63	208.52	212.10	600.94	402.80	483.66
TAX	-	3.30	9.50	(5.73)	82.47	(212.54)	18.87	15.27	32.53	12.45
PROFIT AFTER TAX	(71.57)	36.74	71.20	100.16	92.16	421.06	193.23	585.67	370.27	471.21



SEAMEC LIMITED

(Formerly known as South East Asia Marine Engineering & Construction Limited)

A MEMBER OF THE TECHNIP GROUP

TWENTY SECOND ANNUAL REPORT 2008

BOARD OF DIRECTORS

Mr. Carl Holmen, Chairman
Mr. Georges Michel
Mr. Christophe Armengol
Mr. Shardul Thacker
Ms. Bhavna Doshi
Capt. C.J. Rodricks, Managing Director

BOARD COMMITTEE

Audit Committee

Ms. Bhavna Doshi, Chairperson
Mr. Shardul Thacker
Mr. Christophe Armengol

Shareholders / Investors

Grievance & Transfer Committee

Mr. Shardul Thacker, Chairman
Ms. Bhavna Doshi
Capt. C.J. Rodricks

Management Committee

Capt. C.J. Rodricks
Managing Director
Mr. Carl Holmen
Director
Mr. S. N. Mohanty
Chief Legal Officer & Company Secretary
Mr. S. S. Biswas
Chief Financial Officer
Mr. R. R. Roy
General Manager (Operations)

CHIEF FINANCIAL OFFICER

Mr. S. S. Biswas

AUDITORS

S. R. Batliboi & Associates, Chartered Accountants
Ground Floor, Jalan Mills Compound,
95, Ganpat Rao Kadam Marg,
Lower Parel, Mumbai – 400 013.

BANKERS

Industrial Development Bank of India Ltd

REGISTRARS & SHARE TRANSFER AGENTS

C B Management Services (P) Ltd.
P-22, Bondei Road, 2nd Floor, Kolkata 700 019
Tel : (033) 2280 6692 / 6693 / 6694
Fax : (033) 22870263
Email : cbmsl1@cal2.vsnl.net.in

REGISTERED & CORPORATE OFFICE

7th Floor, The Eagle's Flight,
Suren Road, Off. Andheri Kurla Road,
Andheri East, Mumbai - 400 093.
Tel : (022) 6694 1800
Fax : (022) 6694 1818
Email : seamec@bom5.vsnl.net.in
Website : www.technip.com/entities/seamec

CHIEF LEGAL OFFICER & COMPANY SECRETARY

Mr. S. N. Mohanty



SEAMEC LIMITED

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.



NOTICE TO THE MEMBERS

NOTICE is hereby given that the Twenty Second Annual General Meeting of SEAMEC LIMITED will be held on Tuesday, 21st April, 2009 at 04.00 p.m. at Navinbhai Thakkar Auditorium, Shree Vile Parle Gujarati Mandal, Shraddhanand Road, Vile Parle (East), Mumbai - 400 057 to transact the following business:-

AS ORDINARY BUSINESS

1. To consider and adopt the Profit & Loss Account of the Company for the year ended on 31st December, 2008 and the Balance Sheet as on that date together with Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Georges Michel, who retires by rotation and is eligible for re-appointment.
3. To appoint Auditors and to fix their remuneration.

AS SPECIAL BUSINESS

4. To consider and, if thought fit, to pass with or without modification (s), the following resolution as Ordinary Resolution :

RESOLVED THAT Mr. Carl Holmen be and is hereby appointed as Director of the Company whose period of the office shall be liable to determination by retirement by rotation".

Registered Office :
7th Floor, The Eagles Flight,
Suren Road, Off. Andheri Kurla Road,
Andheri East, Mumbai - 400 093.

By order of the Board

S. N. Mohanty
Chief Legal Officer &
Company Secretary

Dated, 24th February, 2009

NOTES :

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his/her place and a proxy, so appointed, need not be a member of the Company. A proxy form, duly completed, must be deposited at the Registered Office of the Company at least forty-eight hours before the commencement of the meeting.
2. Explanatory Statement as required under section 173(2) of the Companies Act, 1956 is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 16.04.2009 to 21.04.2009 (both days inclusive).
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 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 of the Company may be intimated to the Registered Office of the Company or to the Registrars: C B Management Services (P) Ltd., P-22, Bondel Road, 2nd Floor, Kolkata 700 019.
6. Members are requested to bring their copies of the Annual Report and Accounts to the Meeting.
7. Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting.
8. Members are requested to quote the ledger folio or Client ID and DP ID numbers in all communications with the Company.



SEAMEC LIMITED

EXPLANTORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

ITEM NO. 4

Mr. Carl Holmen, aged 52 years was appointed as Director of the Company on 23rd October 2007 in the casual vacancy caused by withdrawal of nomination of Mr. Knut Boe nominee of COFLEXIP STENA OFFSHORE MAURITIUS LIMITED (CSOML). Mr. Homen, pursuant to the provisions of section 262 (2) of the Companies Act, 1956, holds office up to the date of this Annual General Meeting. Mr. Holmen, by qualification, is a Mechanical Engineer with over twenty six years of experience in sub sea construction including Executive Management. Mr. Carl Holmen is employee of Technip Norge. AS, a subsidiary of Technip SA, France. Based in Paris, Mr. Holmen holds the position of Vice President, Marine Assets in Technip group. Mr. Holmen does not hold any shares in the Company. He is not a Director in any other Company in India nor is a member of any committee in India.

The Company has received a notice under section 257 (1) of Companies Act, 1956 from the member signifying his intention to propose the name of Mr. Carl Holmen for appointment as a Director of the company in the ensuing Annual General Meeting of the Company.

Your Directors are of the view that it will be in best of interest of the Company to appoint Mr. Carl Holmen as Director and therefore recommend adoption of the resolution proposed under item no. 4 of the notice.

Save and except Mr. Carl Holmen, no other director is concerned or interested in the resolution. The above disclosure is pursuant to clause 49 (VI) of the listing agreement on Corporate Governance.

Registered Office :
7th Floor, The Eagles Flight,,
Suren Road, Off. Andheri Kurla Road,
Andheri East, Mumbai - 400 093.

By order of the Board

S. N. Mohanty
Chief Legal Officer &
Company Secretary

Dated, 24th February, 2009

Details of Directors seeking reappointment in the 22nd Annual General Meeting to be held on Tuesday, 21st April, 2009, pursuant to requirement of Clause 49 (VI) of Listing Agreement on Corporate Governance

MR. GEORGES MICHEL

Mr. Georges Michel, aged 58 years was appointed as Director of the company in the Annual General Meeting held on 18th April 2007. Mr. Georges Michel by qualification is an Engineer having more than 35 years of experience in offshore business. Based in Paris, he holds the position of VP Sales, Middle East, South East Asia of the Parent Company Technip SA, France. Mr. Michel does not hold any shares in the Company. He is not a Director in any other Company in India nor is a member of any committee in India.





SEAMEC LIMITED

DIRECTORS' REPORT

To
The Members

Your Directors have pleasure in presenting the Twenty Second Annual Report of the Company and the Audited Accounts for the year ended 31st December, 2008.

1- Financial highlights

Audited Financial Results for the year ended 31st December, 2008

Figures in Rs. million

	Year ended 31.12.2008	Year ended 31.12.2007
Net Sales/Income from Operations	2686	1704
Other Income	39	64
Total Expenditure		
a. Consumables & Spares	260	125
b. Staff Costs (including offshore staff)	681	636
c. Dry Dock expenditure incurred	334	175
d. Other Expenditure	661	228
Earnings before Interest, Depreciation & Tax	789	604
Interest	4	4
Depreciation	254	190
Exceptional Items	47	7
Profit before Tax	484	403
Tax Expenses for the year	13	33
Profit after Taxation	471	370
Paid up Equity Share Capital	339	339
Reserves (as per Balance Sheet)	2879	2407
Basic and diluted EPS for the period (Rs)	13.90	10.92

During the year under review the Company's total revenue was Rs. 2725 million as against Rs. 1768 million in the previous year reflecting phenomenal increase of about 54% over the previous year. The primary reason for increase in revenue was due to comparatively higher charter rate earned and deployment of its vessel SEAMEC PRINCESS at a remunerative price on completion of modification.

The profit after tax was Rs. 471 Mil against Rs. 371 Mil during the previous year, an increase of about 28% in 2008. The increase in percentage of revenue and profit for the year 2008 are not in proportion. The major factors attributable for variance in terms of comparative percentage are expensing out the dry dock cost for SEAMEC III (Rs. 257 mil), and SEAMEC II (Rs. 77 mil), additional damage repair cost for SEAMEC II (Rs. 47 mil), write off debtor Superior Offshore (Rs. 31 mil) and increase in depreciation (Rs. 64 mil). However, Company's continuing effort of

savings through effective cost control measures had significant impact in over all profitability. Your Company continues to retain its debt free status and maintained its surplus annual cash flow despite dry dock of two vessels and cost incurred towards additional damage repair cost of SEAMEC II and upgradation cost of SEAMEC PRINCESS.

Considering your Company being a capital intensive industry which requires replacement/ upgradation of assets, your Directors decided to conserve the surplus for further growth of the Company. Therefore they have decided not to recommend dividend distribution for the year under review. From the Assessment Year 2005-06 (relevant accounting year 2004-05) your company has come under Tonnage regime available for shipping companies under Chapter XII-G of Income Tax Act, 1961. Your Directors have, therefore recommended transfer of Rs. 137,500 thousand from current years surplus to Tonnage Tax Reserve u/s 115 V of Income Tax Act, 1961.

2. MODIFICATION OF VESSEL "SEAMEC PRINCESS"

SEAMEC PRINCESS acquired in 2006 as a cable laying vessel was under modification and upgradation to multi-support vessel at Dubai since December 2006. The vessel originally scheduled to be completed in mid 2007. Readiness subsequently rescheduled for end February 2008. The vessel was made ready and put to hire effective from 1st March 2009.

3. OPERATIONS OFFSHORE

During the financial year 2008, all the four vessels of the company were under charter contract.

Vessel SEAMEC I operated in India, Middle East and South East Asia. Vessel SEAMEC II after completion of repairs in end June 2008 arising out of fire accident in September 2007 commenced charter hire in Mexico in mid 2008. Vessel SEAMEC III during the year under review worked in Trinidad. She had a statutory dry dock in June/July 2008. After completion of job in Trinidad she has been put on a contract for a firm period of six months effective from early February 2009 for doing the job in Mexico. Vessel SEAMEC PRINCESS was under maiden contract effective from beginning of early March 2008 for doing the job in Middle East. Upon completion of contract on 12th December 2008 she was put to separate charter for a period of six months with option for extension for working in Persian Gulf / Middle East.

4. DIRECTORS AND MANAGEMENT

Your Company is a subsidiary of Coflexip Stena Offshore (Mauritius) Ltd. (CSOML), which ultimately is owned by Technip S. A. France.

In accordance with the provisions of Companies Act, 1956 and the Articles of Association of the Company, Mr. Georges Michel, Director of the Company, retires by rotation at the ensuing Annual General Meeting and is eligible for re-appointment.

Mr. Carl Holmen was appointed as a Director on 23rd October 2007 as nominee of Coflexip Stena Offshore Mauritius Limited (CSOML) in the casual vacancy caused by resignation of Mr. Knut Boe. Mr. Holmen holds office till the ensuing Annual General Meeting.

The company has received a notice from a member under subsection (1) of section 257 of the Companies Act, 1956 signifying his intention to propose the name of Mr. Carl Holmen as the Director of the Company at the ensuing Annual General Meeting.



SEAMEC LIMITED

5. AUDITORS

M/s. S. R. Batliboi & Associates Chartered Accountants, the Statutory Auditors of the Company, retire at the conclusion of the ensuing Annual General Meeting and they are eligible for re-appointment.

6. AUDITORS' REPORT

The observations in the Auditors' Report have been dealt with in the relevant Notes to Accounts, which are self-explanatory.

7. RELATED PARTY TRANSACTIONS

A statement of related party transaction pursuant to accounting standard 18 is given in para 7 of schedule 15 (notes to accounts)

8. CORPORATE GOVERNANCE

The Company believes that Corporate Governance is a way of business life than legal compulsion.

Your Directors re-affirm their commitment to the Corporate Governance standards prescribed by Securities and Exchange Board of India (SEBI) codified as Clause 49 of the Listing Agreement with Stock Exchanges. Corporate Governance and Management Discussions and Analysis Report as well as Corporate Governance compliance certificate by Auditors are set out in separate Annexures to this report.

9. INVESTORS SERVICES

As the members are aware, your company's shares are tradeable compulsorily in electronic form with effect from 24th August 2000 and your company has established connectivity with both the depositories viz. National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL). In view of the numerous advantages offered by the Depository system, members are requested to avail of the facility of de-materialisation of Company's shares on either of the Depositories as aforesaid.

10. INCREASE IN PUBLIC HOLDING

Pursuant to Securities and Exchange Board of India (SEBI) circular dated 13 April 2006 read with amendment to clause 40A of the listing agreement for maintaining minimum level of public shareholding of 25% of the total number of issued shares, Coflexip Stena Offshore (Mauritius) Limited, the promoter shareholder, completed the dilution of 3.24% shares by way of drip sale on 29th October 2008, resulting bringing down promoters holding to 75%.

11. HUMAN RESOURCES

Your company believes in the inherent strength of the people. The company is built around people. The spirit of trust, transparency and team work has enabled the company to build a tradition of partnership and harmony. All employees have embodied the spirit of quality into their work, proactively participate in their area of operations and inculcate leadership skill. Training needs have become an integral part and regular training programmes are organized.

12. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND EXPENDITURE

The information to be furnished under Section 217(1)(e) of the Companies Act, 1956 is annexed to this report.