



CIN: U35111KL2003PLC016677

Registered Office: 1/212, V.P. Road, Azheekal P.O. Vypin, Kochi – 682 508, Kerala, India

Ph: +91 9447644004, Email: cs@seablueshipyard.com,

Website: www.seablueshipyard.com

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the Extra-Ordinary General Meeting (EGM) of the Members of M/s SEA BLUE SHIPYARD LIMITED will be held on Thursday, 10th April, 2025 through video conferencing and other audio-visual means at 11.30 A.M. to consider and discuss the following business: -

This Extra Ordinary General Meeting of the company is being convened with the request of the shareholders holding 14.22 % of the paid-up share capital of the Company under Section 100(4) of the Companies Act, 2013:

SL.NO	NAME OF SHAREHOLDER	NO. OF SHARES	PERCENTAGE (%)
1	JOHNSON MATEW	600100	1.50
2	MATHEW K CHERIAN	500000	1.25
3	CHACKO BABU	139400	0.35
4	SADASIVAN DILEEPKUMAR	548000	1.37
5	KAVITHA JEYARAMAN	1040500	2.60
6	RAJI JEYARAMAN	816500	2.04
7	SHEEBA BABU	60000	0.15
8	P VALSAN JOHN	201500	0.50
9	SEBASTIAN MAJU	780000	1.95
10	ASHA MATHEW	166100	0.42
11	THOMAS GEORGE	150000	0.38
12	JOSEPH FRANCIS JACKSON	100000	0.25
13	MATHEW JACOB	99100	0.25
14	RANI MATHEW	63100	0.16
15	POTHAKUTTI ISSAC	55700	0.14
16	MATHUKUTTY GEORGE	54600	0.14
17	KUNJERIA GEORGE VACHAPARAMBIL	53700	0.13
18	K V HARIHARAN	50000	0.13
19	SINA CYRIAC	46000	0.12
20	D WILSON	40900	0.10
21	E M VARKEY	40000	0.10
22	POTHAKUTTY ANSAMMA	32000	0.08
23	GEORGE JOSPEH	30000	0.08
24	ROBSON JACOB	20000	0.05
	TOTAL	15038000	14.22%



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SPECIAL BUSINESS:

- 1. To remove Mr. Manoj Prabhu holding DIN: 05302710 from the office of Director of the Company and to appoint Mr. Joseph Francis Jackson holding DIN: 10948310 as Director of the Company in the vacancy caused by removal of Mr. Manoj Prabhu**

“RESOLVED THAT pursuant to the provisions of Section 169 and other applicable provisions of the Companies Act, 2013, and the Rules framed thereunder, Mr. Manoj Prabhu holding DIN: 05302710 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. Joseph Francis Jackson holding DIN: 10948310, as Director of the company in place of the vacancy caused by the removal of Mr. Manoj Prabhu.

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.”

- 2. To remove Mrs. Rajasree Prabhu holding DIN: 05302723 from the office of Director of the Company and to appoint Mr. K.B Gopalakrishnan holding DIN: 00007974 as Director of the Company in the vacancy caused by removal of Mr. Rajasree Prabhu**

“RESOLVED THAT pursuant to the provisions of Section 169 and other applicable provisions of the Companies Act, 2013, and the Rules framed thereunder, Mrs. Rajasree Prabhu holding DIN: 05302723 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. K.B Gopalakrishnan holding DIN: 00007974, as Director of the company in place of the vacancy caused by the removal of Mr. Rajasree Prabhu.



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- 3. To remove Mr. Mahesh Prabhu holding DIN: 10820463 from the office of Director of the Company and to appoint Mr. Antony George holding DIN: 010741594 as Director of the Company in the vacancy caused by removal of Mr. Mahesh Prabhu**

“RESOLVED THAT pursuant to the provisions of Section 169 and other applicable provisions of the Companies Act, 2013, and the Rules framed thereunder, Mr. Mahesh Prabhu holding DIN: 10820463 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. Antony George holding DIN: 010741594, as Director of the company in place of the vacancy caused by the removal of Mr. Mahesh Prabhu.

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.”

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

“RESOLVED THAT pursuant to the provisions of Section 169 and other applicable provisions of the Companies Act, 2013, and the Rules framed thereunder, Mr. Rameshkumar Prabhu holding DIN: 05358656 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. Monson Augustine holding DIN: 03315787, as Director of the company in place of the vacancy caused by the removal of Mr. Rameshkumar Prabhu.



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- 5. To remove Mr. V. Aboobekar Shafi holding DIN: 05130571 from the office of Director of the Company and to appoint Mr. Usman Kadavil Sethy holding DIN: 00207535 as Director of the Company in the vacancy caused by removal of Mr. V. Aboobekar Shafi**

“RESOLVED THAT pursuant to the provisions of Section 169 and other applicable provisions of the Companies Act, 2013, and the Rules framed thereunder, V. Aboobekar Shafi holding DIN: 05130571 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. Usman Kadavil Sethy holding DIN: 00207535, as Director of the company in place of the vacancy caused by the removal of Mr. V. Aboobekar Shafi

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.”

- 6. To remove Mr. Simon K Pullookaran holding DIN: 10809354 from the office of Director of the Company and to appoint Mr. R. Jeyaraman holding DIN: 07283849 as Director of the Company in the vacancy caused by removal of Mr. Simon K Pullookaran**

“RESOLVED THAT pursuant to the provisions of Section 169 and other applicable provisions of the Companies Act, 2013, and the Rules framed thereunder, Mr. Simon K Pullookaran holding DIN: 10809354 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. R. Jeyaraman holding DIN: 07283849, as Director of the company in place of the vacancy caused by the removal of Mr. Simon K Pullookaran

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- 7. To remove Mr. Joseph Abraham holding DIN: 10807271 from the office of Director of the Company and to appoint Mr. Ruskin M Thomas holding DIN: 025933181 as Director of the Company in the vacancy caused by removal of Mr. Joseph Abraham**

“RESOLVED THAT pursuant to the provisions of Section 169 and other applicable provisions of the Companies Act, 2013, and the Rules framed thereunder, Mr. Joseph Abraham holding DIN: 10807271 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. Ruskin M Thomas holding DIN: 025933181, as Director of the company in place of the vacancy caused by the removal of Mr. Joseph Abraham

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.”

- 8. To appoint Mr. O C John as executive Director**

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. O C John holding DIN: 00918513, as Director of the company

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.

An ISO 9001:2015 Certified Company

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9. To appoint Mr. Tojen E as executive Director

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. Tojen E holding DIN: 01562904, as Director of the company

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.

For **M/s SEA BLUE SHIPYARD LIMITED**

Sd/-

MANOJ VISWANATHA PRABHU

DIN: 05302710|**Managing Director**

Place: Vypin

Date:17-03-2025

Registered Office:

SEA BLUE SHIPYARD LIMITED

1/212, V.P. Road, Azheekal P.O. Vypin, Kochi, Ernakulam, Kochi, Kerala, India,
682508

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NOTES:

1. Corporate Members intending to send their authorized representatives to attend and vote at the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
2. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business under item 1 to 9 be transacted at the Extra-Ordinary General Meeting (EGM) is annexed hereto.
3. The notice of EGM is being sent in electronic mode to Members whose e-mail address is registered with the depository participant(s). Members who have not registered their e-mail address are requested to register the same with their respective depository participant(s). In case of any assistance, the members are requested to write an email to cs@seablueshipyard.com.
4. Shareholders who have not registered their e-mail addresses so far, are requested to register their e-mail address in prescribed form attached with Notice for receiving all communication including Notices, circulars etc. from the Company electronically.
5. Members may note that the Notice of Extra-Ordinary General Meeting will also be available on the Company's website www.seablueshipyard.com.
6. Please ensure that your PAN, email ID, and mobile number are updated with your Depository Participant (DP) and the Company. This is mandatory to maintain accurate records and to receive the Notice, details of the Annual General Meeting (AGM) or Extraordinary General Meeting (EGM), and other communications from the Company. Kindly update your details with the Company at the earliest.
7. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44(1) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its Members facility to exercise their right to vote on resolutions proposed to be considered at the Extra-Ordinary General Meeting ("EGM") by electronic means and the business may be transacted through E-voting services arranged by National Securities Depository Limited (NSDL). The Members may cast their votes using an electronic voting system from a place other than the venue of the EGM ("remote E-voting").



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8. The facility for voting through electronic voting system or polling paper shall be made available at the EGM and the Members attending the EGM who have not cast their vote by remote E-voting shall be able to exercise their right at the EGM.
9. The Members who have cast their vote by remote E-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
10. The remote E-voting period commences on Monday, 7TH April, 2025 (10.00 a.m. IST) and ends on Wednesday, 9th April, 2025 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or dematerialized form, as on the cut-off date i.e. Wednesday, 2nd April 2025, may cast their vote by remote E-voting. The remote E-voting module shall be disabled by CSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
11. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, as per instruction shareholder can login to evoting portal & after cut-off date CDSL will send sequence number to all physical shareholders whose PAN not available by email.
12. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
13. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
14. The Company has appointed CS Bineeshkumar P.S, Practicing Company Secretary, to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.
15. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast during the EGM, and the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the EGM, a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, to the chairman or a person authorized by him in writing, who shall countersign the same.
16. The results declared along with the scrutinizer's report shall be placed on the website of the Company www.seablueshipyard.com under the head "Investor" and on the website of CDSL, www.cdslindia.com immediately after the results are declared by the Chairman or a person authorised by him in writing.



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NSDL e-Voting System – For e-voting and Joining Virtual meetings.

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.seablueshipyard.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular



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No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular

No. 2/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on 07.04.2025 at 10:00 A.M. and ends on 09.04.2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 02.04.2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 02.04.2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login”



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which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

- Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
- After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
- If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then



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	<p>click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911



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Website: www.seablueshipyard.com

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID



CIN: U35111KL2003PLC016677

Registered Office: 1/212, V.P. Road, Azheekal P.O. Vypin, Kochi – 682 508, Kerala, India

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Website: www.seablueshipyard.com

for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on **“Forgot User Details/Password?”**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



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Website: www.seablueshipyard.com

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs.bineeshkumar@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Pallavi Mhatre (Senior Manager) at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@seablueshipyard.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (cs@seablueshipyard.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.



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2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@seablueshipyard.com. The same will be replied by the company suitably.

FORM FOR UPDATION/REGISTRATION OF PAN & E-MAIL ADDRESS

To,
SEA BLUE SHIPYARD LIMITED
1/212, V.P. Road, Azheekal P.O. Vypin,
Kochi, Ernakulam, Kochi, Kerala, India, 682508

Sending of All communication including EGM details, Notices and other documents through Electronic Mode

Dear Sirs,

I hereby update/register my e-mail address provided below for receiving the Notices, Annual Reports and Accounts and other documents from the Company through electronic mode: -

E-mail Address:

Name of the Sole /First Holder:

DP ID/Client ID/ Registered Folio No.:

PAN No.:

Contact Nos.:

Mobile:

Landline:

.....

Signature of the Sole/First Holder

Date:

Notes:

The Notices, EGM details, and other documents are sent in electronic mode to those Shareholders who have registered their e-mail addresses with the Company or with the Depositories.

EXPLANATORY STATEMENT

To

THE RESOLUTIONS PROPOSED IN EGM

1. **Mr. Manoj Prabhu** was appointed as the Non-Executive Director in the 21st Annual General Meeting held on 15-11-2024. After joining the Board, with the help of Board, he became the Managing Director and also the Chairman of the Company. In the very first month, he has systematically removed the critical persons of the company by transfer or forced resignations. Thereafter he has inducted into the company, employees from his own partnership firm. To obtain total family control of the company, he has appointed his younger brother as Additional Director. (Thus four immediate members of his family are currently Directors). He also proposed to appoint two more persons - his another brother and his employee as Additional Directors of Sea Blue Shipyard Limited, which was dropped because of objections by Independent Directors. The work orders of the Company are being outsourced on back-to-back basis to another company owned by him – Aruna Promoters Pvt Ltd. Thus the company's profits are being siphoned out to his companies.

He lacks experience in the Marine Industry. Since his team assumed control, there has been a notable decline in business and order acquisition. The management and operational performance have been subpar, leading to the resignation of experienced employees due to dissatisfaction. The ongoing tenure of Mr. Manoj Prabhu poses a risk to the company's interests and is likely to result in significant value erosion to the organization in the near future.

Jackson Joseph Francis is a Marine Chief Engineer currently engaged in the operation of Oil and Chemical tankers, boasting an extensive maritime career spanning approximately 33 years, with the last 23 years dedicated to his role as Chief Engineer. He has experience in overseeing ship drydocking, managing new deliveries, and taking over vessels from other management teams. The inclusion of such a highly qualified and experienced professional will enhance the company's management capabilities. Hence, an ordinary resolution is proposed at the Extra Ordinary General Meeting to remove Mr. Manoj Prabhu from his position as Director of the Company and to appoint Mr. Jackson Joseph Francis, in the vacancy created by Mr. Prabhu's removal.

2. **Mrs. Rajasree Prabhu** was appointed as a Non-Executive Director during the 21st Annual General Meeting on November 15, 2024. She is the spouse of Mr. Manoj Prabhu and She lacks experience and knowledge in the marine sector, as well as in the shipbuilding and repair industry. She is lending active support to Mr Manoj Prabhu in the mismanagement of the company and her continued presence on the board is detrimental to the interests of the Company and its stakeholders.

Mr. K. B. Gopalakrishnan is a highly qualified and seasoned professional with extensive experience in the banking and finance sector. His appointment would facilitate smoother interactions with banks and financial institutions, ultimately benefiting the company financially. The inclusion of such a qualified and experienced individual would enhance the company's management capabilities. Hence, an ordinary resolution is proposed at the Extraordinary General Meeting to remove Mrs. Rajasree Prabhu from her position as Director and to appoint Mr. K. B. Gopalakrishnan to fill the vacancy created by her removal.

3. **Mr. Mahesh Prabhu** was appointed as an additional director during the board meeting convened on December 5, 2024. He also lacks both experience and knowledge pertinent to our industry. Furthermore, he does not hold any investments in the company. He is lending active support to Mr Manoj Prabhu, his elder brother in the mismanagement of the company and his continued presence on the board is detrimental to the interests of the Company and its stakeholders

In contrast, Rear Admiral Antony George, who has retired from a distinguished position in the Indian Navy, brings a wealth of qualifications and extensive experience. His inclusion on the Board of Directors will enhance our business relationships with the Indian Navy, Indian Coast Guard, and other defense departments and services. The involvement of such a highly qualified and experienced individual will significantly bolster the management of the company. Hence, a resolution is proposed at the Extraordinary General Meeting to remove Mr. Mahesh Prabhu from his position as Director of the Company and to appoint Rear Admiral Antony George (Retd) to fill the vacancy created by this removal.

4. **Mr. Rameshkumar Prabhu** was appointed as a Non-Executive Director during the 21st Annual General Meeting on November 15, 2024. He possesses no experience or knowledge relevant to ship building / ship repair industry. Furthermore, he holds no investments in the company. . He is lending active support to Mr Manoj Prabhu, his elder brother in the mismanagement of the company and his continued presence on the board is detrimental to the interests of the Company and its stakeholders

Capt. Monson Augustine is a Master Mariner with over 32 years of extensive experience and possesses comprehensive knowledge of the industry. He is also a promoter of Sea Blue Shipyard Ltd. The inclusion of such a highly qualified and experienced individual will enhance the management capabilities of the company. Therefore, a resolution is proposed at the Extraordinary General Meeting to remove Mr. Rameshkumar Prabhu from his position as Director and to appoint Capt. Monson Augustine to fill the vacancy created by this removal.

5. **Mr. V. Aboobacker Shafi** was appointed as a Non-Executive Director during the 21st Annual General Meeting held on November 15, 2024. He lacks experience in the marine industry and has made only a minimal investment of Rs. 3 lakhs, indicating a limited commitment to the interests of other shareholders. He is lending active support to Mr Manoj Prabhu in the mismanagement of the company His continued presence on the board is detrimental to the company's and its members' interests.

In contrast, Mr. Usman Kadavil Seethy is a prominent businessman in Kochi, possessing extensive experience and resources. He is a significant investor in the company, having contributed Rs. 1 Crore to the share capital of the company. His involvement on the Board of Directors would facilitate timely financial arrangements, particularly in situations where bank assistance may be delayed. The inclusion of such a qualified and experienced individual will enhance the company's management. Therefore, a resolution is proposed at the upcoming Extraordinary General Meeting to remove Mr. V. Aboobacker Shafi from his position as Director and to appoint Mr. Usman Kadavil Seethy to fill the vacancy created by this removal.

6. **Mr. Simon K. Pullookaran** was appointed as a Non-Executive Director during the 21st Annual General Meeting on November 15, 2024. He currently holds no investments in the

company, indicating a lack of commitment to the other shareholders. He is lending active support to Mr Manoj Prabhu in the mismanagement of the company His continued presence on the board is detrimental to the company's and its members' interests.

Mr. R. Jeyaraman is a seasoned Control System and Instrumentation Engineer with over 30 years of experience. He is a significant shareholder, with an investment nearing 3 crores, including contributions from his family. His strong commitment to the company and its shareholders is evident. Mr. Jeyaraman's involvement on the Board of Directors will facilitate timely financial arrangements, particularly in situations where bank assistance may be delayed.

The inclusion of such a qualified and experienced individual will enhance the company's management capabilities. Consequently, a resolution is proposed at the Extraordinary General Meeting to remove Mr. Simon K. Pullookaran from his position as Director and to appoint Mr. R. Jeyaraman to fill the vacancy created by this removal.

7. **Mr. Joseph Abraham** was appointed as the Non-Executive Director in the 21st Annual General Meeting held on 15-11-2024. He has no experience of Marine industry. Having only minor investment (only Rs. 5.5 lakhs), hence no commitment or responsibility towards other shareholders. Mr Joseph Abraham is a dealer / sub-dealer of M/s Prabhu Steels and is dependent on Mr Prabhu to further his business interests. He is lending active support to Mr Manoj Prabhu in the mismanagement of the company His continued presence on the board is detrimental to the company's and its members' interests.

Captain Ruskin M Thomas is a Master Mariner with 32+ years of experience. Attended dry dock repairs and ship building in various parts of the world. He is having wide connections in the industry. PROMOTOR of Sea Blue Shipyard Ltd.

The participation of such a qualified and experienced professional will strengthen the management of the company. Hence the ordinary resolution to remove **Mr. Joseph Abraham** from the office of Director of the Company and to appoint **Captain Ruskin M Thomas** as Director of the Company in the vacancy caused by removal of **Mr. Joseph Abraham** is proposed in the Extra Ordinary General Meeting.

8. **Mr. O. C. John** is the Founder & Chief Promotor of SEA BLUE SHIPYARD LTD. He continued as the Chairman & Managing Director from the inception in 2003 to October 2023. He is having 40 plus years of thorough experience in all fields of the industry. Earned various Industry awards and recognitions as an Industrialist & Entrepreneur. Started this company from the scratch and developed it as a highly reputed shipyard in India. Under his leadership, SBSL has obtained 11th rank for the best performance among Public/Private shipyards in India as per the statistics published by the Govt. of India consecutively for 4 years since 2019 to 2023. His participation in the Board is essential to revitalise the Company and its operations and to pursue the agenda of listing the company on stock exchanges.
9. **Mr. Tojen. E** is a PROMOTOR of Sea Blue Shipyard Ltd. Well experienced Marine & Mechanical Engineer. Having vast knowledge in Ship building and repairing. Served SBSL as the Operation Director from the very inception in 2003 to 15th November 2024. His contribution towards the company's growth is highly remarkable. He has thorough

knowledge and connections with all industry leaders related to our business. Re-appointing him as the Operation Director will regain the confidence of Customers and well experienced employees, who are the back born of the company. His participation in the Board is essential to revitalise the Company and its operations and to pursue the agenda of listing the company on stock exchanges.