T R Chadha & Co LLP

Chartered Accountants
502, Marathon Icon,
Off. Ganpatrao Kadam Marg
Opp. Peninsula Corporate Park
Lower Parel, Mumbai - 400 013
Tel.: 022-49669000
Fax.: 022-49669023
Email:mumbai@trchadha.com

Auditor's Certificate

To,
The Board of Directors,
Seamec Limited
A-901-905, 9th Floor,
215 Atrium, Andheri-Kurla Road,
Andheri (East), Mumbai – 400093

We, the statutory auditors of **Seamec Limited**,(hereinafter referred to as "the Company"), have examined the proposed accounting treatment specified in Clause 3.2 of Part 3 of the Draft Scheme of arrangement between **Seamec Limited** and **HAL Offshore Limited** in terms of the provisions of Section 230 and 232 and other relevant provisions of the Companies Act, 2013 with reference to its compliance with the applicable Accounting Standards notified under the Companies Act, 2013 and Other Generally Accepted Accounting Principles.

The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is to examine and report whether the Draft Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in the aforesaid scheme is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder and all the applicable Accounting Standards notified by the Central Government under the Companies Act, 2013.

This Certificate is issued at the request of the **Seamec Limited** pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to the National Stock Exchange and Bombay Stock Exchange.

This Certificate should not be used for any other purpose without our prior written consent.

For T R Chadha & Co LLP
Chartered Accountants
FRN:006711N/N500028

PRAMOD TILWANI Digitally signed by PRAMOD TILWANI Date: 2022.04.27 16:19:18 +05'30'

Pramod Tilwani
Partner
Membership Number: 076650
UDIN: 22076650AHXRXF5644
Place: Mumbai
Dated: 27.04.2022

T R Chadha & Co LLP
Chartered Accountants
502, Marathon Icon,
Off. Ganpatrao Kadam Marg
Opp. Peninsula Corporate Park
Lower Parel, Mumbai – 400 013
Tel.: 022-49669000
Fax.: 022-49669023
Email:mumbai@trchadha.com

Reference No. Seamec/07/04/27

To,
Chief Financial Officer,
Seamec Limited
A-901-905, 9th Floor,
215 Atrium, Andheri-Kurla Road,
Andheri (East), Mumbai – 400093

Subject: **Revised certificate for scheme of arrangement between Seamec Limited and HAL Offshore Limited as required by BSE in prescribed format without any modification.**

Sir,

We have issued certificate dated 29th March 2022 for accounting treatment for scheme of arrangement between Seamec Limited and HAL Offshore Limited. The certificate was issued as per Guidance Note on Certificate for Special Purposes issued by Institute of Chartered Accountant of India. We have been communicated vide mail dated date 26th April 2022 that the BSE expects to receive the certificate in prescribed format without any modification to the format prescribed by SEBI.

Enclosed herewith revised certificate in prescribed format without any modification.

For T R Chadha & Co LLP
Chartered Accountants
FRN:006711N/N500028

PRAMOD TILWANI Digitally signed by PRAMOD TILWANI Date: 2022.04.27 16:18:53 +05'30'

Pramod Tilwani
Partner
Membership Number: 076650
UDIN: 22076650AHXRXF5644
Place: Mumbai
Dated: 27.04.2022

G A M S & ASSOCIATES LLP
Chartered Accountants

To,
The Board of Directors,
HAL Offshore Limited
25, Bazar Lane, Bengali Market
New Delhi- 110001

We, the statutory auditors of **HAL Offshore Ltd**, (hereinafter referred to as "the Company"), have examined the proposed accounting treatment specified in clause Part-3 of the Draft Scheme of Arrangement of HAL Offshore Ltd and Seamec Ltd in terms of the provisions of section(s) 230 & 232 of the Companies Act, 2013 with reference to its compliance with the applicable Accounting Standards notified under the Companies Act, 2013 and Other Generally Accepted Accounting Principles.

The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is to examine and report whether the Draft Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in the aforesaid scheme is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder and all the applicable Accounting Standards notified by the Central Government under the Companies Act, 2013.

This Certificate is issued at the request of the **HAL Offshore Ltd** pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to the Bombay Stock Exchange & National Stock Exchange. This Certificate should not be used for any other purpose without our prior written consent.

For G A M S & Associates LLP
Chartered Accountant
FRN: - 0N500094
UDIN: - 22088218AGVVDD9672

GAMS & ASSOCIATES LLP NEW DELHI CHARTERED ACCOUNTANTS

CA Anil Gupta
(Partner)
M. No: - 088218
Place: **- New Delhi**
Date: **- 29.03.2022**