



SEAMEC LIMITED

A MEMBER OF THE TECHNIP GROUP

ANNUAL REPORT 2009-10

Contents

Board of Directors	1
Notice	3
Directors' Report	6
Corporate Governance Report	11
Auditors' Certificate on Corporate Governance Report	20
Management Discussion & Analysis Report	22
Ten Years at a Glance	24
Auditors' Report	25
Balance Sheet	28
Profit & Loss Account	29
Cash Flow Statement	30
Schedules to Accounts	31
Balance Sheet Abstract	46



SEAMEC LIMITED

A MEMBER OF THE TECHNIP GROUP

TWENTY THIRD ANNUAL REPORT 2009-10

BOARD OF DIRECTORS

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

BOARD COMMITTEE

Audit Committee

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

Shareholders / Investors

Grievance & Transfer Committee

Mr. Shardul Thacker, Chairman
Mrs. 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. Battliboi & Associates
Chartered Accountants
Ground Floor, Jalan Mills Compound,
95, Ganpat Rao Kadam Marg,
Lower Parel, Mumbai - 400 013.

BANKERS

IDBI Bank Limited

REGISTRARS & SHARE TRANSFER AGENTS

C B Management Services (P) Ltd.
P-22, Bandel Road, 2nd Floor, Kolkata 700 019
Tel : (033) 2280 6692 / 6693 / 6694 / 2486 ,
4011 6700 6718 / 66723
Fax : (033) 22870263
Email : rta@cbmsl.com

REGISTERED & CORPORATE OFFICE

A - 901 - 905, 9th Floor,
215 Atrium, Andheri Kurla Road,
Andheri East, Mumbai - 400 069.
Tel : (022) 6694 1800
Fax : (022) 6694 1818
Email : seamec@bom5.vsnl.net.in
Website : www.technip.com/en/entities/seamec-ltd

CHIEF LEGAL OFFICER & 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 - 400 069.

Tel : (022) 6694 1800

Fax : (022) 6694 1818

Email : seamec@bom5.vsnl.net.in

Website : www.technip.com/en/entities/seamec-ltd

All Communications, pertaining to shares, should be made

either to the Company's Registered Office

at the above address OR to the

Registrar & Share Transfer Agents :

C B Management Services (P) Ltd.

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

Tel : (033) 2280 6692 / 6693 / 6694 / 2486, 4011 6700 6718 / 66723 • Fax : (033) 22870263

E-mail : rta@cbmsl.com

NOTICE TO THE MEMBERS

NOTICE is hereby given that the Twenty Third Annual General Meeting of SEAMEC LIMITED will be held on Tuesday, 20th July, 2010 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 fifteen months period ended on 31st March, 2010 and the Balance Sheet as on that date together with Reports of the Directors and Auditors thereon.
2. To declare a Dividend for the Financial Year ended 31st March, 2010.
3. To appoint a Director in place of Mrs. Bhavana Doshi, who retires by rotation and is eligible for re-appointment.
4. To appoint a Director in place of Mr. Shardul Thacker, who retires by rotation and is eligible for re-appointment.
5. To appoint Auditors and to fix their remuneration.

AS SPECIAL BUSINESS

6. To consider and, if thought fit, to pass, with or without modification (s), the following resolution as a SPECIAL RESOLUTION :

“RESOLVED THAT subject to such approvals as may be necessary, the Directors of the Company other than the Managing Director and Non-Independent Directors be paid annually, for a period not exceeding five years, for each of the financial years of the Company commencing from 1st January, 2009, commission not exceeding one per cent of the net profits of the Company, as provided under Section 309(4) of the Companies Act, 1956 ('the Act'), and computed in the manner referred to in Section 198(1) of the Act, or any amendment or modification thereof, in addition to the fee for attending the meetings of the Board of Directors of the Company ('Board') or any Committee thereof, to be divided amongst the Directors aforesaid in such manner as the Board may from time to time determine.”

Registered Office :
A-901-905, 9th Floor,
215 Atrium, Andheri Kurla Road,
Andheri (East), Mumbai 400 069.

By order of the Board

S. N. Mohanty
Chief Legal Officer & Company Secretary

Dated, 11th May, 2010

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 10.07.2010 to 20.07.2010 (both days inclusive). Share Transfers received in order at the Registered Office of the Company or at the office of the Registrars & Share Transfer Agents of the Company: C B Management Services (P) Ltd., P-22, Bondel Road, 2nd Floor, Kolkata 700019, by 09.07.2010 will be processed for payment of dividend, if declared, to the transferees or to their mandatees.
4. The dividend, if declared, will be paid on or before the 19th August 2010 to those members entitled thereto and whose names shall appear on the Register of Members of the Company on 20th July 2010, or to their mandatees, subject however to the provisions of Section 206A of the Companies Act, 1956, or any amendment or re-enactment thereof. In respect of dematerialised shares, the dividend will be payable on the basis of beneficial ownership as on 09th July, 2010 as per details to be furnished by National Securities Depository Limited (NSDL) and Central depository Services (India) Limited (CDSL) for this purpose.



5. The company will be providing National Electronic Clearing Services (NECS) facility to the Shareholders, whereby they will be able to receive their dividend by direct electronic credit to their bank account(s). In the absence of availing of the NECS options by the Shareholders, the Company shall send the dividend warrants by post in normal manner.

Shareholders holding shares in physical form are requested to fill in the "NECS Mandate Form" provided along with this Annual Report and send it to Company's Registrars and Share Transfer Agents. Shareholders holding shares in Demat form are required to furnish such details to their respective depository participants, if not furnished earlier.
6. 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.
7. 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.
8. Members are requested to bring their copies of the Annual Report and Accounts to the Meeting.
9. Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting.
10. Members are requested to quote the Ledger Folio or Client ID and DP ID numbers in all communications with the Company.

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

ITEM NO. 6

SEAMEC Board comprises of six members including the Managing Director. While Mrs. Bhavana Doshi and Mr. Shardul Thacker are the two Independent Non-Executive Directors on the Board, the remaining three members are the Non-Independent Non-Executive Directors, nominated by the Parent company. Independent Directors, until now, are being paid sitting fees only. In order to bring the remuneration of the Independent Non-Executive Directors in line with the current trends and commensurate with the time devoted, responsibility shouldered and the valuable contributions made by them, the Board of Directors of the Company felt appropriate to seek your approval for payment of remuneration by way of commission to the Independent Non-Executive Directors of the Company for a period not exceeding five years from 1st January, 2009, as set out in this Special Resolution.

Only the Non-Executive Independent Directors of your Company may be deemed to be interested or concerned in this Special Resolution.

The Board recommends this Special Resolution for your approval.

Registered Office :
A-901-905, 9th Floor,
215 Atrium, Andheri Kurla Road,
Andheri (East), Mumbai 400 069.

Dated, 11th May, 2010

By order of the Board

S. N. Mohanty
Chief Legal Officer & Company Secretary

Details of Directors seeking reappointment at the 23rd Annual General Meeting to be held on Tuesday, 20th July, 2010, pursuant to requirement of Clause 49 (IV) of Listing Agreement on Corporate Governance

MRS. BHAVNA DOSHI

Mrs. Bhavna Doshi, aged about 57 years, is a Chartered Accountant having experience of over 25 years in the profession. Accounting and Taxation are her forte. At present, she provides consultancy services to corporates and is Senior Advisor to KPMG, India. She is an elected member of the Council of the Institute of Chartered Accountants of India. She was a member of the Compliance Advisory Panel the International Federation of Accountants, New York. She serves as Independent Director on Board of several companies including Peninsula Land Ltd and LIC Pension Fund Ltd. She is elected as Vice President of the Indian Merchants' Chamber for the year 2010-11. She is the member of Board and shareholder/investor Grievance & Transfer Committee and Chairperson of Audit Committee of your Company. Mrs. Bhavna Doshi does not hold any shares in your Company.

MR. SHARDUL THACKER

Mr. Shardul Thacker is an eminent legal professional having vast experience in the field of law, more specifically in Banking Corporate law, Cross-border transactions, project and Ship Finance. He is the partner of Mulla and Mulla & Craigie Blunt & Caroe, Advocates, Solicitors and Notaries. He is solicitor, Law Society Mumbai and is admitted as solicitor of Supreme Court of England and Supreme Court of Hong Kong. Mr. Thacker is a Director on the Board of Formento Resorts & Hotels Ltd., Ruby Mills Ltd., RPG Enterprises Ltd and CGU Logistics Ltd.

Mr. Thacker is the Chairman of Board of Directors and of the Shareholder /Investors Grievance & Transfer Committee of your Company besides being a member of its Audit Committee. Mr. Thacker does not hold any shares in your company.

DIRECTORS' REPORT

To

The Members

Your Directors have pleasure in presenting the Twenty-third Annual Report of the Company and the Audited Accounts for the Financial Period ended 31st March, 2010.

Your Directors have decided to present the accounts this year for a period of fifteen months from 1st January, 2009 to 31st March, 2010. Accordingly, the current financial period is for 15 months whereas the previous financial year was for 12 months. The previous year's figures are, therefore, not strictly comparable with those of the current financial year.

1. FINANCIAL HIGHLIGHTS

Audited Financial Results for the fifteen months period ended 31st March, 2010

(Figures in Rs. million)

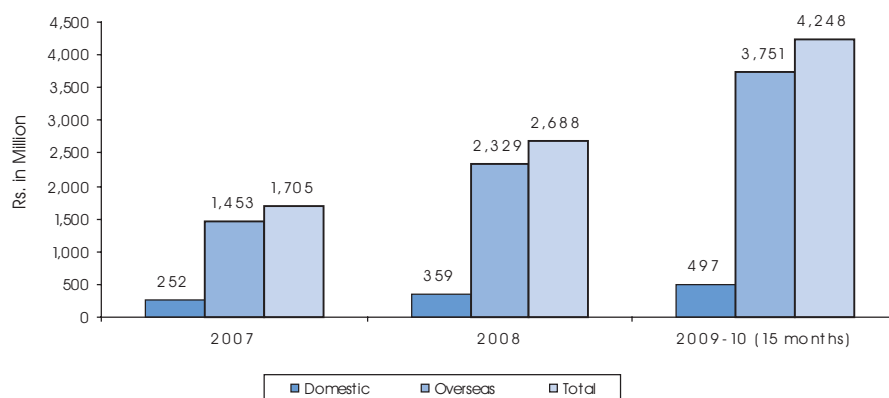
	Current Year Period ended 31.03.2010 (15 months)	Previous Period ended 31.12.2008 (12 months)
Net Sales/Income from Operations	4248	2686
Other Income	161	41
Total Expenditure		
a. Consumables & Spares	212	260
b. Staff Costs (including offshore staff)	943	681
c. Dry Dock Expenditure incurred	88	334
d. Other Expenditure	773	667
Earnings before Depreciation & Tax	2393	785
Depreciation	322	254
Exceptional Items	(7)	47
Profit before Tax	2078	484
Tax Expenses for the year	39	13
Profit after Taxation	2039	471
Add: Balance brought forward from previous year	1619	1285
Surplus available for appropriation	3658	1756
Appropriation:		
Proposed Dividend for the financial year at the rate of Rs.3.00 per equity of Rs.10/- each (previous year – nil)	102	-
Corporate Dividend Tax	17	-
Transfer to General Reserve	204	-
Transfer to Tonnage Tax Reserve	425	137
Retained profit carried forward	2910	1619

During the fifteen months period under review the total revenue from vessel operations was Rs. 4248 mil and profit after tax was Rs. 2039 mil, representing 46% of the revenue. For the year 2008, the revenue from operations was Rs.2686 mil and profit after tax was Rs.471 mil representing about 17% of the turnover. For the current financials under review 88% of revenue comes from overseas operation, while 12% of revenue represents earning from Indian operations. For the year 2008 revenue from overseas and domestic operations were 86% and 14% respectively. This signifies Company's conspicuous presence overseas.

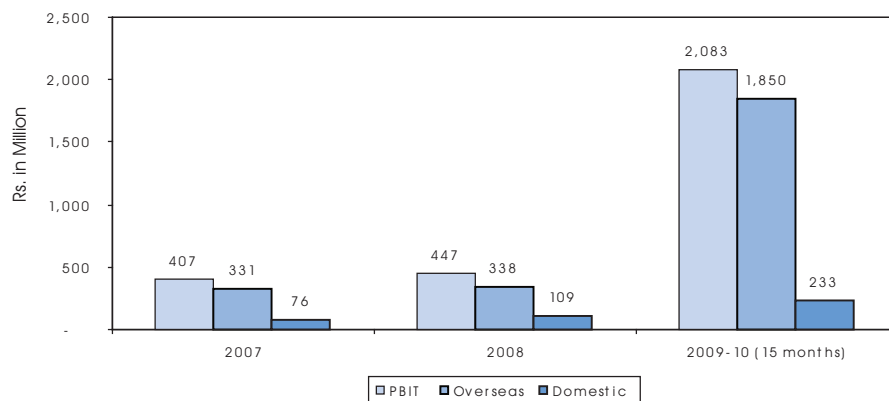
The enhanced performance of the current financial year was attributed to the consolidation of three derivative factors viz: maximum no of days of deployment of vessels, securing attractive charter rates and effective cost control measures.

The market till end of 2009 was good in regards to Company's line of operation. Subsequently, there was an adverse market scenario and accordingly your company experienced a declining trend both in terms of deployment of vessels and charter rate in first quarter of 2010.

Yearwise Revenue



SEGMENT WISE PROFIT BEFORE INTEREST AND TAX

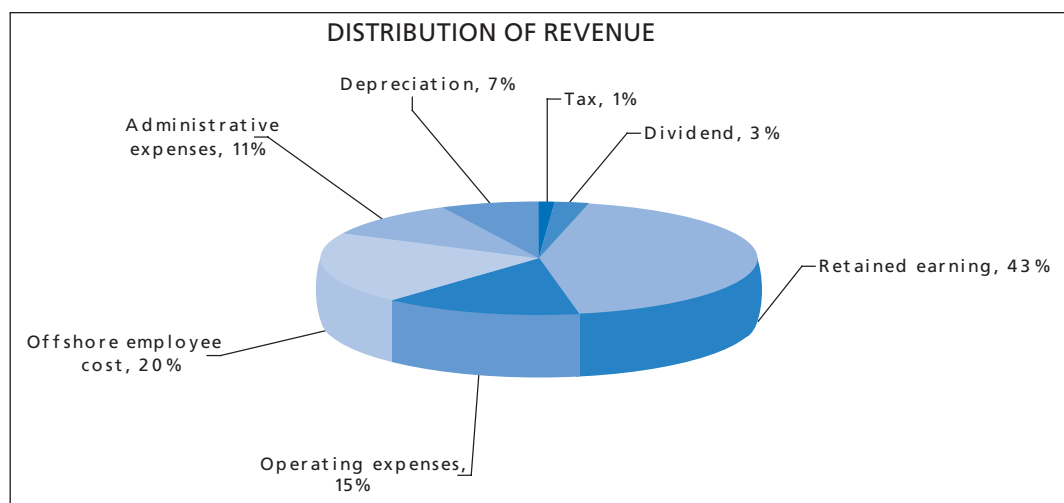


Your Company continues to retain its debt free status and increased its surplus annual cash flow. Cash Balance at the beginning of Financial period was Rs. 635 mil. The balance at the end of the period was Rs. 2551mil, an increase of 302 % over last year.

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. 425,000 thousand from current period surplus to Tonnage Tax Reserve u/s 115 V of Income Tax Act, 1961. The primary out go of tax obligation was on account of interest earned from the deposits made on surplus cash balance with the Banks.

2. DIVIDEND

In view of the sustained working results during the year, the Board of Directors are pleased to recommend a dividend of Rs. 3.00 per share (i.e. 30%) on 33,900,000 equity shares, aggregating to Rs. 118,983,915 including Corporate Dividend Tax of Rs. 17,283,915, subject to approval of the members of the Company.



3. OPERATIONS OFFSHORE

The Company owns and operate four dynamically positioned multi support vessels.

Despite volatility in the Oil and Gas industry due to melt down in global economy, your company's operation showed a distinguished growth. During the fifteen months period ended on 31st March 2010, all the four vessels were under charter for most of the days doing the jobs in Oil field services. Out of four vessels, one remain althrough in India whilst other three were deployed overseas in Mexico, West Africa and UAE etc.

One of the company's vessel working overseas was withdrawn from the charter hire due to commercial dispute. The Company is pursuing the matter through all amicable means.

4. ACKNOWLEDGEMENT

During the voyage from West Africa to Middle East, one of the vessels passed through Gulf of Aden safely with able assistance of Indian Navy. Your Board of Directors wishes to place on record its appreciation and sincere gratitude to INDIAN NAVY for the valuable assistance provided by them.

5. 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, Mrs. Bhavna Doshi and Mr. Shradul Thacker, Directors of the Company, retire by rotation at the ensuing Annual General Meeting and are eligible for re-appointment.

6. 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.

7. AUDITORS' REPORT

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

8. RELATED PARTY TRANSACTIONS

A statement of related party transaction pursuant to Accounting Standard 18 is given in para 9 of schedule 16 (notes to accounts).

9. CORPORATE GOVERNANCE

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

Your Directors re-affirm their commitment to the Corporate Governance standards prescribed by Securities and Exchange Board