



**SEAMEC LIMITED**  
THE MEMBER OF THE TECHNIP GROUP



**Annual Report 2012-13**

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A MEMBER OF THE TECHNIP GROUP

## TWENTY SIXTH ANNUAL REPORT 2012-13

### BOARD OF DIRECTORS

Mr. Shardul Thacker, Chairman  
Mr. Carl Holmen  
Mr. Georges Michel  
Ms. Muriel Hurstel  
Ms. Bhavna Doshi  
Captain C.J. Rodricks, Managing Director  
Mr. Alain Marion, Alternate to Mr. Carl Holmen  
Mr. Emmanuel Fontan, Alternate to Georges Michel  
Mr. Vincent Taravella, Alternate to Ms. Muriel Hurstel

### BOARD COMMITTEE

#### Audit Committee

Ms. Bhavna Doshi, Chairperson  
Mr. Shardul Thacker  
Ms. Muriel Hurstel

### Shareholders / Investors

#### Grievance & Transfer Committee

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

### Management Committee

Captain 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 & Co. LLP  
Chartered Accountants  
16th Floor, The Ruby,  
29 Senapati Bapat Marg,  
Dadar (W), Mumbai - 400 028

### BANKERS

IDBI Bank Limited

### 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  
Website : [www.technip.com/en/entities/seamec-ltd](http://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 - 400 093.

Tel : (022) 6694 1800

Fax : (022) 6694 1818

Email : [Seamec@bom5.vsnl.net.in](mailto:Seamec@bom5.vsnl.net.in)

Website : [www.technip.com/en/entities/seamec-ltd](http://www.technip.com/en/entities/seamec-ltd)

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 :

**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](mailto:rta@cbmsl.com)

## NOTICE

### TO THE MEMBERS

NOTICE is hereby given that the Twenty Sixth Annual General Meeting of SEAMEC LIMITED will be held on Tuesday, 6th August'2013 at 4.30 PM 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 March'2013 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. Shardul Thacker, 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:  
RESOVED THAT Ms. Muriel Hurstel be and is hereby appointed as Director of the Company whose period of office shall be liable to determination by retirement by rotation.

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**  
Chief Legal Officer & Company Secretary

Dated, 23rd May'2013

#### 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 1st August'2013 to 6th August'2013 (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 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 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, 5th 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.
9. Pursuant to "Green Initiative" as per Circular Nos.17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 issued by the Ministry of Corporate Affairs, New Delhi, all shareholders communication including notices and Annual Reports will be sent to email addresses of the members available with the Company and Depositories.



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

ITEM NO. 4.

Ms. Muriel Hurstel, aged 41 years was appointed as Director of the Company on 30th May 2012 in the casual vacancy caused due to change in the nomination of Mr. Christophe Armengol by COFLEXIP STENA OFFSHORE MAURITIUS LIMITED (CSOML). Ms. Hurstel, pursuant to the provisions of section 262 (2) of the Companies Act, 1956, holds office up to the date of this Annual General Meeting. Ms. Hurstel, by qualification is a Master of Business and Economics (France) with over eighteen years of experience in Finance in Oil and Gas industry. Ms. Hurstel is employee of Technip SA France. Based in Paris, Ms. Hurstel holds the position of Vice President, Finance, Subsea Division. Ms. Hurstel does not hold any shares in the 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 her intention to propose the name of Ms. Muriel Hurstel 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 Ms. Muriel Hurstel as Director and therefore recommend adoption of the resolution proposed under item no. 4 of the notice.

Except Ms. Muriel Hurstel, no other Director is concerned or interested in the resolution. The above disclosure is also pursuant to clause 49 (VI) of the listing agreement on Corporate Governance.

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

Dated, 23rd May'2013

By order of the Board

S. N. Mohanty  
Chief Legal Officer & Company Secretary

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE 26TH ANNUAL GENERAL MEETING TO BE HELD ON TUESDAY, 6TH AUGUST'2013, PURSUANT TO REQUIREMENT OF CLAUSE 49 (VI) OF LISTING AGREEMENT ON CORPORATE GOVERNANCE

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 & Mulla & Cragie Blunt & Caree, Advocates, Solicitors and Notaries. He is the 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 Fomento Resorts & Hotels, Ruby Mills and RPG Enterprises Ltd.

Mr. Thacker is the Chairman of Board of Directors, Shareholders/Investors Grievance & Transfer Committee and Remuneration Committee of your Company besides being a member of Audit Committee. Mr. Thacker doesn't hold any shares in your Company.

## DIRECTORS' REPORT

To

The Members

Your Directors have pleasure in presenting the Twenty-Sixth Annual Report of the Company and the Audited Accounts for the Financial year ended 31st March, 2013.

### 1. FINANCIAL HIGHLIGHTS

(Figures in Rs. Million)

|                                                 | Current Year<br>Period ended<br>31.03.2013 | Previous<br>Period ended<br>31.03.2012 |
|-------------------------------------------------|--------------------------------------------|----------------------------------------|
| Net Sales/Income from Operations                | 3373                                       | 1818                                   |
| Other Income                                    | 242                                        | 180                                    |
| Total Expenditure                               |                                            |                                        |
| a. Consumables & Spares                         | 329                                        | 290                                    |
| b. Staff Costs (including offshore staff)       | 716                                        | 621                                    |
| c. Dry Dock expenditure incurred                | -                                          | 131                                    |
| d. Other Expenditure                            | 1801                                       | 702                                    |
| Earnings before Depreciation & Tax              | 789                                        | 254                                    |
| Depreciation                                    | 369                                        | 312                                    |
| Profit / (Loss) before Tax                      | 400                                        | (58)                                   |
| Tax Expenses for the year                       | 59                                         | 45                                     |
| Profit / (Loss) after Taxation                  | 341                                        | (103)                                  |
| Add: Balance brought forward from previous year | 2139                                       | 2242                                   |
| Surplus available for appropriation             | 2480                                       | 2139                                   |
| Appropriation:                                  |                                            |                                        |
| Transfer to General Reserve                     | -                                          | -                                      |
| Transfer to Tonnage Tax Reserve                 | 44                                         | -                                      |
| Retained profit carried forward                 | 2436                                       | 2139                                   |

The Global Economy has yet to shake off the fallout from the crisis of 2008-2009. Mature economies are still yet to recover from the effects of this downturn. Slow recovery of world's economy is partly responsible for the downward trajectory and tapering growth of the shipping industry, more so in India, Middle East and South East Asia, where your Company's majority operations focused during the year under review. This has impacted the employment of vessels and Charter rates in your Company's line of business.

Despite the above your Company performed significantly well through its endeavour.

During the year under review the Company's total revenue was Rs.3615 million as against Rs.1998 million in the previous year, an increase of about 81%. Income from operations was Rs.3373 million as against Rs.1818 million in the previous year, reflecting an increase of about 86%. Against loss of Rs.(103) million suffered in previous year, your Company registered a profit of Rs.341 million during the year under review. Revenue from operations from domestic sector was Rs.1957 million and from overseas sector was Rs.1416 million. The enhanced performance of the current financial year was attributed to the consolidation of three derivative factors viz; deployment of vessels, securing reasonable charter rate and effective cost control.

Your Company continued to undertake cost control measures to minimize negative burden. Your Company continues to retain its debt free status. Cash Balance at the beginning of financial year was Rs.416 million. The balance at the end of the year was Rs.1004 million, an increase of 141% over last year.

As reported earlier, Directorate of Revenue Intelligence (DRI) provisionally assessed customs duty of Rs.126 million towards duty on repairs/modifications carried out outside India. The Company paid the above amount "under Protest – Subject to adjudication". The Company had also furnished a Bank Guarantee for Rs.83 million. DRI, after final assessment issued Show Cause Notices assessing duty Rs.350 million, Interest, Penalty etc. The Company submitted replies to Commissioner of Customs (Import), the



Adjudicating Authority, who after adjudication finally confirmed the duty, interest, penalty etc. You Company is contemplating to file appeal before the Hon'ble Appellate Tribunal.

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.63 million from current year surplus to Tonnage Tax Reserve U/S 115 v of Income Tax Act, 1961.

## 2. DIVIDEND

Your Directors has decided to conserve the surplus for future growth and therefore does not recommend dividend distribution for the year under review.

## 3. OPERATIONS OFFSHORE

The Company owns and operates four multi support vessels. The Company operates an additional vessel under Bareboat Charter from SEAMEC INTERNATIONAL FZE your Company's Wholly Owned Subsidiary, effective from January'2012.

The Company improved its performance during the year under review. Overall deployment has increased significantly to 85% against 62% of last year.

The Company's Vessels during the year in general operated in India Middle East and South East Asia. Two of your Company's Vessels are placed on Long Term Charter and are deployed in Indian water. Other vessels had established a good deployment status. Out of the total 1551 days of deployment, vessels domestic operations registered 927 days and overseas operation was for 624 days. The Vessel owned by SEAMEC INTERNATIONAL FZE, was taken under Bareboat Charter, deployed in West Africa for a project with Technip effective from January'2012.

## 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. Shardul Thacker, Director of the Company, retires by rotation at the ensuing Annual General Meeting and is eligible for re-appointment.

Ms. Muriel Hurstel was appointed as a Director on 30th May 2012 as nominee of Coflexip Stena Offshore (Mauritius) Ltd (CSOML) in the casual vacancy caused by withdrawal of nomination of Mr. Christophe Armangol. Ms. Muriel Hurstel holds office till the ensuing Annual General Meeting of the Company.

The Company has received a notice from a member under subsection (1) of section 257 of the Companies Act, 1956 signifying its intension to propose the name of Ms. Muriel Hurstel as Director of The Company at the ensuing Annual General Meeting.

Capt. C. J. Rodricks whose previous tenure as Managing Director expired on 31st December 2012, was re-appointed as Managing Director of the Company, on the terms & conditions approved by shareholders through postal ballot for a further period of 2 years effective from 1st January 2013.

## 5. AUDITORS

M/s. S. R. Batliboi & Co. Chartered Accountants, (since changed to M/s S. R. Batliboi & Co. LLP) 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 Note 31 (Notes to Accounts).

## 8. CORPORATE GOVERNANCE

The Company believes that Corporate Governance is a way of business life rather 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. INVESTOR SERVICES

As the members are aware, your company's shares are tradeable compulsorily in electronic form with effect from 24 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-materialization of Company's shares on either of the Depositories as aforesaid.

## 10. WHOLLY OWNED SUBSIDIARY

SEAMEC INTERNATIONAL FZE, Dubai, UAE is the Wholly Owned Subsidiary of your Company. As per the regulatory provision the consolidated financial statement of your Company and its wholly owned subsidiary for the financial Year ended on 31st March 2013 duly audited by Statutory Auditors is attached to the annual report of the Company. The Annual Accounts of the Wholly Owned Subsidiary and the related detailed information shall be made available to the shareholders on request at any point of time.

## 11. HUMAN RESOURCES

Your Company considers people as one of the most valuable resources. All employees are committed to their work and proactively participate in their area of operations. The continuous training courses give employees the opportunity to improve their skill leading to consistent improvements in systems and practices and adhering to SEAMEC value. Health and Safety of the employees and our associates we work with remains our paramount importance. Your Company ensures that operations are carried out as per the safety guidelines and procedures in place which are regularly updated. Employees are regularly made aware of hazards/risks associated with their jobs and appropriate training is imparted to them to improve their skills. Periodic safety audit are undertaken to confirm the proper functioning of system and procedures.

## 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.

## 13. PARTICULARS OF EMPLOYEES

The particulars required under Section 217(2A) of the Companies Act, 1956 are also furnished in the Annexure.

## 14. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217 (2AA) of the Companies Act, 1956 your Directors state that :

- a. In the preparation of Annual Accounts, the applicable accounting standards have been followed along with proper explanations relating to material departure, if any.
- b. Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of financial year and the loss of the Company for the period.
- c. Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d. Directors had prepared the annual accounts on a going concern basis.

## 15. ACKNOWLEDGEMENT

Your Directors record their sincere appreciation of the dedication and commitment of all employees in achieving and sustaining excellence for the company's business. Your Directors thank the valued shareholders, customers, suppliers, Banks, Registrar and Share Transfer Agent for their continuous support to the company.

For and on behalf of the Board of Directors

Place : Mumbai  
Date : May 23, 2013

**Shardul Thacker**  
Chairman



## ANNEXURE TO THE DIRECTORS' REPORT

Information under Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the Report of the Board of Directors) Rules, 1988 and forming part of the Directors' Report for the year ending 31st March, 2013.

### A. TECHNOLOGY ABSORPTION

The Company's activities, being in the service sector in oilfield operations, are currently confined only to rendering services offshore and do not necessitate expenditure on R & D. However, the standards of the particular industry regarding foreign technology absorption have been achieved indigenously to a great extent.

### B. FOREIGN EXCHANGE EARNINGS & EXPENDITURE

During the period under review, the Company's foreign exchange earnings were equivalent to Rs. 2987 million and foreign exchange outgo was equivalent to Rs. 1582 million.

Statement of particulars of Employees, pursuant to Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, forming part of the Directors' Report for the year ended 31st March, 2013.

| Name                           | Age (Yrs) | Designation       | Remuneration         | Qualifications                | Experience (Yrs) | Date of Commencement | Previous Employment     |
|--------------------------------|-----------|-------------------|----------------------|-------------------------------|------------------|----------------------|-------------------------|
| <b>Employed for the Period</b> |           |                   |                      |                               |                  |                      |                         |
| Capt. Christopher J. Rodricks  | 60        | Managing Director | Rs. Million<br>25.96 | Master – Foreign going vessel | 39               | 28.02.03             | Seabulk Offshore, Dubai |

#### NOTES:

1. Nature of employment: Contractual in accordance with terms and conditions as per Companies Rules.
2. Remuneration includes salary, allowances. Leave encashment, companies contribution to retiral funds etc and monetary value of other perquisites

## REPORT ON CORPORATE GOVERNANCE

The report on Corporate Governance for the year ended 31st March'2013 is as under:-

### CORPORATE GOVERNANCE – PHILOSOPHY

The Company philosophy on Corporate Governance aims at upholding core value of transparency, professionalism, accountability, honesty and integrity in its functioning and conduct of business with due respect to laws and regulations and attaining highest standard of business ethics and commitment to transparency in business dealings, essential for long term success. It is directed in such a way that it performs effectively keeping in view customers, employees and long term interests and confidence of the stakeholders. It adheres to the code of conduct formulated which serves as a guide to each employee on standards, values, ethics and principles.

### 1. BOARD OF DIRECTORS

The Board composition is in conformity with the relevant provisions of Companies Act, 1956 and requirement of Securities and Exchange Board of India (SEBI) guidelines as amended. The present strength of the Board is Six Directors comprising one Executive Director viz : Managing Director and five Non Executive Directors including Chairman. The Non-Executive Directors are eminent professionals, drawn from amongst persons with experience in business, finance, law and corporate management. None of the Directors on the Board is a Member on more than 10 Committees and Chairman more than 5 Committees (as specified in Clause 49 of the Listing Agreement), across all the Companies in which he/she is a Director. Committees include Audit Committee and Shareholder / Investor Grievance Committee and Transfer Committee and Remuneration Committee. All Directors have certified that the disqualifications mentioned under section 274(1)(g) of the Companies Act, 1956 do not apply to them. The independent Directors are entitled to sitting fees for every meeting of the Board or Committee thereof attended by them.

The composition of the Board during the period is tabulated below :-

| Director               | Executive/Non- Executive/ Independent | ● Other Directorships held |
|------------------------|---------------------------------------|----------------------------|
| Mr. Shardul Thacker    | Non-Executive & Independent           | 3                          |
| Capt. C. J. Rodricks   | Managing Director                     | -                          |
| Mr. Carl Holmen        | Non- Executive                        | -                          |
| Mr. Georges Michel     | Non-Executive                         | -                          |
| Ms. Bhavna Doshi       | Non-Executive & Independent           | 3                          |
| Ms. Muriel Hurstel     | Non- Executive                        | -                          |
| *Mr. Alain Marion      | Non-Executive                         | -                          |
| *Mr. Vincent Taravella | Non-Executive                         | -                          |
| *Mr. Emmanuel Fontan   | Non-Executive                         | -                          |

- Excludes directorship in Indian Private Limited Companies, Foreign Companies and Membership of Management Committees of various Chambers/Bodies and alternate Directorship.

\* Messers Alain Marion and Emmanuel Fontan are Alternate Directors to Messers Carl Holmen and Georges Michel. Mr. Vincent Taravella was appointed as Alternate Director to Ms. Muriel Hurstel on 30th May 2012.

### 2. AUDIT COMMITTEE

The Audit Committee of the Company at the Board level, interalia, provides assurance to the Board on the adequacy of the internal control system. The Committee periodically review financial reporting process and financial results, statement and disclosures, generally accepted accounting principles and on measures taken in safeguarding of assets of the Company, internal audit reports and internal control systems and procedures. The Committee discusses with Internal Auditors, Statutory Auditors scope of audit findings of audit, audit qualifications, if any, related party transactions and appraises Board on the above.



The terms of reference of the Audit Committee cover all areas specified under clause 49 (II) of the Listing Agreement with the stock exchanges and Section 292A of the Companies Act, 1956, besides other terms as may be referred by Board of Directors.

The Audit Committee comprises of three members, all members including the Chairman of the Committee are Non-Executive and two-third members are independent. The Chairperson of the Audit Committee is a Chartered Accountant and Fellow Member of the Institute of Chartered Accountants of India having accounting and related financial management expertise. The other Members of the Audit Committee are financially literate. The Statutory Auditors, Internal Auditors and Chief Financial Officer of the Company are the permanent invitees to all Audit Committee meetings. The Chief Legal Officer & Company Secretary who is in charge of Internal Audit is the Secretary to the Audit Committee. Minutes of the Audit Committee are circulated to all Directors and discussed at the Board Meetings.

The composition of the Audit Committee and the details of meetings held by it are as follows:-

| Director               | Position | Meetings held | Meetings Attended |
|------------------------|----------|---------------|-------------------|
| Ms. Bhavna Doshi       | Chairman | 4             | 4                 |
| Mr. Shardul Thacker    | Member   | 4             | 4                 |
| Ms. Muriel Hurstel     | Member   | 4             | -                 |
| *Mr. Vincent Taravella | Member   | 4             | 2                 |

\* Mr. Vincent Taravella was appointed as Alternate Director to Ms. Muriel Hurstel on 30th May 2012.

### 3. REMUNERATION COMMITTEE

The composition of Remuneration Committee and details of meetings held by it as follows :

| Directors              | Position | Meeting held | Meeting Attended |
|------------------------|----------|--------------|------------------|
| Mr. Shardul Thacker    | Chairman | 2            | 2                |
| Ms. Bhavna Doshi       | Member   | 2            | 2                |
| Mr. Carl Holmen        | Member   | 2            | --               |
| Ms. Muriel Hurstel     | Member   | 2            | --               |
| *Mr. Alain Marian      | Member   | 2            | 1                |
| *Mr. Vincent Taravella | Member   | 2            | 1                |

\* Mr. Alain Marian is alternate to Mr. Carl Holmen. Mr. Vincent Taravella is alternate to Ms. Muriel Hurstel.

The term of reference of Remuneration Committee is to determine specific remuneration package for Executive Director including pension rights and other compensation related matters and issues. The Remuneration of Executive Director is decided by the Board of Directors on the basis of recommendation of the Remuneration Committee.

### 4. REMUNERATION TO DIRECTORS

| Director             | Designation       | Remuneration paid during the period (All figures in Rupees – In Thousands) |              |             |              |
|----------------------|-------------------|----------------------------------------------------------------------------|--------------|-------------|--------------|
|                      |                   | Salary & Allowances                                                        | Sitting Fees | Commission  | Total        |
| Mr. Shardul Thacker  | Chairman          |                                                                            | 300          | 900         | 1200         |
| Capt. C. J. Rodricks | Managing Director | 25960                                                                      |              | -           | 25960        |
| Mr. Carl Holmen      | Director          |                                                                            |              |             |              |
| Ms. Muriel Hurstel   | Director          |                                                                            |              |             |              |
| Mr. Georges Michel   | Director          |                                                                            |              |             |              |
| Ms. Bhavna Doshi     | Director          |                                                                            | 300          | 900         | 1200         |
| <b>Total</b>         |                   | <b>25960</b>                                                               | <b>600</b>   | <b>1800</b> | <b>28360</b> |

The company has no pecuniary relationship or transactions with its Non Executive Directors other than payment of sitting fees for attending Board and Committee meetings and payment of Commission which has been approved by the shareholders of the company. Non Executive Directors don't hold any shares in the company.

## 5. SHAREHOLDERS/INVESTORS GRIEVANCE & TRANSFER COMMITTEE

The Company has "SHAREHOLDERS/INVESTORS GRIEVANCE & TRANSFER COMMITTEE" under the chairmanship of a Non-Executive and Independent Director to specifically look into shareholders issues including share transfer, transmission, issue of duplicate certificates and redressing of shareholder complaints like non receipt of balance sheet, etc.

Details of the composition of Shareholders/Investors Grievance & Transfer Committee are as follows:

| Director             | Position | Meetings Held | Meetings Attended |
|----------------------|----------|---------------|-------------------|
| Mr. Shardul Thacker  | Chairman | 4             | 4                 |
| Capt. C. J. Rodricks | Member   | 4             | 4                 |
| Ms. Bhavna Doshi     | Member   | 4             | 4                 |

M/s. C. B. Management Services (P) Ltd., the Company's Registrar and Share Transfer Agent, among others, expedite the process of transfer of shares under supervision of Chief Legal Officer & Company Secretary. Thereafter, the proposals are placed before the designated Committee.

The Chief Legal Officer & Company Secretary is the Secretary to the Committee and is also the Compliance Officer of the Company.

## 6. NUMBER OF BOARD MEETINGS AND BOARD PROCEDURES

Your Company's Board met 5 times during the period and details of the meetings are highlighted below. Agenda papers along with explanatory notes were circulated to the Directors well in advance of the meeting. The senior management personnel were invited to participate in matters of interest, importance and relevance. The Board has access to any information within your Company and every effort is made to ensure that the information is adequate and appropriate to enable the Board to take considered decisions on issues.

Your Company has placed all relevant information before the Board as per Annexure IA of Clause 49 of the Listing Agreement.

| Date of Board Meeting | City   |
|-----------------------|--------|
| 30th May'2012         | Mumbai |
| 14th Aug'2012         | Mumbai |
| 6th Nov'2012          | Paris  |
| 21st Dec'2012         | Mumbai |
| 5th Feb'2013          | Mumbai |

| Director               | No. of meetings |          | Attended last A.G.M |
|------------------------|-----------------|----------|---------------------|
|                        | Held            | Attended |                     |
| Mr. Shardul Thacker    | 5               | 5        | Yes                 |
| Capt. C. J. Rodricks   | 5               | 5        | Yes                 |
| Mr. Georges Michel     | 5               | 4        | Yes                 |
| Ms. Bhavna Doshi       | 5               | 5        | Yes                 |
| Mr. Carl Holmen        | 5               | 1        | No                  |
| Ms. Muriel Hurstel     | 5               | -        | No                  |
| *Mr. Alain Marion      | 5               | 1        | No                  |
| *Mr. Vincent Taravella | 5               | 3        | Yes                 |
| *Mr. Emmanuel Fontan   | 5               | -        | No                  |

\* Mr. Vincent Taravella was appointed as Alternate Director to Ms. Muriel Hurstel on 30th May'2012

• Messers Alan Marion and Emmanuel Fontan are Alternate Directors to Messers Carl Holmen and Georges Michel.



## 7. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As a part of the disclosure related to Management, in addition to the Directors' Report, Management Discussion and Analysis Report forms part of the Annual Report to the shareholders as per specifications of SEBI.

## 8. DIRECTORS' MEMBERSHIP/CHAIRMANSHIP IN COMMITTEES

No Director is a member of more than 10 committees or Chairman of more than 5 committees across all companies in which He/She is a Director. The details are as under:

| Director             | No. of Committees |          |
|----------------------|-------------------|----------|
|                      | Member            | Chairman |
| Mr. Carl Holmen      | 1                 | -        |
| Capt. C. J. Rodricks | 1                 | -        |
| Mr. Georges Michel   | -                 | -        |
| Ms. Bhavna Doshi     | 4                 | 1        |
| Mr. Shardul Thacker  | 3                 | 2        |
| Ms. Muriel Hurstel   | 2                 | -        |

## 9. DISCLOSURE REGARDING DIRECTORS' APPOINTMENT AND RE-APPOINTMENT

The personal information about the Directors being appointed / reappointed is already mentioned in the Directors Report and in the notice of the meeting convening Annual General Meeting and therefore is not separately mentioned in this report.

## 10. MATERIAL CONTRACTS/TRANSACTIONS CONCERNING DIRECTOR'S INTEREST

There has been no transaction of material nature that may have a potential conflict with interest of your Company during the period under review.

## 11. DISCLOSURE REGARDING SENIOR MANAGEMENT'S MATERIAL FINANCIAL AND COMMERCIAL TRANSACTIONS

There has been no transaction of material ,financial and commercial nature having personal interest of the Senior Management that may have a potential conflict with the interest of the company at large during the period under review.

## 12. CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT OF THE COMPANY

In accordance with the requirement of Corporate Governance the Board of Directors of the Company has formulated a code of conduct for Directors and Senior Management of the Company, the compliance of which has been affirmed by all Board Members and Senior Management Personnel. The required declaration to this effect signed by the CEO i.e. Managing Director is appended as a separate Annexure to the report.

## 13. POLICY ON RISK MANAGEMENT

In accordance with the requirement of Corporate Governance the Board of Directors of the Company has adopted a policy on risk management for assessment and minimization procedure of risk for periodical review by the Board.

## 14. CODE FOR PREVENTION OF INSIDER TRADING

In accordance with the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulation, 1992, as amended in February, 2002, the Board of Directors of the Company has formulated the code of conduct for prevention of insider trading in shares of the Company by its Directors and employees.

## 15. CEO AND CFO CERTIFICATION

In accordance with the requirement of Corporate Governance Clause 49(VIII) of the Listing Agreement, the Board of Directors of the Company have been furnished with the requisite certificate from the CEO i.e. Managing Director and Chief Financial Officer (CFO) of the Company.

## 16. OTHER DISCLOSURES

### 1. DETAILS OF ANNUAL GENERAL MEETINGS

1.1 Location and time, where last three AGMs held

| Year        | Location | Date       | Time      |
|-------------|----------|------------|-----------|
| 2009 - 2010 | Mumbai   | 20.07.2010 | 4.00 P.M. |
| 2010 - 2011 | Mumbai   | 26.07.2011 | 4.00 P.M. |
| 2011 - 2012 | Mumbai   | 09.08.2012 | 4.30 P.M. |

1.2 Whether special resolution was put through postal ballot last year ? YES

1.3 Are votes proposed to be conducted through postal ballot this year ? NO

### 2. MEANS OF COMMUNICATION

- Half yearly report/highlights sent to each household of shareholders No. Published in specified newspapers.
- Quarterly results, Which newspapers normally published in Economic Times (English)  
Nav Shakti (Marathi)
- Any website, where displayed [www.technip.com/entities/seamec/](http://www.technip.com/entities/seamec/)
- Whether it also displays official news release N. A.
- Whether MD&A is a part of Annual Report Yes
- Whether Shareholder Information section forms part of the Annual Report Yes

### 3. SHAREHOLDER INFORMATION

#### 1. Annual General Meeting

- Date and Time : 6th August'2013 at 4.30 p.m.
- Venue : Navinbhai Thakkar Auditorium,  
Shree Vile Parle Gujarati Mandal,  
Shraddhanand Road, Vile Parle (E),  
Mumbai – 400 057

#### 2. Financial Calendar

For the Financial Year ended 31.03.2014

- Financial reporting for the first quarter ending 30th June 2013 : 6th August'2013
- Financial reporting for the half year ending 30th September, 2013 : \*November 2013
- Financial reporting for the third quarter ending 31st December'2013 : \*February 2014
- Financial reporting for the year ending 31st March, 2014 : \*May 2014
- Annual General Meeting for the year ending 31st March, 2014 : \*August 2014
- \*Tentative
- 3. Date of Book Closure : 1st August'2013 – 6th August'2013
- 4. Registered Office : A 901 – 905, 9th Floor, 215 Atrium  
Andheri Kurla Road, Andheri East,  
Mumbai-400093. Tel: (022) 66941800  
Fax: (022) 66941818  
E.mail: Seamec@bom5.vsnl.net.in



5. Listing Details (Equity Shares)

: **Bombay Stock Exchange Limited**  
1st Floor, Rotunda Building,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai 400 001.

**National Stock Exchange of India Ltd**  
Exchange Plaza, Plot No. C/1,  
G Block, Bandra Kurla Complex,  
Bandra (E), Mumbai 400 051

The Company has paid the Listing Fees for the year 2013-2014 to all the Stock Exchanges.

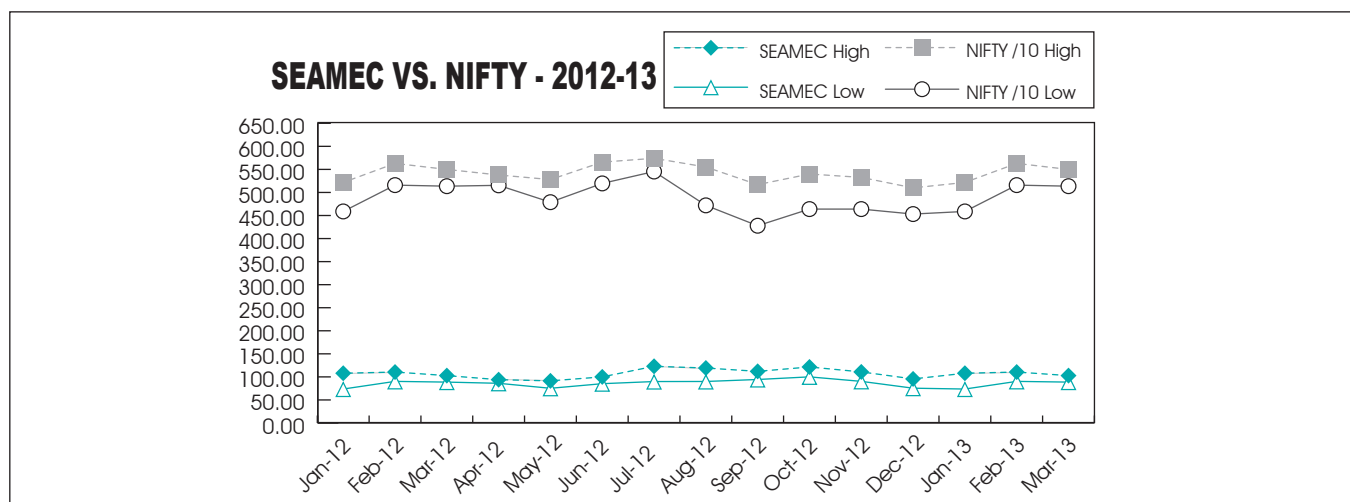
| 7. | Stock Code :            | Scrip ID     | Scrip Code |
|----|-------------------------|--------------|------------|
|    | Bombay Stock Exchange   | SEAMECLTD    | 526807     |
|    | National Stock Exchange | SEAMECLTD    |            |
|    | ISIN Code               | INE497B01018 |            |

8. Stock Price Data :

| National Stock Exchange |       |       |       |            |
|-------------------------|-------|-------|-------|------------|
| Month                   | High  | Low   | Close | Av. Volume |
| Apr – 12                | 93.95 | 86.10 | 87.20 | 4288       |
| May – 12                | 91.40 | 75.30 | 80.45 | 3843       |
| Jun – 12                | 86.35 | 78.50 | 83.60 | 1880       |
| July – 12               | 92.70 | 80.10 | 83.05 | 6167       |
| Aug – 12                | 95.00 | 82.15 | 85.20 | 18695      |
| Sept – 12               | 98.45 | 82.80 | 93.00 | 12927      |
| Oct – 12                | 96.90 | 88.25 | 90.35 | 6023       |
| Nov – 12                | 93.70 | 77.60 | 79.85 | 12233      |
| Dec – 12                | 85.85 | 74.00 | 78.00 | 29824      |
| Jan – 13                | 83.95 | 74.55 | 75.75 | 18303      |
| Feb – 13                | 76.90 | 60.10 | 61.25 | 8826       |
| Mar – 13                | 63.25 | 52.85 | 55.45 | 7850       |

9. Stock Performance (Indexed) :

**STOCK PERFORMANCE OF SEAMEC VS. NSE INDEX (NIFTY)**





10. Registrar & Transfer Agents

: C B Management Services (P) Ltd.  
2nd Floor P-22, Bondel Road,  
Kolkata – 700 019  
Tel No. (033) 40116700,  
22806692/93/94  
Fax no. 033-22870263  
E-mail : rta@cbmsl.com  
Website : www. cbmsl.com

11. Share Transfer System

: A Committee of Directors (Shareholders / Investors Grievance & Transfer Committee) has been constituted to approve the transfer and transmission of shares, issue of duplicate share certificates and allied matters. Share certificates in physical form are dispatched within prescribed time limit.

12. Investor Services :

Complaints received during the period

| Nature of complaints                                                                                   | 2012 - 2013 |          | 2011 - 2012 |           |
|--------------------------------------------------------------------------------------------------------|-------------|----------|-------------|-----------|
|                                                                                                        | Received    | Cleared  | Received    | Cleared   |
| Relating to Transfer, Transmission etc., Dividend, Interest, Redemption etc., Change of address, Demat | 6           | 6        | 14          | 14        |
| – Remat and others                                                                                     |             |          |             |           |
| Received from SEBI, Stock Exchanges and other statutory authorities                                    | 2           | 2        | 6           | 6         |
| <b>TOTAL</b>                                                                                           | <b>8</b>    | <b>8</b> | <b>20</b>   | <b>20</b> |

The Company endeavors to settle all shareholder complaints in the minimum possible time.

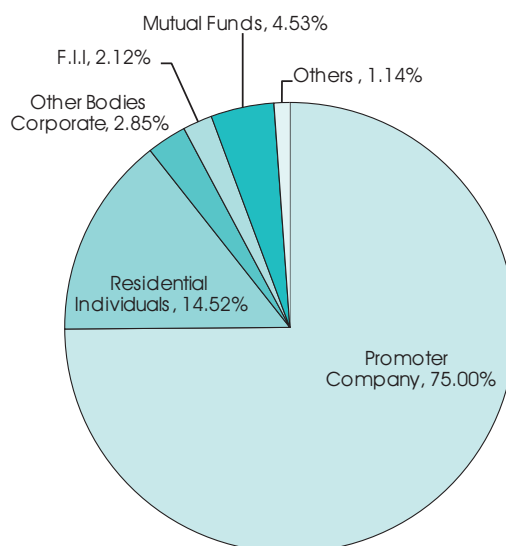
As on 31.03.2013, there are no pending valid transfer cases.

13. Distribution of Shareholding as on:

| Shares held  | 31.03.2013           |                    |                    |                 | 31.03.2012           |                    |                    |                 |
|--------------|----------------------|--------------------|--------------------|-----------------|----------------------|--------------------|--------------------|-----------------|
|              | No. of share holders | % of share holders | No. of shares held | % share holding | No. of share holders | % of share holders | No. of shares held | % share holding |
| 1-500        | 17442                | 91.17              | 2220013            | 6.55            | 18,018               | 91.69              | 2,251,189          | 6.64            |
| 501-1000     | 918                  | 4.80               | 739396             | 2.18            | 901                  | 4.58               | 731,900            | 2.16            |
| 1001-2000    | 399                  | 2.09               | 606478             | 1.79            | 371                  | 1.89               | 566,661            | 1.67            |
| 2001-3000    | 148                  | 0.77               | 369765             | 1.09            | 135                  | 0.69               | 343,856            | 1.01            |
| 3001-4000    | 49                   | 0.26               | 173753             | 0.51            | 45                   | 0.23               | 160,868            | 0.47            |
| 4001-5000    | 52                   | 0.27               | 242976             | 0.72            | 43                   | 0.22               | 202,090            | 0.60            |
| 5001-10000   | 66                   | 0.34               | 482338             | 1.42            | 69                   | 0.35               | 500,989            | 1.48            |
| 10001& above | 58                   | 0.30               | 29,065,281         | 85.74           | 69                   | 0.35               | 29,142,447         | 85.92           |
| <b>TOTAL</b> | <b>19132</b>         | <b>100.00</b>      | <b>33,900,000</b>  | <b>100.00</b>   | <b>19651</b>         | <b>100.00</b>      | <b>33,900,000</b>  | <b>100.00</b>   |



SHAREHOLDING PATTERN AS ON 31ST MARCH'2013



|                  |                         |                        |
|------------------|-------------------------|------------------------|
| Promoter Company | Residential Individuals | Other Bodies Corporate |
| F.I.I.           | Mutual Funds            | Others                 |

14. Categories of Shareholding as on:

|    | Category                              | 31.03.2013           |                    |                    | 31.03.2012           |                    |                    |
|----|---------------------------------------|----------------------|--------------------|--------------------|----------------------|--------------------|--------------------|
|    |                                       | No. of share holders | No. of shares held | % of share holding | No. of share holders | No. of shares held | % of share holding |
| 01 | Promoter Company                      | 1                    | 25425000           | 75.00              | 1                    | 25,425,000         | 75.00              |
| 02 | Directors                             | 1                    | 4450               | 0.01               | 1                    | 4,450              | 0.01               |
| 03 | Directors Relatives                   | -                    | -                  | -                  | --                   | --                 | --                 |
| 04 | Mutual Funds                          | 7                    | 1537229            | 4.53               | 7                    | 1,537,229          | 4.53               |
| 05 | F. I. I.                              | 4                    | 718663             | 2.12               | 16                   | 798,831            | 2.36               |
| 06 | Financial Institutions                | -                    | -                  | -                  | --                   | --                 | --                 |
| 07 | Central Government / State Government | 1                    | 5601               | 0.02               | 1                    | 5,601              | 0.02               |
| 08 | N.R.I.                                | 183                  | 132255             | 0.39               | 200                  | 151,686            | 0.45               |
| 09 | Other Bodies Corporate                | 445                  | 965842             | 2.85               | 478                  | 965,290            | 2.85               |
| 10 | Banks                                 | 4                    | 110295             | 0.33               | 4                    | 110,295            | 0.32               |
| 11 | Resident Individuals                  | 18405                | 4921397            | 14.52              | 18,853               | 47,86,620          | 14.12              |
| 12 | Clearing Members                      | 78                   | 75368              | 0.22               | 86                   | 110,698            | 0.33               |
| 13 | Overseas Body Corporate               | 2                    | 300                | 0.00               | 2                    | 300                | 0.00               |
| 14 | Trust                                 | 1                    | 3600               | 0.01               | 2                    | 4,000              | 0.01               |
|    | <b>TOTAL</b>                          | <b>19132</b>         | <b>33900000</b>    | <b>100.00</b>      | <b>19651</b>         | <b>339,00,000</b>  | <b>100.00</b>      |

15. Dematerialisation of Shares & Liquidity

: Over 98% of equity shares have been dematerialized as on 31.03.2013.

Trading in equity shares of your Company in Stock Exchange is permitted only in dematerialized mode w.e.f. 24th August, 2000 as per notification issued by SEBI.

To facilitate the investors in having easy access to Demat system, the Company has signed agreements with both the depositories viz. National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL).

16. Details on use of public fund obtained in the last three years : NIL

17. Investors' Correspondence

: Address For correspondence  
Regd. Office :  
A 901 – 905, 9th Floor, 215 Atrium,  
Andheri Kurla Road,  
Andheri East, Mumbai - 400 093.  
Tel: (022) 66941800  
Fax: (022) 66941818  
Email: seamec@bom5.vsnl.net.in

OR

C B Management Services (P) Ltd.  
P-22, Bondel Road, 2nd floor,  
Kolkata – 700 019  
Tel No. (033) 40116700, 22806692/93/94  
Fax : (033) 2270 0263  
E-mail : rta@cbmsl.com  
Website : www. cbmsl.com

Shareholders are advised to register their email address and any changes therein from time to time for sending notice/ documents through email in reference to circular dated 21st April of Ministry of Corporate Affairs. In addition, registering and corresponding with Registrar and Share Transfer Agents and company through email would speed up response, reduce paper work and also help to redress the complaints on fast track basis. However, for instructions like change of bank mandate, change of address, transfer and transmission of shares etc letters duly signed by the shareholder(s) concerned should be sent otherwise such request cannot be procured by the Registrars.

18. Per Share Data

|                                 |     | 2012 - 2013 | 2011 - 2012 |
|---------------------------------|-----|-------------|-------------|
| EPS (Rs.)                       |     | 10.03       | (3.06)      |
| EPS Growth (%)                  |     | 427.78%     | -           |
| CPS (Rs.)                       |     | 20.95       | 6.10        |
| Book Value per share (Rs.)      |     | 138.87      | 128.81      |
| Share price as on 31 March 2013 | NSE | 53.20       | 55.45       |
|                                 | BSE | 51.35       | 55.55       |



19. Unclaimed Shares

: Pursuant to amended Clause 5A of the Listing Agreement, which provides that shares held physically and remained unclaimed by shareholders due to insufficient/ incorrect information or any other reason should be transferred in demat mode to one folio in the name of "Unclaimed Suspense Account" with one of the depository participants. The company is taking steps to issue notices to the concerned shareholders.

20. Disclosures :

- a) Disclosures on materially significant related party transactions appear at the appropriate place in Schedule 31 of Notes to Accounts.
- b) There was no compliance, penalties or stricture imposed on company by any Stock Exchanges, SEBI or any other statutory authority or any matters relating to capital market.

## AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To  
The Members of SEAMEC LIMITED

We have examined the compliance of conditions of Corporate Governance by SEAMEC Limited, for the year ended March 31, 2013, as stipulated in clause 49 of the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For S R Batliboi & Co. LLP  
Chartered Accountants  
Firm Registration No. 301003E

sd/-  
per Hemal Shah  
Partner  
Membership No. 42650

Place : Mumbai  
Date : May 23, 2013

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## MANAGEMENT CERTIFICATE ON CLAUSE 40 (1D) OF THE LISTING AGREEMENT

To  
The Members  
SEAMEC LIMITED

Dear Sirs,

This is to affirm that the Board of Directors of Seamec Limited has adopted a Code of Conduct for its Directors and Senior Management Personnel in Compliance with the provisions of Clause 49 (1D) of the listing Agreement with the stock Exchanges and Board Members and Senior Management Personnel of the Company have confirmed the compliance of provisions of the said code for the financial year ended 31st March 2013.

Captain C. J. Rodricks  
Managing Director

Place : Mumbai  
Date : May 23, 2013



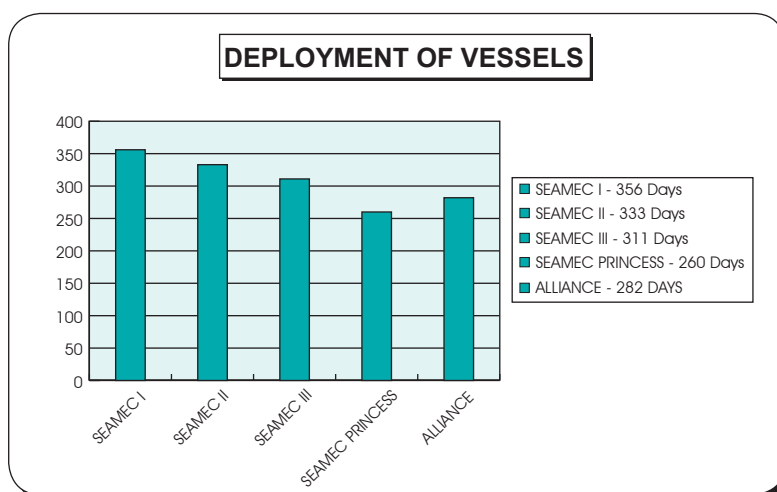
## MANAGEMENT DISCUSSION & ANALYSIS REPORT

### 01. OVERVIEW

The Oil and Gas Sector has come under pressure with the continued global economic slowdown. There has been moderate activity in pipe line installation as well as fixed platform projects. Deep water activity confined mainly to Gulf of Mexico, West Africa and Offshore Brazil. Activities in Mediterranean was relatively slow. Indian Offshore market had shown steadiness. However, overall competition activities increased causing pressure on margin.

SEAMEC however showed an improved performance. Its Vessels worked in South East Asia, Middle East and India during the year. Vessel utilization was 83% against 62% of last year.

With expected growth rate to hold steady in 2013, Global Oil Companies are likely to take on new projects and increase activities in the SUBSEA market. On a global basis fleet utilization and day rates for Offshore Vessels are forecast to rise, but will vary by age of asset and region. The outcome of the above will definitely cause an impact on utilization of Diving Support Vessels – SEAMEC's line of business.



### 02. OPPORTUNITIES AND THREATS

2013 – 2014 is expected to be a growth year for world economy. Growth rate is forecast to hold steady in 2013. Moreover, stage will be set for a modest acceleration of growth in the latter part of the year and during 2014.

The oil and gas sector is currently characterized by robust oil prices which is around USD 90 per barrel. The present sustained oil prices should keep E & P budgets steady in the medium term. Deep water sector is increasingly important in the Offshore sector. The majority of players are focused on deep water activities. It is estimated that the deep water exploration is sustainable at oil prices of USD 70/barrel and above.

The Shipping Industry, more particularly offshore segment is expected to have some positive changes.

Indian market holds potential for Offshore activities. A lot of Offshore projects are being tendered out.. This will have a positive effect on short to medium term employment. SEAMEC aims to focus its presence in Indian waters. SEAMEC is exploring the possibility on diversifying in some related fields. Deep water activities are also coming up in India, an opportunity Seamec can avail by increasing its asset base.

SEAMEC is poised to exploit increased activities in the Middle East and South East Asia, SEAMEC is also actively pursuing opportunities in the Gulf of Mexico.

Aging of the vessel remained as a concern as age restriction are being imposed by major Charterers on one hand and on the other hand availability of new Tonnage adds to a potential threat. However, at present there is a shortage of DSVs in certain regions such as the persian gulf and South East Asia. These present opportunities for Seamec to deploy its assets.

### 03. BUSINESS SEGMENT ANALYSIS

The only business segment for the Company during year was Offshore segment.

### 04. FINANCIAL PERFORMANCE

For meaningful comparison pertinent financial parameters are discussed below:-

(₹ in million)

|                        | 2012-13 | 2011-12 |
|------------------------|---------|---------|
| Revenue                | 3615    | 1998    |
| Operating Expenses     | 2846    | 1744    |
| Operating Profit       | 769     | 254     |
| Interest Expenses      | -       | -       |
| Exceptional Items      | -       | -       |
| Depreciation           | 369     | 312     |
| Profit before Tax      | 400     | (58)    |
| Provision Tax Expenses | 59      | 45      |
| Net Profit             | 341     | (103)   |
| Debtor/Sales           | 0.39    | 0.56    |
| Creditor/Purchase      | 0.24    | 0.23    |

Comments on Current Year's Performance:

- Revenue : Increase in Revenue mainly due to higher utilization of Vessels.
- Operating Cost : The normal operating cost was not very significant considering utility factor of the vessels.  
All expenses incurred during the year are in relation to Project including Bare Boat hire charges.
- Operating Profit/(Loss) : Increased Revenue on higher utilization of vessel has increased the profitability in the current year. No dry dock expenses incurred in current year.
- Depreciation : No major Capital expenditure made in the current financial year. Increase in depreciation is due to full year depreciation charges against the capital expenditure made in Previous Year.
- Current Tax Exp. : The Company is being assessed under Tonnage Tax scheme. Current tax is primarily on the interest income of short term deposits.
- Net Profit/(Loss) : Net Profit rendered on higher utilization of vessel.

### 05 HUMAN RESOURCES

The company's human resource strategy primarily is in line with the group strategy. The company believes that by motivation and values a good Company can be converted to an excellent one. The relations between the employees and the company remained cordial throughout the year. The committed shore based staff provides prompt and efficient support and guidance to the floating staff on a continuous basis, which helps to maintain effective performance and efficiency. In keeping tune with changed business environment, focus is on motivating and retaining key employees of the Company. The Company has 45 employees at its offices and engages through contract around 391 marine crew and officers, in its four vessels. The company continues to focus on safety, training and development of employees.

### 06 INTERNAL CONTROL

The Company has an adequate system of internal control. Its system designed to ensure proper recording of financial and operational information and compliance of various internal controls and other regulatory and statutory compliances. Conscious efforts are in place on a continuous basis to ensure that all its assets are safeguarded and protected against loss from unauthorized use and disposal and that all transactions are authorized, recorded and financial statements show a true and fair picture of the state of affairs of the Company.

The internal control system of the Company are monitored and evaluated by external and internal audit, reviewed by Management and Audit Committee of the Board of Directors.



SEAMEC Limited

₹ million

|                                    | 2003            | 2004            | 2005            | 2006            | 2007            | 2008            | 2009-10         | 2010-11<br>(15<br>months) | 2011-12         | 2012-13         |
|------------------------------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|---------------------------|-----------------|-----------------|
| <b>BALANCE SHEET</b>               |                 |                 |                 |                 |                 |                 |                 |                           |                 |                 |
| <b>SOURCES OF FUNDS</b>            |                 |                 |                 |                 |                 |                 |                 |                           |                 |                 |
| SHARE CAPITAL                      | 339.00          | 339.00          | 339.00          | 339.00          | 339.00          | 339.00          | 339.00          | 339.00                    | 339.00          | 339.00          |
| RESERVE & SURPLUS                  | 837.23          | 1,258.28        | 1,451.51        | 2,037.17        | 2,407.45        | 2,878.66        | 4,798.73        | 4,131.52                  | 4,027.84        | 4,368.78        |
| <b>NET WORTH</b>                   | <b>1,213.59</b> | <b>1,538.70</b> | <b>1,790.51</b> | <b>2,376.17</b> | <b>2,746.45</b> | <b>3,217.66</b> | <b>5,137.73</b> | <b>4,470.52</b>           | <b>4,366.84</b> | <b>4,707.78</b> |
| LOAN FUND                          | 198.06          | 86.25           | -               | -               | -               | -               | -               | -                         | -               | -               |
| <b>SOURCES OF FUNDS</b>            | <b>1,411.65</b> | <b>1,624.95</b> | <b>1,790.51</b> | <b>2,376.17</b> | <b>2,746.45</b> | <b>3,217.66</b> | <b>5,137.73</b> | <b>4,470.52</b>           | <b>4,366.84</b> | <b>4,707.78</b> |
| <b>APPLICATION OF FUNDS</b>        |                 |                 |                 |                 |                 |                 |                 |                           |                 |                 |
| GROSS BLOCK OF FIXED ASSET         | 1,979.28        | 1,768.02        | 1,827.95        | 2,781.45        | 3,803.19        | 3,974.32        | 4,155.10        | 4,302.05                  | 4,803.70        | 4,778.09        |
| RESERVE FOR DEPRECIATION           | 1,093.00        | 979.36          | 1,088.18        | 1,232.37        | 1,409.46        | 1,631.56        | 1,932.14        | 2,176.26                  | 2,479.61        | 2,809.74        |
| NET BLOCK OF FIXED ASSETS          | 886.28          | 788.66          | 739.77          | 1,549.08        | 2,393.73        | 2,342.76        | 2,222.96        | 2,125.79                  | 2,324.09        | 1,968.35        |
| INVESTMENTS                        | -               | -               | -               | -               | -               | -               | 12.24           | 12.24                     | 25.68           | 25.68           |
| DEBTORS (NET)                      | 227.43          | 148.57          | 226.77          | 293.82          | 268.62          | 529.76          | 349.62          | 385.76                    | 1,014.24        | 1,310.64        |
| TOTAL CURRENT ASSETS               | 629.36          | 1,033.03        | 1,138.40        | 1,078.90        | 1,038.85        | 1,606.32        | 3,446.52        | 2,712.64                  | 1,717.26        | 2,806.34        |
| CURRENT LIABILITIES & PROVISION    | 103.99          | 196.74          | 87.66           | 251.81          | 686.12          | 731.42          | 543.99          | 380.48                    | 403.43          | 710.47          |
| NET CURRENT ASSETS                 | 525.37          | 836.29          | 1,050.74        | 827.09          | 352.73          | 874.90          | 2,902.53        | 2,332.16                  | 1,313.83        | 2,095.87        |
| <b>APPLICATION OF FUNDS</b>        | <b>1,411.65</b> | <b>1,624.95</b> | <b>1,790.51</b> | <b>2,376.17</b> | <b>2,746.46</b> | <b>3,217.66</b> | <b>5,137.73</b> | <b>4,470.19</b>           | <b>4,366.84</b> | <b>4,707.78</b> |
| <b>PROFIT &amp; LOSS ACCOUNT</b>   |                 |                 |                 |                 |                 |                 |                 |                           |                 |                 |
| REVENUE- Charter Hire              | 901.46          | 964.17          | 822.81          | 1,591.33        | 1,704.47        | 2,685.86        | 4,248.41        | 1,023.76                  | 1,818.27        | 3,373.31        |
| OTHER INCOME                       | 16.88           | 43.80           | 50.15           | 45.00           | 88.37           | 38.90           | 161.11          | 133.45                    | 179.53          | 241.70          |
| EBITDA before extra ordinary items | 349.35          | 243.96          | 322.46          | 752.82          | 604.23          | 788.78          | 2,398.51        | (410.36)                  | 252.35          | 769.74          |
| EXTRA ORDINARY ITEMS               | -               | 114.80          | 12.07           | -               | (7.70)          | (47.23)         | 6.41            | 44.44                     | -               | -               |
| INTEREST EXPENSES                  | 39.73           | 24.21           | 10.41           | 2.73            | 4.23            | 3.76            | 4.80            | 3.85                      | 0.12            | 0.30            |
| DEPRECIATION                       | 135.00          | 126.03          | 112.02          | 149.15          | 189.50          | 254.13          | 321.68          | 264.70                    | 310.72          | 369.25          |
| <b>PROFIT BEFORE TAX</b>           | <b>174.63</b>   | <b>208.52</b>   | <b>212.10</b>   | <b>600.94</b>   | <b>402.80</b>   | <b>483.66</b>   | <b>2,078.44</b> | <b>(634.47)</b>           | <b>(58.49)</b>  | <b>400.19</b>   |
| TAX                                | 82.47           | (212.54)        | 18.87           | 15.27           | 32.53           | 12.45           | 39.38           | 33.13                     | 45.20           | 59.25           |
| <b>PROFIT AFTER TAX</b>            | <b>92.16</b>    | <b>421.06</b>   | <b>193.23</b>   | <b>585.67</b>   | <b>370.27</b>   | <b>471.21</b>   | <b>2,039.06</b> | <b>(667.60)</b>           | <b>(103.69)</b> | <b>340.94</b>   |



## Independent auditors' report to the members of SEAMEC Limited

To the Members of SEAMEC Limited

### Report on the financial statements

We have audited the accompanying financial statements of SEAMEC Limited ("the Company"), which comprise the balance sheet as at March 31, 2013, and the statement of profit and loss and cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### Management's responsibility for the financial statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including accounting standards referred to in subsection (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) In the case of the Balance sheet, of the state of affairs of the Company as at 31 March 2013;
- (b) In the case of the Statement of profit and loss, of the profit for the year ended on that date; and
- (c) In the case of Cash flow statement, of the cash flows for the year ended on that date.

### Report on other legal and regulatory requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
  - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - (b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - (c) The Balance sheet, Statement of profit and loss and Cash flow statement dealt with by this report are in agreement with the books of account;
  - (d) In our opinion, the Balance sheet, Statement of profit and loss and Cash flow statement comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
  - (e) On the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For S.R. BATLIBOI & CO. LLP

Chartered Accountants

ICAI Firm registration number: 301003E

per Hemal Shah

Partner

Membership no.: 42650

Place: Mumbai  
Date: May 23, 2013



## Annexure referred to in paragraph 1 under the heading “Report on other legal and regulatory requirements” of our report of even date

### Re: SEAMEC Limited (‘the Company’)

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) All fixed assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) There was no substantial disposal of fixed assets during the year.
- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year.
- (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The company is maintaining proper records of inventory. Discrepancies noted on physical verification of inventories were not material and have been properly dealt with in the books of account.
- (iii) (a) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly, the provisions of clause 4(iii) (a) to (d) of the Order are not applicable to the Company and hence not commented upon.
- (b) According to information and explanations given to us, the Company has not taken any loans, secured or unsecured, from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly, the provisions of clause 4(iii) (e) to (g) of the Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for sale of services. During the course of our audit, we have not observed any major weakness or continuing failure to correct any major weakness in the internal control system of the Company in respect of these areas.
- (v) (a) In our opinion, there are no contracts or arrangements that need to be entered in the register maintained under Section 301 of the Companies Act, 1956. Accordingly, the provisions of clause 4(v) (b) of the Order are not applicable to the Company and hence not commented upon.
- (vi) The Company has not accepted any deposits from the public.
- (vii) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (viii) To the best of our knowledge and as explained, the Central Government has not prescribed maintenance of cost records under clause (d) of sub-section (1) of section 209 of the Act for the services of Company.
- (ix) (a) Undisputed statutory dues including provident fund, investor education and protection fund, employees’ state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, cess and other material statutory dues have generally been regularly deposited with the appropriate authorities *though there has been a slight delay in few cases of service tax and TDS payments*.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, investor education and protection fund, employees’ state insurance, income-tax, wealth-tax, cess and other undisputed statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (c) According to the records of the Company, the dues outstanding of income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty and cess on account of any dispute, are as follows:

| Name of the statute   | Nature of dues                                                                         | Amount *<br>(INR million) | Period to which the amount relate | Forum where dispute is pending   |
|-----------------------|----------------------------------------------------------------------------------------|---------------------------|-----------------------------------|----------------------------------|
| The Customs Act, 1962 | Payment of custom duty towards repairs carried out abroad on its multi-support vessels | ₹ 1,197                   | 2002 to 2011                      | Commissioner of Customs (Import) |

- (x) The Company has no accumulated losses at the end of the financial year and it has not incurred cash losses in the current and immediately preceding financial year.
- (xi) Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the Company has no outstanding dues to a banks, financial institution or debenture holders.
- (xii) According to the information and explanations given to us and based on the documents and records produced before us, the company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund /society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
- (xiv) In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
- (xv) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
- (xvi) The Company did not have any term loans outstanding during the year.
- (xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investment.
- (xviii) The Company has not made any preferential allotment of shares to parties or companies covered in the register maintained under section 301 of the Companies Act, 1956.
- (xix) The Company did not have any outstanding debentures during the year.
- (xx) The Company has not raised any money through a public issue during the year.
- (xxi) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the year.

**For S.R. BATLIBOI & CO. LLP**

Chartered Accountants

ICAI Firm registration number: 301003E

**per Hemal Shah**

Partner

Membership Number: 42650

Place: Mumbai  
Date: May 23, 2013



## Balance Sheet as at March 31, 2013

|                                    |         |                     | ₹ million           |  |
|------------------------------------|---------|---------------------|---------------------|--|
| Particulars                        | Note No | As at<br>31.03.2013 | As at<br>31.03.2012 |  |
| <b>I. EQUITY AND LIABILITIES</b>   |         |                     |                     |  |
| <b>(1) Shareholders' Funds</b>     |         |                     |                     |  |
| (a) Share Capital                  | 4       | 339.00              | 339.00              |  |
| (b) Reserves and Surplus           | 5       | 4,368.78            | 4,027.84            |  |
|                                    |         | 4,707.78            | 4,366.84            |  |
| <b>(2) Non-Current Liabilities</b> |         |                     |                     |  |
| (a) Long term provisions           | 6       | 8.00                | 10.45               |  |
| <b>(3) Current Liabilities</b>     |         |                     |                     |  |
| (a) Trade payables                 | 7       | 636.54              | 345.48              |  |
| (b) Other current liabilities      | 8       | 56.26               | 51.65               |  |
| (c) Short term provision           | 9       | 9.67                | 6.30                |  |
|                                    |         | 702.47              | 403.43              |  |
| <b>Total</b>                       |         | <b>5,418.25</b>     | <b>4,780.72</b>     |  |
| <b>II. ASSETS</b>                  |         |                     |                     |  |
| <b>(1) Non-current assets</b>      |         |                     |                     |  |
| (a) Fixed assets                   |         |                     |                     |  |
| (i) Tangible assets                | 10      | 1,966.68            | 2,321.74            |  |
| (ii) Intangible assets             | 11      | 1.67                | 2.35                |  |
| (iii) Capital work-in-progress     | 12      | 2.62                | 0.00                |  |
| (b) Non-current investments        | 13      | 25.68               | 25.68               |  |
| (c) Long term loans and advances   | 14      | 602.29              | 639.22              |  |
|                                    |         | 2,598.94            | 2,988.99            |  |
| <b>(2) Current assets</b>          |         |                     |                     |  |
| (a) Inventories                    | 15      | 222.08              | 187.25              |  |
| (b) Trade receivables              | 16      | 1,310.64            | 1,014.24            |  |
| (c) Cash and bank balances         | 17      | 1,003.75            | 416.29              |  |
| (d) Short-term loans and advances  | 18      | 196.50              | 111.72              |  |
| (e) Other current assets           | 19      | 73.37               | 37.49               |  |
|                                    |         | 2,806.34            | 1,766.99            |  |
| Fixed assets held for sale         | 12      | 12.96               | 24.74               |  |
| <b>Total</b>                       |         | <b>5,418.25</b>     | <b>4,780.72</b>     |  |

Summary of significant accounting policies

3

The accompanying notes are an integral part of the financial statements  
As per our report of even date

For **S.R. BATLIBOI & Co. LLP**  
Chartered Accountants  
ICAI Firm Registration No: 301003E

per **Hemal Shah**  
Partner  
Membership No: 42650

Place: Mumbai  
Date: May 23, 2013

For and on behalf of the Board of Directors of SEAMEC Limited

**Captain C.J.Rodricks**  
Managing Director

**Swapan S Biswas**  
Chief Financial Officer  
Place: Goa  
Date: May 23, 2013

**Bhavna Doshi**  
Director

**S N Mohanty**  
Chief Legal Officer & Company Secretary

Statement of profit and loss for the Twelve month ended March 31, 2013

|                                                                                      |         | ₹ million                |                          |
|--------------------------------------------------------------------------------------|---------|--------------------------|--------------------------|
| Particulars                                                                          | Note No | Year ended<br>31.03.2013 | Year ended<br>31.03.2012 |
| INCOME                                                                               |         |                          |                          |
| I. Revenue from operations                                                           | 20      | 3,373.31                 | 1,818.27                 |
| II. Other Income                                                                     | 21      | 241.70                   | 179.53                   |
| III. Total Revenue (I + II)                                                          |         | 3,615.01                 | 1,997.80                 |
| IV. Expenses:                                                                        |         |                          |                          |
| Employee benefit expense                                                             | 22      | 716.72                   | 620.94                   |
| Other expenses                                                                       | 23      | 2,128.55                 | 1,124.51                 |
| Finance costs                                                                        | 24      | 0.30                     | 0.12                     |
| Depreciation and amortization expense                                                |         | 369.25                   | 310.72                   |
| Total Expenses                                                                       |         | 3,214.82                 | 2,056.29                 |
| V. Profit / Loss before tax (III -IV)                                                |         | 400.19                   | (58.49)                  |
| VI. Tax expense:                                                                     |         |                          |                          |
| Current tax (including provision for earlier years - ₹ 0.40, Previous year ₹ Nil-)   |         | 59.25                    | 45.20                    |
| VII. Profit/ Loss for the year                                                       | (V -VI) | 340.94                   | (103.69)                 |
| VIII. Earning per equity share: Nominal value of share ₹ 10/- (Previous year ₹ 10/-) |         |                          |                          |
| (1) Basic                                                                            | 35      | 10.03                    | (3.06)                   |
| (2) Diluted                                                                          |         | 10.03                    | (3.06)                   |
| Significant accounting policies                                                      | 3       |                          |                          |

The accompanying notes are an integral part of the financial statements  
As per our report of even date

For **S.R. BATLIBOI & Co. LLP**  
Chartered Accountants  
ICAI Firm Registration No: 301003E

per **Hemal Shah**  
Partner  
Membership No: 42650

Place: Mumbai  
Date: May 23, 2013

For and on behalf of the Board of Directors of SEAMEC Limited

**Captain C.J.Rodricks**  
Managing Director

**Swapan S Biswas**  
Chief Financial Officer  
Place: Goa  
Date: May 23, 2013

**Bhavna Doshi**  
Director

**S N Mohanty**  
Chief Legal Officer & Company Secretary



## Statement of Cash Flow for the Twelve month ended March 31, 2013

|                                                                                             | ₹ million                |                          |
|---------------------------------------------------------------------------------------------|--------------------------|--------------------------|
|                                                                                             | Year ended<br>31.03.2013 | Year Ended<br>31.03.2012 |
| <b>Cash flows from operating activities</b>                                                 |                          |                          |
| Profit/(loss) before tax                                                                    | 400.19                   | (58.49)                  |
| Adjusted for                                                                                |                          |                          |
| Depreciation and amortisation                                                               | 369.25                   | 310.72                   |
| Impairment of Assets held for Sale                                                          | 11.78                    | 0.00                     |
| Loss on Sale of Fixed Asset                                                                 | 7.72                     | 0.00                     |
| Doubtful Advances                                                                           | 3.01                     | 1.64                     |
| Bad Debts Write off                                                                         | 3.23                     | 0.00                     |
| Machinery spares consumed                                                                   | 10.14                    | 14.37                    |
| Provision for doubtful debts written back                                                   | (1.64)                   | (0.43)                   |
| Liability no longer required                                                                | (0.79)                   | (1.56)                   |
| Interest income, net                                                                        | (133.69)                 | (112.52)                 |
| ` Finance charges paid                                                                      | 0.30                     | 0.12                     |
| Effect of exchange differences on translation of foreign currency cash and cash equivalents | 0.00                     | 1.22                     |
| Unrealised exchange (gain) / losses                                                         | (37.94)                  | 13.50                    |
| Operating profit before working capital changes                                             | 631.56                   | 168.57                   |
| Adjusted for (increase) / decrease                                                          |                          |                          |
| Inventories                                                                                 | (34.83)                  | 4.42                     |
| Trade receivables                                                                           | (288.35)                 | (628.47)                 |
| Long term loans and advances                                                                | 96.29                    | (652.78)                 |
| Short-term loans and advances                                                               | (74.53)                  | (23.44)                  |
| Other current assets                                                                        | 2.70                     | (0.04)                   |
| Long term provisions                                                                        | (2.45)                   | (0.50)                   |
| Trade payables                                                                              | 279.26                   | 23.66                    |
| Short term provision                                                                        | 3.37                     | 6.18                     |
| Other current liabilities                                                                   | 4.61                     | (2.29)                   |
| <b>Cash (utilised) / generated in / from operations</b>                                     | 617.64                   | (1,104.69)               |
| Direct taxes paid, net of refunds                                                           | (68.64)                  | (28.55)                  |
| <b>Net cash flows (used)/generated in / from operating activities</b>                       | <b>549.00</b>            | <b>(1,133.24)</b>        |
| <b>Cash flows from investing activities</b>                                                 |                          |                          |
| Purchase of tangible assets                                                                 | (53.73)                  | (576.29)                 |
| Purchase of intangible assets                                                               | 0.00                     | (2.59)                   |
| Increase in Capital work in progress                                                        | (2.62)                   | 0.00                     |
| Investment in fixed deposits for More than 3 Months                                         | (477.50)                 | 1,584.35                 |
| Investment in subsidiary                                                                    | 0.00                     | (13.44)                  |
| Interest received                                                                           | 95.11                    | 117.16                   |
| <b>Net cash used in investing activities</b>                                                | <b>(438.74)</b>          | <b>1,109.19</b>          |

|                                                                                             | ₹ million                   |                             |
|---------------------------------------------------------------------------------------------|-----------------------------|-----------------------------|
|                                                                                             | Year ended<br>31.03.2013    | Year Ended<br>31.03.2012    |
| <b>Cash flows from financing activities</b>                                                 |                             |                             |
| Finance charges paid                                                                        | (0.30)                      | (0.12)                      |
| <b>Net cash used in financing activities</b>                                                | <b>(0.30)</b>               | <b>(0.12)</b>               |
| Effect of exchange differences on translation of foreign currency cash and cash equivalents | 0.00                        | (1.22)                      |
| <b>Net increase / (decrease) in cash and cash equivalents</b>                               | <b>109.96</b>               | <b>(24.29)</b>              |
| CASH AND BANK BALANCES, beginning of period                                                 | 283.04                      | 307.33                      |
| <b>CASH AND BANK BALANCES, end of period</b>                                                | <b>393.00</b>               | <b>283.04</b>               |
| <b>Components of Cash and Cash equivalents: (Refer Note 1)</b>                              | <b>As at<br/>31.03.2013</b> | <b>As at<br/>31.03.2012</b> |
| Cash on hand                                                                                | 0.08                        | 0.10                        |
| Balances with Scheduled banks                                                               |                             |                             |
| - current accounts                                                                          | 39.46                       | 60.13                       |
| - foreign currency accounts                                                                 | 0.00                        | 21.85                       |
| - unpaid dividend account (Not available for Distribution)*                                 | 0.96                        | 0.96                        |
| - fixed deposit accounts                                                                    | 352.50                      | 200.00                      |
| <b>As per balance sheet</b>                                                                 | <b>393.00</b>               | <b>283.04</b>               |

**Notes:**

1. Fixed deposits included in Cash and Cash equivalents pertains to investments with an original maturity of three months or less. Fixed deposits having maturity greater than three months have been shown under the Cash flow from Investing activities
2. \*The Company can utilise these balances only towards settlement of respective unpaid dividend

As per our report of even date

For **S.R. BATLIBOI & Co. LLP**  
Chartered Accountants  
ICAI Firm Registration No: 301003E

**per Hemal Shah**  
Partner  
Membership No: 42650

Place: Mumbai  
Date: May 23, 2013

**For and on behalf of the Board of Directors of SEAMEC Limited**

**Captain C.J.Rodricks**  
Managing Director

**Swapan S Biswas**  
Chief Financial Officer  
Place: Goa  
Date: May 23, 2013

**Bhavna Doshi**  
Director

**S N Mohanty**  
Chief Legal Officer & Company Secretary



## Notes to Financial Statements for the period ended March 31, 2013

### 1 Corporate Information

SEAMEC Limited is a public Company incorporated under the Companies Act, 1956. The Company operates Multi Support Vessels for providing support services including marine, construction and diving services to offshore oilfields.

### 2 Basis of preparation

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared on an accrual basis and under the historical cost convention except for derivative financial instruments which have been measured at fair value .

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

### 3 Summary of Significant Accounting Policies

#### (a) Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

#### (b )Tangible Fixed Assets

Fixed assets are stated at cost, net of accumulated depreciation and impairment losses if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Gains or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

Assets held for disposal are stated at lower of their net book value or net realisable value and are shown separately in financial statements.

#### (c) Depreciation on tangible fixed assets

Depreciation is provided using the Straight Line Method as per the useful lives of the assets estimated by the anagement, which is higher than at the rates prescribed under schedule XIV of the Companies Act, 1956 .

| Assets                          | Useful life (In Years) |
|---------------------------------|------------------------|
| Fleet                           | 15 to 20               |
| Fleet Equipments                | 3 to 7                 |
| Lease hold improvements         | 5                      |
| Office Equipments and Computers | 5                      |
| Vehicles                        | 4                      |

Machinery/ insurance spares are depreciated over the balance useful life of the respective asset or the mother vessel, whichever is lower. Fixed assets individually costing less than ₹ 5 thousand are fully depreciated in the year of purchase.

#### (d) Intangible assets

Computer software is capitalised and amortised on a straight-line basis over its useful life, which is estimated as five years.

#### (e) Impairment of tangible and intangible assets

The carrying amounts of all assets are reviewed at each balance sheet date, if there is any indication of impairment based on internal / external factors, whether they are recorded in excess of their recoverable amounts, and where carrying values exceed this estimated recoverable amount, assets are written down to their recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of



money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

**(f) Investments**

Investments which are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognise a decline other than temporary in the value of the investments.

**(g) Inventories**

Inventories consist of stores and consumables for use in running of fleets. These are valued at lower of cost and net realizable value. Cost is determined on weighted average basis. Inventory items individually costing less than ₹ 5 thousand are charged to consumption.

**(h) Cash and cash equivalents**

Cash and cash equivalents in cash flow statement comprise cash in hand and at bank in current and foreign currency accounts. Term deposits having maturity of three months or less are considered as cash equivalents.

**(i) Retirement and other employee benefits**

- i. Retirement benefits in the form of Provident Fund are a defined contribution scheme and the contributions are charged to the Statement of Profit and Loss for the year when the contributions to the respective funds are due. There are no other obligations other than the contribution payable to the respective fund.
- ii. Contribution to Superannuation Fund, a defined contribution scheme, is made to the Life Insurance Corporation of India, as per the arrangement with them, and the contributions are charged to the Statement of Profit and Loss for the year when the contributions to the respective funds are due.
- iii. Gratuity, a defined benefit scheme is covered by a Group Gratuity cum Life Assurance Policy with Life Insurance Corporation of India ("LIC"). Annual contribution to the fund as determined by LIC. The shortfall between the accumulated funds available with LIC and liability as determined on the basis of an actuarial valuation is provided for as at the year-end. The actuarial valuation is done as per projected unit credit method. Actuarial gains/losses are immediately taken to statement of profit and loss as per projected unit credit method and are not deferred.
- iv. Short term compensated absences are provided for based on estimates.
- v. The company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred.

**(j) Foreign Currency transactions**

**i. Initial recognition**

Foreign currency transactions are recorded in the reporting currency by applying, to the foreign currency amount, the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

**ii. Conversion**

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

**iii. Exchange differences**

Exchange differences arising on the settlement of monetary items at rates different from those at which they were initially recorded during the period, or reported in previous financial statements, are recognised as income or as expenses in the period in which they arise.

**iv. Forward Exchange Contracts not intended for trading or speculation purposes**

The premium or discount arising at the inception of forward exchange contracts is amortised as expense or income over the life of the contract. Exchange differences on such contracts are recognised in the statement of profit and loss in the



period in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognised as income or as expense for the period.

v. Translation of Non Integral Foreign Operation

Translation of Foreign Subsidiary is done in accordance with AS-11 (Revised) "The effects of Changes in Foreign Exchange Rates". The Company Classifies its foreign operation as "Non Integral Foreign Operation".

The assets & liabilities of non integral foreign operation are translated into the reporting currency at the exchange rate prevailing at the reporting date and their statement of profit and loss are translated at the average rate for the year. The Exchange differences arising on translation are accumulated in the Foreign currency translation reserve.

**(k) Income Tax**

Tax expense comprises of Current Tax. Current Income tax liability on shipping income is determined based on the net tonnage of each of its vessels, in accordance with section 115VT of the Income Tax Act, 1961. Income other than shipping income is taxed in accordance with the other provisions of the Income Tax Act, 1961. Further, with the applicability of above section, there is no timing difference between taxable and book profit. Therefore, there is no deferred tax.

**(l) Revenue Recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

i. Charter hire income

Charter hire income comprises income from charter hire of multi-support vessels and income from supply of marine and diving crew and services. Charter hire revenues are recognised at contracted rates over the charter period. Revenues from supply of crew and services are classified as other operating revenue and recognised on rendering of the service, based on day rate charges as per the terms of the agreements.

ii. Interest

Revenue is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

iii. Claims

Claims are accounted when it is reasonably certain that the ultimate collections will be received.

iv. Rental income

Rental income is accrued on time basis, by reference to agreements entered.

**(m) Operating lease**

Leases where the leaser effectively retains substantially all the risks and benefits of the ownership of the lease term, are classified as operating leases. Operating lease payments are recognised as an expense in the Profit and Loss Account on a straight line basis over the lease term.

**(n) Provisions**

A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources embodying economic benefits, will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

**(o) Segment Reporting**

i. Primary Business Segments

The Company is primarily engaged in a single segment business of providing support services including marine, construction and diving services to offshore oilfields in India and abroad, and accordingly, this is the only primary reportable segment.

ii. Secondary Geographical Segments

Secondary segmental reporting is based on geographical location of the client. The geographical segment has been disclosed based on revenues within India and revenues outside India.

(p) Earnings per Share

Basic earnings per share are calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of diluted potential equity shares, if any. The Company does not have any diluted equity shares as at the period end.

(q) Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements.

NOTE 4 : SHARE CAPITAL

Authorised

50,000,000 (Previous year 50,000,000 ) equity shares of Rs 10 each

Issued, subscribed and fully paid-up

33,900,000 (Previous period 33,900,000) equity shares of Rs 10 each fully paid-up

|                  | ₹ million        |
|------------------|------------------|
| As at 31.03.2013 | As at 31.03.2012 |
| 500.00           | 500.00           |
| 339.00           | 339.00           |
| 339.00           | 339.00           |

(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

| Equity shares                        | As at 31.03.2013 |           | As at 31.03.2012 |           |
|--------------------------------------|------------------|-----------|------------------|-----------|
|                                      | No.million       | ₹ million | No.million       | ₹ million |
| At the beginning of the period       | 33.90            | 339.00    | 33.90            | 339.00    |
| Outstanding at the end of the period | 33.90            | 339.00    | 33.90            | 339.00    |

(b) Terms/ rights attached to equity shares

The company has only one class of equity shares having par value of ₹10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) Shares held by holding company

Out of equity shares issued by the company, shares held by its holding company are as below:

|                                                                     | ₹ million        |
|---------------------------------------------------------------------|------------------|
| As at 31.03.2013                                                    | As at 31.03.2012 |
| All nos. in thousand                                                |                  |
| Coflexip Stena Offshore (Mauritius) Limited                         |                  |
| 25,425 (31 March 2012: 25,425) equity shares of ₹10 each fully paid | 254.25           |



(d) Details of shareholders holding more than 5% shares in the company

| Name of the shareholder                     | As at 31.03.2013 |                        | As at 31.03.2012 |                        |
|---------------------------------------------|------------------|------------------------|------------------|------------------------|
|                                             | No.million       | % holding in the class | No.million       | % holding in the class |
| Coflexip Stena Offshore (Mauritius) Limited | 25.425           | 75%                    | 25.425           | 75%                    |

As per records of the company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

₹ million

**NOTE-5 : RESERVES AND SURPLUS**

|                                                                              | As at<br>31.03.2013 | As at<br>31.03.2012 |
|------------------------------------------------------------------------------|---------------------|---------------------|
| Capital redemption reserve                                                   | 0.00                | 0.00                |
| Securities premium account                                                   | 501.75              | 501.75              |
| General reserve                                                              |                     |                     |
| As per last Balance Sheet                                                    | 684.31              | 684.31              |
| Tonnage tax reserve u/s 115VT of Income Tax Act, 1961                        |                     |                     |
| Balance as per last Balance Sheet                                            | 702.50              | 702.50              |
| Add: Transfer from Profit and Loss Account for the year                      | 44.00               | 0.00                |
|                                                                              | 746.50              | 702.50              |
| Profit and loss account                                                      |                     |                     |
| Balance brought forward from previous year                                   | 2,139.28            | 2,242.97            |
| Profit and loss for the period                                               | 340.94              | -103.69             |
| Less:- Transfer to Tonnage Reserve account u/s 115VT of Income Tax Act, 1961 | 44.00               | 0.00                |
|                                                                              | 2,436.22            | 2,139.28            |
|                                                                              | 4,368.78            | 4,027.84            |

**NOTE-6 : LONG TERM PROVISIONS**

|                                                    |      |       |
|----------------------------------------------------|------|-------|
| Provision for employee benefits (Leave Encashment) | 8.00 | 10.45 |
|                                                    | 8.00 | 10.45 |

**NOTE-7: TRADE PAYABLES**

|                                                                                                                                         |        |        |
|-----------------------------------------------------------------------------------------------------------------------------------------|--------|--------|
| Trade payables                                                                                                                          | 636.54 | 345.48 |
| As per information available with the Company, there are no dues payable to small, micro and medium enterprises as per MSMED Act, 2006. |        |        |
|                                                                                                                                         | 636.54 | 345.48 |

**NOTE-8: OTHER CURRENT LIABILITIES**

|                                                         |       |       |
|---------------------------------------------------------|-------|-------|
| Unclaimed Dividend                                      | 0.96  | 0.96  |
| Payable to holding Company on account of reimbursements | 21.78 | 25.75 |
| TDS Payable                                             | 16.02 | 18.44 |
| Security deposit                                        | 3.76  | 3.76  |
| Deferred Forward Contract Premium                       | 0.99  | 0.91  |
| Other liabilities                                       | 12.75 | 1.83  |
|                                                         | 56.26 | 51.65 |

₹ million

**NOTE-9: SHORT TERM PROVISION**

Provision for employee benefits (Leave Encashment)

| As at<br>31.03.2013 | As at<br>31.03.2012 |
|---------------------|---------------------|
| 9.67                | 6.30                |
| <b>9.67</b>         | <b>6.30</b>         |

₹ million

| <b>NOTE 10: TANGIBLE ASSETS</b> | <b>Fleet and fleet equipment</b> | <b>Machinery spares</b> | <b>Leasehold improvement</b> | <b>Office equipment</b> | <b>Vehicles</b> | <b>Total</b>    |
|---------------------------------|----------------------------------|-------------------------|------------------------------|-------------------------|-----------------|-----------------|
| <b>Cost or valuation</b>        |                                  |                         |                              |                         |                 |                 |
| At 1 April 2011                 | 4,090.40                         | 74.38                   | 12.64                        | 12.51                   | 4.60            | 4,194.53        |
| Additions                       | 590.66                           | 37.12                   | -                            | 0.21                    | -               | 627.99          |
| Disposals                       | -                                | (22.52)                 | -                            | -                       | -               | (22.52)         |
| <b>At 31 March 2012</b>         | <b>4,681.06</b>                  | <b>88.98</b>            | <b>12.64</b>                 | <b>12.72</b>            | <b>4.60</b>     | <b>4,800.00</b> |
| Additions                       | 8.51                             | 19.72                   | -                            | 3.13                    | -               | 31.36           |
| Disposals                       | (36.55)                          | (20.42)                 | -                            | -                       | -               | (56.97)         |
| <b>At March 31, 2013</b>        | <b>4,653.02</b>                  | <b>88.28</b>            | <b>12.64</b>                 | <b>15.85</b>            | <b>4.60</b>     | <b>4,774.39</b> |
| <b>Depreciation</b>             |                                  |                         |                              |                         |                 |                 |
| At 1 April 2011                 | 2,125.51                         | 35.77                   | 3.94                         | 9.60                    | 1.48            | 2,176.30        |
| Additions                       | 290.76                           | 14.44                   | 2.53                         | 1.22                    | 1.15            | 310.10          |
| Disposals                       | -                                | (8.14)                  | -                            | -                       | -               | (8.14)          |
| <b>At 31 March 2012</b>         | <b>2,416.27</b>                  | <b>42.07</b>            | <b>6.47</b>                  | <b>10.82</b>            | <b>2.63</b>     | <b>2,478.26</b> |
| Additions                       | 341.21                           | 22.33                   | 1.27                         | 3.19                    | 0.58            | 368.57          |
| Disposals                       | (28.84)                          | (10.28)                 | -                            | -                       | -               | (39.12)         |
| <b>At March 31, 2013</b>        | <b>2,728.64</b>                  | <b>54.12</b>            | <b>7.74</b>                  | <b>14.01</b>            | <b>3.21</b>     | <b>2,807.71</b> |
| <b>Net Block</b>                |                                  |                         |                              |                         |                 |                 |
| At 31 March 2012                | 2,264.79                         | 46.91                   | 6.17                         | 1.90                    | 1.97            | 2,321.74        |
| <b>At March 31, 2013</b>        | <b>1,924.38</b>                  | <b>34.16</b>            | <b>4.90</b>                  | <b>1.84</b>             | <b>1.39</b>     | <b>1,966.68</b> |

Leasehold improvements are amortised on straight line basis over the primary period of lease.

**NOTE 11: INTANGIBLE ASSETS**

Software

|                          |             |
|--------------------------|-------------|
| <b>Cost or valuation</b> |             |
| At 1 April 2011          | 1.11        |
| Additions                | 2.59        |
| Disposals                | -           |
| <b>At 31 March 2012</b>  | <b>3.70</b> |
| Additions                | -           |
| Disposals                | -           |
| <b>At March 31, 2013</b> | <b>3.70</b> |
| <b>Depreciation</b>      |             |
| At 1 April 2011          | 0.73        |
| Additions                | 0.62        |
| Disposals                | -           |
| <b>At 31 March 2012</b>  | <b>1.35</b> |
| Additions                | 0.68        |
| Disposals                | -           |
| <b>At March 31, 2013</b> | <b>2.03</b> |
| <b>Net Block</b>         |             |
| At 31 March 2012         | 2.35        |
| <b>At March 31, 2013</b> | <b>1.67</b> |



## NOTE 12 : CAPITAL WORK IN PROGRESS

Capital work - in - progress for Software

CWIP transferred to Fixed Assets held for sale:-

Helideck

Gross Block

Impairment Loss

Net Book Value

Crane

Gross Block

Impairment Loss

Net Book Value

**Total**

|  | As at<br>31.03.2013 | ₹ million<br>As at<br>31.03.2012 |
|--|---------------------|----------------------------------|
|  | 2.62                | -                                |
|  | 2.62                | -                                |
|  |                     |                                  |
|  | 5.63                | 5.63                             |
|  | 3.46                | -                                |
|  | 2.17                | 5.63                             |
|  |                     |                                  |
|  | 19.11               | 19.11                            |
|  | 8.32                | -                                |
|  | 10.79               | 19.11                            |
|  | 12.96               | 24.74                            |

## NOTE 13 : NON CURRENT INVESTMENTS

Long term investments (Valued at cost unless otherwise stated)

Non Trade (unquoted equity instrument)

Investment in subsidiary

2 (Previous year :2) fully paid up equity share of AED 1,000,000 each of SEAMEC International FZE (representing 100% equity of the Company)

Aggregate provision for diminution in value of investments

|       |       |
|-------|-------|
|       |       |
| 25.68 | 25.68 |
| 25.68 | 25.68 |
|       |       |
| Nil   | Nil   |

## NOTE 14 : LONG TERM LOANS AND ADVANCES

(Unsecured, considered good unless otherwise stated)

Advance income tax (net of provisions)

Security deposits- Others

Security deposits to wholly owned subsidiary

Long term loan to wholly owned subsidiary

Capital advances

|        |        |
|--------|--------|
| 17.08  | 7.68   |
| 20.10  | 21.00  |
| 14.57  | 13.72  |
| 528.17 | 596.82 |
| 22.37  | 0.00   |
| 602.29 | 639.22 |

₹ million

**NOTE 15 : INVENTORIES**

(at lower of cost and net realisable value)

Stores and consumables

Goods in transit - Stores and consumables

| As at<br>31.03.2013 | As at<br>31.03.2012 |
|---------------------|---------------------|
| 216.77              | 175.17              |
| 5.31                | 12.08               |
| <u>222.08</u>       | <u>187.25</u>       |

**NOTE 16 : TRADE RECEIVABLES (Unsecured considered good unless stated otherwise)**

**Current**

Outstanding for more than six months from the date they are due for payment

- considered good

- considered doubtful

Other debts - considered good

- considered good

- considered doubtful

Less: Provision for doubtful debts

|                 |                 |
|-----------------|-----------------|
| 68.02           | 149.62          |
| 250.79          | 247.78          |
| <u>318.81</u>   | <u>397.40</u>   |
| 1,242.62        | 864.62          |
| 0.00            | 0.00            |
| <u>1,242.62</u> | <u>864.62</u>   |
| 250.79          | 247.78          |
| <u>1,310.64</u> | <u>1,014.24</u> |

**NOTE 17 : CASH AND BANK BALANCES**

Cash and cash equivalents

Cash on hand

Balances with scheduled banks

- current accounts

- foreign currency accounts

- unpaid dividend account

- fixed deposit accounts

- maturity less than 3 months

**Other bank balances**

- Deposits with original maturity for more than 12 months

- Deposits with original maturity for more than 3 months but less than 12 months

|                 |               |
|-----------------|---------------|
| 0.08            | 0.10          |
| 39.46           | 60.13         |
| 0.00            | 21.85         |
| 0.96            | 0.96          |
| 352.50          | 200.00        |
| <u>393.00</u>   | <u>283.04</u> |
| (a)             |               |
| 0.75            | 0.75          |
| 610.00          | 132.50        |
| <u>610.75</u>   | <u>133.25</u> |
| (b)             |               |
| <u>1,003.75</u> | <u>416.29</u> |
| (a)+(b)         |               |



₹ million

**NOTE 18 : SHORT TERM LOANS AND ADVANCES**

(Unsecured, considered good unless otherwise stated)

**Current**

|                                            | As at<br>31.03.2013 | As at<br>31.03.2012 |
|--------------------------------------------|---------------------|---------------------|
| Loans to employees                         | 0.12                | 0.13                |
| Service tax input credit                   | 18.33               | 17.68               |
| Prepaid expenses                           | 28.85               | 24.93               |
| Advance to vendors                         | 40.78               | 16.47               |
| Recoverable from key managerial personnel  | 2.78                | 2.78                |
| Short term loan to wholly owned subsidiary | 105.64              | 49.73               |
|                                            | <u>196.50</u>       | <u>111.72</u>       |

**NOTE 19 : OTHER CURRENT ASSETS**

(Unsecured, considered good unless otherwise stated)

**Current**

|                                          |              |              |
|------------------------------------------|--------------|--------------|
| Interest receivable on Bank FD           | 49.51        | 5.37         |
| Interest Recivable on Loan to Subsidiary | 7.81         | 13.37        |
| Insurance claim                          | 0.00         | 13.29        |
| Forward Contract Receivable              | 3.65         | 4.56         |
| Others                                   | 12.40        | 0.90         |
|                                          | <u>73.37</u> | <u>37.49</u> |

**NOTE 20 : INCOME FROM OPERATIONS**

Charter hire income

Other operating income

|                        | Year ended<br>31.03.2013 | Year ended<br>31.03.2012 |
|------------------------|--------------------------|--------------------------|
| Charter hire income    | 3,366.50                 | 1,807.85                 |
| Other operating income | 6.81                     | 10.42                    |
|                        | <u>3,373.31</u>          | <u>1,818.27</u>          |

**NOTE 21 : OTHER INCOME**

Interest from banks

Interest on loan to subsidiary

Exchange fluctuation gain (net)

Other non-operating income

|                                 |               |               |
|---------------------------------|---------------|---------------|
| Interest from banks             | 99.73         | 99.30         |
| Interest on loan to subsidiary  | 33.96         | 13.34         |
| Exchange fluctuation gain (net) | 96.30         | 59.30         |
| Other non-operating income      | 11.71         | 7.59          |
|                                 | <u>241.70</u> | <u>179.53</u> |

**NOTE 22: EMPLOYEE BENEFIT EXPENSES**

Salaries, wages and bonus to crew

Salaries, wages and bonus to onshore staff

Contribution to provident, and other funds

Staff welfare expenses

|                                            |               |               |
|--------------------------------------------|---------------|---------------|
| Salaries, wages and bonus to crew          | 642.08        | 550.24        |
| Salaries, wages and bonus to onshore staff | 65.29         | 61.24         |
| Contribution to provident, and other funds | 8.24          | 8.35          |
| Staff welfare expenses                     | 1.11          | 1.11          |
|                                            | <u>716.72</u> | <u>620.94</u> |



₹ million

**NOTE 23 : OTHER EXPENSES**

|                                             | Year ended<br>31.03.2013 | Year ended<br>31.03.2012 |
|---------------------------------------------|--------------------------|--------------------------|
| Virtualising and other benefit to crew      | 71.73                    | 38.18                    |
| Sub Contractor Cost- Diving Project         | 772.52                   | 204.01                   |
| Dry dock expenses                           | 0.00                     | 130.88                   |
| Stores and spares consumed                  | 280.22                   | 164.37                   |
| Fuel expenses                               | 49.16                    | 125.45                   |
| Repairs and maintenance - vessels           | 97.73                    | 26.30                    |
| Liquidated Damage                           | 5.15                     | 39.29                    |
| Customs Duty                                | 3.61                     | 72.25                    |
| Crew travelling expenditure                 | 62.02                    | 36.70                    |
| Insurance charges                           | 35.26                    | 30.38                    |
| Brokerage                                   | 3.68                     | 0.00                     |
| Bareboat Charter                            | 386.89                   | 92.06                    |
| Income Tax Paid Abroad                      | 57.00                    | 17.26                    |
| Security Expenses                           | 72.16                    | 0.00                     |
| Directors Sitting Fees                      | 0.60                     | 0.54                     |
| Director Commission                         | 1.80                     | 0.00                     |
| Travelling and conveyance                   | 11.47                    | 14.59                    |
| Repairs and maintenance -others             | 3.62                     | 2.89                     |
| Loss on Sale of Fixed Asset                 | 7.72                     | 0.00                     |
| Impairment of Assets held for Sale          | 11.78                    | 0.00                     |
| Rent                                        | 26.01                    | 24.13                    |
| Payment to auditors (excluding service tax) |                          |                          |
| As auditor                                  |                          |                          |
| - Audit fees                                | 1.91                     | 1.70                     |
| - Tax audit fees                            | 0.44                     | 0.40                     |
| - Limited review fees                       | 0.47                     | 0.43                     |
| - In any other Matter                       | 0.00                     | 0.00                     |
| - Out of pocket expenses                    | 0.04                     | 0.05                     |
| Legal & professional fees                   | 14.12                    | 6.64                     |
| Management fees                             | 46.91                    | 28.68                    |
| Bad debts written off                       | 3.23                     | 0.00                     |
| Doubtful Debts                              | 3.01                     | 0.00                     |
| Bank charges                                | 3.26                     | 4.19                     |
| Miscellaneous expenses                      | 95.03                    | 63.16                    |
|                                             | <b>2,128.55</b>          | <b>1,124.51</b>          |

**NOTE 24 : FINANCE COSTS**

Interest

- others

|                          | ₹ million                |
|--------------------------|--------------------------|
| Year ended<br>31.03.2013 | Year ended<br>31.03.2012 |
| 0.30                     | 0.12                     |
| <b>0.30</b>              | <b>0.12</b>              |

**25 CONTINGENT LIABILITIES**

Claim against the Company not acknowledge as debt

FERA Matter Refer note (a)

Custom Duty payable as per order from Commissioner of Customs(Import) Refer note (b)

|                                                     | (₹ million)                                         |
|-----------------------------------------------------|-----------------------------------------------------|
| As at<br>31.03.2013<br>Refer note (a)<br>&(b) below | As at<br>31.03.2012<br>Refer note (a)<br>&(b) below |
| 100                                                 | 100                                                 |
| 1,197                                               | Nil                                                 |

- a. The case against the Company alleging violation of Foreign Exchange Regulation Act (FERA), related to acquisition of Land drilling Rig, is pending before the Hon'ble Mumbai High Court. The Company has furnished a Bank Guarantee of ₹ 100 million to the Enforcement Directorate, FERA, towards penalty imposed, as directed by the Hon'ble Mumbai High Court. The bank guarantee is valid till March 31, 2013. No provision is considered necessary in respect of the said penalty as the management believes, based on legal opinion, that there has been no contravention to FERA.
- b. During the year 2011, the Directorate or Revenue intelligence (DRI) had instituted an enquiry in relation to payment of customs duty towards repairs/drydock undertaken on Company's vessels SEAMEC-I. SEAMEC-II and SEAMEC-III incurred outside India since 2002. The DRI provisionally assessed customs duty of ₹ 126.60 million, which the company has paid under protest subject to adjudication in December 2011.

The Company had also furnished a bank Guarantee for ₹ 82.10 million and Bond for ₹ 821 million pursuant to the order dated 17th January 2012 of Hon'ble High Court Bombay for provisional release of its vessel SEAMEC II arrested by Customs. The above order was subject to adjudication. Hon'ble High Court observed that no duty to be charged on the acquisition cost as the vessel was originally imported prior to 2001 when import duty was not applicable on such vessel.

During July - August 2012, DRI issued show cause notice, separately for each vessel and gave the liberty to reply to Commissioner of customs (Import) as to why the duty determined of aggregate value of ₹ 285.26 million, interest, penalty etc will not be levied on the company.

The Company while preferring adjudication have submitted replies to respective show cause notices, and hearing on adjudication proceeding completed before the Commissioner of Customs (Import) on 04-12-2012.

Subsequent to above, the company has received 3 corrigendum to the original show cause notices enhancing the claim of custom duty by ₹ 65.14 million against the above claim.

Commissioner of Customs has issued order dated 28th March 2013 received by Company on 16th April 2013 on the adjudication proceedings. Commissioner of Customs, in his order, Imposed duty ₹ 350 million, penalty for equivalent amount and Interest and appropriation of ₹ 126.6 million paid in Dec 2011. Penalty amount to reduce to 25% if demand of duty and interest is paid within 30 days In addition to above Confiscation redemption fine for ₹ 227.50 million has also been imposed. As per the order of Commissioner of Customs, total claim to Company including duty, penalty, interest and confiscation fine calculated to ₹ 1.197 million after adjustment of duty already paid in Dec 2011.

The Company is of the view that it has a strong case on merit and is contesting the same. Hence no further provision made towards additional Customs Duty, Penalty and Confiscation redemption fine as stated in the order of Commissioner of Customs.

**26. CAPITAL COMMITMENTS**

Estimated amount of contracts remaining to be executed on capital account and not provided for ₹ 47.19 million (Previous year ₹ NIL million).

## 27. TRADE RECEIVABLE

The Company withdrew one of its vessels from a charter hire contract due to commercial disputes. The Company has not recognised revenue of ₹ 281.99 million in respect of contract for the period January 2010 to March 2010 on account of uncertainty relating to acceptance and realisability of claims. Further, the Company has also made a provision of ₹ 239.39 million towards outstanding receivables from the same client on grounds of prudence. The Company has been pursuing legal recourse in Mexican Court.

## 28. INSURANCE CLAIM

During previous year, the Company has submitted claim of ₹ 13.29 million to Hull & Machinery underwriter towards repairs to thrusters of vessel SEAMEC-III. The Company has since received the claim.

## 29. Additional information pursuant to Part II of Schedule VI to the Companies Act, 1956

(a) Value of imported and indigenous stores, spare parts and fuel consumed

| Particulars                           | ₹ million                |        |                          |        |
|---------------------------------------|--------------------------|--------|--------------------------|--------|
|                                       | Year ended<br>31-03-2013 |        | Year ended<br>31-03-2012 |        |
|                                       | Value                    | %      | Value                    | %      |
| <b>Fuel</b>                           |                          |        |                          |        |
| Imported                              | 35.17                    | 72%    | 93.89                    | 75%    |
| Indigenous                            | 13.99                    | 28%    | 31.56                    | 25%    |
| <b>Spares &amp; Consumables</b>       | 49.16                    | 100.00 | 125.45                   | 100.00 |
| Imported                              | 99.76                    | 36%    | 113.70                   | 66%    |
| Indigenous                            | 180.45                   | 64%    | 59.64                    | 34%    |
| (above includes consumed in Dry Dock) | 280.21                   | 100.00 | 173.34                   | 100.00 |

b) C.I.F. value of imports

|                   | Year ended<br>31.03.2013 | Year ended<br>31.03.2012 |
|-------------------|--------------------------|--------------------------|
| Stores and spares | 202.42                   | 127.75                   |
| Capital goods     | 23.39                    | 491.68                   |
|                   | 225.81                   | 619.43                   |

(c) Expenditure in foreign currency (on accrual basis)

|                        |          |        |
|------------------------|----------|--------|
| Dry dock expenses      | -        | 120.35 |
| Crew costs             | 149.40   | 117.42 |
| Victualling cost       | 24.85    | 4.95   |
| Diving Cost            | 587.41   | 121.87 |
| Repairs & Maintenance  | 67.55    | 0.00   |
| Bareboat Charter       | 386.89   | 92.06  |
| Brokerage              | 3.68     | 0.00   |
| Income Tax Paid Abroad | 57.00    | 17.26  |
| Management fees        | 46.91    | 28.68  |
| Security Expenses      | 72.16    | 0.00   |
| Others                 | 146.96   | 184.66 |
|                        | 1,542.81 | 687.25 |

(d) Earnings in foreign exchange (on accrual basis)

|                        |          |          |
|------------------------|----------|----------|
| Income from operations | 2,987.43 | 1,461.00 |
| Interest on loan       | 33.96    | 13.34    |



### 30. Segment Information

Secondary segment: Geographical Segments

The company's secondary segments are the geographic distribution of activities. Revenue are specified by location of customers, while other geographic information cannot be segregated as explained in note below. The following tables present revenue and certain asset information regarding the company's geographical segments:

(₹ million)

| Particulars               | Year ended 31.03.2013 |          |          | Year ended 31.03.2012 |          |          |
|---------------------------|-----------------------|----------|----------|-----------------------|----------|----------|
|                           | Domestic              | Overseas | Total    | Domestic              | Overseas | Total    |
| <b>Revenue</b>            |                       |          |          |                       |          |          |
| Gross Receipts            | 1,956.19              | 1,417.11 | 3,373.30 | 662.36                | 1,155.91 | 1,818.27 |
| <b>Other Information*</b> |                       |          |          |                       |          |          |
| Assets                    |                       |          | 5,418.25 |                       |          | 4,780.72 |

\*Assets used in the Company's business or liabilities contracted have not been identified to any segment, as the assets and services are used interchangeably between segments. Accordingly, no disclosure relating to segment assets and liabilities are made.

### 31 Related Party disclosure

Related Parties with whom transactions have taken place during the year ended 31.03.2013

Refer Annexure- A

### 32 Disclosure regarding Derivative Instruments and Unhedged Foreign Currency Exposure

(a) The Company enters into forward exchange contracts being derivative instruments which are not intended for trading or speculative purposes but for hedge purposes to establish the amount of reporting currency required or available at the settlement date of certain payables and receivables. The Company does not have any losses on the forward contracts entered to hedge firm commitments or highly probable transactions.

The Company has entered into forward exchange contract of US\$ 10.50 million equivalent to ₹ 568.32 million (Previous Year US\$ 4.65 million equivalent to ₹ 236.22 million) to hedge its receivables to be realized at a future date.

(b) Un-hedged Foreign Currency Exposure

(₹ million)

| Particulars            | Year ended 31.03.2013 |                                        |               | Year ended 31.03.2012 |                                        |               |
|------------------------|-----------------------|----------------------------------------|---------------|-----------------------|----------------------------------------|---------------|
|                        | Currency              | Amount in Foreign Currency in 'million | ₹ million     | Currency              | Amount in Foreign Currency in 'million | ₹ million     |
| Trade Payables         | EURO                  | 0.63                                   | 44.27         | EURO                  | 0.65                                   | 45.25         |
|                        | GBP                   | 0.32                                   | 26.93         | GBP                   | 0.18                                   | 15.31         |
|                        | NOK                   | 0.22                                   | 2.07          | NOK                   | 0.56                                   | 5.05          |
|                        | SGD                   | 0.03                                   | 1.18          | SGD                   | 0.16                                   | 6.69          |
|                        | AED                   | 0.47                                   | 7.05          | AED                   | 0.20                                   | 2.87          |
|                        | USD                   | 6.03                                   | 330.22        | USD                   | 6.43                                   | 295.47        |
|                        | CFA                   | -                                      | -             | CFA                   | 0.38                                   | 3.85          |
|                        | <b>Total</b>          |                                        | <b>411.72</b> | <b>Total</b>          |                                        | <b>374.49</b> |
| ESOP Outstanding       | EURO                  | 0.31                                   | 21.78         | EURO                  | 0.30                                   | 20.96         |
| Crew Liability         | USD                   | 0.27                                   | 14.73         | USD                   | 0.14                                   | 7.38          |
| Trade Receivables      | USD                   | 7.32                                   | 394.91        | USD                   | 5.15                                   | 261.62        |
| Bank balances          | USD                   | -                                      | -             | USD                   | 0.43                                   | 21.75         |
| Non Current Investment | AED                   | 2                                      | 28.94         | AED                   | 2                                      | 25.68         |

| Particulars                    | Year ended 31.03.2013 |                                                 |           | Year ended 31.03.2012 |                                                 |           |
|--------------------------------|-----------------------|-------------------------------------------------|-----------|-----------------------|-------------------------------------------------|-----------|
|                                | Currency              | Amount<br>in Foreign<br>Currency in<br>'million | ₹ million | Currency              | Amount<br>in Foreign<br>Currency in<br>'million | ₹ million |
| Loan to Subsidiary             | USD                   | 11.75                                           | 633.81    | USD                   | 12.73                                           | 646.55    |
| Security deposit<br>Receivable | USD                   | 0.27                                            | 14.57     | USD                   | 0.27                                            | 13.72     |
| Interest Receivable            | USD                   | 0.14                                            | 7.81      | USD                   | 0.26                                            | 13.37     |

### 33 Gratuity and other post-employment benefit plans

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The scheme is funded with an insurance company in the form of a qualifying insurance policy.

The following tables summaries the components of net benefit expense recognized in the statement of profit and loss and the funded status and amounts recognized in the balance sheet for the respective plans.

#### Statement of Profit and Loss

Net employee benefit expense (recognised in contribution to provident, gratuity fund and other funds) (₹ million)

| Particulars                                        | Gratuity                 |                          |
|----------------------------------------------------|--------------------------|--------------------------|
|                                                    | Year Ended<br>31.03.2013 | Year Ended<br>31.03.2012 |
| Current service cost                               | 0.59                     | 0.69                     |
| Interest cost on benefit obligation                | 0.69                     | 0.72                     |
| Expected return on plan assets                     | (0.77)                   | (0.72)                   |
| Net actuarial( gain) / loss recognised in the year | (0.49)                   | (1.25)                   |
| Past service cost                                  | -                        | -                        |
| Net benefit expense                                | 0.01                     | 0.56                     |
| Actual return on plan assets                       | 0.78                     | 1.44                     |

#### Balance sheet

##### Details of Provision for gratuity

|                                      |      |      |
|--------------------------------------|------|------|
| Defined benefit obligation           | 7.80 | 8.09 |
| Fair value of plan assets            | 8.68 | 9.00 |
|                                      | 0.89 | 0.91 |
| Less: Unrecognised past service cost | -    | -    |
| Plan asset / (liability)             | 0.89 | 0.91 |

#### Changes in the present value of the defined benefit obligation are as follows:

|                                                |        |        |
|------------------------------------------------|--------|--------|
| Opening defined benefit obligation             | 8.10   | 8.68   |
| Interest cost                                  | 0.69   | 0.72   |
| Current service cost                           | 0.59   | 0.69   |
| Past Service Cost (Vested Benefit) in the year | -      | -      |
| Benefits paid                                  | (1.10) | (1.46) |
| Actuarial (gains) / losses on obligation       | (0.48) | (0.53) |
| Closing defined benefit obligation             | 7.80   | 8.10   |

#### Changes in the fair value of plan assets are as follows:

|                                   |        |        |
|-----------------------------------|--------|--------|
| Opening fair value of plan assets | 9.00   | 9.02   |
| Expected return                   | 0.77   | 0.72   |
| Contributions by employer         | -      | -      |
| Benefits paid                     | (1.10) | (1.46) |
| Actuarial gains / (losses)        | 0.01   | 0.72   |
| Closing fair value of plan assets | 8.68   | 9.00   |



The Company expects to contribute ₹ 0.00 million to gratuity in 2013-14.

The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

|                          |      |      |
|--------------------------|------|------|
| Investments with insurer | 100% | 100% |
|--------------------------|------|------|

The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled. There has been significant change in expected rate of return on assets due to the improved stock market scenario.

The principal assumptions used in determining gratuity for the Company's plans are shown below:

|                                   | 31-3-2013 | 31-3-2012 | 31-3-2011 |
|-----------------------------------|-----------|-----------|-----------|
| Discount rate                     | 8.00%     | 8.25%     | 8.00%     |
| Expected rate of return on assets | 8.70%     | 8.00%     | 7.00%     |
| Salary Escalation                 | 7.00%     | 7.00%     | 7.00%     |

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Amounts for the current and previous periods are as follows:

|                                                                              | 31.03.2013 | 31.03.2012 | 31-3-2011 |
|------------------------------------------------------------------------------|------------|------------|-----------|
| Defined benefit obligation                                                   | 7.80       | 8.09       | 8.68      |
| Plan assets                                                                  | 8.68       | 9.00       | 9.02      |
| Surplus / (deficit)                                                          | 0.89       | 0.91       | 0.33      |
| Experience adjustment on plan liabilities                                    | (0.68)     | (0.53)     | (0.20)    |
| Experience adjustment on plan assets                                         | 0.01       | 0.72       | (0.13)    |
| The information prior to 31.03.2010 is not available and hence not disclosed |            |            |           |

### 34 Leases

#### In case of assets taken on lease

##### Operating Lease : Company as lessee

Office premises are obtained on operating lease / leave and license. The lease term is for the period of 1 to 9 years and renewable at the option of the Company. There are no restrictions imposed by lease arrangements. The Company has leased out part of office premises on operating lease. The total lease term is for a period of 60 months out of which there is a lock-in period of initial 36 months with non-renewable condition after 60 months.

##### Minimum lease payments under operating lease / leave and license for period

(₹ million)

| Particulars                                              | Year Ended<br>31.03.2013 | Year Ended<br>31.03.2012 |
|----------------------------------------------------------|--------------------------|--------------------------|
| i. Not later than one year                               | 24.99                    | 24.37                    |
| ii. Later than one year but not later than five years    | 108.14                   | 104.35                   |
| iii. Later than five years                               | 6.99                     | 34.96                    |
| Lease payments recognized in the Profit and Loss Account | 26.01                    | 24.13                    |

The lease fees shall be increased by 15% over the last monthly lease fee paid after completion of every 36 months from the rent commencement date of the lease deed agreement.

##### Operating Lease (sub lease) : Company as lessor

##### Minimum lease receipts under operating lease / leave and license for period

|                                                          |       |      |
|----------------------------------------------------------|-------|------|
| i. Not later than one year                               | 5.16  | 1.72 |
| ii. Later than one year but not later than five years    | 17.02 | 0.00 |
| iii. Later than five years                               | 0.00  | 0.00 |
| Lease payments recognized in the Profit and Loss Account | 5.16  | 5.16 |

The lease fees shall be increased by 15% over the last monthly lease fee paid after completion of every 36 months from the rent commencement date of the lease deed agreement.

### 35 Earning Per Share

The following reflects the profit and share data used in the basic and diluted EPS computations:

(₹ million)

|                                                                             | Year ended<br>31.03.2013 | Year ended<br>31.03.2012 |
|-----------------------------------------------------------------------------|--------------------------|--------------------------|
| Total operations for the year                                               |                          |                          |
| Profit/Loss after tax                                                       | 340.94                   | (103.69)                 |
| Net profit/ (loss) for calculation of basic and diluted EPS                 | 340.94                   | (103.69)                 |
| Weighted average number of equity shares in calculating basic & diluted EPS | 33.90                    | 33.90                    |

### 36 Previous year figures

Previous Year figures have been regrouped / reclassified, where necessary, to confirm this years, classification.

As per our report of even date

For **S.R. BATLIBOI & Co. LLP**  
Chartered Accountants  
ICAI Firm Registration No: 301003E

**per Hemal Shah**  
Partner  
Membership No: 42650

Place: Mumbai  
Date: May 23,2013

For and on behalf of the Board of Directors of SEAMEC Limited

**Captain C.J.Rodricks**  
Managing Director

**Swapan S Biswas**  
Chief Financial Officer  
Place: Goa  
Date: May 23,2013

**Bhavna Doshi**  
Director

**S N Mohanty**  
Chief Legal Officer & Company Secretary

## Annexure - A

Related Parties with whom transactions have taken place during the year ended 31.03.2013

| Particulars                 | Technip SA               |          | Seamec International FZE |          | Technipnet SA     |          | Technip UK Limited |          | Technip France SAS |          | Global Industries Asia Pacific Pte Ltd. |          | Key Management Personnel |          |
|-----------------------------|--------------------------|----------|--------------------------|----------|-------------------|----------|--------------------|----------|--------------------|----------|-----------------------------------------|----------|--------------------------|----------|
|                             | Ultimate Holding Company |          | Subsidiary Company       |          | Fellow Subsidiary |          | Fellow Subsidiary  |          | Fellow Subsidiary  |          | Fellow Subsidiary                       |          |                          |          |
|                             | 2012-13                  | 2011-12  | 2012-13                  | 2011-12  | 2012-13           | 2011-12  | 2012-13            | 2011-12  | 2012-13            | 2011-12  | 2012-13                                 | 2011-12  | 2012-13                  | 2011-12  |
| Transaction during the year | 0                        | 0        | 0                        | 0        | 0                 | 0        | 531.97             | 162.53   | 319.17             | 118.71   | 0                                       | 0        | 0                        | 0        |
| Income from operations      | 0                        | 0        | 33.96                    | 13.34    | 0                 | 0        | 0                  | 0        | 0                  | 0        | 0                                       | 0        | 0                        | 0        |
| Interest on Loan recd       | 0                        | 0        | 0                        | 7.42     | 0                 | 0        | 54.41              | 0.35     | 0                  | 0        | 0                                       | 0        | 0                        | 0        |
| Reimbursement Received      | 35.27                    | 21.74    | 0                        | 0        | 11.64             | 6.94     | 0                  | 0        | 0                  | 0        | 0                                       | 0        | 0                        | 0        |
| Management Fees expenses    | 0                        | 0        | 0                        | 0.63     | 0                 | 0        | 0                  | 0        | 0                  | 0        | 0                                       | 0        | 0                        | 0        |
| Management Services Income  | 4                        | 11       | 0                        | 0        | 0                 | 0        | 0                  | 0        | 0                  | 0        | 0                                       | 0        | 0                        | 0        |
| ESOP & Incentive Expenses   | 0                        | 0        | 387                      | 92.06    | 0                 | 0        | 0                  | 0        | 0                  | 0        | 0                                       | 0        | 0                        | 0        |
| Bareboat Charter expenses   | 0                        | 0        | 0                        | 13.44    | 0                 | 0        | 0                  | 0        | 0                  | 0        | 0                                       | 0        | 0                        | 0        |
| Investment in Shares        | 0                        | 0        | 0                        | 646.55   | 0                 | 0        | 0                  | 0        | 0                  | 0        | 0                                       | 0        | 0                        | 0        |
| Loan to Subsidiary          | 0                        | 0        | 48.26                    | 0        | 0                 | 0        | 0                  | 0        | 0                  | 0        | 0                                       | 0        | 0                        | 0        |
| Repayment of Loan           | 0                        | 0        | 0                        | 13.72    | 0                 | 0        | 0                  | 0        | 0                  | 0        | 0                                       | 0        | 0                        | 0        |
| Security Deposit            | 0                        | 0        | 0                        | 11.75    | 0                 | 0        | 2.35               | 0        | 51.18              | 0        | 0.16                                    | 0        | 0                        | 0        |
| Reimbursement of Expenses   | 0                        | 0        | 0                        | 0        | 0                 | 0        | 0                  | 0        | 0                  | 0        | 0                                       | 0        | 0                        | 0        |
| Salaries & Allowances       | 0                        | 0        | 0                        | 0        | 0                 | 0        | 0                  | 0        | 0                  | 0        | 0                                       | 0        | 25.96                    | 21.72    |
| Year end balances           | 31.03.13                 | 31.03.12 | 31.03.13                 | 31.03.12 | 31.03.13          | 31.03.12 | 31.03.13           | 31.03.12 | 31.03.13           | 31.03.12 | 31.03.13                                | 31.03.12 | 31.03.13                 | 31.03.12 |
| Loan to Subsidiary          | 0                        | 0        | 633.81                   | 646.55   | 0                 | 0        | 0                  | 0        | 0                  | 0        | 0                                       | 0        | 0                        | 0        |
| Security Deposit            | 0                        | 0        | 14.57                    | 13.72    | 0                 | 0        | 0                  | 0        | 0                  | 0        | 0                                       | 0        | 0                        | 0        |
| Reimbursable Receivable     | 21.78                    | 20.96    | 0                        | 0        | 0                 | 0        | 0                  | 0        | 0                  | 0        | 0                                       | 0        | 0                        | 0        |
| Interest Receivable         | 0                        | 0        | 7.81                     | 13.37    | 0                 | 0        | 0                  | 0        | 0                  | 0        | 0                                       | 0        | 0                        | 0        |
| Balance payable             | 22.18                    | 13.74    | 136.62                   | 66.74    | 8.96              | 3.91     | 2.20               | 0        | 0                  | 0        | 0.16                                    | 0        | 0                        | 0        |
| Balance receivable          | 0                        | 0        | 0                        | 0        | 0                 | 0        | 184.88             | 93.87    | 103.69             | 0        | 0                                       | 0        | 2.78                     | 2.78     |

There are no transaction with Coflexip Stena Offshore (Mauritius) Limited, the Holding Company during the current and the previous period.

Key management personnel - Captain C J Rodricks, Managing Director

In absence of profit during the previous year ended March 31, 2011, not determinable on the date of such approval, the remuneration paid for the previous year was in excess of the requirements of the Companies Act, 1956. The Company has made an application to the Central Government on March 14, 2011 for waiver of the excess remuneration of ₹10.51 million. The excess remuneration has been approved by the shareholders at an Extraordinary General Meeting held on October 12, 2011. Ministry of Corporate Affairs, Government of India vide letter dated January 12, 2012 approved ₹ 7.73 million subject to condition that ₹ 2.78 million is recovered from Managing Director. The Company has made a representation to the Central Government for review of its above decision. The decision is pending.





## Independent Auditor's Report

To the Board of Directors of SEAMEC Limited

We have audited the accompanying consolidated financial statements of SEAMEC Limited ("the Company") and its subsidiaries, which comprise the consolidated Balance Sheet as at March 31, 2013, and the consolidated Statement of Profit and Loss and the consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and presentation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the consolidated Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- (b) in the case of the consolidated Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) in the case of the consolidated Cash Flow Statement, of the cash flows for the year ended on that date.

### Other Matter

We did not audit total assets of ₹ 629.30 million as at March 31, 2013, total revenues of ₹ Nil and net cash inflows amounting to ₹ 31.69 million for the year then ended, included in the accompanying consolidated financial statements in respect of 1 subsidiary, whose financial statements and other financial information have been audited by other auditor and whose report has been furnished to us. Our opinion, in so far as it relates to the affairs of such subsidiary is based solely on the report of other auditor. Our opinion is not qualified in respect of this matter.

For S.R. BATLIBOI & CO. LLP

Chartered Accountants

ICAI Firm registration number: 301003E

per Hemal Shah

Partner

Membership Number: 42650

Place: Mumbai

Date: May 23, 2013



## Consolidated Balance Sheet as at March 31, 2013

₹ million

| Particulars                        | Note No | As at<br>31.03.2013 | As at<br>31.03.2012 |
|------------------------------------|---------|---------------------|---------------------|
| <b>I. EQUITY AND LIABILITIES</b>   |         |                     |                     |
| <b>(1) Shareholders' Funds</b>     |         |                     |                     |
| (a) Share Capital                  | 4       | 339.00              | 339.00              |
| (b) Reserves and Surplus           | 5       | 4,397.20            | 3,996.17            |
|                                    |         | <b>4,736.20</b>     | <b>4,335.17</b>     |
| <b>(2) Non-Current Liabilities</b> |         |                     |                     |
| (a) Long term provisions           | 6       | 8.00                | 10.45               |
| <b>(3) Current Liabilities</b>     |         |                     |                     |
| (a) Trade payables                 | 7       | 561.95              | 352.16              |
| (b) Other current liabilities      | 8       | 56.26               | 51.65               |
| (c) Short term provision           | 9       | 9.67                | 6.30                |
|                                    |         | <b>627.88</b>       | <b>410.11</b>       |
| <b>Total</b>                       |         | <b>5,372.08</b>     | <b>4,755.73</b>     |
| <b>II. ASSETS</b>                  |         |                     |                     |
| <b>(1) Non-current assets</b>      |         |                     |                     |
| (a) Fixed assets                   |         |                     |                     |
| (i) Tangible assets                | 10      | 2,563.52            | 2,978.67            |
| (ii) Intangible assets             | 11      | 2.43                | 3.44                |
| (iii) Capital work-in-progress     | 12      | 2.62                | 0.00                |
| (b) Long term loans and advances   | 13      | 60.52               | 29.60               |
|                                    |         | <b>2,629.09</b>     | <b>3,011.71</b>     |
| <b>(2) Current assets</b>          |         |                     |                     |
| (a) Inventories                    | 14      | 222.08              | 187.25              |
| (b) Trade receivables              | 15      | 1,310.64            | 1,014.24            |
| (c) Cash and bank balances         | 16      | 1,035.44            | 426.81              |
| (d) Short-term loans and advances  | 17      | 96.31               | 81.05               |
| (e) Other current assets           | 18      | 65.56               | 9.93                |
|                                    |         | <b>2,730.03</b>     | <b>1,719.28</b>     |
| Fixed assets held for sale         | 12      | 12.96               | 24.74               |
| <b>Total</b>                       |         | <b>5,372.08</b>     | <b>4,755.73</b>     |

Summary of significant accounting policies

3

The accompanying notes are an integral part of the financial statements  
As per our report of even date

For **S.R. BATLIBOI & Co. LLP**  
Chartered Accountants  
ICAI Firm Registration No: 301003E

For and on behalf of the Board of Directors of SEAMEC Limited

per **Hemal Shah**  
Partner  
Membership No: 42650

**Captain C.J.Rodricks**  
Managing Director

**Bhavna Doshi**  
Director

**Swapan S Biswas**  
Chief Financial Officer  
Place: Goa  
Date: May 23, 2013

**S N Mohanty**  
Chief Legal Officer & Company Secretary

Place: Mumbai  
Date: May 23, 2013

Consolidated Statement of profit and loss for the Twelve month ended March 31, 2013

₹ million

| Particulars                                                                          | Note No | Year ended<br>31.03.2013 | Year ended<br>31.03.2012 |
|--------------------------------------------------------------------------------------|---------|--------------------------|--------------------------|
| <b>INCOME</b>                                                                        |         |                          |                          |
| I. Revenue from operations                                                           | 19      | 3,373.31                 | 1,817.69                 |
| II. Other Income                                                                     | 20      | 214.18                   | 162.59                   |
| <b>III. Total Revenue (I + II)</b>                                                   |         | <b>3,587.49</b>          | <b>1,980.28</b>          |
| <b>IV. Expenses:</b>                                                                 |         |                          |                          |
| Employee benefit expense                                                             | 21      | 886.04                   | 681.38                   |
| Other expenses                                                                       | 22      | 1,763.46                 | 1,042.70                 |
| Finance costs                                                                        | 23      | 0.30                     | 0.12                     |
| Depreciation and amortization expense                                                |         | 474.44                   | 342.79                   |
| <b>Total Expenses</b>                                                                |         | <b>3,124.24</b>          | <b>2,066.99</b>          |
| V. Profit / Loss before tax (III -IV)                                                |         | <b>463.25</b>            | <b>(86.71)</b>           |
| VI. Tax expense:                                                                     |         |                          |                          |
| Current tax (including provision for earlier years - ₹ 0.40, Previous year ₹ Nil-)   |         | 59.25                    | 45.20                    |
| VII. Profit/ Loss for the year                                                       | (V -VI) | <b>404.00</b>            | <b>(131.91)</b>          |
| VIII. Earning per equity share: Nominal value of share ₹ 10/- (Previous year ₹ 10/-) |         |                          |                          |
| (1) Basic                                                                            | 34      | 11.92                    | (3.89)                   |
| (2) Diluted                                                                          |         | 11.92                    | (3.89)                   |
| Significant accounting policies                                                      | 3       |                          |                          |

The accompanying notes are an integral part of the financial statements  
As per our report of even date

For **S.R. BATLIBOI & Co. LLP**  
Chartered Accountants  
ICAI Firm Registration No: 301003E

**per Hemal Shah**  
Partner  
Membership No: 42650

Place: Mumbai  
Date: May 23, 2013

For and on behalf of the Board of Directors of SEAMEC Limited

**Captain C.J.Rodricks**  
Managing Director

**Swapan S Biswas**  
Chief Financial Officer  
Place: Goa  
Date: May 23, 2013

**Bhavna Doshi**  
Director

**S N Mohanty**  
Chief Legal Officer & Company Secretary



## Consolidated Statement of Cash Flow for the Twelve month ended March 31, 2013

₹ million

|                                                                                             | Year ended<br>31.03.2013 | Year ended<br>31.03.2012 |
|---------------------------------------------------------------------------------------------|--------------------------|--------------------------|
| <b>Cash flows from operating activities</b>                                                 |                          |                          |
| Profit/(loss) before tax                                                                    | 463.25                   | (86.72)                  |
| Adjusted for                                                                                |                          |                          |
| Depreciation and amortisation                                                               | 474.44                   | 342.79                   |
| Impairment of Assets held for Sale                                                          | 11.78                    | 0.00                     |
| Provision-Doubtful Advances                                                                 | 3.01                     | 0.00                     |
| Bad Debts Write off                                                                         | 3.23                     | 0.00                     |
| Machinery spares consumed                                                                   | 10.14                    | 14.37                    |
| Loss on Sale of Fixed Assets                                                                | 7.72                     | 0.00                     |
| Provision for doubtful debts written back                                                   | (1.64)                   | (0.43)                   |
| Liability no longer required                                                                | (3.41)                   | (1.56)                   |
| Interest income, net                                                                        | (99.73)                  | (99.18)                  |
| Effect of exchange differences on translation of foreign currency cash and cash equivalents | 0.00                     | 1.22                     |
| Unrealised exchange (gain) / losses                                                         | (72.23)                  | 13.44                    |
| Operating profit before working capital changes                                             | 796.56                   | 183.94                   |
| Adjusted for (increase) / decrease                                                          |                          |                          |
| Inventories                                                                                 | (34.83)                  | 4.42                     |
| Trade receivables                                                                           | (302.64)                 | (684.63)                 |
| Long term loans and advances                                                                | (30.92)                  | 0.00                     |
| Short-term loans and advances                                                               | (15.26)                  | (26.74)                  |
| Other current assets                                                                        | (55.63)                  | 36.19                    |
| Long term provisions                                                                        | (2.45)                   | (0.50)                   |
| Trade payables                                                                              | 204.74                   | 38.35                    |
| Short term provision                                                                        | 3.37                     | 6.18                     |
| Increase in Fixed assets held for sale                                                      | 0.00                     | (24.74)                  |
| Other current liabilities                                                                   | 4.61                     | (7.08)                   |
| <b>Cash (utilised) / generated in / from operations</b>                                     | 633.32                   | (474.61)                 |
| Direct taxes paid, net of refunds                                                           | (68.64)                  | (28.55)                  |
| <b>Net cash flows (used)/generated in / from operating activities</b>                       | 564.68                   | (446.06)                 |
| <b>Cash flows from investing activities</b>                                                 |                          |                          |
| Purchase of tangible assets                                                                 | (52.85)                  | (1,347.29)               |
| Purchase of intangible assets                                                               | 0.00                     | (3.71)                   |
| Increase in Capital work in progress                                                        | (2.62)                   | 95.71                    |
| Proceeds from sale of fixed assets                                                          | 0.00                     | 0.00                     |
| Investment in fixed deposits for More than 3 Months                                         | (477.50)                 | 1,584.35                 |
| Interest received                                                                           | 99.73                    | 99.30                    |
| <b>Net cash used in investing activities</b>                                                | (433.24)                 | 428.36                   |

₹ million

**Cash flows from financing activities**

Finance charges paid

**Net cash used in financing activities**

Effect of exchange differences on translation of foreign currency cash and cash equivalents

**Net increase / (decrease) in cash and cash equivalents**

CASH AND BANK BALANCES, beginning of period

**CASH AND BANK BALANCES, end of period**

**Components of Cash and Cash equivalents: (Refer Note 1)**

Cash on hand

Balances with Scheduled banks

- current accounts

- foreign currency accounts

- unpaid dividend account\*

- fixed deposit accounts

**As per balance sheet**

| Year ended<br>31.03.2013 | Year ended<br>31.03.2012 |
|--------------------------|--------------------------|
| (0.30)                   | (0.12)                   |
| (0.30)                   | (0.12)                   |
| 0.00                     | (1.22)                   |
| 131.13                   | (17.58)                  |
| 293.56                   | 312.36                   |
| 424.69                   | 293.56                   |
| As at<br>31.03.2013      | As at<br>31.03.2012      |
| 0.08                     | 0.11                     |
| 39.46                    | 70.64                    |
| 31.69                    | 21.85                    |
| 0.96                     | 0.96                     |
| 352.50                   | 200.00                   |
| 424.69                   | 293.56                   |

**Notes:**

1. Fixed deposits included in Cash and Cash equivalents pertains to investments with an original maturity of three months or less. Fixed deposits having maturity greater than three months have been shown under the Cash flow from Investing activities

2. \* The Company can utilise these balances only towards settlement of respective unpaid dividend

The accompanying notes are an integral part of the financial statements

As per our report of even date

For **S.R. BATLIBOI & Co. LLP**  
Chartered Accountants  
ICAI Firm Registration No: 301003E

**For and on behalf of the Board of Directors of SEAMEC Limited**

**per Hemal Shah**  
Partner  
Membership No: 42650

**Captain C.J.Rodricks**  
Managing Director

**Bhavna Doshi**  
Director

**Swapan S Biswas**  
Chief Financial Officer  
Place: Goa  
Date: May 23,2013

**S N Mohanty**  
Chief Legal Officer & Company Secretary

Place: Mumbai  
Date: May 23,2013



## Notes to Financial Statements for the period ended March 31, 2013

### 1 Corporate Information

SEAMEC Limited is a public Company incorporated under the Companies Act, 1956. The Company operates Multi Support Vessels for providing support services including marine, construction and diving services to offshore oilfields.

### 2 Basis of preparation

The consolidated financial statements of the SEAMEC Limited (the Company) & its subsidiary Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared on an accrual basis and under the historical cost convention.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

### 3 Summary of Significant Accounting Policies

#### (a) Principles of Consolidation

- (i) The consolidated financial statements of the group have been prepared in accordance with the Accounting Standard 21 'Consolidated Financial Statements' notified under by the Companies (Accounting Standards) Rules, 2006 (as amended).
- (ii) The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Company's separate financial statements.
- (iii) The financial statements of the Company & its subsidiary have been combined on a line-by-line basis by adding together book values of the like items of assets, liabilities, income & expenses after eliminating all intra group transactions, balances, unrealised surplus and deficits on transactions.
- (iv) The company considered in the consolidated financial statements are listed below:

| Sr No. | Name of Subsidiary :                           | Proportion of ownerswhip interest either directly or indirectly |                      |
|--------|------------------------------------------------|-----------------------------------------------------------------|----------------------|
|        |                                                | As on March 31, 2013                                            | As on March 31, 2012 |
| 1      | Seamec International FZE, United Arab Emirates | 100%                                                            | 100%                 |

#### (b) Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

#### (c )Tangible Fixed Assets

Fixed assets are stated at cost, net of accumulated depreciation and impairment losses if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Gains or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

Assets held for disposal are stated at lower of their net book value or net realisable value and are shown separately in financial statements.

#### (d) Depreciation on tangible fixed assets

Depreciation is provided using the Straight Line Method as per the useful lives of the assets estimated by the management, which is higher than at the rates prescribed under schedule XIV of the Companies Act, 1956 .

| Assets                          | Useful life (In Years) |
|---------------------------------|------------------------|
| Fleet                           | 15 to 20               |
| Fleet Equipments                | 3 to 7                 |
| Lease hold improvements         | 5                      |
| Office Equipments and Computers | 5                      |
| Vehicles                        | 4                      |

Machinery/ insurance spares are depreciated over the balance useful life of the respective asset or the mother vessel, whichever is lower. Fixed assets individually costing less than ₹ 5 thousand are fully depreciated in the year of purchase.

**(e) Intangible assets**

Computer software is capitalised and amortised on a straight-line basis over its useful life, which is estimated as five years.

**(f) Impairment of tangible and intangible assets**

The carrying amounts of all assets are reviewed at each balance sheet date, if there is any indication of impairment based on internal / external factors, whether they are recorded in excess of their recoverable amounts, and where carrying values exceed this estimated recoverable amount, assets are written down to their recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

**(g) Investments**

Investments which are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognise a decline other than temporary in the value of the investments.

**(h) Inventories**

Inventories consist of stores and consumables for use in running of fleets. These are valued at lower of cost and net realizable value. Cost is determined on weighted average basis. Inventory items individually costing less than ₹ 5 thousand are charged to consumption.

**(i) Cash and cash equivalents**

Cash and cash equivalents in cash flow statement comprise cash in hand and at bank in current and foreign currency accounts. Term deposits having maturity of three months or less are considered as cash equivalents.

**(j) Retirement and other employee benefits**

- i. Retirement benefits in the form of Provident Fund are a defined contribution scheme and the contributions are charged to the Statement of Profit and Loss for the year when the contributions to the respective funds are due. There are no other obligations other than the contribution payable to the respective fund.
- ii. Contribution to Superannuation Fund, a defined contribution scheme, is made to the Life Insurance Corporation of India, as per the arrangement with them, and the contributions are charged to the Statement of Profit and Loss for the year when the contributions to the respective funds are due.
- iii. Gratuity, a defined benefit scheme is covered by a Group Gratuity cum Life Assurance Policy with Life Insurance Corporation of India ("LIC"). Annual contribution to the fund as determined by LIC. The shortfall between the accumulated funds available with LIC and liability as determined on the basis of an actuarial valuation is provided for as at the year-end. The actuarial valuation is done as per projected unit credit method. Actuarial gains/losses are immediately taken to statement of profit and loss as per projected unit credit method and are not deferred.
- iv. Short term compensated absences are provided for based on estimates.



- v. The company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred.

#### (k) Foreign Currency transactions

- i. **Initial recognition**

Foreign currency transactions are recorded in the reporting currency by applying, to the foreign currency amount, the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

- ii. **Conversion**

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

- iii. **Exchange differences**

Exchange differences arising on the settlement of monetary items at rates different from those at which they were initially recorded during the period, or reported in previous financial statements, are recognised as income or as expenses in the period in which they arise.

- iv. **Forward Exchange Contracts not intended for trading or speculation purposes**

The premium or discount arising at the inception of forward exchange contracts is amortised as expense or income over the life of the contract. Exchange differences on such contracts are recognised in the statement of profit and loss in the period in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognised as income or as expense for the period.

- v. **Translation of Non Integral Foreign Operation**

Translation of Foreign subsidiary is done in accordance with AS-11 (Revised) "The Effects of Changes in Foreign Exchange Rates". The Company Classifies its Foreign operation as "Non Integral Foreign Operation".

The assets & liabilities of non integral foreign operation are translated into the reporting currency at the exchange rate prevailing at the reporting date and their statement of profit & loss are translated at the average rate for the year. The Exchange differences arising on translation are accumulated in the Foreign currency translation reserve.

#### (l) Income Tax

Tax expense comprises of Current Tax. Current Income tax liability on shipping income is determined based on the net tonnage of each of its vessels, in accordance with section 115VT of the Income Tax Act, 1961. Income other than shipping income is taxed in accordance with the other provisions of the Income Tax Act, 1961. Further, with the applicability of above section, there is no timing difference between taxable and book profit. Therefore, there is no deferred tax.

#### (m) Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

- i. **Charter hire income**

Charter hire income comprises income from charter hire of multi-support vessels and income from supply of marine and diving crew and services. Charter hire revenues are recognised at contracted rates over the charter period. Revenues from supply of crew and services are classified as other operating revenue and recognised on rendering of the service, based on day rate charges as per the terms of the agreements.

- ii. **Interest**

Revenue is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

- iii. **Claims**

Claims are accounted when it is reasonably certain that the ultimate collections will be received.



iv. Rental income

Rental income is accrued on time basis, by reference to agreements entered.

**(m) Operating lease**

Leases where the leaser effectively retains substantially all the risks and benefits of the ownership of the lease term, are classified as operating leases. Operating lease payments are recognised as an expense in the Profit and Loss Account on a straight line basis over the lease term.

**(n) Provisions**

A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources embodying economic benefits, will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

**(o) Segment Reporting**

i. Primary Business Segments

The Company is primarily engaged in a single segment business of providing support services including marine, construction and diving services to offshore oilfields in India and abroad, and accordingly, this is the only primary reportable segment.

ii. Secondary Geographical Segments

Secondary segmental reporting is based on geographical location of the client. The geographical segment has been disclosed based on revenues within India and revenues outside India.

**(p) Earnings per Share**

Basic earnings per share are calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of diluted potential equity shares, if any. The Company does not have any diluted equity shares as at the period end.

**(q) Contingent liabilities**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements.

**NOTE 4 : SHARE CAPITAL**

**Authorised**

50,000,000 (Previous year 50,000,000 ) equity shares of Rs 10 each

**Issued, subscribed and fully paid-up**

33,900,000 (Previous period 33,900,000) equity shares of Rs 10 each fully paid-up

|  | ₹ million           |                     |
|--|---------------------|---------------------|
|  | As at<br>31.03.2013 | As at<br>31.03.2012 |
|  | 500.00              | 500.00              |
|  | 339.00              | 339.00              |
|  | 339.00              | 339.00              |

**(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period**



₹ million

**Equity shares**

At the beginning of the period

Outstanding at the end of the period

| As at<br>31.03.2013 | As at<br>31.03.2012 |
|---------------------|---------------------|
| 339.00              | 339.00              |
| 339.00              | 339.00              |

**(b) Terms/ rights attached to equity shares**

The company has only one class of equity shares having par value of ₹10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**(c) Shares held by holding company**

Out of equity shares issued by the company, shares held by its holding company are as below:

₹ million

**All nos. in thousand**

Coflexip Stena Offshore (Mauritius) Limited

25,425 (31 March 2012: 25,425) equity shares of ₹10 each fully paid

| As at<br>31.03.2013 | As at<br>31.03.2012 |
|---------------------|---------------------|
| 254.25              | 254.25              |

**(d) Details of shareholders holding more than 5% shares in the company****Name of the shareholder**

No.million

% holding in  
the class% holding in  
the class

Coflexip Stena Offshore (Mauritius) Limited

25.425

75%

75%

As per records of the company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

**NOTE-5 : RESERVES AND SURPLUS**

Securities premium account

Foreign Exchange Fluctuation Reserve

As per last Balance Sheet

Foreign Flactuation for the year

General reserve

As per last Balance Sheet

Add: Transferred from Shipping Reserve (u/s 33AC) utilised

Add: Transferred from Tonnage Reserve utilised

Tonnage tax reserve u/s 115VT of Income Tax Act, 1961

| As at<br>31.03.2013 | As at<br>31.03.2012 |
|---------------------|---------------------|
| 501.75              | 501.75              |
| 0.63                | 0.07                |
| (2.71)              | 0.56                |
| (2.08)              | 0.63                |
| 684.31              | 684.31              |
| -                   | -                   |
| -                   | -                   |
| 684.31              | 684.31              |

₹ million

|                                                                              | As at<br>31.03.2013 | As at<br>31.03.2012 |
|------------------------------------------------------------------------------|---------------------|---------------------|
| Balance as per last Balance Sheet                                            | 702.50              | 702.50              |
| Add: Transfer from Profit and Loss Account for the year                      | 44.00               | 0.00                |
|                                                                              | 746.50              | 702.50              |
| Profit and loss account                                                      |                     |                     |
| Balance brought forward from previous year                                   | 2,106.98            | 2,238.90            |
| Profit and loss for the period                                               | 403.74              | (131.92)            |
| Less:- Transfer to Tonnage Reserve account u/s 115VT of Income Tax Act, 1961 | 44.00               | 0.00                |
|                                                                              | 2,466.72            | (131.92)            |
|                                                                              | 4,397.20            | 3,996.17            |

#### NOTE-6 : LONG TERM PROVISIONS

Provision for employee benefits (Leave Encashment)

|      |       |
|------|-------|
| 8.00 | 10.45 |
| 8.00 | 10.45 |

#### NOTE-7: TRADE PAYABLES

Trade payables

As per information available with the Company, there are no dues payable to small, micro and medium enterprises as per MSMED Act, 2006.

|        |        |
|--------|--------|
| 561.95 | 352.16 |
| 561.95 | 352.16 |

#### NOTE-8: OTHER CURRENT LIABILITIES

Unclaimed Dividend

Payable to holding Company on account of reimbursements

TDS Payable

Security deposit

Deferred Forward Contract Premium

Other liabilities

|       |       |
|-------|-------|
| 0.96  | 0.96  |
| 21.78 | 25.75 |
| 16.02 | 18.44 |
| 3.76  | 3.76  |
| 0.99  | 0.91  |
| 12.75 | 1.83  |
| 56.26 | 51.65 |

#### NOTE-9: SHORT TERM PROVISION

Provision for employee benefits (Leave Encashment)

|      |      |
|------|------|
| 9.67 | 6.30 |
| 9.67 | 6.30 |



**NOTE 10 : TANGIBLE ASSETS**

₹ million

|                          | Fleet and fleet equipment | Machinery spares | Leasehold improvement | Office equipment | Vehicles    | Total           |
|--------------------------|---------------------------|------------------|-----------------------|------------------|-------------|-----------------|
| <b>Cost or valuation</b> |                           |                  |                       |                  |             |                 |
| At 1 April 2011          | 4,090.40                  | 74.38            | 12.64                 | 12.51            | 4.60        | 4,194.53        |
| Additions                | 1,277.50                  | 37.12            |                       | 1.65             | 0.69        | 1,316.96        |
| Disposals                | -                         | (22.52)          | -                     | -                | -           | (22.52)         |
| <b>At 31 March 2012</b>  | <b>5,367.90</b>           | <b>88.98</b>     | <b>12.64</b>          | <b>14.16</b>     | <b>5.29</b> | <b>5,488.97</b> |
| Additions                | 30.00                     | 19.72            |                       | 3.13             | -           | 52.85           |
| Disposals                | (55.03)                   | (20.42)          |                       | -                | -           | (75.45)         |
| Exchange Difference      | (42.59)                   | -                | -                     | (0.14)           | (0.05)      | (42.78)         |
| <b>At March 31, 2013</b> | <b>5,385.46</b>           | <b>88.28</b>     | <b>12.64</b>          | <b>17.43</b>     | <b>5.34</b> | <b>5,509.15</b> |
| <b>Depreciation</b>      | <b>-</b>                  | <b>-</b>         | <b>-</b>              | <b>-</b>         | <b>-</b>    | <b>-</b>        |
| At 1 April 2011          | 2,125.51                  | 35.77            | 3.94                  | 9.60             | 1.48        | 2,176.30        |
| Additions                | 322.64                    | 14.44            | 2.53                  | 1.38             | 1.16        | 342.15          |
| Disposals                | -                         | (8.14)           |                       | -                | -           | (8.14)          |
| Exchange Difference      | -                         | -                | -                     | -                | -           | -               |
| <b>At 31 March 2012</b>  | <b>2,448.15</b>           | <b>42.07</b>     | <b>6.47</b>           | <b>10.98</b>     | <b>2.64</b> | <b>2,510.31</b> |
|                          |                           |                  |                       |                  |             | -               |
| Additions                | 344.00                    | 22.33            | 1.27                  | 3.20             | 0.76        | 371.55          |
| Disposals                | (31.63)                   | (10.28)          |                       | -                | -           | (41.91)         |
| Exchange Difference      | (105.27)                  | -                | -                     | (0.40)           | -           | (105.68)        |
| <b>At March 31, 2013</b> | <b>2,865.79</b>           | <b>54.12</b>     | <b>7.74</b>           | <b>14.58</b>     | <b>3.40</b> | <b>2,945.63</b> |
| <b>Net Block</b>         | <b>-</b>                  | <b>-</b>         | <b>-</b>              | <b>-</b>         | <b>-</b>    | <b>-</b>        |
| <b>At 31 March 2012</b>  | <b>2,857.07</b>           | <b>46.91</b>     | <b>6.17</b>           | <b>2.92</b>      | <b>2.70</b> | <b>2,915.77</b> |
| <b>At March 31, 2013</b> | <b>2,519.66</b>           | <b>34.16</b>     | <b>4.90</b>           | <b>2.85</b>      | <b>1.94</b> | <b>2,563.52</b> |

Leasehold improvements are amortised on straight line basis over the primary period of lease.

**NOTE 11: INTANGIBLE ASSETS**

Software

|                          |             |
|--------------------------|-------------|
| <b>Cost or valuation</b> |             |
| At 1 April 2011          | 2.30        |
| Additions                | 2.59        |
| Disposals                | -           |
|                          | 4.82        |
| Exchange Difference      | (0.07)      |
| <b>At 31 March 2012</b>  | <b>4.89</b> |
| Additions                | -           |
| Disposals                | -           |
|                          | -           |
| Exchange Difference      | -           |
| <b>At March 31, 2013</b> | <b>4.89</b> |

₹ million

**Depreciation**

|                          |             |
|--------------------------|-------------|
| At 1 April 2011          | 0.76        |
| Additions                | 0.62        |
| Disposals                |             |
| <b>At 31 March 2012</b>  | <b>1.38</b> |
| Additions                | 1.07        |
| Disposals                | -           |
| <b>At March 31, 2013</b> | <b>2.46</b> |
| <b>Net Block</b>         |             |
| <b>At 31 March 2012</b>  | <b>3.50</b> |
| <b>At March 31, 2013</b> | <b>2.43</b> |

**NOTE 12: CAPITAL WORK IN PROGRESS**

**Capital work - in - progress for Software**

| As at<br>31.03.2012 | As at<br>31.03.2012 |
|---------------------|---------------------|
| 2.62                | 0.00                |
| <b>2.62</b>         | <b>0.00</b>         |

**CWIP transferred to Fixed Assets held for sale:-**

**Helideck**

|                 |             |             |
|-----------------|-------------|-------------|
| Gross Block     | 5.63        | 5.63        |
| Impairment Loss | 3.46        | 0.00        |
| Net Book Value  | <b>2.17</b> | <b>5.63</b> |

**Crane**

|                 |              |              |
|-----------------|--------------|--------------|
| Gross Block     | 19.11        | 19.11        |
| Impairment Loss | 8.32         | 0.00         |
| Net Book Value  | <b>10.79</b> | <b>19.11</b> |
| <b>Total</b>    | <b>12.96</b> | <b>24.74</b> |

**NOTE 13: LONG TERM LOANS AND ADVANCES**

(Unsecured, considered good unless otherwise stated)

|                                        |              |              |
|----------------------------------------|--------------|--------------|
| Advance income tax (net of provisions) | 17.08        | 7.68         |
| Security deposits                      | 21.07        | 21.92        |
| Capital advances                       | 22.37        | 0.00         |
|                                        | <b>60.52</b> | <b>29.60</b> |



₹ million

**NOTE 14 : INVENTORIES**

(at lower of cost and net realisable value)

Stores and consumables

Goods in transit - Stores and consumables

| As at<br>31.03.2013 | As at<br>31.03.2012 |
|---------------------|---------------------|
| 216.77              | 175.17              |
| 5.31                | 12.08               |
| <b>222.08</b>       | <b>187.25</b>       |

**NOTE 15 : TRADE RECEIVABLES (Unsecured considered good unless stated otherwise)**

**Current**

Outstanding for more than six months from the date they are due for payment

- considered good
- considered doubtful

Other debts - considered good

- considered good
- considered doubtful

Less: Provision for doubtful debts

|                 |                 |
|-----------------|-----------------|
| 68.02           | 149.62          |
| 250.79          | 247.78          |
| <b>318.81</b>   | <b>397.40</b>   |
| 1,242.62        | 864.62          |
| 0.00            | 0.00            |
| <b>1,242.62</b> | <b>864.62</b>   |
| 250.79          | 247.78          |
| <b>1,310.64</b> | <b>1,014.24</b> |

**NOTE 16 : CASH AND BANK BALANCES**

Cash and cash equivalents

Cash on hand

Balances with scheduled banks

- current accounts
- foreign currency accounts
- unpaid dividend account
- fixed deposit accounts
- maturity less than 3 months

**Other bank balances**

- Deposits with original maturity for more than 12 months
- Deposits with original maturity for more than 3 months but less than 12 months

|                         |               |
|-------------------------|---------------|
| 0.08                    | 0.11          |
| 39.46                   | 70.64         |
| 31.69                   | 21.85         |
| 0.96                    | 0.96          |
| <b>352.50</b>           | <b>200.00</b> |
| (a) <b>424.69</b>       | <b>293.56</b> |
| 0.75                    | 0.75          |
| <b>610.00</b>           | <b>132.50</b> |
| (b) <b>610.75</b>       | <b>133.25</b> |
| (a)+(b) <b>1,035.44</b> | <b>426.81</b> |

**NOTE 17 : SHORT TERM LOANS AND ADVANCES**

(Unsecured, considered good unless otherwise stated)

**Current**

Loans to employees

Service tax input credit

Prepaid expenses

Advance to vendors

Recoverable from key managerial personnel

|              |              |
|--------------|--------------|
| 0.12         | 0.13         |
| 18.33        | 17.68        |
| 34.30        | 29.80        |
| 40.78        | 16.47        |
| 2.78         | 2.78         |
| <b>96.31</b> | <b>66.86</b> |

₹ million

**NOTE 18 : OTHER CURRENT ASSETS**

(Unsecured, considered good unless otherwise stated)

**Current**

|                             | As at<br>31.03.2013 | As at<br>31.03.2012 |
|-----------------------------|---------------------|---------------------|
| Interest receivable         | 49.51               | 5.37                |
| Insurance claim             | 0.00                | 13.29               |
| Unbilled Revenue            | 0.00                | 0.00                |
| Forward Contract Receivable | 3.65                | 4.56                |
| Others                      | 12.40               | 0.90                |
|                             | <u>65.56</u>        | <u>24.12</u>        |

**NOTE 19 : INCOME FROM OPERATIONS**

|                        | Year ended<br>31.03.2013 | Year ended<br>31.03.2012 |
|------------------------|--------------------------|--------------------------|
| Charter hire income    | 3,366.50                 | 1,807.27                 |
| Other operating income | 6.81                     | 10.42                    |
|                        | <u>3,373.31</u>          | <u>1,817.69</u>          |

**NOTE 20 : OTHER INCOME**

|                                 |               |               |
|---------------------------------|---------------|---------------|
| Interest from banks             | 99.73         | 99.30         |
| Exchange fluctuation gain (net) | 99.05         | 55.70         |
| Other non-operating income      | 15.40         | 7.59          |
|                                 | <u>214.18</u> | <u>162.59</u> |

**NOTE 21 : EMPLOYEE BENEFIT EXPENSES**

|                                            |               |               |
|--------------------------------------------|---------------|---------------|
| Salaries, wages and bonus to crew          | 808.87        | 609.42        |
| Salaries, wages and bonus to onshore staff | 67.80         | 63.35         |
| Contribution to provident, and other funds | 8.24          | 7.40          |
| Staff welfare expenses                     | 1.13          | 1.21          |
|                                            | <u>886.04</u> | <u>681.38</u> |

**NOTE 22 : OTHER EXPENSES**

|                                       |        |        |
|---------------------------------------|--------|--------|
| Victualling and other benefit to crew | 71.73  | 38.29  |
| Sub Contractor Cost- Diving Project   | 772.52 | 204.02 |
| Dry dock expenses                     | 0.00   | 130.88 |
| Stores and spares consumed            | 281.16 | 164.65 |
| Fuel expenses                         | 49.24  | 125.45 |
| Repairs and maintenance - vessels     | 97.75  | 26.30  |
| Liquidated Damage                     | 5.15   | 39.29  |
| Customs Duty                          | 3.61   | 72.25  |
| Crew travelling expenditure           | 62.25  | 36.71  |
| Insurance charges                     | 43.35  | 33.08  |



₹ million

|                                             | Year ended<br>31.03.2013 | Year ended<br>31.03.2012 |
|---------------------------------------------|--------------------------|--------------------------|
| Brokerage                                   | 3.68                     | 0.00                     |
| Income Tax Paid Abroad                      | 58.52                    | 17.26                    |
| Security Expenses                           | 72.16                    | 0.00                     |
| Directors Sitting Fees                      | 0.60                     | 0.54                     |
| Director Commission                         | 1.80                     | 0.00                     |
| Travelling and conveyance                   | 11.52                    | 14.85                    |
| Repairs and maintenance -others             | 3.66                     | 3.01                     |
| Loss on Sale of Fixed Asset                 | 7.72                     | 0.00                     |
| Impairment of Assets held for Sale          | 11.78                    | 0.00                     |
| Rent                                        | 29.30                    | 27.51                    |
| Payment to auditors (excluding service tax) |                          |                          |
| As auditor                                  |                          |                          |
| - Audit fees                                | 2.92                     | 2.27                     |
| - Tax audit fees                            | 0.44                     | 0.40                     |
| - Limited review fees                       | 0.47                     | 0.43                     |
| - In any other Matter                       | 0.00                     | 0.00                     |
| - Out of pocket expenses                    | 0.04                     | 0.05                     |
| Legal & professional fees                   | 13.57                    | 6.64                     |
| Management fees                             | 46.91                    | 28.68                    |
| Bad debts written off                       | 3.23                     | 0.00                     |
| Doubtful Debts                              | 3.01                     | 0.00                     |
| Bank charges                                | 4.88                     | 4.56                     |
| Miscellaneous expenses                      | 100.49                   | 65.61                    |
|                                             | <b>1,763.46</b>          | <b>1,042.70</b>          |

#### NOTE 23 : FINANCE COSTS

|          |             |             |
|----------|-------------|-------------|
| Interest |             |             |
| - others | 0.30        | 0.12        |
|          | <b>0.30</b> | <b>0.12</b> |

#### 24 Contingent liabilities

|                                                        | As at<br>31.03.2013          | As at<br>31.03.2012          |
|--------------------------------------------------------|------------------------------|------------------------------|
| (a) Claim against the Company not acknowledge as debts | Refer note (a)<br>&(b) below | Refer note (a)<br>&(b) below |

- a. The case against the Company alleging violation of Foreign Exchange Regulation Act (FERA), related to acquisition of Land drilling Rig, is pending before the Hon'ble Mumbai High Court. The Company has furnished a Bank Guarantee of ₹ 100 million to the Enforcement Directorate, FERA, towards penalty imposed, as directed by the Hon'ble Mumbai High Court. The bank guarantee is valid till March 31, 2013. No provision is considered necessary in respect of the said penalty as the management believes, based on legal opinion, that there has been no contravention to FERA.



- b. During the year 2011, the Directorate of Revenue Intelligence (DRI) had instituted an enquiry in relation to payment of customs duty towards repairs/drydock undertaken on Company's vessels SEAMEC-I, SEAMEC-II and SEAMEC-III incurred outside India since 2002. The DRI provisionally assessed customs duty of ₹ 126.60 million, which the company has paid under protest subject to adjudication in December 2011.

The Company had also furnished a bank Guarantee for ₹ 82.10 million and Bond for ₹ 821 million pursuant to the order dated 17th January 2012 of Hon'ble High Court Bombay for provisional release of its vessel SEAMEC II arrested by Customs. The above order was subject to adjudication. Hon'ble High Court observed that no duty to be charged on the acquisition cost as the vessel was originally imported prior to 2001 when import duty was not applicable on such vessel.

During July - August 2012, DRI issued show cause notice, separately for each vessel and gave the liberty to reply to Commissioner of customs (Import) as to why the duty determined of aggregate value of ₹ 285.26 million, interest, penalty etc. will not be levied on the company.

The Company while preferring adjudication have submitted replies to respective show cause notices, and hearing on adjudication proceeding completed before the Commissioner of Customs (Import) on 04-12-2012.

Subsequent to above, the company has received 3 corrigendum to the original show cause notices enhancing the claim of custom duty by ₹ 65.14 million against the above claim.

Commissioner of Customs has issued order dated 28th March 2013 received by Company on 16th April 2013 on the adjudication proceedings. Commissioner of Customs, in his order, imposed duty ₹ 350 million, penalty for equivalent amount and interest and appropriation of ₹ 126.6 million paid in Dec 2011. Penalty amount to reduce to 25% if demand of duty and interest is paid within 30 days. In addition to above Confiscation redemption fine for ₹ 227.50 million has also been imposed. As per the order of Commissioner of Customs, total claim to Company including duty, penalty, interest and confiscation fine calculated to ₹ 1,197 million after adjustment of duty already paid in Dec 2011.

The Company is of the view that it has a strong case on merit and is contesting the same. Hence no further provision made towards additional Customs Duty, Penalty and Confiscation redemption fine as stated in the order of Commissioner of Customs.

## 25. Capital Commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for ₹ 47.19 million (Previous year ₹ NIL million).

## 26. Trade Receivable

The Company withdrew one of its vessels from a charter hire contract due to commercial disputes. The Company has not recognised revenue of ₹ 281.99 million in respect of contract for the period January 2010 to March 2010 on account of uncertainty relating to acceptance and realisability of claims. Further, the Company has also made a provision of ₹ 239.39 million towards outstanding receivables from the same client on grounds of prudence. The Company has been pursuing legal recourse in Mexican Court.

## 27. Insurance Claim

During previous year, the Company has submitted claim of ₹ 13.29 million to Hull & Machinery underwriter towards repairs to thrusters of vessel SEAMEC-III. The Company has since received the claim.

## 28 Segment Information

**Secondary segment:** Geographical Segments

The company's secondary segments are the geographic distribution of activities. Revenue are specified by location of customers, while other geographic information cannot be segregated as explained in note below. The following tables present revenue and certain asset information regarding the company's geographical segments:

(₹ million)

| Particulars               | Year ended 31.03.2013 |          |          | Year ended 31.03.2012 |          |          |
|---------------------------|-----------------------|----------|----------|-----------------------|----------|----------|
|                           | Domestic              | Overseas | Total    | Domestic              | Overseas | Total    |
| <b>Revenue</b>            |                       |          |          |                       |          |          |
| Gross Receipts            | 1956.19               | 1417.11  | 3,373.30 | 662.36                | 1,155.33 | 1,817.69 |
| <b>Other Information*</b> |                       |          |          |                       |          |          |
| Assets                    |                       |          | 5,372.08 |                       |          | 4,755.73 |

\*Assets used in the Company's business or liabilities contracted have not been identified to any segment, as the assets and services are used interchangeably between segments. Accordingly, no disclosure relating to segment assets and liabilities are made.

**29 Related Party disclosure**

(a) Related Parties with whom transactions have taken place during the year ended 31.03.2013

Refer Annexure- A

**30 Disclosure regarding Derivative Instruments and Unhedged Foreign Currency Exposure**

(a) The Company enters into forward exchange contracts being derivative instruments which are not intended for trading or speculative purposes but for hedge purposes to establish the amount of reporting currency required or available at the settlement date of certain payables and receivables. The Company does not have any losses on the forward contracts entered to hedge firm commitments or highly probable transactions.

The Company has entered into forward exchange contract of US\$ 10.50 million equivalent to INR 568.32 million (PY: US\$ 4.65 million equivalent to INR 236.22 million) to hedge its receivables to be realized at a future date.

(b) Un-hedged Foreign Currency Exposure

(₹ million)

| Particulars       | Year ended 31.03.2013 |                                        |           | Year ended 31.03.2012 |                                        |           |
|-------------------|-----------------------|----------------------------------------|-----------|-----------------------|----------------------------------------|-----------|
|                   | Currency              | Amount in Foreign Currency in 'million | ₹ million | Currency              | Amount in Foreign Currency in 'million | ₹ million |
| Trade Payables    | EURO                  | 0.63                                   | 44.27     | EURO                  | 0.65                                   | 45.25     |
|                   | GBP                   | 0.89                                   | 110.18    | GBP                   | 0.18                                   | 15.31     |
|                   | NOK                   | 0.22                                   | 2.07      | NOK                   | 0.56                                   | 5.05      |
|                   | SGD                   | 0.03                                   | 1.18      | SGD                   | 0.16                                   | 6.69      |
|                   | AED                   | 0.47                                   | 7.05      | AED                   | 0.20                                   | 2.87      |
|                   | USD                   | 6.09                                   | 333.67    | USD                   | 6.43                                   | 295.47    |
|                   | CFA                   | -                                      | -         | CFA                   | 0.38                                   | 3.85      |
|                   | Total                 |                                        | 498.42    | Total                 |                                        | 374.49    |
| ESOP Outstanding  | EURO                  | 0.31                                   | 21.78     | EURO                  | 0.30                                   | 20.96     |
| Crew Liability    | USD                   | 0.27                                   | 14.73     | USD                   | 0.14                                   | 7.38      |
| Trade Receivables | USD                   | 7.32                                   | 394.91    | USD                   | 5.15                                   | 261.62    |
| Bank balances     | USD                   | -                                      | -         | USD                   | 0.43                                   | 21.75     |

**31 Gratuity and other post-employment benefit plans**

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The scheme is funded with an insurance company in the form of a qualifying insurance policy.

The following tables summaries the components of net benefit expense recognized in the statement of profit and loss and the funded status and amounts recognized in the balance sheet for the respective plans.

**Statement of Profit and Loss**

Net employee benefit expense (recognised in contribution to provident, gratuity fund and other funds)

(₹ million)

| Particulars                                        | Gratuity              |                       |
|----------------------------------------------------|-----------------------|-----------------------|
|                                                    | Year Ended 31.03.2013 | Year Ended 31.03.2012 |
| Current service cost                               | 0.59                  | 0.69                  |
| Interest cost on benefit obligation                | 0.69                  | 0.72                  |
| Expected return on plan assets                     | (0.77)                | (0.72)                |
| Net actuarial( gain) / loss recognised in the year | (0.49)                | (1.25)                |
| Past service cost                                  | -                     | -                     |
| Net benefit expense                                | 0.01                  | 0.56                  |
| Actual return on plan assets                       | 0.78                  | 1.44                  |

(₹ million)

|                                          | Year Ended<br>31.03.2013 | Year Ended<br>31.03.2012 |
|------------------------------------------|--------------------------|--------------------------|
| <b>Balance sheet</b>                     |                          |                          |
| <b>Details of Provision for gratuity</b> |                          |                          |
| Defined benefit obligation               | 7.80                     | 8.09                     |
| Fair value of plan assets                | 8.68                     | 9.00                     |
|                                          | 0.89                     | 0.91                     |
| Less: Unrecognised past service cost     | -                        | -                        |
| Plan asset / (liability)                 | 0.89                     | 0.91                     |

Changes in the present value of the defined benefit obligation are as follows:

|                                                |        |        |
|------------------------------------------------|--------|--------|
| Opening defined benefit obligation             | 8.10   | 8.68   |
| Interest cost                                  | 0.69   | 0.72   |
| Current service cost                           | 0.59   | 0.69   |
| Past Service Cost (Vested Benefit) in the year | -      | -      |
| Benefits paid                                  | (1.10) | (1.46) |
| Actuarial (gains) / losses on obligation       | (0.48) | (0.53) |
| Closing defined benefit obligation             | 7.80   | 8.10   |

Changes in the fair value of plan assets are as follows:

|                                   |        |        |
|-----------------------------------|--------|--------|
| Opening fair value of plan assets | 9.00   | 9.02   |
| Expected return                   | 0.77   | 0.72   |
| Contributions by employer         | -      | -      |
| Benefits paid                     | (1.10) | (1.46) |
| Actuarial gains / (losses)        | 0.01   | 0.72   |
| Closing fair value of plan assets | 8.68   | 9.00   |

The Company expects to contribute ₹ 0.00 million to gratuity in 2013-14.

The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

|                          |      |      |
|--------------------------|------|------|
| Investments with insurer | 100% | 100% |
|--------------------------|------|------|

The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled. There has been significant change in expected rate of return on assets due to the improved stock market scenario.

The principal assumptions used in determining gratuity for the Company's plans are shown below:

|                                   | 31.03.2013 | 31.03.2012 | 31.03.2011 |
|-----------------------------------|------------|------------|------------|
| Discount rate                     | 8.00%      | 8.25%      | 8.00%      |
| Expected rate of return on assets | 8.70%      | 8.00%      | 7.00%      |
| Salary Escalation                 | 7.00%      | 7.00%      | 7.00%      |

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Amounts for the current and previous periods are as follows:

|                                           | 31.03.2013 | 31.03.2012 | 31.03.2011 |
|-------------------------------------------|------------|------------|------------|
| Defined benefit obligation                | 7.80       | 8.09       | 8.68       |
| Plan assets                               | 8.68       | 9.00       | 9.02       |
| Surplus / (deficit)                       | 0.89       | 0.91       | 0.33       |
| Experience adjustment on plan liabilities | (0.68)     | (0.53)     | (0.2)      |
| Experience adjustment on plan assets      | 0.01       | 0.72       | (0.13)     |

The information prior to 31.03.2010 is not available and hence not disclosed

**32 Leases****In case of assets taken on lease****Operating Lease : Company as lessee**

Office premises are obtained on operating lease / leave and license. The lease term is for the period of 1 to 9 years and renewable at the option of the Company. There are no restrictions imposed by lease arrangements. The Company has leased out part of office premises on operating lease. The total lease term is for a period of 60 months out of which there is a lock-in period of initial 36 months with non-renewable condition after 60 months.

Minimum lease payments under operating lease / leave and license for period

(₹ million)

| Particulars                                              | Year Ended<br>31.03.2013 | Year Ended<br>31.03.2012 |
|----------------------------------------------------------|--------------------------|--------------------------|
| i. Not later than one year                               | 24.99                    | 24.37                    |
| ii. Later than one year but not later than five years    | 108.14                   | 104.35                   |
| iii. Later than five years                               | 6.99                     | 34.96                    |
| Lease payments recognized in the Profit and Loss Account | 29.73                    | 27.51                    |

The lease fees shall be increased by 15% over the last monthly lease fee paid after completion of every 36 months from the rent commencement date of the lease deed agreement.

**Operating Lease (sub lease) : Company as lessor**

Minimum lease receipts under operating lease / leave and license for period

|                                                          |       |      |
|----------------------------------------------------------|-------|------|
| i. Not later than one year                               | 5.16  | 1.72 |
| ii. Later than one year but not later than five years    | 17.02 | 0.00 |
| iii. Later than five years                               | 0.00  | 0.00 |
| Lease payments recognized in the Profit and Loss Account | 5.16  | 5.16 |

The lease fees shall be increased by 15% over the last monthly lease fee paid after completion of every 36 months from the rent commencement date of the lease deed agreement

**33 Earning Per Share**

The following reflects the profit and share data used in the basic and diluted EPS computations:

|                                                                             | Year Ended<br>31.03.2013 | Year Ended<br>31.03.2012 |
|-----------------------------------------------------------------------------|--------------------------|--------------------------|
| <b>Total operations for the year</b>                                        |                          |                          |
| Profit/Loss after tax                                                       | 404.00                   | (131.91)                 |
| <b>Net profit/ (loss) for calculation of basic and diluted EPS</b>          | 404.00                   | (131.91)                 |
| Weighted average number of equity shares in calculating basic & diluted EPS | 33.90                    | 33.90                    |

**34 Previous year figures**

Previous Year figures have been regrouped / reclassified, where necessary, to confirm this years, classification.

| Name of subsidiary       | Financial year of the subsidiary ended on | Number of equity shares held by SEAMEC Limited | Extent of interest of SEAMEC Limited in the Capital of the subsidiary | Net aggregate amount of Profit s/ (Losses) of the subsidiary, so far as it concerns members of SEAMEC Limited and is not dealt with in the accounts of SEAMEC Limited |                                                                                | Net aggregate amount of Profit s/ (Losses) of the subsidiary, so far as it concerns members of SEAMEC Limited and is dealt with or provided for in the accounts of SEAMEC Limited |                                                                                | Additional information under Section 212 (5) |
|--------------------------|-------------------------------------------|------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------|----------------------------------------------|
|                          |                                           |                                                |                                                                       | For the financial yea ended March 31 2013                                                                                                                             | For the previous financial year of the subsidiary since it became a subsidiary | For the financial yea ended March 31 2013                                                                                                                                         | For the previous financial year of the subsidiary since it became a subsidiary |                                              |
|                          |                                           |                                                |                                                                       | ₹ 'million                                                                                                                                                            | ₹ 'million                                                                     | ₹ 'million                                                                                                                                                                        | ₹ 'million                                                                     |                                              |
| SEAMEC International FZE | 31-Mar-13                                 | 2 (equity shares of AED 1 million each)        | 100%                                                                  | Nil                                                                                                                                                                   | Nil                                                                            | 62.82                                                                                                                                                                             | (36.74)                                                                        | NA                                           |

Particulars of Subsidiary Company as required under General Circular No: 2/2011 dated 08/02/2011 of Ministry of Corporate Affairs, Government of India, issued under Section 212 (8), of the Companies Act, 1956 for the financial year ended March 31, 2013.

|             |                               | (₹ million) |           |
|-------------|-------------------------------|-------------|-----------|
| Particulars |                               | 31/3/2013   | 31/3/2012 |
|             |                               | Amount      | Amount    |
| a.          | Capital                       | 29.40       | 25.68     |
| b.          | Reserves                      | 24.72       | -36.74    |
| c.          | Total assets                  | 116.15      | 738.35    |
| d.          | Total liabilities             | 62.03       | 742.4     |
| e.          | Investments                   | ---         | ---       |
| f.          | Total Income                  | 387.17      | 86.99     |
| g.          | Profit / Loss before taxation | 62.82       | -30.77    |
| h.          | Provision for taxation        | ---         | ---       |
| i.          | Profit / Loss after taxation  | 62.82       | -30.77    |
| j.          | Proposed dividend             | ---         | ---       |

As per our report of even date

For **S.R. BATLIBOI & Co. LLP**  
Chartered Accountants  
ICAI Firm Registration No: 301003E

**per Hemal Shah**  
Partner  
Membership No: 42650

Place: Mumbai  
Date: May 23, 2013

For and on behalf of the Board of Directors of SEAMEC Limited

**Captain C.J.Rodricks**  
Managing Director

**Swapan S Biswas**  
Chief Financial Officer  
Place: Goa  
Date: May 23, 2013

**Bhavna Doshi**  
Director

**S N Mohanty**  
Chief Legal Officer & Company Secretary



**Annexure- A**  
**Related Parties with whom transactions have taken place during the year ended 31.03.2013**

| Particulars                 | Technip SA               |          | Technipnet SA     |          | Technip UK Limited |          | Technip France    |          | Global Industries Asia Pacific Pte Ltd |          | Key Management Personnel |          |
|-----------------------------|--------------------------|----------|-------------------|----------|--------------------|----------|-------------------|----------|----------------------------------------|----------|--------------------------|----------|
| Relationship                | Ultimate Holding Company |          | Fellow Subsidiary |          | Fellow Subsidiary  |          | Fellow Subsidiary |          | Fellow Subsidiary                      |          |                          |          |
| Transaction during the year | 2012-13                  | 2011-12  | 2012-13           | 2011-12  | 2012-13            | 2011-12  | 2012-13           | 2011-12  | 2012-13                                | 2011-12  | 2012-13                  | 2011-12  |
| Income from operations      | 0                        | 0        | 0                 | 0        | 531.97             | 162.53   | 319.17            | 118.71   | 0                                      | 0        | 0                        | 0        |
| Reimbursement Received      | 0                        | 0        | 0                 | 0        | 54.41              | 0.35     | 0                 | 0        | 0                                      | 0        | 0                        | 0        |
| Management Fees expenses    | 35.27                    | 21.74    | 11.64             | 6.94     | 0                  | 0        | 0                 | 0        | 0                                      | 0        | 0                        | 0        |
| ESOP & Incentive Expenses   | 3.81                     | 11.12    | 0                 | 0        | 0                  | 0        | 0                 | 0        | 0                                      | 0        | 0                        | 0        |
| Reimbursement of Expenses   | 0                        | 0        | 0                 | 0        | 2.35               | 0        | 51                | 0        | 0.16                                   | 0        | 0                        | 0        |
| Salaries & Allowances       | 0                        | 0        | 0                 | 0        | 0                  | 0        | 0                 | 0        | 0                                      | 0        | 25.96                    | 21.72    |
| Year end balances           | 31.03.13                 | 31.03.12 | 31.03.13          | 31.03.12 | 31.03.13           | 31.03.12 | 31.03.13          | 31.03.12 | 31.03.13                               | 31.03.12 | 31.03.13                 | 31.03.12 |
| Reimbursable Receivable     | 21.78                    | 20.96    | 0                 | 0        | 0                  | 0        | 0                 | 0        | 0                                      | 0        | 0                        | 0        |
| Balance payable             | 22.18                    | 13.74    | 8.96              | 3.91     | 85.45              | 91.35    | 0                 | 0        | 0.16                                   | 0        | 0                        | 0        |
| Balance receivable          | 0                        | 0        | 0                 | 0        | 184.88             | 93.87    | 103.69            | 0        | 0                                      | 0        | 2.78                     | 2.78     |

There are no transaction with Corflexp Stena Offshore (Mauritius) Limited, the Holding Company during the current and the previous period.

Key management personnel – Captain C J Rodricks, Managing Director.

In absence of profit during the previous year ended March 31, 2011, not determinable on the date of such approval, the remuneration paid for the previous year was in excess of the requirements of the Companies Act, 1956. The Company has made an application to the Central Government on March 14, 2011 for waiver of the excess remuneration of ₹ 10.51 million. The excess remuneration has been approved by the shareholders at an Extraordinary General Meeting held on October 12, 2011. Ministry of Corporate Affairs, Government of India vide letter dated January 12, 2012 approved ₹ 7.73 million subject to condition that ₹ 2.78 million is recovered from Managing Director. The Company has made a representation to the Central Government for review of its above decision. The decision is pending.

[illegible]



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**SEAMEC LIMITED**  
A MEMBER OF THE TECHNIP GROUP

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

**PROXY FORM**

| Registered Folio Number | Client ID & DP ID | No.of Equity Shares held |
|-------------------------|-------------------|--------------------------|
|                         |                   |                          |

I/We \_\_\_\_\_  
(In Block Letters)  
of \_\_\_\_\_ in the district of \_\_\_\_\_ being a  
Member/Members of SEAMEC LIMITED, hereby appoint \_\_\_\_\_ of  
\_\_\_\_\_ in the district of \_\_\_\_\_  
or failing him/her of \_\_\_\_\_

\_\_\_\_\_ as my/our Proxy to attend and Vote for me/us and on my/our behalf at  
the TWENTY SIXTH ANNUAL GENERAL MEETING of the Company held on Tuesday, 6th August, 2013 at 04.30 p.m. at Navinbhai Thakkar  
Auditorium, Shree Vile Parle Gujarati Mandal. Shradhdhanand Road, Vile Parle (East), Mumbai - 400 057 instead of me/us  
and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2013.

Affix  
Re. 1  
Revenue  
Stamp

- Notes: 1. A Proxy need not be a member of the Company.  
2. This form, duly filled in and signed across the Revenue Stamp, must reach the Registered Office of the Company not  
less than 48 hours before the time fixed for holding of the meeting.



TEAR HERE



**SEAMEC LIMITED**  
A MEMBER OF THE TECHNIP GROUP

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

**ATTENDANCE SLIP**

| Registered Folio Number | Client ID & DP ID | No.of Equity Shares held |
|-------------------------|-------------------|--------------------------|
|                         |                   |                          |

I/We hereby record my/our presence at the TWENTY SIXTH ANNUAL GENERAL MEETING of the Company to be held on Tuesday,  
6th August, 2013 at 04.30 p.m. at navinbhai Thakkar Auditorium, Shree Vile Parle Gujarati Mandal, Shradhdhanand Road, Vile Parle  
(East), Mumbai -400 057.

|                                               |  |
|-----------------------------------------------|--|
| Name of the Shareholder(s) (IN BLOCK LETTERS) |  |
| Signature of Shareholder(s)                   |  |
| Name of the Proxy (IN BLOCK LETTERS)          |  |
| Signature of Proxy                            |  |

Note : You are requested to sign and hand this over at the entrance.





**Regd. & Corporate Office :**

A-901-905, 9th Floor, 215 Atrium, Andheri – Kurla Road, Andheri (East),  
Mumbai – 400093, India.

• Tel.: +91 (22) 66941800 / 33041800 • Fax: +91 (22) 66941818 / 33041818  
Email: [seamec@bom5.vsnl.net.in](mailto:seamec@bom5.vsnl.net.in)

**FORM A**

**Format of covering letter of the annual audit report to be filed with the stock exchanges**

|    |                                                |                             |
|----|------------------------------------------------|-----------------------------|
| 1. | Name of the Company                            | SEAMEC LIMITED              |
| 2. | Annual Financial Statements for the year ended | 31 <sup>st</sup> March 2013 |
| 3. | Type of Audit observation                      | Unqualified                 |
| 4. | Frequency of observation                       | Not applicable              |

**For S R Batliboi & Co. LLP**

|                                                                                                                                                                                                   |  |                                                                                                                                            |  |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--------------------------------------------------------------------------------------------------------------------------------------------|--|
| <b>Chartered Accountants</b><br>ICAI Firm's registration number: 302003E<br>                                     |  | <b>For SEAMEC Limited</b>                                                                                                                  |  |
| per Hemal Shah<br>Partner<br>Membership No.: 42650                                                                                                                                                |  | Mr. S. S. Biswas<br>Chief Finance Officer                                                                                                  |  |
| Place : Mumbai<br>Date : 23.05.2013                                                                                                                                                               |  | Ms. Bhavna Doshi<br>Chairperson,<br>Audit Committee<br> |  |
| Captain C. J. Rodricks<br>Managing Director<br><br>For SEAMEC LIMITED<br>CHRIS J. RODRICKS<br>MANAGING DIRECTOR |  | S. S. BISWAS<br>CHIEF FINANCIAL OFFICER<br>             |  |
| Date : 23.05.2013                                                                                                                                                                                 |  | Date : 23.05.2013                                                                                                                          |  |