# LETTER OF OFFER

## THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is sent to you as a shareholder(s) of South East Asia Marine Engineering and Construction Limited ("SEAMEC"). If you require any clarification about the action to be taken, you may consult your stockbroker or investment consultant or the Registrar to the Offer or the Manager to the Offer. In case you have sold your shares in the Company, please hand over this Letter of Offer and the accompanying Form of Acceptance cum Acknowledgement, Form of Withdrawal and Transfer Deed to the Member of the Stock Exchange through whom the sale was effected.

**CASH OFFER AT Rs. 51.47 (RUPEES FIFTY ONE AND FORTY SEVEN PAISE ONLY) PER EQUITY SHARE**

**(being the aggregate of Rs. 43.12, the offer price per equity share as per the reference date of July 3, 2001, and Rs. 8.35 per share, the interest at the rate of 15 % per annum payable for the period November 1, 2001 to February 14, 2003, the date of actual payment of consideration)**

Pursuant to the Regulations 10 and 12 and other provisions of Chapter III and in compliance with Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997) and subsequent amendments thereto as applicable on July 3, 2001 ("SEBI (SAST) Regulations"), SEBI order dated September 9, 2002 read with SAT order dated October 25, 2002.

**to acquire**

a maximum of 6,780,000 fully paid-up equity shares representing 20% of the outstanding equity share capital

**of**

**South East Asia Marine Engineering and Construction Limited ("SEAMEC")**
having its Registered Office at 6 Waterloo Street, South Block, (1st Floor), Kolkata 700 069;
Tel: (033) 2248 2041/2061 Fax: (033) 2248 2126

**by**

**Technip-Coflexip ("TC" or "Acquirer")**
having its Registered Address at La Defense 6, 170, place Henri Regnault, 92973 Paris La Defense Cedex, France;
Tel: (0033) 1 477 82121 Fax: (0033) 1 477 83340

along with

**Coflexip Stena Offshore (Mauritius) Ltd ("CSOML" or "Person Acting in Concert")**
having its Registered Office at 10, Frere Felix de Valois Street, Port Louis, Mauritius;
Tel: (00230) 202 30 00 Fax: (00230) 212 52 65

**ATTENTION:**

**Shareholders who have accepted the Offer by tendering the requisite documents, in terms of the Public Announcement / Letter of Offer, shall have the option to withdraw the acceptance tendered by him till January 14, 2003, i.e. up to three working days prior to the date of closure of the Offer.**

Since all the shares pursuant to this Offer are to be acquired by CSOML, Foreign Investment Promotion Board ("FIPB") approval is required to complete the Offer. In addition, approval from the Reserve Bank of India ("RBI") will be required, under Foreign Exchange Management Act, 1999 ("FEMA") read with the Foreign Exchange Management (Transfer or Issue of Securities by a Person Resident Outside India) Regulations, 2000 ("FEMA Regulations") in respect of transfer of shares pursuant to this Offer. The Offer would be subject to the above approvals and all statutory approvals that may become applicable prior to the completion of the Offer.

CSOML has made the requisite application to FIPB on December 9, 2002 vide its letter dated December 7, 2002 to acquire a maximum of 6,780,000 additional shares pursuant to the Offer. CSOML will make the requisite application to RBI to obtain permission under FEMA and the FEMA Regulations on behalf of those shareholders who would be required to obtain RBI permission prior to lawfully transferring their equity shares in SEAMEC to CSOML.

As on date there are no other statutory approvals required, other than the approvals indicated above.

The Offer to the shareholders of SEAMEC is made as a result of a deemed acquisition of shares in, and change in control of SEAMEC, and in compliance with SEBI (SAST) Regulations, SEBI order dated September 9, 2002 read with SAT order dated October 25, 2002 in this regard. The Offer is being made based on SEBI (SAST) Regulations prevailing as on July 3, 2001. However, the investors have the option to withdraw the acceptance tendered by him up to three working days prior to the date of closure of the Offer i.e. up to January 14, 2003, as per amendments to SEBI (SAST) Regulations subsequent to July 3, 2001. SEBI has instructed us to incorporate directions to this effect in the Letter of Offer as "the same is an investor friendly measure."

The SEBI in its order dated September 9, 2002 has for the reasons stated therein come to the conclusion that TC was not acting in concert with Institut Francais du Petrole ("IFP") or ISIS when TC acquired 29.68% shares of Coflexip from Stena International BV ("Stena") on April 12, 2000 and that TC did not indirectly acquire control of SEAMEC in terms of SEBI (SAST) Regulations by virtue of such acquisition of 29.68% shares of Coflexip. SEBI has held that there was no obligation on TC to make a public announcement by virtue of the acquisition of 29.68% shares of Coflexip on April 12, 2000. SEBI has however directed TC to make a public announcement arising out of the acquisition of control of Coflexip, as a result of the public offer made by Technip to the shareholders of Coflexip on July 3, 2001 ("the Transaction"), taking July 3, 2001 as the reference date.

Six appeals have been filed before the SAT by different shareholders against the order of SEBI. In respect of the four appeals referred to in sub-para (ii) hereinbelow, SAT has by its interim order dated October 25, 2002 refused four of the appellants prayer for stay of the SEBI order dated September 9, 2002 and has directed as under:-

"(i) The acquirer will implement the impugned order dated 9.9.2002 by making a public announcement to acquire shares of SEAMEC in accordance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 on or before 15.11.2002 by taking 3.7.2001 as the reference date at a price decided as per the Regulations and make the payment within the time limit prescribed in the regulation for the purpose.

(ii) In the aforesaid public announcement and letter of offer, the Acquirer shall make a disclosure to the effect that four appeals being Appeal No. 79/2002 - M/s. SMS Holdings P. Ltd. v. SEBI & Ors., Appeal No. 80/2002 - Pradeep Kumar Jain v. SEBI & Ors., Appeal No.85/2002 - Kishore Shah v. SEBI & Ors. and Appeal No.91/2002 - M/s. Khandalwala Securities Ltd. v. SEBI & Ors. against SEBI's order dated 9.9.2002 are pending before the Securities Appellate Tribunal (SAT) , Mumbai and that the acquirer is contesting the same. It should also be clearly disclosed in the public announcement and letter of offer that in the appeals the Appellants have urged to take 12.4.2000 as the reference date and the offer price payable per share with reference to the said date.

(iii) In the event this Tribunal comes to a findings that the reference date shall be 12.4.2000 and not 3.7.2001 as directed by SEBI in its order, the price payable for the shares acquired shall be with reference to 12.4.2000 and the acquirer will pay the difference between the price payable as per SEBI's order and the price payable taking 12.4.2000 as the reference date. The acquirer shall also pay interest at such rate as may be fixed by the Tribunal on the differential amount also from such date as the Tribunal decides till the date on which payment is made to the eligible share holder of SEAMEC pursuant to the open offer, with in 30 days from the date of the final order by the Tribunal in the appeals. Contents of this para also will be disclosed in the public announcement and in the letter of offer."

Out of the six appeals referred to above, the appeals viz. Appeal No. 104 of 2002 Millhill Investments Ltd. v Technip S.A. & Ors. and Appeal No 105 of 2002 Empire International Holdings Ltd. v Technip S.A. & Ors. were filed subsequent to (i) the SAT interim order referred to herinabove and (ii) the Public Announcement dated November 11, 2002.

If April 12, 2000 is taken as the reference date, the price payable would be Rs. 238.84 (Rupees Two hundred thirty eight and eighty four paise only) per equity share. In addition, interest shall also be payable at such rate as may be fixed by SAT.

TC is vehemently contesting the appeals. In the event that the said appeals are disposed off in favour of the appellants and against TC and/or the reference date is held to be April 12, 2000 or any date other than July 3, 2001, TC intends to challenge the same and also seek a stay of such order, as permissible in law, if necessary upto the Supreme Court of India.

The Acquirer can revise the Offer Price upward any time up to seven working days prior to the date of the closure of the Offer (i.e. up to January 8, 2003). In the event of such revision, an announcement to this effect will be made in the newspapers as specified in clause 2.2.1 of this letter. Such revised Offer Price would be payable for all the shares validly tendered at anytime during the Offer and accepted under the Offer.

**If there is competitive bid:**

- **The public offers under all the subsisting bids shall close on the same date.**
- **As the offer price cannot be revised during 7 working days prior to the closing date of the offers / bids, it would, therefore, be in the interest of shareholders to wait till the commencement of that period to know the final offer price of each bid and tender their acceptance accordingly.**

A copy of the Public Announcement, Corrigendum to Public Announcement and the Letter of Offer (including Form of Acceptance cum Acknowledgement and Form of Withdrawal) is also available on SEBI's website **www.sebi.gov.in**.

THE PROCEDURE FOR ACCEPTANCE OF THIS OFFER IS SET OUT IN PARAGRAPH 8. FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT AND FORM OF WITHDRAWL ARE ENCLOSED WITH THIS LETTER OF OFFER.

| **Manager to the Offer** | **Registrar to the Offer** |
|---|---|
| JPMorgan **J.P. Morgan India Private Limited**<br>9th Floor, Mafatlal Centre,<br>Nariman Point, Mumbai 400 001<br>Tel No: (022) 5639 2910<br>Fax No: (022) 5639 3091<br>Contact Person: Mr. Surajit Datta<br>E-mail: surajit.datta@jpmorgan.com | **CB Management Services (P) Limited**<br>P-22, Bondel Road,<br>Kolkata 700 019<br>Tel No: (033) 2280 6692-94, 2280 2486/2937<br>Fax No: (033) 2247 0263<br>Contact Person: Mr. K. K. Biswas<br>E-mail: cbmsl1@cal2.vsnl.net.in |

**Offer Opens on : December 19, 2002** **Offer Closes on : January 17, 2003**

**SCHEDULE OF THE MAJOR ACTIVITIES OF THE OFFER**

| **Activity** | **Date (Day)** |
|---|---|
| Public Announcement Date | November 11, 2002 (Monday) |
| Specified Date (for the purpose of determining the names of Shareholders to whom the Letter of Offer would be sent) | November 15, 2002 (Friday) |
| Corrigendum to the Public Announcement | December 12, 2002 (Thursday) |
| Letter of Offer to be posted to shareholders | December 12, 2002 (Thursday) |
| Date of Opening of the Offer | December 19, 2002 (Thursday) |
| Date of Closure of the Offer | January 17, 2003 (Friday) |
| Last Date for revising the offer price/number of shares | January 8, 2003 (Wednesday) |
| Last Date for a competitive bid | December 2, 2002 (Monday) |
| Date by which acceptance / rejection under the Offer would be intimated and the corresponding payment for the acquired shares and / or the unaccepted shares / share certificates will be dispatched | February 14, 2003 (Friday) |

## TABLE OF CONTENTS


1. Disclaimer Clause ........ 4
2. Details of the Offer ........ 4
3. Background of TC & CSOML ........ 6
4. Background of SEAMEC ........ 11
5. Object of the Offer ........ 13
6. Offer Price and Financial Arrangements ........ 14
7. Terms and Conditions of Offer ........ 16
8. Procedure for Acceptance and Settlement of Offer ........ 17
9. Complaints/communications with respect to the Offer ........ 19
10. Documents for Inspection ........ 22
11. Declaration by the Acquirer and PAC ........ 23


## DEFINITIONS and ABBREVIATIONS

| | |
|---|---|
| "Acquirer" or "TC" | Technip Coflexip, |
| "BSE" | The Stock Exchange, Mumbai |
| "CSOML" or "PAC" | Coflexip Stena Offshore (Mauritius) Ltd ("CSOML"), i.e. Person Acting in Concert |
| "CSE" | The Calcutta Stock Exchange Association Limited, Kolkata |
| "DP" | Depository Participant |
| "Eligible Persons for the Offer" | Registered shareholders of SEAMEC and Unregistered persons who own the equity shares of SEAMEC, but not registered with SEAMEC |
| "EUR" | Euro |
| "IFP" | Institut Francais du Petrole |
| "FEMA" | Foreign Exchange Management Act, 1999 |
| "FIPB" | Foreign Investment Promotion Board |
| "Form of Acceptance" | Form of Acceptance cum Acknowledgement |
| "GBP" | British Pound |
| "Letter of Offer" | Offer Document |
| "Manager" or "Manager to the Offer" or "JPMorgan" | J. P. Morgan India Private Limited |
| "mm" | million |
| "NSE" | National Stock Exchange of India Limited |
| "Offer" | Offer for acquisition of a maximum of 6,780,000 fully paid up equity shares of face value of Rs. 10/- each of SEAMEC at a price of Rs. 51.47 per equity share for cash (Rs. 43.12 being the offer price per equity share as per the reference date of July 3, 2001, and Rs. 8.35 per share being the interest at the rate of 15% per annum payable for the period November 1, 2001 to February 14, 2003, the date of actual payment of consideration) |
| "Offer Price" | Rs.51.47 per fully paid up equity share of Rs.10/- each |
| "Public Announcement" | Announcement of the Offer by the Acquirer on November 11, 2002 |
| "Registrar or CB" | Registrar to the Offer i.e. CB Management Services (P) Limited |
| "RBI" | Reserve Bank of India |
| "SEBI" | Securities and Exchange Board of India |
| "SEBI (SAST) Regulations" | SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto as applicable on July 3, 2001 |
| "Shares" | Fully paid up equity shares of face value Rs. 10/- each of SEAMEC |
| "Specified Date" | November 15, 2002 |
| "Stena" | Stena International BV |
| "the Transaction" | Public offer for the purchase of the balance shares of Coflexip by TC on July 3, 2001 |
| "Target Company" or "SEAMEC" | South East Asia Marine Engineering and Construction Limited |

## 1. DISCLAIMER CLAUSE

IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF THE DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (SAST) REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF SEAMEC TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF TC OR OF CSOML OR OF SEAMEC WHOSE SHARES ARE PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ACQUIRER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MANAGER TO THE OFFER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ACQUIRER DULY DISCHARGES ITS RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER – J.P. MORGAN INDIA PRIVATE LIMITED ("JPMORGAN") HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED NOVEMBER 14, 2002 TO SEBI IN ACCORDANCE WITH THE SEBI (SAST) REGULATIONS AND SUBSEQUENT AMENDMENT(S) THEREOF. THE FILING OF THE DRAFT LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY APPROVALS AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER.

## 2. DETAILS OF THE OFFER

### 2.1. Background of the Offer

2.1.1. This Offer is being made by TC along with CSOML pursuant to the deemed acquisition by TC of CSOML's shares in SEAMEC, in terms of Regulation 10 read with Explanation (b) to Regulations 10 and 11 of the SEBI (SAST) Regulations. This Offer is also being made pursuant to the incidental transfer of indirect control in SEAMEC to TC in terms of Regulation 2(c) read with Regulation 12 of SEBI (SAST) Regulations. This Offer is also being made pursuant to the SEBI order dated September 9, 2002 read with the SAT order dated October 25, 2002. Solely for the purpose of this Offer, CSOML is a Person Acting in Concert ("PAC") with TC.

2.1.2. Coflexip, a company registered under the laws of France having its Registered Office at La Defense 6, 170, place Henri Regnault, 92973 Paris La Defense Cedex, France, is a world leader in providing sub-sea development systems for the offshore oil and gas industry. The shares of Coflexip were listed on the Nasdaq since 1993 (delisted on December 11, 2001) and on the Premier Marche of Euronext Paris since December 1994. Prior to April 2000, Stena International BV ("Stena") and ISIS were the two primary shareholders in Coflexip owning 29.68% and 18.51% of the shares respectively. ISIS is a company registered under the laws of France. IFP owned 52.76% of ISIS with the balance being held by public/other shareholders. TC, a company registered under the laws of France having its Registered Address at, La Defense 6, 170, place Henri Regnault, 92973 Paris La Defense Cedex, France announced on April 12, 2000 that it had signed an agreement with Stena to acquire all of the shares held by Stena in Coflexip amounting to 29.68% of the shares of Coflexip. This acquisition was completed by April 19, 2000.

2.1.3. On July 1, 2001, the board of directors of Technip approved a public offer to acquire outstanding shares of Coflexip through an offer to exchange Coflexip shares for Technip shares or a cash consideration of Euro 193 (equivalent to Rs. 9211.89) per Coflexip share. On the same date, the board of directors of Technip also approved a public offer to acquire outstanding shares of ISIS through an offer to exchange ISIS shares for Technip shares.

2.1.4. Based on the aforesaid board approvals, TC, on July 3, 2001, announced the public offer for the shares of Coflexip and the public offer to acquire shares of ISIS.

2.1.5. The ISIS exchange offer provided for 12 Technip shares for 11 ISIS shares on July 3, 2001. This was subsequently revised to 11 Technip shares for 10 ISIS shares on July 25, 2001.

2.1.6. On July 6, 2001, the board of directors of Coflexip met to consider the announced public offer to acquire Coflexip. At that meeting, it was proposed by certain directors that a special committee of the directors unaffiliated with Technip or ISIS be formed to review the offers to acquire Coflexip. Significantly, the board of Coflexip decided by a majority decision to form a special committee though all the appointees of Technip voted against the formation of the committee. One out of the three appointee directors of ISIS also voted in favour of the resolution.

2.1.7. The special committee thereafter had several thorough discussions with representatives of Technip regarding the strategy and management organisation of the future group and requested that Technip increase the cash consideration being offered to the shareholders of Coflexip.

2.1.8. Pursuant thereto, the board of directors of Technip on July 25, 2001 approved an amended offer in which the cash part of the offer price was increased to Euro 199 (equivalent to Rs. 9498.27) per Coflexip share, which resulted in Technip making an extra payment of Euro 30 million equivalent to approximately Rs. 1431.9 million. (One EUR= Rs. 47.73, Source: The Economic Times dated November 1, 2002)

2.1.9. Thereafter, Coflexip's special committee reported favourably to the board of directors of Coflexip on the said increased offer, whereupon the board of directors of Coflexip, meeting on that same day, unanimously voted to recommend the increased Technip offer to the Coflexip shareholders.

2.1.10. The Coflexip exchange offer commenced on July 26, 2001 in France and sometime later in the USA.

2.1.11. Both the aforesaid offers made by Technip were linked together. The offer to acquire the shares of Coflexip was subject upon receipt of approvals of the French and US market authorities and the antitrust authorities wherever applicable.

2.1.12. All the said offers closed on September 28, 2001, after the receipt of requisite approvals. The results of the offers were officially announced on October 11, 2001. On October 19, 2001, the physical registration of the shares was completed. As a result of the ISIS offer, Technip acquired 99.04 % of the share capital and voting rights of ISIS, Technip also acquired as a result of the Coflexip offer 98.36 % of shares of Coflexip and 98.54 % of the voting rights of Coflexip (including the shares and voting rights held by ISIS).

2.1.13. CSOML, a Company registered under the laws of Mauritius, having its Registered Office at 10, Frere Felix de Valois Street, Port Louis, Mauritius, directly is a wholly owned subsidiary of Stena Offshore (Jersey) Limited, a Company registered in the Channel Islands. Stena Offshore (Jersey) Limited is a wholly owned subsidiary of Coflexip Stena Offshore NV (Netherlands), which in turn is a wholly owned subsidiary of Coflexip. As detailed earlier, TC owns 98.36 % of the shares of Coflexip and 98.54 % of the voting rights of Coflexip. As a result, CSOML is an indirect subsidiary of TC.

2.1.14. CSOML has a 58.24% owned subsidiary in India operating in the name and style of South East Asia Marine Engineering and Construction Limited, ("SEAMEC"), having its Registered Office at 6 Waterloo Street, South Block, (1st Floor), Kolkata 700 069 and whose shares are listed on The Calcutta Stock Exchange Association Ltd ("CSE"), The Stock Exchange, Mumbai ("BSE"), Madras Stock Exchange Ltd, The Stock Exchange, Ahmedabad and the National Stock Exchange of India Ltd. ('NSE"). Pursuant to the Transaction, control of SEAMEC has changed and vested from Coflexip to TC, in terms of Regulation 2(c) read with Regulation 12 of SEBI (SAST) Regulations and the SEBI order dated September 9, 2002 read with the SAT order dated October 25, 2002. Further, pursuant to the Transaction, TC is deemed to have acquired CSOML which is the holding company of SEAMEC, entitling TC to exercise 58.24% of the voting rights of CSOML in SEAMEC in terms of Regulation 10 read with Explanation (b) to Regulations 10 and 11 of the SEBI (SAST) Regulations.

2.1.15. Sometime in October, 2001, SEBI received complaints from certain parties alleging that the SEBI (SAST) Regulations were violated by TC consequent upon the completion of acquisition by April 19, 2000 of all the shares of Coflexip held by Stena and the acquisition of 29.68% of the voting rights of Coflexip which allegedly resulted in control over Coflexip and indirect control over SEAMEC. Pursuant to the above complaints, SEBI issued a show cause notice no. CO/167/TO/09/2002 dated February 19, 2002.

2.1.16. Pursuant to the above show cause notice and the application by TC dated June 21, 2002 claiming exemption for acquisition of 58.24% shares/voting rights/control of SEAMEC, SEBI has by its order dated September 9, 2002, upheld TC's contentions that TC was not acting in concert with ISIS when TC acquired shares of Coflexip from Stena and as a result, there was no violation of SEBI (SAST) Regulations in April 2000. However, by the said order, SEBI has ruled that TC by virtue of its acquisition of 98.36% of the shares of Coflexip has indirectly acquired control over 58.24% of shares of SEAMEC, which is held by CSOML, a wholly owned indirect subsidiary of Coflexip. Consequently, SEBI by its order dated September 9, 2002, read with the SAT order dated October 25, 2002, has directed TC to make a public offer to acquire a minimum of 20% of shares of SEAMEC from the public pursuant to the deemed acquisition by TC of CSOML's shares in SEAMEC, in terms of Regulation 10 and 12 of the SEBI (SAST) Regulations. The reference date for calculation for Offer Price has been set at July 3, 2001, the day on which TC made an offer to acquire the balance shares of Coflexip. SEBI had directed that the Offer be made within 45 days of passing of the Order.

2.1.17. It was further held by SEBI that in terms of sub-regulation (12) of regulation 22, the payment of consideration to the shareholders of SEAMEC had to be made within 30 days of the closure of the offer. The maximum time period provided in the said Regulations for completing the offer formalities in respect of an open offer is 120 days from the date of public announcement. The public announcement in the instant case ought to have been made taking July 3, 2001 as the reference date and thus the entire offer process should have been completed latest by October 31, 2001. SEBI felt that since no public announcement for acquisition of shares of SEAMEC had been made on July 3, 2001, the interest of shareholders of SEAMEC has been adversely affected and directed TC to pay interest @ 15% per annum on the offer price to the shareholders for the loss of interest caused to the shareholders of SEAMEC from November 1, 2001 till the date of actual payment of consideration i.e. February 14, 2003, for the shares to be tendered and accepted in the offer to be made by TC.

2.1.18. Six appeals have been filed before the SAT by different shareholders against the order of SEBI dated September 9, 2002. In respect of the four appeals referred to in sub-para (ii) hereinbelow, SAT has by its interim order dated October 25, 2002 refused four of the appellants prayer for stay of the SEBI order dated September 9, 2002 and has directed as under: -

"(i) The acquirer will implement the impugned order dated 9.9.2002 by making a public announcement to acquire shares of SEAMEC in accordance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 on or before 15.11.2002 by taking 3.7.2001 as the reference date at a price decided as per the Regulations and make the payment within the time limit prescribed in the regulation for the purpose.

(ii) In the aforesaid public announcement and letter of offer, the acquirer shall make a disclosure to the effect that four appeals being Appeal No. 79/2002 - M/s. SMS Holdings P. Ltd. v. SEBI & Ors., Appeal No. 80/2002 - Pradeep Kumar Jain v. SEBI & Ors., Appeal No.85/2002 - Kishore Shah v. SEBI & Ors. and Appeal No.91/2002 - M/s. Khandalwala Securities Ltd. v. SEBI & Ors. against SEBI's order dated 9.9.2002 are pending before the Securities Appellate Tribunal (SAT) , Mumbai and that the acquirer is contesting the same. It should also be clearly disclosed in the public announcement and letter of offer that in the appeals the Appellants have urged to take 12.4.2000 as the reference date and the offer price payable per share with reference to the said date.

(iii) In the event this Tribunal comes to a findings that the reference date shall be 12.4.2000 and not 3.7.2001 as directed by SEBI in its order, the price payable for the shares acquired shall be with reference to 12.4.2000 and the acquirer will pay the difference between the price payable as per SEBI's order and the price payable taking 12.4.2000 as the reference date. The acquirer shall also pay interest at such rate as may be fixed by the Tribunal on the differential amount also from such date as the Tribunal decides till the date on which payment is made to the eligible share holder of SEAMEC pursuant to the open offer, with in 30 days from the date of the final order by the Tribunal in the appeals. Contents of this para also will be disclosed in the public announcement and in the letter of offer."

Out of the six appeals referred to above, the appeals viz. Appeal No. 104 of 2002 Millhill Investments Ltd. v Technip S.A. & Ors. and Appeal No 105 of 2002 Empire International Holdings Ltd. v Technip S.A. & Ors. were filed subsequent to (i) the SAT interim order referred to herinabove and (ii) the public announcement dated November 11, 2002.

2.1.19. If April 12, 2000 is taken as the reference date, the price payable would be Rs. 238.84 (Rupees Two hundred thirty eight and eight four paise only) per equity share. In addition, interest shall also be payable at such rate as may be fixed by SAT.

2.1.20. TC is vehemently contesting the appeals. In the event that the said appeals are disposed off in favour of the Appellants and against TC and/or the reference date is held to be April 12, 2000 or any date other than July 3, 2001, TC intends to challenge the same and also seek a stay of such order, as permissible in law, if necessary up to the Supreme Court of India.

2.1.21. It is hereby expressly declared that consequent to the Transaction, TC does not own and /or control any equity capital in SEAMEC, whether by itself or through any Person Acting in Concert with it, other than the previously mentioned equity shares constituting 58.24% (comprising 19,742,750 equity shares of SEAMEC) of the issued, subscribed and paid up equity capital of SEAMEC, held through its deemed acquisition of CSOML.

**2.2. Details of the proposed Offer**

2.2.1. The Public Announcement dated November 11, 2002 was published in all the editions of the following newspapers on November 11, 2002, in accordance with Regulation 15 (1) of the SEBI (SAST) Regulations:

| Publication | Language | Edition |
|---|---|---|
| The Financial Express | English | All editions |
| Jansatta | Hindi | All editions |
| Aajkal | Bengali | Calcutta |

A Corrigendum to the Public Announcement has been issued in the above newspapers on December 12, 2002.

2.2.2. The copies of the above announcements are also available on the SEBI website at www.sebi.gov.in.

2.2.3. If there is any upward revision in the Offer Price till the last date of revision viz. January 8, 2003, or withdrawal of the Offer, the same would be informed by TC by way of Public Announcement in the same newspapers where the original Public Announcement had appeared. Such revised Offer Price would be payable to all the shareholders who have tendered their shares anytime during the Offer and have been accepted under the Offer.

2.2.4. Neither the Acquirer nor the PAC nor the directors of the Acquirer and the PAC have acquired any equity shares of SEAMEC from the date of the Public Announcement till the date of this Letter of Offer.

2.2.5. Neither the Acquirer nor its Directors nor the PAC nor its Directors have acquired any shares of SEAMEC in the last twelve months. None of the Directors of the Acquirer and of the PAC hold any shares in SEAMEC as on the date of this Letter of Offer.

2.2.6. Based on the information available from the Acquirer, PAC, SEAMEC and the SEBI website, the Acquirer, PAC and SEAMEC have not been prohibited by SEBI from dealing in securities, in terms of directions under Section 11B of the SEBI Act, 1992.

2.2.7. The Acquirer/PAC at present does not have any intention of changing the Board of Directors of SEAMEC.

2.2.8. Pursuant to the requirements of the SEBI (SAST) Regulations and the SEBI order dated September 9, 2002 read with the SAT order dated October 25, 2002, TC ("the Acquirer") is making an Offer to the public shareholders of SEAMEC, to acquire a maximum of 6,780,000 fully paid up equity shares of SEAMEC, representing 20% of the outstanding equity share capital of SEAMEC at a price of Rs. 43.12 (Rupees Forty three and twelve paise only) per equity share, and Rs. 8.35 (Rupees Eight and thirty five paise only) per equity share being the interest at the rate of 15% per annum for the period from November 1, 2001 to February 14, 2003, the date of actual payment of consideration for shares offered and accepted in the offer, aggregating to Rs. 51.47 (Rupees Fifty one and forty seven paise only) per equity share payable in cash (the "Offer"). All the shares tendered and accepted pursuant to this Offer will be acquired by the Acquirer through CSOML only.

2.2.9. The equity shares will be acquired by the Acquirer through CSOML, free from all liens, charges and encumbrances and together with all rights attached thereto, including the right to all dividends, bonus and rights offer declared hereafter. CSOML reserves the right to reject the shares tendered under this offer which are not free from encumbrances, or otherwise do not entail valid transfer of title to CSOML.

2.2.10. There are no outstanding partly paid up equity shares of SEAMEC.

2.2.11. The Offer is not subject to any minimum level of acceptances.

2.2.12. The Acquirer will acquire all equity shares of SEAMEC that are tendered and accepted in terms of this Offer up to a maximum of 6,780,000 fully paid up equity shares of SEAMEC. If the aggregate of the valid response exceeds 6,780,000 equity shares, then the Acquirer shall accept the equity shares received from the shareholders on a proportional basis, in consultation with the Manager to the Offer, in accordance with the Regulation 21(6) of the SEBI (SAST) Regulations.

## 3. BACKGROUND OF TC & CSOML

**3.1. Information on TC**

3.1.1. TC, is a Company registered under the laws of France having its Registered Address at La Defense 6, 170, place Henri Regnault, 92973 Paris La Defense Cedex, France.

3.1.2. TC, together with its affiliates, is a leading worldwide provider of engineering, technologies and construction services for the oil and gas, petrochemical and other industries.

3.1.3. TC has an extensive track record and possesses substantial resources including technology and provides engineering services for application in both offshore and onshore segments of oil and gas industries worldwide. It is the Acquirer's intention to support SEAMEC's participation in the offshore services, including low end turnkey jobs in the offshore segment of the industry in India, Middle East and Asia Pacific regions.

3.1.4. The shares of TC are listed on the Premier Marche of Euronext Paris, France and at the New York Stock Exchange at New York, USA.

3.1.5. By reason of operational and contractual arrangements, TC and its group companies constitute a single group under French accounting standards for the purposes of presenting consolidated accounts.

3.1.6. As per French company law, the Management Board is in charge of the daily management of the company, whilst the Supervisory board has the duty to supervise the fulfillment by the Management Board of its obligations. The Management Board owes regular reports to the Supervisory Board. Both the Management Board and the Supervisory Board report to the shareholders meeting.

The Management Board of TC as on the date of the Public Announcement viz. November 11, 2002 was as under:

| Name | Designation | Residence |
|---|---|---|
| Mr. Valot Daniel | Chairman and member of the Management Board | 86 Ave de Breteuil<br>75015 Paris |
| Mr. Burlin Daniel Andre | Management Board Member | 59 BD Suchet, 75016 Paris |
| Mr. Ehret Thomas Michel Ernest | Management Board Member | 28 AV de la Resistance, 92370 Chaville |
| Mr. Pierrot Deseilligny Jean Marie Daniel | Management Board Member | 4 Rue Belle Gabrielle<br>92150 Suresnes |

The Supervisory Board of TC as on the date of the Public Announcement viz. November 11, 2002 was as under:

| Name | Designation | Residence |
|---|---|---|
| Mr. Valentin Pierre Marie | Chairman of the Supervisory Board | 15 AV Emile Deschanel, 75007 Paris |
| Mr. Leveque Michel | Vice Chairman and Member of the Supervisory Board | 73 Rue des Vignes<br>75016 Paris |
| Mr. Vaillaud Pierre | Supervisory Board Member | 5 Villa Madrid, 92200 Neuilly-Sur-Seine |
| Mr. Lamoure Jean-Pierre | Supervisory Board Member | 32 Rue du Docteur Roux, 78220 Viroflay |
| Mr. Weymuller Bruno Stanislas | Supervisory Board Member | 12 Rue Paul Valery, 75016 Paris |
| Mr. Caparros Miguel | Supervisory Board Member | 12 St. Alban Mansion<br>Kensington Court Place<br>London W8 5 QH (GB) |
| Mr. Mandil Rene Henri Claude | Supervisory Board Member | 6 Rue du Plateau St. Antoine<br>78150 Le Chesnay |
| Mr. Cairns Roger John Russel | Supervisory Board Member | High Larch, Lewis Lane<br>Gerard's Cross Buc SL9 9TS<br>United Kingdom |
| Mr. Milgrim Roger Michael | Supervisory Board Member | 301 East 52 Street, New York, 10022 USA |
| Mr. Capron Jean-Pierre Claude Auguste | Supervisory Board Member | 152 Rue de Saussure<br>75017 Paris |
| Mr. Deyirmendjian Jacques Ara | Supervisory Board Member | 102 BD de Courcelles, 75017 Paris |
| Mr. Rolfsen Rolf Erik | Supervisory Board Member | 62 Devre Ullern Terrasse<br>0380 Oslo Norway |

3.1.7. None of the Directors of TC are on the Board of SEAMEC.

3.1.8. Besides SEAMEC, TC operates in India through five other entities. These companies include Technip Coflexip Oceania Pty Ltd., Technip CSO India Private Limited, Coflexip Stena Offshore Contracting BV, Technip India Limited and Technip KT India Limited, which are described below. The financials of these companies are reflected in the consolidated accounts of TC, which are provided in Section 3.1.10.

3.1.8.1. Technip Coflexip Oceania Pty Ltd., earlier known as Coflexip Stena Offshore Asia Pacific Pty. Ltd), is a company registered at 2 Birksgate Road, PMB 10, North Fremantle, W.A 6159, Australia. TC indirectly holds 100% of the shares of the company. TCOPL had entered into contracts with Larsen & Toubro from December 1999-May 2000 on Clamp-on Related Modification and Pipeline Project ("CRMP") II job, which entailed the installation of submarine pipelines in the Bombay High South & Heera fields, and with Hyundai Heavy Industries for CRMP I job for installation of subsea riser clamps, reinforcing braces, etc. in the Bombay High North, South and Heera fields. In September 2000, a Brokerage Agreement was entered into with SEAMEC for assisting them in tendering & negotiating a specific charter for their vessel SEAMEC III to J Ray McDermott Middle East (Indian Ocean) Ltd. for participating in one of their turnkey contract in India.

3.1.8.2. Technip CSO India Private Limited ("TCSOIPL") is a company incorporated under the Companies Act 1956 in India, and since May 1994, has its registered office in Mumbai. It is a subsidiary of Coflexip Stena Offshore (Mauritius) Ltd who holds 99.99% shares of the company. The name of the company has recently been changed from Coflexip Stena Offshore India Private Limited, with the approval of the Registrar of Companies. TCSOIPL has not completed any significant contract since May, 1995.

The company has provided back-up services to Group companies working in India and is currently rendering business development & technical services to the group companies.

3.1.8.3. Coflexip Stena Offshore Contracting BV ("CSOC") is a company incorporated in the Netherlands having its registered office at Executive Management Trustmji BV, Drentestraat 20, 1083, HK Amsterdam, the Netherlands. Since 1990, CSOC has a project office in Mumbai. TC indirectly holds 100% of the shares of the company. CSOC's project office undertakes contracts for the supply of diving support engineering equipment, personnel and technical backup to execute the inspection, maintenance and repair jobs on the SEAMEC vessels and ONGC vessels.

3.1.8.4. Technip India Limited is a company incorporated under the Companies Act 1956 in India having its registered office at No. 4 (Old No. 33), Sardar Patel Road, Guindy, Chennai 600 032. TC indirectly holds 50% of the shares of the company. The company is predominantly engaged in doing detailed design work for TC group companies.

3.1.8.5. Technip KT India Limited is a company incorporated under the Companies Act 1956 in India having its registered office at B22, Okhla Industrial Area, Phase I, New Delhi – 110 020. TC indirectly holds 99.9% of the shares of the company through its subsidiary Technip Holding Benelux B.V. of the Netherlands. The Company is a chemical engineering company engaged in providing design, consultancy and technical services, execution of projects and fabrication of equipment

3.1.8.6. TC has no other listed entities in India other than SEAMEC.

3.1.9. TC has fully complied with the applicable provisions of Chapter II of the SEBI (SAST) Regulations on 'Disclosure of shareholding and control in a listed company'.

3.1.10. The audited consolidated financial information of TC group are as under :

**Profit and Loss statement**

| | For the year ended December 31 | | | | | | For the 6 months ended June 30 | |
|---|---|---|---|---|---|---|---|---|
| | 1999 | | 2000 | | 2001 | | 2002 | |
| | Eur mm | Rs mm | Eur mm | Rs mm | Eur mm | Rs mm | Eur mm | Rs mm |
| Income from operations | 2,782.2 | 132,794.4 | 2,972.0 | 141,853.6 | 3546.0 | 169,250.6 | 2,172.8 | 103,707.7 |
| Other Income | 68.5 | 3,269.5 | 122.6 | 5,851.7 | 29.5 | 1,408.0 | (19.9) | (949.8) |
| Total Income | 2,850.7 | 136,063.9 | 3,094.6 | 147,705.3 | 3,575.5 | 170,658.6 | 2,152.9 | 102,757.9 |
| Total Expenditure | (2,598.9) | (124,045.5) | (2,773.1) | (132,360.1) | (3,261.6) | (155,676.2) | (2,008.5) | (95,865.7) |
| Profit before Depreciation, Interest and Tax | 251.8 | 12,018.4 | 321.5 | 15,345.2 | 313.9 | 14,982.4 | 144.4 | 6,892.2 |
| Depreciation and Amortization | (31.8) | (1,517.8) | (43.0) | (2,052.4) | (110.9) | (5,293.3) | (134.8) | (6,434.0) |
| Net Interest Income / (Expense) | 8.7 | 415.3 | (0.8) | (38.2) | (27.0) | (1,288.7) | (12.8) | (610.9) |
| Profit Before Tax | 228.7 | 10,915.9 | 277.7 | 13,254.6 | 176.0 | 8,400.4 | (3.2) | (152.7) |
| Provision for Tax | (55.9) | (2,668.1) | (62.3) | (2,973.6) | (65.5) | (3,126.3) | (24.5) | (1,169.4) |
| Profit after Tax | 172.8 | 8,247.8 | 215.4 | 10,281.0 | 110.5 | 5,274.1 | (27.7) | (1,322.1) |
| Minority Interest | (0.2) | (9.6) | (1.2) | (57.3) | (2.4) | (114.5) | 0.3 | 14.3 |
| Net Profit | 172.6 | 8,238.2 | 214.2 | 10,223.7 | 108.1 | 5,159.6 | (27.4) | (1,307.8) |

(One EUR = Rs. 47.73, Source: The Economic Times dated November 1, 2002)

**Balance Sheet**

| | As on December 31 | | | | | | As on June 30 | |
|---|---|---|---|---|---|---|---|---|
| | 1999 | | 2000 | | 2001 | | 2002 | |
| | Eur mm | Rs mm | Eur mm | Rs mm | Eur mm | Rs mm | Eur mm | Rs mm |
| Sources of funds | | | | | | | | |
| Paid up share capital | 48.1 | 2,295.8 | 48.9 | 2,334.0 | 81.5 | 3,890.0 | 81.6 | 3,894.8 |
| Reserves and Surplus | 585.8 | 27,960.2 | 717.5 | 34,246.3 | 2,132.7 | 101,793.8 | 2,002.5 | 95,579.3 |
| Shareholder's equity | 633.9 | 30,256.0 | 766.4 | 36,580.3 | 2,214.2 | 105,683.8 | 2,084.1 | 99,474.1 |
| Total Loans | 21.8 | 1,040.5 | 196.0 | 9,355.1 | 1,638.9 | 78,224.7 | 1,623.0 | 77,465.8 |
| Minority Interest | 2.3 | 109.8 | 3.4 | 162.2 | 21.4 | 1,021.4 | 20.0 | 954.6 |
| Total | 658.0 | 31,406.3 | 965.8 | 46,097.6 | 3,874.5 | 184,929.9 | 3,727.1 | 177,894.5 |
| Uses of funds | | | | | | | | |
| Net Fixed assets | 327.2 | 15,617.3 | 754.0 | 35,988.4 | 3,695.7 | 176,395.8 | 3,570.7 | 170,429.5 |
| Investments/equity affiliates | 104.6 | 4,992.6 | 296.7 | 14,161.5 | 111.1 | 5,302.8 | 88.4 | 4,219.3 |
| Net current assets | 226.2 | 10,796.5 | (84.9) | (4,052.3) | 67.7 | 3,231.3 | 68.0 | 3,245.7 |
| Total | 658.0 | 31,406.3 | 965.8 | 46,097.6 | 3,874.5 | 184,929.9 | 3,727.1 | 177,894.5 |

(One EUR = Rs. 47.73, Source: The Economic Times dated November 1, 2002)

**Other selected financial information**

| | For the year ended December 31 | | |
|---|---|---|---|
| | **1999** | **2000** | **2001** |
| Diluted earnings per share (Eur) | 10.75 | 12.85 | 4.26 |
| Diluted earnings per share (Rs) | 513.10 | 613.33 | 203.33 |
| Dividend per share (Eur) | 3.0 | 3.3 | 3.3 |
| Dividend per share (Rs) | 143.19 | 157.51 | 157.51 |
| Return on closing shareholders' equity | 27.2% | 27.9% | 4.9% |
| Book value per share (Eur) | 40.2 | 47.8 | 82.9 |
| Book value per share (Rs) | 1,918.75 | 2281.49 | 3956.82 |

(One EUR = Rs. 47.73, Source: The Economic Times dated November 1, 2002)

**Note:**

- Diluted earnings per share = Profit After Tax / Diluted number of shares. For this purpose, diluted number of shares is defined as the number of shares of common stock outstanding as of each year-end including outstanding options to subscribe to new shares granted to employees, and after deduction of existing shares held by subsidiaries.
- Return on closing shareholders equity = Profit After Tax / Shareholders' equity as at the end of the year
- Book Value per share = Shareholders' equity as at the end of the year / Shares outstanding as at the end of the year

3.1.11. TC is a widely held professionally managed company. As such, there is no single person or group, which could be identified as the promoter. As of October 31, 2002, TC's issued equity share capital is divided into 25,036,581 shares each of par value Euro 3.05 (equivalent to Rs. 145.58). However, some shareholders have 'double voting rights' on some of their shares.

As of October 31, 2002, details of the shareholding of TC, as available with TC, are as follows:

| Name | Number of shares | Capital % | Number of voting rights | Voting Rights % |
|---|---|---|---|---|
| Institut Francais Du Petrole | 2,102,806 | 8.4% | 2,102,806 | 8.0% |
| Gaz De France | 1,698,114 | 6.8% | 3,396,228 * | 12.9% |
| Totalfinaelf Group | 884,393 | 3.5% | 1,520,548 ** | 5.8% |
| Treasury stock | 1,166,824 | 4.7% | 0 | 0.0% |
| Employees | 670,880 | 2.7% | 735,026 ** | 2.8% |
| Public | 18,513,564 | 73.9% | 18,518,762 ** | 70.5% |
| **TOTAL** | **25,036,581** | **100%** | **26,273,370** | **100%** |

* double voting rights

** some shareholders have double voting rights

(One EUR = Rs. 47.73, Source: The Economic Times dated November 1, 2002)

3.1.12. The market price per equity share of TC as on October 31, 2002 was EUR 65.65 (equivalent to Rs. 3133.47).

(One EUR = Rs. 47.73, Source: The Economic Times dated November 1, 2002)

**3.2. Information on CSOML**

3.2.1. CSOML is an indirectly owned subsidiary of TC and is a company registered under the laws of Mauritius, having its Registered Office at 10, Frere Felix de Valois Street, Port Louis, Mauritius.

3.2.2. CSOML is a holding company and its principal business is of holding shares in SEAMEC and associate companies including Technip CSO India Private Limited.

3.2.3. The equity shares of CSOML are not listed on any Stock Exchange.

3.2.4. CSOML is a wholly owned subsidiary of Stena Offshore (Jersey) Limited, a Company registered in the Channel Islands. Stena Offshore (Jersey) Limited is a wholly owned subsidiary of Coflexip Stena Offshore NV (Netherlands), which in turn is a wholly owned subsidiary of Coflexip. TC owns 98.36 % of the shares of Coflexip and 98.54 % of the voting rights of Coflexip.

3.2.5. The Board of Directors of CSOML as on the date of the Public Announcement was as under:

| Name of the Director | Designation | Residential Address |
|---|---|---|
| Marie Desire Pierre Dinan | Director | 11, Eliacin François Street<br>Rose-Hill, Mauritius |
| Uday Kumar Gujadhur | Director | 8E, Lislet Geoffroy Street<br>Curepipe, Mauritius |
| Ivan Coyard | Director | 8, Rue de L'Armorique,<br>75015, Paris, France |

3.2.6. None of the Directors of CSOML is on the Board of SEAMEC other than Ivan Coyard.

3.2.7. Please see 3.1.8 above for more information about Technip CSO India Private Limited.

3.2.8. CSOML has fully complied with the applicable provisions of Chapter II of the SEBI (SAST) Regulations.

3.2.9. The audited financial information of CSOML is as under :

**Profit and Loss account**

| | For the year ended December 31 | | | | | | 9 months ended September 30, 2002 | |
|---|---|---|---|---|---|---|---|---|
| | 1999 | | 2000 | | 2001 | | | |
| | GBP 000 | Rs 000 | GBP 000 | Rs 000 | GBP 000 | Rs 000 | GBP 000 | Rs 000 |
| Income | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Interest and other income | 6 | 453 | 14 | 1,056 | 5 | 378 | (9) | (679) |
| Total Income | 6 | 453 | 14 | 1056 | 5 | 378 | (9) | (679) |
| Administrative expenses | (5) | (378) | (8) | (603) | 0 | 0 | 0 | 0 |
| Profit before Depn, Interest and Tax | 1 | 75 | 6 | 453 | 5 | 378 | (9) | (679) |
| Interest and other expense | (34) | (2,565) | (11) | (830) | (13) | (981) | (9) | (679) |
| Profit / (loss) before tax | (33) | (2,490) | (5) | (377) | (8) | (603) | (18) | (1,358) |
| Tax | 0 | 0 | 0 | 0 | 0 | 0 | 0 | |
| Profit / (loss) after tax | (33) | (2,490) | (5) | (377) | (8) | (603) | (18) | (1,358) |

(One GBP= Rs. 75.43, Source: The Economic Times dated November 1, 2002)

**Balance Sheet**

| | As on December 31 | | | | | | As on September 30 2002 | |
|---|---|---|---|---|---|---|---|---|
| | 1999 | | 2000 | | 2001 | | | |
| | GBP 000 | Rs 000 | GBP 000 | Rs 000 | GBP 000 | Rs 000 | GBP 000 | Rs 000 |
| **Sources of funds** | | | | | | | | |
| Called up share capital | 1 | 75 | 1 | 75 | 1 | 75 | 1 | 75 |
| Reserves and Surplus | 136 | 10,259 | 131 | 9,881 | 123 | 9,278 | 105 | 7,921 |
| Shareholders' funds | 137 | 10,334 | 132 | 9,956 | 124 | 9,353 | 106 | 7,996 |
| Total | 137 | 10,334 | 132 | 9,956 | 124 | 9,353 | 106 | 7,996 |
| **Uses of funds** | | | | | | | | |
| Investments | 7,747 | 584,356 | 8,396 | 633,310 | 8,642 | 651,866 | 7,992 | 602,837 |
| Net current assets | (7,610) | (574,022) | (8,264) | (623,354) | (8,518) | (642,513) | (7,886) | (594,841) |
| Total | 137 | 10,334 | 132 | 9,956 | 124 | 9,353 | (106) | (7,996) |

(One GBP= Rs. 75.43, Source: The Economic Times dated November 1, 2002)

| **Other Financial data** | For the year ended December 31 | | |
|---|---|---|---|
| | 1999 | 2000 | 2001 |
| Diluted earnings per share (GBP) | (660.0) | (100.0) | (160.0) |
| Diluted earnings per share (Rs) | (49,783.8) | (7,543.0) | (12,068.8) |
| Dividend per share (GBP) | 0.0 | 0.0 | 0.0 |
| Dividend per share (Rs) | 0.0 | 0.0 | 0.0 |
| Return on closing shareholders' equity | (24.1%) | (3.8%) | (6.5%) |
| Book value per share (GBP) | 2,740.0 | 2,640.0 | 2,480.0 |
| Book value per share (Rs) | 206,678.2 | 199,135.2 | 187,066.4 |

(One GBP= Rs. 75.43, Source: The Economic Times dated November 1, 2002)

Source: CSOML Annual Reports, financial statements

**Note:**

- Earnings per share = Profit / (Loss) After Tax / Number of shares outstanding as of the year end
- Return on closing shareholders equity = Profit / (Loss) After Tax / Shareholders' equity as at the end of the year
- Book Value per share = Shareholders' equity as at the end of the year / Shares outstanding as at the end of the year

### 3.3. Disposal of Assets

Except where business exigencies warrant, and except to the extent required for the purpose of restructuring or rationalization of assets, investments or liabilities or otherwise of SEAMEC, TC and/or CSOML do not have any plan to dispose off or otherwise encumber any assets of SEAMEC in the two years from the date of closure of the Offer. The Board of Directors of SEAMEC passed resolutions to record their intention to dispose off one land-drilling rig at its meetings dated July 10, 1999 and September 27, 1999. Subsequently the Board of Directors of SEAMEC passed a resolution on February 26, 2002 authorizing the Management Committee of SEAMEC to take necessary steps to dispose off the rig at a remunerative price, as the land drilling rig was not a part of the core business of SEAMEC.

### 3.4. Delisting Option

Pursuant to the Offer to acquire a maximum of 6,780,000 shares representing 20% of the total outstanding shares of SEAMEC, TC/ CSOML will hold a maximum of 78.24% of the shares in SEAMEC. Further, Acquirer or the PAC does not plan to acquire Shares of SEAMEC from the open market or through negotiation or otherwise. Hence, the Acquirer's/PAC's holding in SEAMEC will not exceed 90% pursuant to this Offer, and hence the public shareholding in SEAMEC will not fall below 10% and SEAMEC will continue to be a publicly listed company. As a result, the terms of Regulation 21(3) of SEBI (SAST) Regulations with respect to delisting does not apply in this regard.

## 4. BACKGROUND OF SEAMEC

4.1. SEAMEC is a public limited company, having its Registered Office at 6 Waterloo Street, South Block, (1st Floor), Kolkata 700 069.

4.2. The issued, subscribed and paid up equity share capital of SEAMEC as on the date of the Public Announcement was Rs. 339 million comprising of 33.9 million fully paid-up equity shares of Rs.10/- each.

4.3. SEAMEC was incorporated as Peerless Leasing Private Limited on December 29, 1986. Subsequently, its name was changed to Peerless Drive Ltd. on July 8, 1987, and to Peerless Shipping & Oilfield Services Ltd. on August 25, 1994 and to SEAMEC on August 11, 2000.

4.4. SEAMEC is currently engaged in the business of operating multi support vessels for diving and for providing underwater/sub sea construction, maintenance, and other support services for offshore oil and gas installations and other industries, located in India or abroad. SEAMEC was also engaged previously in providing drilling services to onshore oil fields, from which it has withdrawn, as it did not form part of its core business. As stated in Section 3.3 of this document, the Board of Directors of SEAMEC passed a resolution on February 26, 2002 authorizing the Management Committee of SEAMEC to take necessary steps to dispose off the rig at a remunerative price, as the land drilling rig was not part of the core business of SEAMEC. This land drilling rig of SEAMEC is shortly to be disposed off.

4.5. The Shares of SEAMEC are listed on The Calcutta Stock Exchange Association Ltd, The Stock Exchange, Mumbai, Madras Stock Exchange Ltd, The Stock Exchange, Ahmedabad and the National Stock Exchange of India Ltd.

| Type of shares | No. of shares / voting rights | % of total shares / voting rights |
|---|---|---|
| Fully paid up equity shares<br>Partly paid up equity shares | 33,900,000<br>0 | 100% / 100%<br>0% / 0% |
| Total | 33,900,000 | 100% / 100% |

4.6 There are no outstanding convertible instruments and partly paid up shares.

4.7.1 On October 31, 2001, BSE quoting newspaper reports, had written a letter to SEAMEC, on Technip takeover of Coflexip, and wanted SEAMEC to offer detailed and substantive comments on the news item which inter alia hinted that, TC would make a public offer in India. SEAMEC had replied to BSE, on November 2, 2001, stating that it did not have information on the matter and was unable to inform BSE as to what action the Acquirer would take. SEAMEC, also asked for a personal hearing in the matter, which was not granted.

4.7.2 Inspite of protests by SEAMEC, subsequently, on November 3, 2001, BSE suspended trading of SEAMEC on the exchange as BSE said: "The exchange has sought a clarification from the company (SEAMEC), which is still awaited. Pending such clarification, it is proposed to suspend trading in the aforesaid scrip with effect from Monday, November 5, 2001 to avoid the establishment of a false market in its securities." After the announcement of public offer by the Acquirer/PAC on November 11, 2002, SEAMEC has again requested BSE to reintroduce the trading of the Shares of SEAMEC. As of December 6, 2002, BSE had not yet resumed trading the Shares of SEAMEC.

4.8. Except as mentioned in Section 4.7.2 above, SEAMEC is in compliance with the listing agreements entered into with each of the Stock Exchanges and no other punitive action has been initiated by any of the Exchanges.

4.9. There has been no merger, de-merger, spin off in the last three years involving SEAMEC.

4.10. The Board of Directors of SEAMEC as on the date of the Public Announcement was as under:

| Name | Designation | Residence |
|---|---|---|
| Mr. P.C.B. Nair | Chairman | 20th Floor, Tower –B, Viceroy Park,<br>Kandivili East, Mumbai 400 101 |
| Mr. Gautam Sen | Managing Director | P-374, Block G ,7th.Floor,<br>New Alipore, Kolkata 700 053 |
| Mr. Ivan Coyard | Director | 8, rue de L'Armorique,<br>75015, Paris, France. |

| | | |
|---|---|---|
| Mr. S. Rogers | Director | 17, The Cedus Claremont,<br>W.A. 6010, Australia |
| Mr. Robin Nigel King | Director | 22, Lilian Avenue, Applecross, Perth,<br>W.A. 6153, Australia |
| Mr. D.J. Balaji Rao | Director | D-103, Adarsh Residency,<br>47th Cross, 2nd Main, Jay Nagar 8th Block, Bangalore 560 082 |
| Mr. S. Thacker | Director | Ramalayam, Flat . No. W –1, Peddar Road, Mumbai 400 026 |

4.11. SEAMEC has fully complied with the applicable provisions of Chapter II of the SEBI (SAST) Regulations.

4.12. The summary audited financial information of SEAMEC is as under:

| **Profit and loss account** | **12 months ended 31-Mar-00** | **9 months ended 31-Dec-00** | **12 months ended 31-Dec-01** | **6 months ended 30-June-02** |
|---|---|---|---|---|
| | **Rs mm** | **Rs mm** | **Rs mm** | **Rs mm** |
| Income from operations | 857.5 | 756.8 | 879.9 | 558.0 |
| Other Income | 3.1 | 13.0 | 11.1 | 15.1 |
| Total Income | 860.6 | 769.8 | 891.0 | 573.1 |
| Total Expenditure | (750.6) | (593.2) | (627.3) | (357.1) |
| Profit before Depreciation, Interest and Tax | 110.0 | 176.6 | 263.7 | 216.0 |
| Depreciation and Amortization | (109.7) | (84.2) | (120.0) | (61.8) |
| Interest expense/income | (71.9) | (52.4) | (63.0) | (29.6) |
| Profit Before Tax | (71.6) | 40.0 | 80.7 | 124.6 |
| Provision for Tax | 0.0 | (3.3) | (9.5) | (35.8) |
| Profit after Tax | (71.6) | 36.7 | 71.2 | 88.8 |

| **Balance sheet** | **As at March 31, 2000** | **As at December 31, 2000** | **As at December 31, 2001** | **As at June 30, 2002** |
|---|---|---|---|---|
| | **Rs mm** | **Rs mm** | **Rs mm** | **Rs mm** |
| **Sources of funds** | | | | |
| Share capital | 339.0 | 339.0 | 339.0 | 339.0 |
| Reserves and surplus | 734.7 | 771.4 | 644.9 | 733.7 |
| Shareholders' equity | 1,073.7 | 1,110.4 | 983.9 | 1072.7 |
| Secured loans | 305.8 | 412.8 | 345.0 | 301.8 |
| Unsecured loans | 181.0 | 81.0 | 81.0 | 81.0 |
| Total loans | 486.8 | 493.8 | 426.0 | 382.8 |
| Deferred tax liability (net) | 0.0 | 0.0 | 201.1 | 227.0 |
| **Total** | **1,560.5** | **1,604.2** | **1,611.0** | **1682.5** |
| **Application of funds** | | | | |
| Net Fixed Assets | 1,183.4 | 1,121.0 | 1,025.1 | 967.3 |
| Investments | 0.5 | 0.0 | 0.0 | 0.0 |
| Net current assets | 254.0 | 319.6 | 507.3 | 605.6 |
| Miscellaneous expenditure (to the extent not written off or adjusted) | 122.6 | 163.6 | 78.6 | 109.6 |
| **Total** | **1,560.5** | **1,604.2** | **1,611.0** | **1,682.5** |

**Other Financial Data**

| | 12 months ended 31-Mar-00 | 9 months ended 31-Dec-00 | 12 months ended 31-Dec-01 |
|---|---|---|---|
| Dividend per share (Rs.) | 0.0 | 0.0 | 0.0 |
| Earnings per share (Rs.) | (2.1) | 1.1 | 2.1 |
| Return on closing shareholders' equity | (7.5%) | 3.9% | 7.9% |
| Book value per share (Rs.) | 28.1 | 27.9 | 26.7 |

Source: SEAMEC Annual Reports

**Note:**

- Earnings per share = Profit / (Loss) After Tax / Number of shares outstanding as of the year end
- Return on closing shareholders equity = Profit / (Loss) After Tax / Shareholders' equity, adjusted for miscellaneous expenditure not written off, as at the end of the year
- Book Value per share = Shareholders' equity, adjusted for miscellaneous expenditure not written off, as at the end of the year / Shares outstanding as at the end of the year
- Shareholders' equity = Share capital + Reserves and surplus – Miscellaneous expenditure (to the extent not written off or adjusted)

4.13. Shareholding pattern of SEAMEC as on November 8, 2002 and Post-Offer assuming full acceptance, is detailed below:

| **Category** | **Shareholding and voting rights prior to the public announcement** | | **Acquired after the public announcement and before the offer** | | **To be acquired in the offer** | | **After the offer** | |
|---|---|---|---|---|---|---|---|---|
| | **No.** | **%** | **No.** | **%** | **No.** | **%** | **No.** | **%** |
| TC (Acquirer) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| CSOML (PAC) | 19,742,750 | 58.24% | 0 | 0 | 6,780,000 | 20% | 26,522,750 | 78.24% |
| Aggregate of Acquirer and PAC | 19,742,750 | 58.24% | 0 | 0% | 6,780,000 | 20% | 26,522,750 | 78.24% |
| Directors of the Company/ Directors relations* | 4,900 | 0.01% | | | | | | |
| Mutual funds | 293,450 | 0.87% | | | | | | |
| Banks/Financial Institutions | 335,343 | 0.98% | | | | | | |
| FIIs | 1,562,600 | 4.61% | | | | | | |
| Other Bodies Corporate | 3,672,453 | 10.83% | | | | | | |
| Non Resident Indians | 114,730 | 0.34% | | | | | | |
| Overseas Body Corporate | 1,257,170 | 3.71% | | | | | | |
| Resident Individuals | 6,724,433 | 19.84% | | | | | | |
| Clearing Members | 192,171 | 0.57% | | | | | | |
| Aggregate public shareholding | 14,157,250 | 41.76% | | | (6,780,000) | (20%) | 7,377,250 | 21.76% |
| **Total** | **33,900,000** | **100.00%** | | | | | | **100.00%** |

* All these shares are held by Mr. Gautum Sen, the Managing Director of SEAMEC, and his relations. Mr. Gautum Sen is not acting in concert with the Acquirer/PAC.

## 5. OBJECT OF THE OFFER

This Offer is being made by TC along with CSOML pursuant to the deemed acquisition by TC of CSOML's shares in SEAMEC, in terms of Regulation 10 read with Explanation (b) to Regulations 10 and 11 of the SEBI (SAST) Regulations. This Offer is also being made pursuant to the incidental transfer of indirect control in SEAMEC to TC in terms of Regulation 2(c) read with Regulation 12 of SEBI (SAST) Regulations. This Offer is also being made pursuant to the SEBI order dated September 9, 2002 read with the SAT order dated October 25, 2002.

## 6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

### 6.1. Justification of Offer Price

6.1.1. The Shares of SEAMEC are listed on The Calcutta Stock Exchange Association Ltd ("CSE"), The Stock Exchange, Mumbai ("BSE"), Madras Stock Exchange Ltd, The Stock Exchange, Ahmedabad and the National Stock Exchange of India Ltd ("NSE").

6.1.2. As per SEBI order dated September 9, 2002 read with SAT order dated October 25, 2002, the reference date for calculation of the offer price is July 3, 2001, which is the date of the Transaction. The annualised trading turnover during the six months preceding the reference date i.e. January, 2001 to June, 2001, on the stock exchanges that SEAMEC is listed is detailed below:

| Name of Stock Exchange | Total number of listed shares (million) | Total number of shares traded during the 6 calendar months ending June, 2001 (million) | Annualised Trading turnover for the 6 months ending June, 2001 (% of total listedshares) |
|---|---|---|---|
| The Stock Exchange, Mumbai (BSE) | 33.9 | 1.942 | 11.46% |
| National Stock Exchange of India Ltd. (NSE) | 33.9 | 4.665 | 27.52% |
| The Calcutta Stock Exchange Association Ltd. (CSE) | 33.9 | 0.290 | 1.71% |
| The Stock Exchange, Ahmedabad | 33.9 | 0 | 0% |
| Madras Stock Exchange Ltd. | 33.9 | 0 | 0% |

Source: Official quotations from the respective stock exchanges

6.1.3. The annualised trading turnover (by number of shares) on the BSE and the NSE during the six months immediately preceding the month of the Transaction i.e. January 2001 to June 2001, is greater than 2% of the total no. of listed shares. Consequently, as per explanation to Regulation 20(3) of the SEBI (SAST) Regulations, the shares are frequently traded on the BSE and NSE.

6.1.4. The equity shares of SEAMEC were not traded on The Stock Exchange, Ahmedabad and Madras Stock Exchange Ltd., during the period January 2001 to June 2001. The annualised trading turnover (by number of shares) on the CSE during the six months immediately preceding the month of the Transaction i.e. January 2001 to June 2001, is less than 2% of the total no. of listed shares. Consequently, as per explanation to Regulation 20(3) of the SEBI (SAST) Regulations, the shares are infrequently traded on the CSE, The Stock Exchange, Ahmedabad and Madras Stock Exchange Ltd.

6.1.5. There was no public issue or rights issue by SEAMEC during the 26 weeks preceding the date of the Offer or prior to the date of Transaction. There has been no preferential allotment of Shares to CSOML and/or TC or any of their subsidiaries/ associates at any time during the 12 month period up to the date of closure of the Offer.

6.1.6. The Offer Price is justified as follows:

a) Highest price paid by the Acquirer for any acquisition of the Shares during the 26 week period prior to the date of the Transaction: The consideration paid by the Acquirer and its affiliates pursuant to the Transaction was a composite consideration. The total turnover of Coflexip for the year 2001 was Euro ("EUR") 1,064 million (equivalent to Rs. 50,784.7 million). SEAMEC's turnover for the year 2001 was Rs. 879.9 million, which works out to be less than 1.8% of Coflexip's turnover. This business being small in relation to the overall turnover of Coflexip, no value had been assigned to the same in the Transaction. (One EUR = Rs. 47.73, Source: The Economic Times dated November 1, 2002)

b) The average price calculated in accordance with Regulation 20(2) (d) during the 26 weeks preceding the reference date of July 3, 2001, i.e. the average of weekly high and low of the closing prices of the Shares quoted on NSE, the stock exchange where the shares are most frequently traded during the 26 weeks preceding the above date is Rs. 43.12 per Share.

c) As per Regulation 20(3) of the SEBI (SAST) Regulations, the following financial parameters have been analysed:

| | |
|---|---|
| Return on Closing Net worth (%) | 7.9% |
| Earnings per Share (EPS) (Rs.) | 2.1 |
| Industry Price to Earnings Ratio (PER) | 2.8 |
| Book Value per Share (Rs.) | 26.7 |
| Industry Price to Book Ratio (PBR) | 0.34 |

(Source: Industry figures as per Capital Markets dated July 8, 2000, Industry code: Shipping; SEAMEC 2001 Annual Report)

Based on the industry average PER and PBR, SEAMEC's share price translates to Rs. 5.88 and Rs. 9.08 per share respectively, both of which are substantially lower than Rs. 43.12 as calculated above.

6.1.7. The weekly high and low of the closing prices and volumes of the Shares of SEAMEC traded on NSE during the 26 weeks preceding the date of the Transaction, i.e. July 3, 2001 are as under:

| Week No. | Week ended | High (Rs.) | Low (Rs.) | Average (Rs.) | Week Volume |
|---|---|---|---|---|---|
| 1. | 2-Jul-01 | 36.90 | 30.70 | 33.80 | 114,021 |
| 2. | 25-Jun-01 | 34.00 | 30.25 | 32.13 | 70,733 |
| 3. | 18-Jun-01 | 38.60 | 33.65 | 36.13 | 332,633 |
| 4. | 11-Jun-01 | 35.40 | 33.85 | 34.63 | 138,192 |
| 5. | 4-Jun-01 | 39.95 | 36.00 | 37.98 | 391,530 |
| 6. | 28-May-01 | 43.45 | 40.75 | 42.10 | 531,073 |
| 7. | 21-May-01 | 40.15 | 26.50 | 33.33 | 268,401 |
| 8. | 14-May-01 | 30.55 | 27.90 | 29.23 | 36,079 |
| 9. | 7-May-01 | 31.15 | 30.00 | 30.58 | 39,918 |
| 10. | 30-Apr-01 | 33.15 | 30.35 | 31.75 | 124,355 |
| 11. | 23-Apr-01 | 32.95 | 30.75 | 31.85 | 328,780 |
| 12. | 16-Apr-01 | 30.75 | 27.05 | 28.90 | 78,757 |
| 13. | 9-Apr-01 | 32.10 | 29.10 | 30.60 | 52,172 |
| 14. | 2-Apr -01 | 33.95 | 28.70 | 31.33 | 209,911 |
| 15. | 26-Mar-01 | 36.45 | 29.00 | 32.73 | 208,130 |
| 16. | 19-Mar-01 | 42.15 | 37.85 | 40.00 | 98,294 |
| 17. | 12-Mar-01 | 44.70 | 42.55 | 43.63 | 63,480 |
| 18. | 5-Mar-01 | 56.95 | 43.60 | 50.28 | 132,919 |
| 19. | 26-Feb-01 | 58.05 | 53.40 | 55.73 | 141,072 |
| 20. | 19-Feb-01 | 62.60 | 57.45 | 60.03 | 207,409 |
| 21. | 12-Feb-01 | 70.90 | 61.20 | 66.05 | 646,873 |
| 22. | 5-Feb-01 | 58.50 | 54.95 | 56.73 | 57,447 |
| 23. | 29-Jan-01 | 60.95 | 57.35 | 59.15 | 36,501 |
| 24. | 22-Jan-01 | 64.10 | 60.35 | 62.23 | 137,116 |
| 25. | 15-Jan-01 | 64.25 | 62.20 | 63.23 | 121,529 |
| 26. | 8-Jan-01 | 68.60 | 65.75 | 67.18 | 103,070 |
| **Total** | | | | | **4,670,395** |

Source: NSE

6.1.8. In light of the information contained in the paragraphs above, in the opinion of the Manager to the Offer and the Acquirer, the offer price of Rs. 43.12 (Rupees Forty three and twelve paise only) per equity Share and Rs. 8.35 per equity share being the interest at the rate of 15 % per annum payable for the period November 1, 2001 to February 14, 2003, the date of actual payment of consideration, aggregating to Rs. 51.47 per equity share is justified as per Regulation 20 (2) and 20 (3) of the SEBI (SAST) Regulations and order of SEBI dated September 9, 2002 and read with the SAT order dated October 25, 2002.

6.1.9. As per the SEBI (SAST) Regulations, Acquirer along with PAC can revise the Offer Price upwards up to 7 working days prior to the closure of this Offer i.e. up to January 8, 2003 and the revision, if any, in the Offer Price would be announced in the same newspapers by the Acquirer/PAC where the Public Announcement and Corrigendum to Public Announcement have appeared and the Revised Price will be paid for all Shares acquired pursuant to this Offer.

6.1.10. If the Acquirer/PAC acquires shares after the date of Public Announcement up to 7 working days prior to the closure of the Offer at a price higher than the Offer Price, then the highest price paid for such acquisition shall be payable to all the shareholders who have validly tendered their shares at anytime during the Offer and have been accepted under the Offer.

**6.2 Financial Arrangements**

6.2.1. In accordance with Regulation 28 of the SEBI (SAST) Regulations, CSOML has created an Escrow Account in the form of a Bank Guarantee, issued by BNP Paribas Mumbai, having its office at French Bank Building, 62 Homji Street, Mumbai India 400 001, valid until March 31, 2003 in favour of JPMorgan, the Manager to the Offer for an amount of Rs. 88.00 million (Rupees Eighty eight million only) being 25% of the maximum purchase consideration payable under this Offer. The Manager to the Offer has been authorized to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations.

6.2.2. Further, CSOML has also made a cash deposit of US$75,000 in a Bank Account with BNP Paribas, Dublin, having its office at 5 George's Dock, IFSC, Dublin 1, Ireland, being in excess of 1% of the maximum purchase consideration payable under this Offer. The Manager to the Offer has been authorized to realize the value of the Bank Account in terms of the SEBI (SAST) Regulations. 1% of the maximum purchase consideration payable under this Offer will be transferred from the aforesaid Bank Account to BNP Paribas, Mumbai located in India having its office at French Bank Building, 62 Homji Street, Mumbai India 400 001 after the requisite approval has been obtained from Reserve Bank of India for opening an escrow account in India.

6.2.3. The total fund requirement for the acquisition of 6,780,000 equity shares held by Public Shareholders in SEAMEC at Rs. 51.47 per share is Rs. 348,966,600 (Rupees Three hundred forty eight million nine hundred sixty six thousand and six hundred only) being the aggregate amount of Rs. 292,353,600 (Two hundred ninety two million three hundred and fifty three thousand and six hundred only), together with interest of Rs.56,613,000 (Fifty six million six hundred and thirteen thousand only) at the rate of 15% per annum simple interest from November 1, 2001 to February 14, 2003, the date of actual payment of consideration. BNP Paribas located in India having its office at French Bank Building, 62 Homji Street, Mumbai India 400 001 have certified vide a certificate dated October 30, 2002, that CSOML has access to sufficient resources to meet the financial requirements of the Offer. The Manager to the Offer is satisfied about the ability of TC to implement the Offer through CSOML in accordance with the SEBI (SAST) Regulations. The Offer will be financed through a loan or a combination of equity and loan extended to CSOML by its shareholders.

## 7. TERMS AND CONDITIONS OF OFFER

### 7.1 Statutory Approvals & Conditions of the Acquisition and Offer

7.1.1. Since all the shares pursuant to this offer are to be acquired by CSOML, the Foreign Investment Promotion Board ("FIPB") approval is required to complete the Offer. In addition, approval from the Reserve Bank of India ("RBI") will be required, under the Foreign Exchange Management Act, 1999 ("FEMA") read with the Foreign Exchange Management (Transfer or Issue of Securities by a Person Resident Outside India) Regulations 2000 ("FEMA Regulations") in respect of transfers of shares made pursuant to this Offer. The Offer would be subject to the above approvals and all statutory approvals that may become applicable prior to the completion of the Offer.

7.1.2. CSOML has made the requisite application to FIPB on December 9, 2002 vide its letter dated December 7, 2002 to acquire a maximum of 6,780,000 additional shares pursuant to the Offer.

7.1.3. CSOML will make the requisite application to RBI to obtain permission under FEMA and the FEMA Regulations on behalf of those shareholders who would be required to obtain RBI permission prior to lawfully transferring their equity shares in SEAMEC to CSOML.

7.1.4. If a delay occurs on account of non-receipt of statutory approvals within time, and for the reasons mentioned in Regulation 22(13) of SEBI (SAST) Regulations, the provisions of this Regulation shall become applicable.

7.1.5. Other than the approvals mentioned above, no other statutory approvals will be required for the Offer.

7.1.6. The SEBI in its order dated September 9, 2002 has for the reasons stated therein come to the conclusion that TC was not acting in concert with IFP or ISIS when TC acquired 29.68% shares of Coflexip from Stena International BV on April 12, 2000 and that TC did not indirectly acquire control of SEAMEC in terms of the Regulations by virtue of such acquisition of 29.68% shares of Coflexip. SEBI has held that there was no obligation on TC to make a public announcement by virtue of the acquisition of 29.68% shares of Coflexip in April 2000. SEBI has however directed TC to make a public announcement arising out of the acquisition of control of Coflexip as a result of Transaction in July 2001, taking July 3, 2001 as the reference date.

7.1.7. Six appeals have been filed before the SAT by different shareholders against the order of SEBI dated September 9, 2002. In respect of the four appeals referred to in sub-para (ii) hereinbelow, SAT has by its interim order dated October 25, 2002 refused four of the appellants prayer for stay of the SEBI order dated September 9, 2002 and has directed as under:-

" (i) The acquirer will implement the impugned order dated 9.9.2002 by making a public announcement to acquire shares of SEAMEC in accordance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 on or before 15.11.2002 by taking 3.7.2001 as the reference date at a price decided as per the Regulations and make the payment within the time limit prescribed in the regulation for the purpose.

(ii) In the aforesaid public announcement and letter of offer, the acquirer shall make a disclosure to the effect that four appeals being Appeal No. 79/2002 - M/s. SMS Holdings P. Ltd. v. SEBI & Ors., Appeal No. 80/2002 - Pradeep Kumar Jain v. SEBI & Ors., Appeal No.85/2002 - Kishore Shah v. SEBI & Ors. and Appeal No.91/2002 - M/s. Khandalwala Securities Ltd. v. SEBI & Ors. against SEBI's order dated 9.9.2002 are pending before the Securities Appellate Tribunal (SAT) , Mumbai and that the acquirer is contesting the same. It should also be clearly disclosed in the public announcement and letter of offer that in the appeals the Appellants have urged to take 12.4.2000 as the reference date and the offer price payable per share with reference to the said date.

(iii) In the event this Tribunal comes to a findings that the reference date shall be 12.4.2000 and not 3.7.2001 as directed by SEBI in its order, the price payable for the shares acquired shall be with reference to 12.4.2000 and the acquirer will pay the difference between the price payable as per SEBI's order and the price payable taking 12.4.2000 as the reference date. The acquirer shall also pay interest at such rate as may be fixed by the Tribunal on the differential amount also from such date as the Tribunal decides till the date on which payment is made to the eligible share holder of SEAMEC pursuant to the open offer, with in 30 days from the date of the final order by the Tribunal in the appeals. Contents of this para also will be disclosed in the public announcement and in the letter of offer."

Out of the six appeals referred to above, the appeals viz. Appeal No. 104 of 2002 Millhill Investments Ltd. v Technip S.A. & Ors. and Appeal No 105 of 2002 Empire International Holdings Ltd. v Technip S.A. & Ors. were filed subsequent to (i) the SAT interim order referred to herinabove and (ii) the public announcement dated November 11, 2002.

If April 12, 2000 is taken as the reference date, the price payable would be Rs. 238.84 (Rupees Two hundred thirty eight and eight four paise only) per equity share. In addition, interest shall also be payable at such rate as may be fixed by SAT.

TC is vehemently contesting the appeals. In the event that the said appeals are disposed off in favour of the Appellants and against TC or the reference date is held to be April 12, 2000 or any date other than July 3 2001, TC intends to challenge the same and also seek a stay of such order, as permissible in law, if necessary up to the Supreme Court of India.

### 7.2. Other Conditions

7.2.1. Accidental omission to dispatch this Offer Document to any person to whom this Offer is made or the non-receipt or delayed receipt of this Offer Document by any such person will not invalidate this Offer in any way.

7.2.2. The Letter of Offer together with Form of Acceptance cum Acknowledgement along with Form of Withdrawal will be mailed to the shareholders of SEAMEC whose names appear on the Register of Members of SEAMEC and the beneficial owners of the shares of SEAMEC, whose names appear on the beneficial records of the respective Depositories, at the close of business on November 15, 2002 (the "Specified Date").

7.2.3. The Registrar to the Offer, CB Management Services (P) Limited, have opened a special depository account with BNP Paribas, Akruti Softech Park, Road No 21, MIDC, Andheri (East) Mumbai 400 096 styled "CBMSPL Escrow a/c SEAMEC open offer".

| | |
|---|---|
| **DP Name** | BNP PARIBAS |
| **DP ID** | IN301799 |
| **Beneficiary ID** | 10063550 |

7.2.4. All holders of shares, registered or unregistered, who own the shares at any time prior to the closure of the Offer, are eligible to participate in the Offer. Unregistered holders can send their application in writing to the Registrar to the Offer, on a plain paper stating the Name, Address, No. of Shares held, No. of shares offered, Distinctive Nos., Folio No., together with the original Share Certificate(s), valid transfer deeds duly signed and the original contract note of a registered broker of a recognised stock exchange through whom they acquired their shares.

**7.3. Appointment of Adjudicating Officer by SEBI**

SEBI by its order dated November 15, 2002 has, in terms of Section 15-I of the Securities and Exchange Board of India Act, 1992 ("SEBI Act") has appointed Mr. S. V. Krishna Mohan as the Adjudicating Officer to inquire into and adjudge under Sub-section {ii} of the Section 15H of the SEBI Act (as existed prior to amendment ordinance dated 29/12/02) for the alleged contravention of Regulation 10 and 12 of the SEBI (SAST) Regulations by TC in the matter of acquisition of 19,742,750 shares of SEAMEC on 03/07/2001. The order states that the Adjudicating Officer shall hold the inquiry in the manner specified under Rule 4 of the SEBI (Procedure for holding inquiry and imposing penalties by adjudicating officer) Rules, 1995 ("Rules") read with sub-section (2) of Section 15-I of the SEBI Act and may impose such penalty, as he thinks fit, subject to a maximum of Rs. 500,000/-, in accordance with the provisions of the relevant section specified in section 15-I of the SEBI Act read with Rule 5 of the Rules.

TC will be vehemently contesting the adjudication proceedings.

## 8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF OFFER

**8.1. Application Procedure**

Shareholders of SEAMEC who wish to avail of this Offer should forward the under mentioned documents either by hand delivery between 10 a.m. to 4 p.m. on any working day except Sundays and Bank Holidays or by registered post to the Registrar to the Offer at their office at CB Management Services (P) Limited, P-22, Bondel Road, Kolkata 700 019 (Tel No: (033) 2280 6692-94, (033) 2280 2486/2937, Fax No: (033) 2247 0263, E-mail: cbmsl1@cal2.vsnl.net.in) on or before January 17, 2003. In the case of demat shares, the shareholders are advised to ensure that their shares are credited in favour of the special depository account, before the closure of the Offer. The Form of Acceptance of such demat shares not credited in favour of the special depository account, before the closure of the Offer will be rejected.

8.1.1. For equity shares held in physical form, Registered Shareholders should enclose:

a) Form of Acceptance cum Acknowledgement duly completed and signed in accordance with the instructions contained therein, by all shareholders whose names appear on the share certificates.

b) Original Share Certificate(s).

c) Valid Share Transfer Form(s) duly signed as transferors by all registered shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with SEAMEC and duly witnessed at the appropriate place. A blank Share Transfer Form is enclosed along with this Letter of Offer.

d) Please do not fill in any other details in the Transfer Form.

e) Documents mentioned in para 8.1.14 for NRI/OCB/foreign shareholders.

8.1.2. For equity shares held in physical form, Unregistered Shareholders should enclose:

a) Form of Acceptance cum Acknowledgement (available on SEBI's website www.sebi.gov.in) duly completed and signed in accordance with the instructions contained therein

b) Original Share Certificate(s).

c) Original broker contract note of a registered broker of a recognised stock exchange in relation to the purchased shares.

d) Valid Share Transfer Form(s) as received from market. Unregistered holders should not sign the transfer deed and the transfer deed should otherwise be in order. The details of buyer should be left blank failing which the same will be invalid under the Offer. The details of the Acquirer as buyer will be filled upon verification of the Form of Acceptance and the same being found valid. All other requirements for valid transfer will be preconditions for valid acceptance.

f) Please do not fill in any other details in the Transfer Form.

g) Documents mentioned in para 8.1.14 for NRI/OCB/foreign shareholders.

8.1.3. For equity shares held in demat form Beneficial Owners should enclose:

a) Form of Acceptance cum Acknowledgement duly completed and signed in accordance with the instructions contained therein, as per the records of the depository.

b) Photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the DP. Please note that the delivery instructions should be in favour of "CBMSPL Escrow a/c SEAMEC open offer". The DP ID is IN301799 and Beneficiary ID is 10063550.

c) For each Delivery Instruction, the beneficial owner should submit separate Form of Acceptance.

d) Documents mentioned in para 8.1.14 for NRI/OCB/foreign shareholders.

8.1.4. The share certificate, share transfer form and the Form of Acceptance should be sent only to the Registrar to the Offer and not to the Manager to the Offer or the Acquirer or the Person Acting in Concert or the Target Company.

8.1.5. In case of non-receipt of the Letter of Offer: a) persons holding shares in physical form may write to the Registrar to the Offer, on a plain paper stating the Name, Address, No. of Shares held, Distinctive Nos., Folio No., No of shares offered, along with the original share certificate(s) and valid share transfer form(s), so as to reach the Registrar to the Offer either by hand delivery between 10 a.m. to 4 p.m. on any working day except Sundays and Bank Holidays or by registered post on or before the close of the Offer, i.e. January 17, 2003 b) beneficial owners may send the application in writing to the Registrar to the Offer, either by hand delivery between 10 a.m. to 4 p.m. on any working day except Sundays and Bank Holidays or by registered post on or before the close of the Offer, i.e. January 17, 2003 on a plain paper stating the Name, Address, No. of Shares held, No of shares offered, DP name, DP ID, beneficiary account number and a photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the DP, in favour of the special depository account.

8.1.6. Alternatively, eligible persons can a) write to Registrar to the Offer requesting for the Letter of Offer and Form of Acceptance cum Acknowledgement and fill up the same as per the instructions given therein, so as to reach the Registrar to the Offer, either by hand delivery between 10 a.m. to 4 p.m. on any working day except Sundays and Bank Holidays or by registered post on or before the close of the Offer, i.e. January 17, 2003 b) download the Form of Acceptance cum Acknowledgement from the SEBI's website "www.sebi.gov.in" where it will be available from the Offer opening date and apply on the same.

8.1.7. All the shareholders should provide all relevant documents which are necessary to ensure transferability of the shares in respect of which the acceptance is being sent. Such documents may include (but not limited to):

a) Duly attested death certificate and succession certificate (in case of single shareholder) in case the original shareholder has expired.

b) Duly attested Power of Attorney if any person apart from the shareholder has signed the Acceptance Form and /or Transfer Deed(s).

c) In case of companies, the necessary certified corporate authorisation (including Board and/or General Meeting Resolutions).

d) No objection certificates from the chargeholder/lender, if the shares in respect of which the application is sent, are under any charge, lien or encumbrance.

8.1.8 The Form of Acceptance cum Acknowledgement along with the share certificate(s), signed transfer form(s) and other documents should be submitted either by hand delivery or by registered post at shareholder's risk, to the office of the Registrar to Offer at the address given below:

**CB Management Services (P) Limited**
P-22, Bondel Road,
Kolkata 700 019
Tel No: (033) 2280 6692-94, (033) 2280 2486/2937
Fax No: (033) 2247 0263

8.1.9. Payment of consideration will be made by crossed account payee cheque/demand draft/warrant and sent by registered post, to those shareholders/unregistered owners and at their own risk whose shares/ share certificates and other documents are found in order and accepted by CSOML. In case of joint registered holders cheques/demand drafts/warrants will be drawn in the name of the first holder. It is desirable that shareholders provide bank details in the Form of Acceptance cum Acknowledgment, so that same can be incorporated in the cheque/demand draft/warrant.

8.1.10. Unaccepted Share Certificates, transfer forms and other documents, if any, will be returned by Registered Post at the shareholders'/unregistered owners' sole risk to the sole/first shareholder. Shares held in demat form to the extent not accepted will be credited back to the beneficial owners' depository account with the respective depository participant as per the details furnished by the beneficial owner in the Form of Acceptance cum Acknowledgement and the same will be intimated to the beneficial owner.

8.1.11. The Registrar to the Offer will hold in trust the Shares/Share certificates, Shares lying in credit of the special depository account, Form of Acceptance cum Acknowledgement, if any, and the transfer form/s on behalf of the shareholders of SEAMEC who have accepted the Offer, till the cheques/demand drafts/warrants for the consideration and/or the unaccepted shares/ share certificates are dispatched/returned.

**8.1.12. Any shares that are the subject matter of litigation wherein the shareholder(s) may be precluded from transferring the shares during the pendency of the said litigation are liable to be rejected in case directions/ orders regarding these shares are not received together with the shares tendered under the Offer. The Letter of Offer in some of these cases, wherever possible, would be forwarded to the concerned statutory authorities for further action at their end.**

8.1.13. Shareholders who have sent their shares for dematerialization need to ensure that the process of getting shares dematerialized is completed well in time so that the credit in the "CBMSPL Escrow a/c SEAMEC open offer" account could be received on or before the date of Closure of the Offer, i.e. January 17, 2003, else the application would be rejected.

**8.1.14. While tendering shares under the Offer, NRIs/OCBs/foreign shareholders will be required to submit the RBI approvals (specific or general) that they would have obtained for acquiring shares of SEAMEC and a No Objection Certificate/Tax Clearance Certificate, indicating the amount of tax to be deducted by Acquirer before remitting the consideration, from the Income Tax authorities under the Income Tax Act, 1961. In case the RBI approvals**

**are not submitted, the Acquirer/PAC reserves the right to reject the shares. In case the aforesaid No Objection Certificate/Tax Clearance Certificate is not submitted, the Acquirer/PAC will arrange to deduct tax at the maximum marginal rate as may be applicable to the category of the shareholder, on the entire consideration amount payable to such shareholder.**

**8.1.15. All the registered/unregistered shareholders(s) are requested to retain a photocopy of all the documents submitted by them to the Registrar to the Offer.**

**8.2 Procedure for withdrawing of acceptance tendered**

In terms of Regulation 22(5A) of the SEBI (SAST) Regulations, shareholders desirous of withdrawing their acceptances tendered in the Offer can do so either by hand delivery between 10 a.m. to 4 p.m. on any working day except Sundays and Bank Holidays or by registered post up to three working days prior to the date of Closure of the Offer. The withdrawal option can be exercised by submitting the document as per the instruction below, so as to reach the Registrar of the Offer at P-22, Bondel Road Kolkata 700 019 as per the mode of delivery indicated therein on or before January 14, 2003.

- The withdrawal option can be exercised by submitting the Form of Withdrawal.
- In case of non-receipt of the Form of Withdrawal, the withdrawal option can be exercised by making an application on plain paper along with the following details:
  - In case of physical shares: Name, Address, Distinctive Nos., Folio Number, Share Certificate Number, Number of Shares tendered.

In case of dematerialized shares: Name, Address, Number of Shares tendered, DP Name, DP ID, beneficiary account number and a photocopy of the delivery instructions in "off market" mode or counterfoil of the delivery instruction in "off market" mode, duly acknowledged by the DP, in favour of the "CBMSPL Escrow a/c SEAMEC open offer".

## 9. COMPLAINTS/COMMUNICATIONS WITH RESPECT TO THE OFFER

The gist of various complaints/communications received by the Manager of the Offer with respect to the Offer, along with the Acquirer's/PAC's comments/response is listed below:

| Sl. No. | Letter/ Email date | Source | Gist of complaint/ communication | Acquirer's/PAC's response/comments |
|---|---|---|---|---|
| 1. | 07/11/2002 | MG Shares & Stocks Pvt. Ltd. | 1.1 Price of the open offer should be higher of the price calculated as per the Reference date and the date of the Public Announcement | 1.1 The Offer Price has been calculated in compliance with the orders/directions issued by SEBI in its order dated September 9, 2002 and by Securities and Appellate Tribunal ("SAT") in its order dated October 25, 2002 and the SEBI (SAST) Regulations. SAT has by its aforesaid mentioned order has directed as under:-<br>"(I) The acquirer will implement the impugned order dated 9.9.2002 by making a public announcement to acquire shares of SEAMEC in accordance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 on or before 15.11.2002 by taking 3.7.2001 as the reference date at a price decided as per the Regulations and make the payment within the time limit prescribed in the regulation for the purpose."<br>The matter is sub-judice. |
| 2. | 7/11/2002 | Umesh Mehta | 2.1 Price of the open offer should be higher of the price calculated as per the Reference date and the date of the Public Announcement | 2.1 Comments same as stated in Sl. No. 1.1 of this table |
| 3. | 08/11/2002 | BLB Limited | 3.1 Price of the open offer should be higher of the price calculated as per the Reference date and the date of the Public Announcement | 3.1 Comments same as stated in Sl. No. 1.1 of this table |
| 4. | 11/11/2002 | SMS Holdings Pvt. Ltd. | 4.1 Request for the formula on the basis which the Offer Price has been arrived at | 4.1 The details of how the Offer Price was arrived at has been stated in Section 6.1 of the Letter of Offer |

| | | | | |
|---|---|---|---|---|
| 5. | 11/11/02 | Subhash Chand Gupta | 5.1 Price of the open offer should be higher of the price calculated as per the Reference date and the date of the Public Announcement | 5.1 Comments same as stated in Sl. No. 1.1 of this table |
| 6. | 12/11/2002 | Anil Jindal | 6.1 Price of the open offer should be higher of the price calculated as per the Reference date and the date of the Public Announcement | 6.1 Comments same as stated in Sl. No. 1.1 of this table |
| | | | 6.2 Wrong calculation of price as per the reference date of July 3, 2001 | 6.2 The details of how the Offer Price was arrived at has been stated in Section 6.1 of the Letter of Offer |
| | | | 6.3 Non-declaration in the Public Announcement that the trading of the shares of SEAMEC has been suspended by BSE | 6.3 The Corrigendum to the Public Announcement issued on December 12, 2002 discloses suspension of trading of the shares of SEAMEC by BSE |
| | | | 6.4 Misleading declaration that SAT has by its interim order dated October 25, 2002 refused the Appellant's prayer for stay of SEBI order dated September 9, 2002 | 6.4 The declaration is correct and is in no manner misleading. |
| | | | 6.5 Collection centre for the Offer is only at Calcutta | 6.5 The Form of Acceptance cum Acknowledgement/Form of Withdrawal/ any other communication can be mailed to Registrar of the Offer through registered post |
| 7. | 13/11/2002 | Mohan Gupta | 7.1 Price of the open offer should be higher of the price calculated as per the Reference date and the date of the Public Announcement | 7.1 Comments same as stated Sl. No.1.1. of this table |
| | | | 7.2 Wrong calculation of price as per the reference date of July 3, 2001 | 7.2 The details of how the Offer Price was arrived at has been stated in Section 6.1 of the Letter of Offer |
| | | | 7.3 Misleading declaration that Appellant's Plea has been rejected by SAT | 7.3 Comments same as stated in Sl. No. 6.4 of this table |
| | | | 7.4 Intention to contest SAT's order tantamount to contempt of the order | 7.4 This is a statutory right provided under the SEBI Act and does not amount to contempt of court |
| | | | 7.5 Non-declaration in the Public Announcement that the trading of the shares of SEAMEC has been suspended by BSE | 7.5 Comments same as stated in Sl. No. 6.3 of this table |
| | | | 7.6 Misleading statement by the company that the delay in offer was costing them Rs.150,000 per day, while as per the consideration worked out in the Public Announcement, the per day interest works out to be Rs. 143,000 per day | 7.6 Statement before SAT was an approximate figure |
| | | | 7.7 Collection centre for the offer is only at Calcutta | 7.7 Comments same as stated in Sl. No. 6.5 of this table |

| | | | | |
|---|---|---|---|---|
| 8. | 21/11/2002 | SMS Holdings Pvt Ltd. | 8.1 Price of the open offer should be higher of the price calculated as per the Reference date and the date of the Public Announcement | 8.1 Comments same as stated in Sl. No. 1.1 of this table |
| | | | 8.2 Misleading declaration that Appellant's Plea for stay has been rejected by SAT | 8.2 The declaration is correct and is in no manner misleading. |
| | | | 8.3 Technip had not mentioned to SAT that it plans to appeal against the SAT order | 8.3 This is a statutory right provided under the SEBI Act. |
| | | | 8.4 Non-declaration in the Public Announcement that the trading of the shares of SEAMEC has been suspended by BSE | 8.4 Comments same as stated in Sl. No. 6.3 of this table |
| | | | 8.5 Misleading statement as in type that Technip Coflexip is widely held, with no identifiable promoters and / or persons in control of the company | 8.5 The shareholding of Technip Coflexip is disclosed in Section 3.1.11 of the Letter of Offer |
| | | | 8.6 Collection centre for the Offer is only at Calcutta | 8.6 Comments same as stated in Sl. No. 6.5 of this table |
| 9. | 25/11/2002 | Umeshkumar G. Mehta | 9.1 Price of the open offer should be higher of the price calculated as per the Reference date and the date of the Public Announcement | 9.1 Comments same as stated in Sl. No. 1.1 of this table |
| 10. | 27/11/2002 | Vikram Rathi | 10.1 Price of the open offer should be higher of the price calculated as per the Reference date and the date of the Public Announcement | 10.1 Comments same as stated in Sl. No. 1.1 of this table |
| | | | 10.2 Collection centre for the Offer is only at Calcutta | 10.2 Comments same as stated in Sl. No. 6.5 of this table |
| | | | 10.3 Non-declaration in the Public Announcement that the trading of the shares of SEAMEC has been suspended by BSE | 10.3 Comments same as stated in Sl. No. 6.3 of this table |
| 11. | 05/12/2002 | Umeshkumar G. Mehta | 11.1 Price of the open offer should be higher of the price calculated as per the Reference date and the date of the Public Announcement | 11.1 Comments same as stated in Sl. No. 1.1 of this table |

## 10. DOCUMENTS FOR INSPECTION

The following documents are regarded as material documents and are available for inspection at the Calcutta office of SEAMEC at 6 Waterloo Street, South Block, (1st Floor), Kolkata 700 069 from 10.30 a.m. to 1.00 p.m. on any working day, except Saturdays, Sundays and Bank Holidays from the date of opening of the Offer until the date of Closure of the Offer:

1. Certificate of Incorporation, By-Laws of TC.
2. Certificate of Incorporation, Memorandum and Articles of Association of CSOML.
3. A published Copy of the Public Announcement dated November 11, 2002.
4. Copy of the Share Purchase Agreement between TC and Stena International BV to buy shares amounting to 29.8% of Coflexip on April 11, 2000.
5. Annual Reports of TC for the years 1999, 2000 and 2001 and limited review financial statements for six months ending June 30, 2002.
6. Annual Reports of CSOML for the years 1999, 2000 and 2001 and audited financial statements for nine months ending September 30, 2002.
7. Annual Reports of SEAMEC for the years 1999, 2000 and 2001 and audited financial statements for six months ending June 30, 2002.
8. A copy of press release dated July 3, 2001 for the open offer of TC to the shareholders of Coflexip for acquisition of shares.
9. A copy of prospectus dated August 31, 2001 of the Technip offer to exchange Coflexip American Depository Share
10. A copy of the Bank Guarantee as issued by BNP Paribas, Mumbai for 25% of the total consideration in favour of the Manager to the Offer.
11. A copy of the Bank Certificate, dated October 30, 2002, as issued by BNP Paribas, Mumbai certifying that CSOML has access to sufficient resources to meet the financial requirements of the Offer.
12. A copy of the agreement dated October 31, 2002 between BNP Paribas Dublin, BNP Paribas India, JPMorgan and CSOML, confirming the amount kept in the escrow account and confirming a lien marked thereon in favour of the Manager to the Offer.
13. A copy of the SEBI Observation letter under Regulation 18(2) of the SEBI (SAST) Regulations.
14. A copy of the agreement between the depository participant, BNP Paribas, Mumbai and the Registrar to the Offer for opening a special depository account for the purpose of the Offer.
15. A copy of Show Cause Notice dated February 19, 2002 issued by Securities and Exchange Board of India.
16. Copies of replies dated March 5, 2002; March 26, 2002; June 5, 2002 and June 21, 2002 filed with SEBI on behalf of TC.
17. A copy of the order No CO/167/TO/09/2002 dated September 9, 2002 passed by Securities and Exchange Board of India.
18. A copy of the order dated October 25, 2002 passed by Securities and Appellate Tribunal.
19. Copies of the papers and proceedings in Appeal Nos. 79 of 2002, 80 of 2002, 85 of 2002 and 91 of 2002.
20. Copies of Appeal Nos. 104 and 105 of 2002

## 11. DECLARATION BY THE ACQUIRER AND PAC

11.1. The Management Board of TC and the Board of CSOML severally and jointly accept responsibility for the information contained in this Letter of Offer and for ensuring compliance with the SEBI (SAST) Regulations.

11.2. The Manager to the Offer hereby discloses that the person(s) signing this Letter of Offer has been duly and legally authorized in this behalf by the Acquirer and the PAC.

**For and on behalf of the Management Board of TC**

Sd/-

**Daniel VALOT**
Chairman - Management Board

Place: Paris, France
Date: December 12, 2002

**For and on behalf of the Board of Directors of CSOML**

Sd/-

**Olivier DUBOIS**
Authorised Signatory

**Patrick PICARD**
Authorised Signatory

Place: Paris, France
Date: December 12, 2002

Enclosed:

i) Form of Acceptance cum Acknowledgement

ii) Form of Withdrawal

iii) Transfer Deed as applicable.