



# Sea Blue Shipyard Ltd.

(CIN : U35111KL2003PLC016677)



## ADDENDUM TO THE NOTICE OF 21<sup>ST</sup> ANNUAL GENERAL MEETING OF SEA BLUE SHIPYARD LTD

To,  
The Members of Sea Blue Shipyard Limited

M/s Sea Blue Shipyard Ltd (the “**Company**”) had issued a Notice dated 21<sup>st</sup> October 2024 for convening the 21<sup>st</sup> Annual General Meeting in terms of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014. The Notice has been dispatched to all the Members of the Company in due compliance with the provisions of the Companies Act, 2013 read with the Rules framed thereunder.

Subsequent to the issuance of the Notice, the Company has received a special notice dated 30<sup>th</sup> & 31<sup>st</sup> October 2024, pursuant to Section 115 of the Companies Act, 2013 read with Rule 23 of the Companies (Management and Administration) Rules, 2014 (“**Special Notice**”), from its shareholders Mrs. Shilpa Mary Joseph, Mr. Jroish G Kanippilly and Mr. Tojen E. Mrs. Shilpa Mary Joseph, Mr. Jroish G Kanippilly and Mr. Tojen E as shareholders of the Company has pursuant to the Special Notice and in recognition of the legal rights vested as a shareholder of the Company, requested to include certain additional agenda for consideration at the ensuing general meeting of the Members of the Company.

In view of the above, the requisitioned agenda items are being included herein below as Item No. 10 to 19. The explanatory statement with respect to Item No. 10 to 19 is annexed herewith.

The Addendum shall form an integral part of and shall be read along with the Notice dated 21<sup>st</sup> October 2024 circulated earlier to the Members of the Company.

### **Special Business:**

- 10. To remove Mr. O.C. John holding DIN: 00918513 from the office of Director of the Company and to appoint Mrs. Rajasree Prabhu holding DIN: 05302723 as Director of the Company in the vacancy caused by removal of Mr. O.C. John**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 169 and other applicable provisions of the Companies Act, 2013, and the Rules framed thereunder, Mr. O.C. John holding DIN: 00918513 be and is hereby removed from the office of Director of the Company with effect from the date of this meeting.

**RESOLVED FURTHER THAT** pursuant to the provision of Section 152, 160, 164,169 and any other applicable provision of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the shareholder is hereby accorded to appoint Mrs. Rajasree Prabhu, as Director of the company in place of the vacancy caused by the removal of Mr. O.CO. John.



# Sea Blue Shipyard Ltd.

(CIN : U35111KL2003PLC016677)



**RESOLVED FURTHER THAT** any director of the company be and is hereby authorized to file necessary form with the Registrar of Companies, Ernakulam and to do all such necessary acts, deeds and things as may be necessary or incidental to give effect to the foregoing resolution.”

- 11. To remove Mr. Monson Augustine holding DIN: 03315787 from the office of Director of the Company and to appoint Mr. Ramesh Kumar Viswanatha Prabhu holding DIN: 05358656 as Director of the Company in the vacancy caused by removal of Mr. Monson Augustine**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 169 and other applicable provisions of the Companies Act, 2013, and the Rules framed thereunder, Mr. Monson Augustine holding DIN: 03315787 be and is hereby removed from the office of Director of the Company with effect from the date of this meeting.

**RESOLVED FURTHER THAT** pursuant to the provision of Section 152, 160, 164,169 and any other applicable provision of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the shareholder is hereby accorded to appoint Mr. Ramesh Kumar Viswanatha Prabhu, as Director of the company in place of the vacancy caused by the removal of Mr. Monson Augustine.

**RESOLVED FURTHER THAT** any director of the company be and is hereby authorized to file necessary form with the Registrar of Companies, Ernakulam and to do all such necessary acts, deeds and things as may be necessary or incidental to give effect to the foregoing resolution.”

- 12. To appoint Mr. V Manoj Kumar Prabhu holding DIN: 05302710 as Director of the Company in the vacancy caused by the cessation of Directorship of Mr. Vypukaran Abubaker Jamal DIN: 10287523**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED** pursuant to the provision of Section 152, 160, 164, 167 and any other applicable provision of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the shareholder is hereby accorded to appoint Mr. V Manoj Kumar Prabhu holding DIN: 05302710 as Director of the company in place of the vacancy caused by the cessation OF Directorship of Mr. Vypukaran Abubaker Jamal.

**RESOLVED FURTHER THAT** any director of the company be and is hereby authorized to file necessary form with the Registrar of Companies, Ernakulam and to do all such necessary acts, deeds and things as may be necessary or incidental to give effect to the foregoing resolution.”



# Sea Blue Shipyard Ltd.

(CIN : U35111KL2003PLC016677)



- 13. To remove Mr. Pandippilly Pylie Antony holding DIN:10288144 from the office of Director of the Company and to appoint Rear Admiral Antony George (Retd) holding DIN: 10741594 as Director of the Company in the vacancy caused by removal of Mr. Pandippilly Pylie Antony**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provision of Section 169 and other applicable provision of the Companies Act, 2013 and the Rules framed thereunder, Mr. Pandippilly Pylie Antony holding DIN: 10288144 be and is hereby removed from the office of Director of the Company with effect from the date of this meeting.

**RESOLVED FURTHER THAT** pursuant to the provision of Section 152, 160, 164,169 (5) and any other applicable provision of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the shareholder is hereby accorded to appoint Rear Admiral Antony George (Retd) holding DIN: 10741594, as Director of the company in place of the vacancy caused by the removal of Mr. Pandippilly Pylie Antony holding DIN: 10288144.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to file necessary from with the Registrar of Companies, Ernakulam and to do all such necessary acts, deeds and things as may be necessary or incidental to give effect to the foregoing resolution.”

- 14. To appoint Mr. Neelakandan Mohanachandran Nair holding DIN: 05237574 as Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provision of Section 152, 160, 164,169 (5) and any other applicable provision of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the shareholder is hereby accorded to appoint Mr. Neelakandan Mohanachandran Nair holding DIN: 05237574, as Director of the company.”

**“RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to file necessary from with the Registrar of Companies, Ernakulam and to do all such necessary acts, deeds and things as may be necessary or incidental to give effect to the foregoing resolution.”

- 15. To appoint Mr. Usman Kadavil Seethy holding DIN: 00207535 as Director of the Company.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:



# Sea Blue Shipyard Ltd.

(CIN : U35111KL2003PLC016677)



**“RESOLVED THAT** pursuant to the provision of Section 152, 160, 164,169 (5) and any other applicable provision of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the shareholder is hereby accorded to appoint Mr. Usman Kadavil Seethy holding DIN: 00207535, as Director of the company.”

**“RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to file necessary from with the Registrar of Companies, Ernakulam and to do all such necessary acts, deeds and things as may be necessary or incidental to give effect to the foregoing resolution.”

**16. To appoint Mr. K.B Gopalakrishnan holding DIN: 00007974 as Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provision of Section 152, 160, 164,169 (5) and any other applicable provision of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the shareholder is hereby accorded to appoint Mr. Gopalakrishnan holding DIN: 00007974, as Director of the company.”

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to file necessary from with the Registrar of Companies, Ernakulam and to do all such necessary acts, deeds and things as may be necessary or incidental to give effect to the foregoing resolution.”

**17. To appoint Mr. R Jeyaraman holding DIN: 07283849 as Director of the company in the vacancy caused by the cessation of Directorship of Mr. Vypukaran Abubaker Jamal (DIN: 10287523)**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED FURTHER THAT** pursuant to the provision of Section 152, 160, 164,167 and any other applicable provision of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the shareholder is hereby accorded to appoint Mr. R Jeyaraman holding DIN: 07283849, as Director of the company in the vacancy caused by the cessation of Directorship of Mr. Vypukaran Abubaker Jamal (DIN: 10287523).”

**18. To appoint Mr. Sebastian Maju holding DIN: 10823143 as Non-Executive Director of the company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provision of Section 152, 160, 164 and any other applicable provision of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Articles of



# Sea Blue Shipyard Ltd.

(CIN : U35111KL2003PLC016677)



Association of the company and in respect of whom the company has received notice in writing under Section 160(1) of the Companies Act, 2013 from a member proposing his candidature for the office of the Director, the consent of the shareholder is hereby accorded to appoint Mr. Sebastian Maju holding DIN:10823143, as a Non-executive Director of the Company, who shall be liable to retire by rotation.”

**19. To appoint Capt. Ruskin M Thomas holding DIN: 02593181 as Non-Executive Director of the company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provision of Section 152, 160, 164 and any other applicable provision of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Articles of Association of the company and in respect of whom the company has received notice in writing under Section 160(1) of the Companies Act, 2013 from a member proposing his candidature for the office of the Director, the consent of the shareholder is hereby accorded to appoint Capt. Ruskin M Thomas holding DIN:02593181, as a Non-executive Director of the Company, who shall be liable to retire by rotation.”

For and on behalf of the Board of Directors

**For Sea Blue Shipyard Limited**

Sd/-

P P Antony

Managing Director

DIN: 10288144

Place: Vypin

Date: 05/11/2024

**Registered Office:**

1/212, V. P. Road,

Azheekal P O,

Vypin, Kochi – 682 508, Kerala.

CIN: U35111KL2003PLC016677

E-mail Id: [cs@seablueshipyard.com](mailto:cs@seablueshipyard.com)

Website address: [www.seablueshipyard.com](http://www.seablueshipyard.com)



## EXPLANATORY STATEMENT (Pursuant to Section 102 of the Companies Act, 2013)

### Item No. 10

The Company received a Special Notice dated 30<sup>th</sup> October 2024, in accordance with Section 115 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder from its shareholder, Ms. Shilpa Mary Joseph. Ms. Shilpa Mary Joseph holds, as on the date of the Special Notice, equity shares of the Company representing 0.88 % of the voting capital of the Company. Ms. Shilpa Mary Joseph, pursuant to the Special Notice and in recognition of the legal rights vested in it as a shareholder of the Company, requested to include an additional agenda to be considered at the ensuing general meeting of the Members of the Company to consider and if thought fit, pass an Ordinary Resolution for removal of Mr. O.C. John and to appoint Mrs. Rajasree Prabhu in the vacancy caused by removal of Mr. O.C. John.

Mrs. Rajasree Prabhu brings many years of experience in managing diverse businesses, equipping her with the knowledge and skills needed to make informed, strategic decisions that will benefit the company. Her expertise can strengthen the board's collective ability to guide the company through complex business challenges.

Mrs. Rajasree Prabhu has an established record of integrity and credibility in her previous roles. Her solid reputation in the industry will enhance the board's effectiveness and inspire confidence among stakeholders. Mrs. Rajasree Prabhu is dedicated to respecting stakeholder interests and prioritizing shareholder wealth protection. Her commitment to aligning with shareholder's interest will ensure the board remains focused on sustainable growth and long-term value creation.

With her extensive experience, credible background, and commitment to safeguarding shareholder interests, Mrs. Rajasree Prabhu would be a valuable addition to the board, bringing insights and a sense of responsibility that align with the company's goals.

It is hereby placed that under Section 169 (4) of the Companies Act, 2013, the Director being sought to be removed has a right to make a representation to the Members in the manner stated therein.

Other than Mr. O.C. John, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives are interested in the item of this Notice.

### Item No. 11

The Company received a Special Notice dated 30<sup>th</sup> October 2024, in accordance with Section 115 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder from its shareholder, Ms. Shilpa Mary Joseph. Ms. Shilpa Mary Joseph holds, as on the date of the Special Notice, equity shares of the Company representing 0.88 % of the voting capital of the Company. Ms. Shilpa Mary Joseph, pursuant to the Special Notice and in recognition of the legal rights vested in it as a shareholder of the Company, requested to include an additional agenda to be considered at the ensuing general



# Sea Blue Shipyard Ltd.

(CIN : U35111KL2003PLC016677)



meeting of the Members of the Company to consider and if thought fit, pass an Ordinary Resolution for removal of Mr. Monson Augustine and to appoint Mr. Ramesh Kumar Viswanatha Prabhu in the vacancy caused by removal of Mr. Monson Augustine.

Mr. Ramesh Kumar Viswanatha Prabhu holds a degree in civil engineering and an MBA, combining technical expertise with business acumen. His experience working with the Birla Group, a well-regarded organization, demonstrates his capability in a professional environment known for high standards of excellence. With several years of experience in managing a variety of businesses, Mr. Ramesh Kumar Viswanatha Prabhu brings a wealth of knowledge in overseeing projects, optimizing operations, and driving growth. His experience will be invaluable to the board in making strategic decisions that promote efficiency and long-term success.

Mr. Ramesh Kumar Viswanatha Prabhu has established a credible background marked by integrity and accountability. His reputation will add credibility to the board and instill confidence among stakeholders. Mr. Ramesh Kumar Viswanatha Prabhu is dedicated to respecting stakeholder interest and protecting shareholder wealth. His focus on creating sustainable value aligns with the company's commitment to its shareholders.

With his robust academic credentials, extensive experience, and dedication to stakeholder and shareholder interest, Mr. Ramesh Kumar Viswanatha Prabhu would be a valuable asset to the board, bringing a balanced perspective that aligns with the company's vision and goals.

It is hereby placed that under Section 169 (4) of the Companies Act, 2013, the Director being sought to be removed has a right to make a representation to the Members in the manner stated therein.

Other than Mr. Monson Augustine, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives are interested in the item of this Notice.

## **Item No. 12**

The Company received a Special Notice dated 30<sup>th</sup> October 2024, in accordance with Section 115 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder from its shareholder, Mr. Jroish G Kanippilly. Mr. Jroish G Kanippilly holds, as on the date of the Special Notice, equity shares of the Company representing 1.68 % of the voting capital of the Company. Mr. Jroish G Kanippilly, pursuant to the Special Notice and in recognition of the legal rights vested in it as a shareholder of the Company, requested to include an additional agenda to be considered at the ensuing general meeting of the Members of the Company to consider and if thought fit, pass an Ordinary Resolution for appointment of Mr. V Manoj Kumar Prabhu in the vacancy caused by the cessation of Directorship of Mr. Vypukaran Abubaker Jamal.

Mr. V Manoj Kumar Prabhu is a well-regarded businessman in Kerala and serves as the state-wide distributor for TATA Steel, a role that demonstrates his strong business acumen and leadership. His established reputation and success in the industry make him a valuable addition to the company's board.



# Sea Blue Shipyard Ltd.

(CIN : U35111KL2003PLC016677)



As a known associate of TATA Steel, Mr. V Manoj Kumar Prabhu brings with him the values and ethical standards associated with the TATA Group. His adherence to the TATA culture of integrity, transparency, and social responsibility assures stakeholders of his commitment to ethical business practices.

Mr. V Manoj Kumar Prabhu is dedicated to respecting stakeholder interest and safeguarding shareholder wealth. His experience and alignment with stakeholder values will contribute to the board's mission of creating sustainable growth and protecting shareholder interest.

With his strong reputation, association with TATA's ethical culture, and commitment to respecting and protecting stakeholder interest, Mr. V. Manoj Kumar Prabhu is well-suited to serve on the board and enhance the company's long-term vision.

None of the other Directors or Key Managerial Personnel of the Company or their respective relatives are interested in the item of this Notice.

## **Item No. 13**

The Company received a Special Notice dated 31<sup>st</sup> October 2024, in accordance with Section 115 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder from its shareholder, Mr. Tojen E. Mr. Tojen E holds, as on the date of the Special Notice, equity shares of the Company representing 1.66 % of the voting capital of the Company. Mr. Tojen E, pursuant to the Special Notice and in recognition of the legal rights vested in it as a shareholder of the Company, requested to include an additional agenda to be considered at the ensuing general meeting of the Members of the Company to consider and if thought fit, pass an Ordinary Resolution for removal of Mr. Pandippilly Pylie Antony and to appoint Rear Admiral Antony George (Retd) in the vacancy caused by removal of Mr. Pandippilly Pylie Antony.

Rear Admiral Antony George, NM, VSM, retired from the Indian Navy after an illustrious defence career of 40 years. He retired in 2022 as the Chief of Staff of Southern Naval Command Kochi (which is Second in Command of SNC Kochi). He also served as Chief of Staff (Training Command). Assistant Chief of Naval Staff; Commodore – Bureau of Sailors; Commanding Officer-INS Tarkash; Command Anti-submarine Warfare Officer; Commanding Officer – INS Khanjar; Executive Officer -INS Kirpan and Directing Staff Defence Services Staff College, Willingdon.

After graduating from the prestigious St Stephen's College, Delhi, in 1985, the Admiral was commissioned in the Indian Navy. He obtained an MA (Defence Studies) from King's College London (2002); M.Sc. (Defence Studies) from Madras University (2004) and M. Phil (Defence Studies) from Madras University (2006). He also holds an Advanced Diploma in HR Management) from ISBM, Mumbai (2021). He has also successfully completed Lead Auditor Course from ITEC, UK in 1998.

Real Admiral Antony George (retd) is a recipient of the Nao Sena Medal (1991) and Vishisht Seva Medal for Distinguished service (2011). The participation of such a qualified and experienced defense technocrat will strengthen the management of the company.





# Sea Blue Shipyard Ltd.

(CIN : U35111KL2003PLC016677)



It is hereby placed that under Section 169 (4) of the Companies Act, 2013, the Director being sought to be removed has a right to make a representation to the Members in the manner stated therein.

Other than Mr. Pandippily Pylie Antony, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives are interested in the item of this Notice.

## **Item No. 14**

The Company received a Special Notice dated October 30, 2024, pursuant to Section 115 and other applicable provisions of the Companies Act, 2013, and the Rules framed thereunder, from Mr. Tojen E., a shareholder holding 1.66% of the voting capital of the Company as of the date of the notice. In exercising his rights as a shareholder, Mr. Tojen E. requested the inclusion of an additional agenda item for consideration at the ensuing general meeting of the Members of the Company. The proposed agenda sought the removal of Director Mr. Shoukathali Meledath and the appointment of Mr. Neelakandan Mohanachandran Nair to fill the vacancy created by such removal, subject to the passing of an Ordinary Resolution.

However, Mr. Shoukathali Meledath submitted his resignation as a Director, effective November 11, 2024. The Board of Directors formally acknowledged and recorded this resignation during the meeting held on November 5, 2024. As Mr. Shoukathali Meledath was no longer serving as a director at the time of the e-voting, the Board resolved to withdraw the agenda item related to his removal from the notice. The Board decided to disregard the removal item and proceed with the agenda for the appointment of a new director as proposed.

Mr. Neelakandan Mohanachandran Nair holds a degree in Mechanical Engineering and has extensive experience, including 11 years of sea sailing service with the Shipping Corporation of India. He subsequently served for 12 years as Chief Mechanical Engineer at the Kerala Port Department and has 5 years of teaching experience in Kochi. Mr. Nair was also responsible for managing research ships at the National Institute of Ocean Technology (NIOT), Chennai, and the National Institute of Oceanography (NIO). With a cumulative experience of 40 years in marine survey, valuation, and pre-purchase inspections (holding an IRDA license), he brings substantial expertise. He has overseen ship docking and repair operations in various international locations, including Mumbai, Goa, Kochi, Kolkata, Chennai, China, Singapore, Colombo, and the UAE, with his most recent assignment in 2019 in China. He has presented technical papers at the World Maritime Technology Conference (WMTC 2018) in Shanghai, as well as at IMEI events in Mumbai, Kochi, and Chennai, among other training institutes. The addition of such a qualified and experienced technocrat is anticipated to strengthen the Company's management.

None of the other Directors or Key Managerial Personnel of the Company or their respective relatives have any interest in the aforementioned item of this Notice.

## **Item No. 15**

The Company received a Special Notice dated October 31, 2024, under Section 115 and other applicable provisions of the Companies Act, 2013, and the Rules framed thereunder, from its shareholder, Mr. Tojen E. As of the date of the Special Notice, Mr. Tojen E. holds equity shares representing 1.66% of the voting



# Sea Blue Shipyard Ltd.

(CIN : U35111KL2003PLC016677)



capital of the Company. In the exercise of his legal rights as a shareholder, Mr. Tojen E. requested the inclusion of an additional agenda item for consideration at the forthcoming general meeting of the Members of the Company. This agenda proposed the removal of Director Mr. Ummer Moyinkutty and the appointment of Mr. Usman Kadavil Seethy to fill the resulting vacancy, by passing an Ordinary Resolution.

However, Mr. Ummer Moyinkutty submitted his resignation from the position of Director, effective November 11, 2024. The Board of Directors formally acknowledged and recorded this resignation during their meeting held on November 5, 2024. As Mr. Ummer Moyinkutty was no longer serving as a director at the time of the scheduled e-voting, the Board resolved to withdraw the agenda item regarding his removal from the notice. The Board further decided to disregard the removal item and instead proceed with the agenda for the appointment of a new director as proposed.

Mr. Usman K.S. is the Managing Partner of Lens & Frames, a chain of optical stores. He founded and developed this retail chain, which currently operates 25 retail stores and clinics across Kerala, employing more than 200 staff members. Lens & Frames was the first optical chain in South India to achieve ISO 9001: 2008 certification from BVQI. With over four decades of experience in establishing and leading businesses, business planning, and marketing, Mr. Usman brings invaluable expertise. His participation as a director is expected to significantly enhance the management of the Company.

None of the other Directors or Key Managerial Personnel of the Company or their respective relatives have any interest in the aforementioned item of this Notice.

## **Item No. 16**

The Company received a Special Notice dated October 31, 2024, in compliance with Section 115 and other applicable provisions of the Companies Act, 2013, and the Rules framed thereunder, from Mr. Tojen E., a shareholder holding equity shares representing 1.66% of the voting capital of the Company as of the date of the notice. In exercising his legal rights as a shareholder, Mr. Tojen E. requested the inclusion of an additional agenda item for consideration at the forthcoming general meeting of the Members of the Company. The proposed agenda sought the removal of Director Mr. Shaji Joseph and the appointment of Mr. K.B. Gopalakrishnan to fill the vacancy created by such removal, subject to the passing of an Ordinary Resolution.

However, Mr. Shaji Joseph submitted his resignation from the position of Director, effective November 11, 2024. The Board of Directors formally acknowledged and recorded this resignation during their meeting held on November 5, 2024. As Mr. Shaji Joseph was no longer serving as a director at the time of the scheduled e-voting, the Board resolved to withdraw the agenda item concerning his removal from the notice. The Board further decided to disregard the removal item and proceed with the agenda for the appointment of a new director as proposed.

Mr. K.B. Gopalakrishnan holds a Master of Business Administration (MBA) and has obtained certifications including Certified Associate of the Indian Institute of Bankers (CAIIB), a Diploma in Bank Management (DBM), and a Post Graduate Diploma in Personnel Management (PGDPM). He brings with him 25 years of extensive experience with the State Bank of India (SBI), India's largest commercial bank, including 3 years of international experience in London and 5 years with SBI Capital Markets Ltd. as Head of Project Advisory



# Sea Blue Shipyard Ltd.

(CIN : U35111KL2003PLC016677)



and Structured Finance. His expertise spans consultancy in infrastructure sectors such as power, roads, ports, and hydrocarbons. He has also served as Executive Director and Chief Operating Officer of Opus Financial Services Ltd., Director of Opus International Securities Pvt. Ltd., Chief Financial Officer of the NeST Group of Companies, and Senior Advisor at KITCO Ltd. The addition of such a seasoned financial expert is anticipated to further enhance the management of the Company.

Mr. K B Gopalakrishnan was appointed as Non-Executive Director of the Company in the 19<sup>th</sup> AGM of the Company dtd 24.09.2022 and subsequently removed by the shareholders in the 20<sup>th</sup> AGM dtd 09.09.2023.

None of the other Directors or Key Managerial Personnel of the Company or their respective relatives have any interest in the aforementioned item of this Notice.

## Item No. 17

The Company received a Special Notice dated 30<sup>th</sup> October 2024, in accordance with Section 115 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder from its shareholder, Mr. Tojen E. Mr. Tojen E holds, as on the date of the Special Notice, equity shares of the Company representing 1.66 % of the voting capital of the Company. Mr. Tojen E, pursuant to the Special Notice and in recognition of the legal rights vested in it as a shareholder of the Company, requested to include an additional agenda to be considered at the ensuing general meeting of the Members of the Company to consider and if thought fit, pass an Ordinary Resolution for appointment of Mr. R Jeyaraman in the vacancy caused by the cessation of Directorship of Mr. Vypukaran Abubaker Jamal.

Mr. R Jeyaraman is an Engineer by profession, having graduated from the prestigious Anna University, Chennai with a B. Tech in Instrumentation Engineering in 1995. He started his career with India Petrochemical Corporation Ltd (IPCL), Mumbai and later worked with Gulf Petrochemicals Company Bahrain. Currently he is a Senior Control System Engineer with Advanced Petrochemicals Company, Saudi Arabia. The participation of such a qualified and experienced technocrat will strengthen the management of the company.

None of the other Directors or Key Managerial Personnel of the Company or their respective relatives are interested in the item of this Notice.

## Item No. 18

The Company received a Special Notice dated 30<sup>th</sup> October 2024, in accordance with Section 115 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder from its shareholder, Mr. Tojen E. Mr. Tojen E holds, as on the date of the Special Notice, equity shares of the Company representing 1.66 % of the voting capital of the Company. Mr. Tojen E, pursuant to the Special Notice and in recognition of the legal rights vested in it as a shareholder of the Company, requested to include an additional agenda to be considered at the ensuing general meeting of the Members of the Company to consider and if thought fit, pass an Ordinary Resolution for appointment of Mr. Sebastian Maju as a Non-Executive Director liable to retire by rotation, in respect of whom the Company has received notice in writing from a member proposing his candidature for the office of the Director.



# Sea Blue Shipyard Ltd.

(CIN : U35111KL2003PLC016677)



Mr. Sebastian Maju is a Master of Commerce (M. Com) from MG University, Kerala and CMA from IMA, USA. He is a finance professional with over 20 years experience in the manufacturing, contracting and trading sectors. He is having proven expertise in financial management, corporate governance and strategic planning. He is skilled at leading financial reporting, budgeting, and compliance initiatives with significant contribution to cost optimization and profitability enhancement. He is currently serving as finance Manager at Union Properties PJSCS Subsidiaries, The Fitout LLC & GMAMCO LLC, Dubai, UAE. He is having Board level experience as well. The participation of such a qualified and experienced financial expert will further strengthen the management of the company.

Director Mr. O.C. John, Non-Executive Director of the Company, is related to this item as Mr. Sebastian Maju is his relative. None of the other Directors or Key Managerial Personnel of the Company or their relatives have any interest in this item of the Notice.

## Item No. 19

The Company received a Special Notice dated 30<sup>th</sup> October 2024, in accordance with Section 115 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder from its shareholder, Mr. Tojen E. Mr. Tojen E holds, as on the date of the Special Notice, equity shares of the Company representing 1.66 % of the voting capital of the Company. Mr. Tojen E, pursuant to the Special Notice and in recognition of the legal rights vested in it as a shareholder of the Company, requested to include an additional agenda to be considered at the ensuing general meeting of the Members of the Company to consider and if thought fit, pass an Ordinary Resolution for appointment of Capt. Ruskin M Thomas as a Non-Executive Director liable to retire by rotation, in respect of whom the Company has received notice in writing from a member proposing his candidature for the office of the Director.

Capt. Ruskin M Thomas is a Master Mariner Foreign going. He is having a sea experience of 34 years and command experience of 20 years in various ships all over the world including passenger ships. Also worked with LDCL on their passenger ships and actively participated in planning of container trade to Lakshadweep Island. Attended repair works and dry docking of ship at various parts of the world like Turkey, Italy, Portugal, Belgium, Latvia, Japan, China, Dubai etc. He is a member of CMMI, Company of Mariners of India and Cochin Chapter. Currently working with GFS, Gulf Feeder Ship Services on container ships. The participation of such an expert will further strengthen the management of the company.

None of the other Directors or Key Managerial Personnel of the Company or their respective relatives are interested in the item of this Notice.

For and on behalf of the Board of Directors  
**For Sea Blue Shipyard Limited**

Place: Vypin  
Date: 05/11/2024

**Registered Office:**  
1/212, V. P. Road,  
Azheekal P O,  
Vypin, Kochi – 682 508, Kerala.  
CIN: U35111KL2003PLC016677  
E-mail Id: cs@seablueshipyard.com  
Website address:  
www.seablueshipyard.com

Sd/-  
P P Antony  
Managing Director  
DIN: 10288144



## ANNEXURE TO THE NOTICE

### Details of Directors seeking Appointment at the Twenty-First Annual General Meeting

Name of the Director & DIN	Mrs. Rajasree Prabhu (DIN: 05302723)
Date of first appointment	-
Qualifications, Experience and Areas of Specialization	Mrs. Rajasree Prabhu brings many years of experience in managing diverse businesses, equipping her with the knowledge and skills needed to make informed, strategic decisions that will benefit the company. Her expertise can strengthen the board's collective ability to guide the company through complex business challenges. Mrs. Rajasree Prabhu has an established record of integrity and credibility in her previous roles. Her solid reputation in the industry will enhance the board's effectiveness and inspire confidence among stakeholders. Mrs. Rajasree Prabhu is dedicated to respecting stakeholder interests and prioritizing shareholder wealth protection.
Terms & Conditions of Appointment	Non-Executive Director, liable to retire by Rotation
Remuneration last drawn	Nil
No. of Shares Held in the company	18,67,000
No. of Board Meetings attended during Financial Year 2023-2024	N/A
List of Directorship held in other Companies	<ol style="list-style-type: none"><li>1. Veeyem Kay Promoters Private Limited</li><li>2. Veeyem Distributors Private Limited</li><li>3. Aruna Promoters Private Limited</li><li>4. Reefco Container Technologies Private Limited</li><li>5. Veeyem Logistics Private Limited</li><li>6. Parkease Logistics Private Limited</li></ol>
Chairman/ member of the Committee of the Board of Directors of other Companies	Nil
Relation with Key Managerial Personnel and Directors	Nil

Name of the Director & DIN	Mr. Ramesh Kumar Viswanatha Prabhu (DIN: 05358656)
Date of first appointment	-
Qualifications, Experience and Areas of Specialization	Mr. Ramesh Kumar Viswanatha Prabhu holds a degree in civil engineering and an MBA, combining technical expertise with business acumen. His



# Sea Blue Shipyard Ltd.

(CIN : U35111KL2003PLC016677)



	<p>experience working with the Birla Group, a well-regarded organization, demonstrates his capability in a professional environment known for high standards of excellence. With several years of experience in managing a variety of businesses, Mr. Ramesh Kumar Viswanatha Prabhu brings a wealth of knowledge in overseeing projects, optimizing operations, and driving growth. His experience will be invaluable to the board in making strategic decisions that promote efficiency and long-term success. Mr. Ramesh Kumar Viswanatha Prabhu has established a credible background marked by integrity and accountability. His reputation will add credibility to the board and instill confidence among stakeholders. Mr. Ramesh Kumar Viswanatha Prabhu is dedicated to respecting stakeholder interest and protecting shareholder wealth.</p>
Terms & Conditions of Appointment	Non-Executive Director, liable to retire by Rotation
Remuneration last drawn	Nil
No. of Shares Held in the company	Nil
No. of Board Meetings attended during Financial Year 2023-2024	N/A
List of Directorship held in other Companies	Viston Steel Corp Private Limited
Chairman/ member of the Committee of the Board of Directors of other Companies	Nil
Relation with Key Managerial Personnel and Directors	Nil

Name of the Director & DIN	Mr. V Manoj Kumar Prabhu (DIN: 05302710)
Date of first appointment	-
Qualifications, Experience and Areas of Specialization	<p>Mr. V Manoj Kumar Prabhu is a well-regarded businessman in Kerala and serves as the state-wide distributor for TATA Steel, a role that demonstrates his strong business acumen and leadership. His established reputation and success in the industry make him a valuable addition to the company's board. As a known associate of TATA Steel, Mr. V Manoj Kumar Prabhu brings with him the values and ethical standards associated with the TATA Group. His adherence to the TATA culture of integrity, transparency, and social responsibility assures stakeholders of his</p>



# Sea Blue Shipyard Ltd.

(CIN : U35111KL2003PLC016677)



	commitment to ethical business practices. Mr. V Manoj Kumar Prabhu is dedicated to respecting stakeholder interest and safeguarding shareholder wealth.
Terms & Conditions of Appointment	Non-Executive Director, liable to retire by Rotation
Remuneration last drawn	Nil
No. of Shares Held in the company	53,17,400
No. of Board Meetings attended during Financial Year 2023-2024	N/A
List of Directorship held in other Companies	<ol style="list-style-type: none"> <li>1. Veeyem Logistics Private Limited</li> <li>2. Parkease Logistics Private Limited</li> <li>3. Veeyem Kay Promoters Private Limited</li> <li>4. Veeye, Distributors Private Limited</li> <li>5. Aruna Promoters Private Limited</li> <li>6. Reefco Container Technologies Private Limited</li> </ol>
Chairman/ member of the Committee of the Board of Directors of other Companies	Nil
Relation with Key Managerial Personnel and Directors	Nil

Name of the Director & DIN	Rear Admiral Antony George (Retd) (DIN: 10741594)
Date of first appointment	-
Qualifications, Experience and Areas of Specialization	<p>Rear Admiral Antony George, NM, VSM, retired from the Indian Navy after an illustrious defence career of 40 years. He retired in 2022 as the Chief of Staff of Southern Naval Command Kochi (which is Second in Command of SNC Kochi). He also served as Chief of Staff (Training Command). Assistant Chief of Naval Staff; Commodore – Bureau of Sailors; Commanding Officer-INS Tarkash; Command Anti-submarine Warfare Officer; Commanding Officer – INS Khanjar; Executive Officer -INS Kirpan and Directing Staff Defence Services Staff College, Willingdon. After graduating from the prestigious St Stephen's College, Delhi, in 1985, the Admiral was commissioned in the Indian Navy. He obtained an MA (Defence Studies) from King's College London (2002); M.Sc. (Defence Studies) from Madras University (2004) and M. Phil (Defence Studies) from Madras University (2006). He also holds an Advanced Diploma in HR Management) from ISBM, Mumbai (2021). He has also successfully completed Lead Auditor Course from ITEC, UK in</p>



# Sea Blue Shipyard Ltd.

(CIN : U35111KL2003PLC016677)



	1998. Real Admiral Antony George (retd) is a recipient of the Nao Sena Medal (1991) and Vishisht Seva Medal for Distinguished service (2011).
Terms & Conditions of Appointment	Non-Executive Director, liable to retire by Rotation
Remuneration last drawn	N/A
No. of Shares Held in the company	Nil
No. of Board Meetings attended during Financial Year 2023-2024	Nil
List of Directorship held in other Companies	Nil
Chairman/ member of the Committee of the Board of Directors of other Companies	Nil
Relation with Key Managerial Personnel and Directors	Nil

Name of the Director & DIN	Mr. Neelakandan Mohanachandran Nair (DIN: 05237574)
Date of first appointment	-
Qualifications, Experience and Areas of Specialization	Mr. Neelakandan Mohanachandran Nair is a graduate in Mech Engg and with 11 years of sea sailing service with Shipping Corporation of India. Later he served 12 years as Chief Mechanical Engineer of Kerala Port Department. He also has 5 years of teaching experience in Kochi. He also was in charge of the management of research ships National Institution OF Ocean Technology (NIOT), Chennai and National Institution of Oceanography (NIO). He has a total experience of 40 years in marine survey & valuation and pre-purchase inspection experience with IRDA license. He has attended ship docking and repair at Mumbai, Goa, Kochi, Kolkata, Chennai, China, Singapore, Colombo, UAE etc, the last such assignment being in 2019 at China. He has presented technical paper in world Maritime Technology Conference (WMTC 2018) at Shanghai, IMEI Mumbai, Kochi, Chennai and in many other training institutes.
Terms & Conditions of Appointment	Non-Executive Director, liable to retire by Rotation
Remuneration last drawn	N/A
No. of Shares Held in the company	5,571
No. of Board Meetings attended during Financial Year 2023-2024	Nil
List of Directorship held in other Companies	1. Poseidon Insurance Surveyors and Loss Assessors Private Limited





# Sea Blue Shipyard Ltd.

(CIN : U35111KL2003PLC016677)



Chairman/ member of the Committee of the Board of Directors of other Companies	Nil
Relation with Key Managerial Personnel and Directors	Nil

Name of the Director & DIN	Mr. Usman Kadavil Seethy (DIN: 00207535)
Date of first appointment	-
Qualifications, Experience and Areas of Specialization	Mr. Usman K.S is the Managing Partner of Lens & Frames chain of optical stores. He established this retail optical chain, which currently has 25 retail stores and clinics across Kerala with a staff strength of more the 200. Len & Frames is the first optical chain in South India to obtain the ISO 9001: 2008 certification from BVQI. Mr. Usman Brings with him, more than 4 decades of experience in establishing business and leading their teams, business planning and marketing.
Terms & Conditions of Appointment	Non-Executive Director, liable to retire by Rotation
Remuneration last drawn	N/A
No. of Shares Held in the company	10,00,000
No. of Board Meetings attended during Financial Year 2023-2024	Nil
List of Directorship held in other Companies	<ol style="list-style-type: none"> <li>1. Kadavil Builders and Developers Private Limited</li> <li>2. Mathews Brothers Finance and Investment Private Limited</li> <li>3. Grand Eyewear Marketing Private Limited</li> <li>4. UIS Builders and Developers Private Limited</li> </ol>
Chairman/ member of the Committee of the Board of Directors of other Companies	Nil
Relation with Key Managerial Personnel and Directors	Nil

Name of the Director & DIN	Mr. K.B Gopalakrishnan (DIN: 00007974)
Date of first appointment	24/09/2022
Qualifications, Experience and Areas of Specialization	Mr. K.B Gopalakrishnan, is a Master of Business Administration (MBA), having obtained Certified Associate of the Indian Institute of Bankers (CAIIB), Diploma in Bank Management (DBM) & Post Graduate Diploma In personnel Management (PGDPM). He has 25 years' experience in State Bank of India (SBI), India's largest commercial Bank including 3 years' experience at London and 5 years in SBI Capital Markets Ltd., as Head,



# Sea Blue Shipyard Ltd.

(CIN : U35111KL2003PLC016677)



	Project Advisory and Structured Finance. He served as Project Advisory and Structure Finance Infrastructure consultant in sectors like Power, Road, Port & Hydro Carbon. He also served as Executive Director and Chief Operating Officer of Opus Financial Services Ltd., Director, Opus International Securities Pvt. Ltd., Chief Financial Officer, NeST Group of companies and as Senior Advisor, KITCO Ltd.
Terms & Conditions of Appointment	Non-Executive Director, liable to retire by Rotation
Sitting Fees drawn from Board and Committee Meetings	35,000
No. of Shares Held in the company	8,00,000
No. of Board Meetings attended during Financial Year 2023-2024	2
List of Directorship held in other Companies	1. Beepurple Consultants Private Limited
Chairman/ member of the Committee of the Board of Directors of other Companies	Member of Audit Committee and Stakeholders Relationship Committee till 09.09.2023
Relation with Key Managerial Personnel and Directors	Nil

Name of the Director & DIN	Mr. R Jeyaraman (DIN: 07283849)
Date of first appointment	-
Qualifications, Experience and Areas of Specialization	Mr. R Jeyaraman is an Engineer by profession, having graduated from the prestigious Anna University, Chennai with a B. Tech in Instrumentation Engineering in 1995. He started his career with India Petrochemical Corporation Ltd (IPCL), Mumbai and later worked with Gulf Petrochemicals Company Bahrain. Currently he is a Senior Control System Engineer with Advanced Petrochemicals Company, Saudi Arabia.
Terms & Conditions of Appointment	Non-Executive Director, liable to retire by Rotation
Remuneration last drawn	Nil
No. of Shares Held in the company	10,60,500
No. of Board Meetings attended during Financial Year 2023-2024	N/A
List of Directorship held in other Companies	Nil
Chairman/ member of the Committee of the Board of Directors of other Companies	Nil
Relation with Key Managerial Personnel and Directors	Nil



# Sea Blue Shipyard Ltd.

(CIN : U35111KL2003PLC016677)



Name of the Director & DIN	Mr. Sebastian Maju (DIN: 10823143)
Date of first appointment	-
Qualifications, Experience and Areas of Specialization	Mr. Sebastian Maju is a Master of Commerce (M. Com) from MG University, Kerala and CMA from IMA, USA. He is a finance professional with over 20years experience in the manufacturing, contracting and trading sectors. He is having proven expertise in financial management, corporate governance and strategic planning. He is skilled at leading financial reporting, budgeting, and compliance initiatives with significant contribution to cost optimization and profitability enhancement. He is currently serving as finance Manager at Union Properties PJSCS Subsidiaries, The Fitout LLC& GMAMCO LLC, Dubai, UAE. He is having Board level experience as well.
Terms & Conditions of Appointment	Non-Executive Director, liable to retire by Rotation
Remuneration last drawn	Nil
No. of Shares Held in the company	7,80,000
No. of Board Meetings attended during Financial Year 2023-2024	N/A
List of Directorship held in other Companies	Nil
Chairman/ member of the Committee of the Board of Directors of other Companies	Nil
Relation with Key Managerial Personnel and Directors	Relative of Mr. O C John, Non-Executive Director of the Company

Name of the Director & DIN	Capt. Ruskin M Thomas (DIN: 02593181)
Date of first appointment	-
Qualifications, Experience and Areas of Specialization	Capt. Ruskin M Thomas is a Master Mariner Foreign going. He is having a sea experience of 34 years and command experience of 20 years in various ships all over the world including passenger ships. Also worked with LDCL on their passenger ships and actively participated in planning of container trade to Lakshadweep Island. Attended repair works and dry docking of ship at various parts of the world like Turkey, Italy, Portugal, Belgium, Lativa, Japan, China, Dubai etc. He is a member of CMMI, Company of Mariners of India and Cochin Chapter. Currently working with GFS, Gulf Feeder Ship Services on container ships.



# Sea Blue Shipyard Ltd.

(CIN : U35111KL2003PLC016677)



Terms & Conditions of Appointment	Non-Executive Director, liable to retire by Rotation
Remuneration last drawn	Nil
No. of Shares Held in the company	2,87,500
No. of Board Meetings attended during Financial Year 2023-2024	N/A
List of Directorship held in other Companies	Nil
Chairman/ member of the Committee of the Board of Directors of other Companies	Nil
Relation with Key Managerial Personnel and Directors	Nil