



SEAMEC LIMITED

A member of **MMG**
MM AGRAWAL GROUP

Regd. Office: A-901-905, 9th Floor, 215 Atrium, Andheri Kurla Road, Andheri (East), Mumbai 400 093, India
Tel.: +91-22-6694 1800 • Fax : +91-22-6694 1818 • E-mail : contact@seamec.in • CIN : L63032MH1986PLC154910

SEAMEC/BSE&NSE/SMO/REG30A/2706/2025

June 27, 2025

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

Sub: Disclosure under Regulation 30A of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 read with Clause 5A of Para A of Schedule III and SEBI Master circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024

Dear Sir / Madam,

We are hereby enclosing a disclosure received from HAL Offshore Limited, the holding company and an entity belonging to Promoter and Promoter Group of our Company, in the matter of the proposed Scheme of Arrangement between HAL Offshore Limited, MMG Marine Engineering Private Limited and Rinkpi Finance & Consultants Private Limited, as approved by the Board of Director of HAL Offshore Limited, MMG Marine Engineering Private Limited and Rinkpi Finance & Consultants Private Limited, in their respective board meetings held on June 25, 2025.

The aforesaid proposed Scheme is subject to the approval of National Company Law Tribunal (NCLT) and other concerned authority(ies).

The necessary information as required in terms of Regulation 30A of the SEBI Listing Regulations read with SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, as amended, is enclosed herewith as Annexure -I.

The information is received by the Company on June 27, 2025 at 15:42 hours.

Thanking you,

Yours Faithfully,
For SEAMEC LIMITED

S.N. Mohanty
President - Corporate Affairs, Legal and Company Secretary

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Annexure - I

SN	Information required to be disclosed	Disclosure
a.	If the listed entity is a party to the agreement, i. details of the counterparties (including name and relationship with the listed entity);	N.A.
b.	If listed entity is not a party to the agreement, i. name of the party entering into such an agreement and the relationship with the listed entity; ii. details of the counterparties to the agreement (including name and relationship with the listed entity); iii. date of entering into the agreement.	<p>Scheme of Arrangement is proposed between HAL Offshore Limited, MMG Marine Engineering Private Limited and Rinkpi Finance & Consultants Private Limited.</p> <p>HAL offshore Limited is holding 1,78,89,694 (70.36%) Equity Share of Seamec Limited as a part of Promoter and Promoter Group.</p> <p>MMG Marine Engineering Private Limited and Rinkpi Finance & Consultants Private Limited are promoter group entities/ companies of HAL Offshore Limited and also the listed entity – Seamec Limited.</p> <p>Scheme of Arrangement between HAL Offshore Limited, MMG Marine Engineering Private Limited and Rinkpi Finance & Consultants Private Limited, has been approved by the Board of Director of HAL Offshore Limited, MMG Marine Engineering Private Limited and Rinkpi Finance & Consultants Private Limited, in their respective board meetings held on June 25, 2025.</p>
c.	Purpose of entering into the agreement;	<p>The Proposed Scheme, inter-alia, provides for:</p> <p>i. Demerger of ‘Vessel & Marine Business’ and ‘Securities Investment Business’ (Demerged Undertaking 1 & 2, respectively) of HAL Offshore Limited into MMG Marine Engineering Private Limited and Rinkpi Finance & Consultants Private Limited, respectively, as a going concern; and</p> <p>ii. Various other matters incidental, consequential or otherwise integrally connected with the aforesaid Demerger, if any.</p>
d.	Shareholding, if any, in the entity with whom the agreement is executed;	<p>HAL offshore Limited is holding 1,78,89,694 (70.36%) Equity Share of Seamec Limited as a part of Promoter and Promoter Group.</p> <p>As a part of Proposed Scheme, the ‘Securities</p>

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		<p>Investment Business’ (Demerged Undertaking 2), which, inter-alia, comprises of the investment in the equity shares of your Company – Seamec Limited, shall also get transferred and vested with the Resulting Company 2, i.e., Rinkpi Finance & Consultants Private Limited.</p> <p>Accordingly, after the Proposed Scheme becoming effective, the shareholding of HAL Offshore Limited in your Company (which is part of the Promoter and Promoter Group shareholding), shall get transferred from HAL Offshore Limited and vested with Rinkpi Finance & Consultants Private Limited, on a going concern basis, pursuant to the Proposed Scheme. It is clarified that Rinkpi Finance & Consultants Private Limited, is a promoter group company and post-scheme, it shall hold shares as part of a promoter & promoter group of your company.</p> <p>It is pertinent to note that post-Scheme, the Demerged Company and the respective Resulting Companies will have mirror Equity Shareholding [the same set of Equity Shareholders holding the same percentage of Equity Shares in the Demerged Company and the respective Resulting Companies]. Accordingly, there shall not be any change or impact on management or control of the listed entity, due to the Proposed Scheme.</p>
e.	Significant terms of the agreement (in brief)	<p>The Proposed Scheme, inter-alia, provides for:</p> <ul style="list-style-type: none"> i. Demerger of ‘Vessel & Marine Business’ and ‘Securities Investment Business’ (Demerged Undertaking 1 & 2, respectively) of HAL Offshore Limited into MMG Marine Engineering Private Limited and Rinkpi Finance & Consultants Private Limited, respectively, as a going concern; and ii. Various other matters incidental, consequential or otherwise integrally connected with the aforesaid Demerger, if any. <p>The Proposed Scheme is subject to the approval of National Company Law Tribunal (NCLT) and other concerned authority(ies).</p>
f.	Extent and the nature of impact on management or control of the listed entity;	Please see comments at sub-clause (d) above.
g.	Details and quantification of the restriction or liability imposed upon the listed entity;	N.A.

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h.	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship;	Please see comments at sub-clause (b) above.
i.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”;	Yes, the aforesaid transaction will be fall within the related party transaction. However, it is confirmed that the same is done at “arm’s length” basis.
j.	In case of issuance of shares to the parties, details of issue price, class of shares issued;	No share is proposed to be issued by the listed entity – Seamec Limited. As a part of Proposed Scheme, the ‘Securities Investment Business’ (Demerged Undertaking 2), which, inter-alia, comprises of the investment in the equity shares of your Company – Seamec Limited, shall get transferred and vested with the Resulting Company 2, i.e., Rinkpi Finance & Consultants Private Limited.
k.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.;	N.A.
l.	In case of rescission, amendment or alteration, listed entity shall disclose additional details to the stock exchange(s): i. Name of parties to the agreement; ii. Nature of the agreement; iii. Date of execution of the agreement; iv. Details and reasons for amendment or alteration and impact thereof (including impact on management or control and on the restriction or liability quantified earlier); v. Reasons for rescission and impact thereof (including impact on management or control and on the restriction or liability quantified earlier).	N.A.

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HAL OFFSHORE LIMITED

Registered Office: A-32, Site - IV, Industrial Area, Sahibabad, Ghaziabad, Uttar Pradesh-201010
Tel: 0120-4172600; E-mail: info@haloffshore.com

Date: 26th June, 2025

To
Seamec Limited
9th Floor, A 901 - 905, 215
Atrium Andheri Kurla Road, Andheri East
Mumbai-400093, Maharashtra

Subject: Disclosure pursuant to Regulation 30A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

This is to inform you that, a Scheme of Arrangement ("the Proposed Scheme") between **HAL Offshore Limited** (Demerged Company), **MMG Marine Engineering Private Limited** (Resulting Company No. 1) and **Rinkpi Finance & Consultants Private Limited** (Resulting Company No. 2), has been approved by the Board of Directors of HAL Offshore Limited, MMG Marine Engineering Private Limited and Rinkpi Finance & Consultants Private Limited, in their respective Board Meetings held on June 25, 2025. The Proposed Scheme, inter-alia, provides for:

- i. Demerger of 'Vessel & Marine Business' and 'Securities Investment Business' (Demerged Undertaking 1 & 2, respectively) of HAL Offshore Limited into MMG Marine Engineering Private Limited and Rinkpi Finance & Consultants Private Limited, respectively, as a going concern; and
- ii. Various other matters incidental, consequential or otherwise integrally connected with the aforesaid Demerger, if any.

As a part of Proposed Scheme, the 'Securities Investment Business' (Demerged Undertaking 2), which, inter-alia, comprises of the investment in the equity shares of your Company – Seamec Limited, shall also get transferred and vested with the Resulting Company 2, i.e., Rinkpi Finance & Consultants Private Limited.

Accordingly, after the Proposed Scheme becoming effective, the shareholding of HAL Offshore Limited in your Company (which is part of the Promoter and Promoter Group shareholding), shall get transferred from HAL Offshore Limited and vested with Rinkpi Finance & Consultants Private Limited, on a going concern basis, pursuant to the Proposed Scheme. It is clarified that Rinkpi Finance & Consultants Private Limited, is a promoter group company and post-scheme, it shall hold shares as part of a promoter & promoter group of your company.

The Proposed Scheme is subject to the approval of National Company Law Tribunal (NCLT) and other concerned authorities, if any.

As per the requirements of Regulation 30A of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, and SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, the relevant disclosure in prescribed form is as given below:

SN	Information required to be disclosed	Disclosure
a.	If the listed entity is a party to the agreement, <ol style="list-style-type: none">i. details of the counterparties (including name and relationship with the listed entity);	N.A.
b.	If listed entity is not a party to the agreement,	Scheme of Arrangement is proposed between HAL Offshore Limited, MMG Marine Engineering Private

CIN: U24298UP 1996PLC222222

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	<p>i. name of the party entering into such an agreement and the relationship with the listed entity;</p> <p>ii. details of the counterparties to the agreement (including name and relationship with the listed entity);</p> <p>iii. date of entering into the agreement.</p>	<p>Limited and Rinkpi Finance & Consultants Private Limited. HAL offshore Limited is holding 1,78,89,694 (70.36%) Equity Share of Seamec Limited as a part of Promoter and Promoter Group.</p> <p>MMG Marine Engineering Private Limited and Rinkpi Finance & Consultants Private Limited are promoter group entities/ companies of HAL Offshore Limited and also the listed entity – Seamec Limited.</p> <p>Scheme of Arrangement between HAL Offshore Limited, MMG Marine Engineering Private Limited and Rinkpi Finance & Consultants Private Limited, has been approved by the Board of Director of HAL Offshore Limited, MMG Marine Engineering Private Limited and Rinkpi Finance & Consultants Private Limited, in their respective board meetings held on June 25, 2025.</p>
c.	Purpose of entering into the agreement;	<p>The Proposed Scheme, inter-alia, provides for:</p> <p>i. Demerger of ‘Vessel & Marine Business’ and ‘Securities Investment Business’ (Demerged Undertaking 1 & 2, respectively) of HAL Offshore Limited into MMG Marine Engineering Private Limited and Rinkpi Finance & Consultants Private Limited, respectively, as a going concern; and</p> <p>ii. Various other matters incidental, consequential or otherwise integrally connected with the aforesaid Demerger, if any.</p>
d.	Shareholding, if any, in the entity with whom the agreement is executed;	<p>HAL offshore Limited is holding 1,78,89,694 (70.36%) Equity Share of Seamec Limited as a part of Promoter and Promoter Group.</p> <p>As a part of Proposed Scheme, the ‘Securities Investment Business’ (Demerged Undertaking 2), which, inter-alia, comprises of the investment in the equity shares of your Company – Seamec Limited, shall also get transferred and vested with the Resulting Company 2, i.e., Rinkpi Finance & Consultants Private Limited.</p> <p>Accordingly, after the Proposed Scheme becoming effective, the shareholding of HAL Offshore Limited in your Company (which is part of the Promoter and Promoter Group shareholding), shall get transferred from HAL Offshore Limited and vested with Rinkpi Finance & Consultants Private Limited, on a going concern basis, pursuant to the Proposed Scheme. It is clarified that Rinkpi Finance & Consultants Private Limited, is a promoter group company and post-</p>

		<p>scheme, it shall hold shares as part of a promoter & promoter group of your company.</p> <p>It is pertinent to note that post-Scheme, the Demerged Company and the respective Resulting Companies will have mirror Equity Shareholding [the same set of Equity Shareholders holding the same percentage of Equity Shares in the Demerged Company and the respective Resulting Companies]. Accordingly, there shall not be any change or impact on management or control of the listed entity, due to the Proposed Scheme.</p>
e.	Significant terms of the agreement (in brief)	<p>The Proposed Scheme, inter-alia, provides for:</p> <ul style="list-style-type: none"> i. Demerger of ‘Vessel & Marine Business’ and ‘Securities Investment Business’ (Demerged Undertaking 1 & 2, respectively) of HAL Offshore Limited into MMG Marine Engineering Private Limited and Rinkpi Finance & Consultants Private Limited, respectively, as a going concern; and ii. Various other matters incidental, consequential or otherwise integrally connected with the aforesaid Demerger, if any. <p>The Proposed Scheme is subject to the approval of National Company Law Tribunal (NCLT) and other concerned authority(ies).</p>
f.	Extent and the nature of impact on management or control of the listed entity;	Please see comments at sub-clause (d) above.
g.	Details and quantification of the restriction or liability imposed upon the listed entity;	N.A.
h.	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship;	Please see comments at sub-clause (b) above.
i.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”;	Yes, the aforesaid transaction will be fall within the related party transaction. However, it is confirmed that the same is done at “arm’s length” basis.
j.	In case of issuance of shares to the parties, details of issue price, class of shares issued;	<p>No share is proposed to be issued by the listed entity – Seamec Limited.</p> <p>As a part of Proposed Scheme, the ‘Securities Investment Business’ (Demerged Undertaking 2), which, inter-alia, comprises of the investment in the equity shares of your Company – Seamec Limited, shall get transferred and vested with the Resulting Company 2, i.e., Rinkpi Finance & Consultants Private Limited.</p>

k.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.;	N.A.
l.	<p>In case of rescission, amendment or alteration, listed entity shall disclose additional details to the stock exchange(s):</p> <ul style="list-style-type: none"> i. Name of parties to the agreement; ii. Nature of the agreement; iii. Date of execution of the agreement; iv. Details and reasons for amendment or alteration and impact thereof (including impact on management or control and on the restriction or liability quantified earlier); v. Reasons for rescission and impact thereof (including impact on management or control and on the restriction or liability quantified earlier). 	N.A.

Thanking You,

For HAL Offshore Limited
For HAL OFFSHORE LTD.



Name: Neha Jain
Designation: Director
DIN: 07286659