



Bineesh Kumar P S, ACS
Practicing Company Secretary

Bldg No. 5/58D, Perikilakkattunirappel
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REPORT OF SCRUTINIZER ON E – VOTING

To,

Adv. Sankar P Panicker,
Chairman (Appointed by the Hon'ble NCLT, Kochi Bench)
Sea Blue Shipyard Limited
(CIN: U35111KL2003PLC016677)
1/212, V.P. Road, Azheekal P.O., Vypin
Kochi, Kerala, India - 682508.

Scrutinizer's report on passing resolutions through E-Voting at the Extra-Ordinary General Meeting, under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments made thereunder, of the Company Sea Blue Shipyard Limited having Registered Office at No. 1/212, V.P. Road, Azheekal P.O., Vypin, Kochi, Kerala, India - 682508.

Dear Sir,

I, Bineesh Kumar P.S., Practicing Company Secretary having office at Bldg No. 5/58D, Perikilakkattunirappel, Mamala P O, Thiruvankulam, Ernakulam, Kerala – 682305, was appointed as Scrutinizer by the Board of Directors of Sea Blue Shipyard Limited ("the Company") in its meeting held on 14th day of March, 2025 for the purpose of scrutinizing the e-voting process pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments made thereunder in respect of the below mentioned resolutions proposed in the Notice and Addendum to the notice of the Extra-Ordinary General Meeting (EGM) of the Equity Shareholders of the Company held on Thursday, the 10th April, 2025 at 11.30 A.M. through Video Conferencing (VC) /Other Audio Visual Means (OAVM).

The management is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by e-voting) by the Shareholders on the resolution proposed in the Notice of Extra-Ordinary General Meeting dated 17.03.2025 and Addendum to the Notice dated 24.03.2025.

My responsibility as a Scrutinizer is to ensure that the voting process through electronic means are conducted in fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favour or against if any, to the Chairman on the resolution, based on the reports generated from



the electronic voting system provided by National Securities Depository Limited (NSDL).

I, have scrutinized the e-voting and votes tendered therein are accordance with the Companies (Management & Administration) Rules, 2014 and submit my report as follows:

- a) The Company has appointed National Securities Depository Limited (NSDL) as the agency for providing the e – Voting platform. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM were provided by NSDL.
- b) The Equity Shareholders holding shares as on the "cut off" date i.e. Wednesday, the 2nd day of April, 2025 were entitled to vote on the proposed resolutions as set out in the Notice of Extra-Ordinary General Meeting.
- c) The Company has dispatched Notices along with Statement setting out material facts under Section 102 of the Companies Act, 2013, to the shareholders of the Company.
- d) In accordance with the Notice of Extra-Ordinary General Meeting dated 17.03.2025 and Addendum to the Notice Dated 24.03.2025 sent to shareholders, the e-voting remained open from Monday, 07th day of April, 2025 at 10:00 AM to Wednesday, 09th day of April, 2025 at 05:00 PM.
- e) The Company had arranged through NSDL, the facility of electronic voting (e-voting) to the shareholders present at the Extra-Ordinary General Meeting through VC/ OAVM who had not cast their vote earlier through remote e-voting facility.
- f) The votes exercised through e-voting at NSDL from Monday, 07th day of April, 2025 at 10:00 AM to Wednesday, 09th day of April, 2025 at 05:00 PM being the last day e – voting and venue voting were considered for scrutiny.
- g) On Thursday, the 10th day of April, 2025, after completion of the e-voting at the Extra-ordinary General Meeting, the system provided by the NSDL was duly unblocked by me as a Scrutiniser in the presence of two witnesses as prescribed under Sub Rule 4 (xi) of the Rule 20.
- h) The details containing list of shareholders who voted for or against the resolution that were put to vote were downloaded from the e – voting website of NSDL (www.evoting.nsdl.com).



Therefore, I, as a Scrutiniser duly complied the details of Remote e-voting and the E-voting during the Extra-ordinary General Meeting, the voting results are summarised below:

Details	Remote voting	e- E-voting at EGM	Total Voting
Number of shareholders who cast their votes	517	3	520
Total number of shares held by them	36990229	72500	37062729
Valid Votes	As per details provided under each resolution(s) mentioned below.		
Abstain/less voted	As mentioned under each of resolution(s)		

NOTES:

- Percentage of votes cast in favour or against the resolutions is calculated based on the Valid Votes cast through Remote e-voting and through electronic voting at the Extra-Ordinary General Meeting.
- Abstain/less voted indicates folios of which the voter has participated in e-voting but not casted the votes for few resolutions.

SPECIAL BUSINESS:

Item No. 1 of the Notice.

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.

Manner of voting	Votes in favour of the resolution	Votes against the resolution	TOTAL
No. of Members casted the votes	283	237	520
No. of Votes Cast	15830457	21232272	37062729
% of Valid Votes Cast	42.41	57.29	100

Result: The resolution has not Passed with Requisite majority.



Item No. 2 of the Notice.

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 Mrs. Rajasree Prabhu.

Manner of voting	Votes in favour of the resolution	Votes against the resolution	Abstained/ less voted	TOTAL
No. of Members casted/ abstain the vote	296	223	1	520
No. of Votes Cast	16818657	20224072	20000	37062729
% of Valid Votes Cast	45.379	54.568	0.053	100

Result: *The resolution has not Passed with Requisite majority.*

Item No. 3 of the Notice.

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.

Manner of voting	Votes in favour of the resolution	Votes against the resolution	TOTAL
No. of Members casted the vote	296	224	520
No. of Votes Cast	16640557	20422172	37062729
% of Valid Votes Cast	44.9	55.1	100

Result: *The resolution has not Passed with Requisite majority.*

Item No. 4 of the Notice.

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.



Manner of voting	Votes in favour of the resolution	Votes against the resolution	TOTAL
No. of Members casted the vote	304	216	520
No. of Votes Cast	16958857	20103872	37062729
% of Valid Votes Cast	45.76	54.24	100

Result: *The resolution has not Passed with Requisite majority.*

Item No. 5 of the Notice.

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.

Manner of voting	Votes in favour of the resolution	Votes against the resolution	Abstained/ less voted	TOTAL
No. of Members casted/ abstain the vote	297	222	1	520
No. of Votes Cast	16724557	20073172	265000	37062729
% of Valid Votes Cast	45.125	54.160	0.715	100

Result: *The resolution has not Passed with Requisite majority.*

Item No. 6 of the Notice.

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.

Manner of voting	Votes in favour of the resolution	Votes against the resolution	Abstained/ less voted	TOTAL
No. of Members casted/ abstain the vote	294	224	2	518
No. of Votes Cast	16506657	20271072	285000	37062729
% of Valid Votes Cast	44.537	54.694	0.769	100



Result: *The resolution has not Passed with Requisite majority.*

Item No. 7 of the Notice.

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.

Manner of voting	Votes in favour of the resolution	Votes against the resolution	Abstained/ less voted	TOTAL
No. of Members casted/ abstain the vote	298	221	1	520
No. of Votes Cast	16588657	20209072	265000	37062729
% of Valid Votes Cast	44.758	54.525	0.715	100

Result: *The resolution has not Passed with Requisite majority.*

Item No. 8 of the Notice.

To appoint Mr. O C John as executive Director.

Manner of voting	Votes in favour of the resolution	Votes against the resolution	Abstained/ less voted	TOTAL
No. of Members casted/ abstain the vote	289	230	1	520
No. of Votes Cast	16642007	20410722	10000	37052729
% of Valid Votes Cast	44.901	55.070	0.269	100

Result: *The resolution has not Passed with Requisite majority.*

Item No. 9 of the Notice.

To appoint Mr. Tojen E as executive Director.

Manner of voting	Votes in favour of the resolution	Votes against the resolution	TOTAL
No. of Members casted the vote	307	213	520



No. of Votes Cast	17033607	20029122	37062729
% of Valid Votes Cast	45.96	54.04	

Result: *The resolution has not Passed with Requisite majority.*

Item No. 10 of the Notice.

To remove Mr. PANDIPPILY PYLIE ANTONY HOLDING DIN 10288144 from the office of Director of the Company.

Manner of voting	Votes in favour of the resolution	Votes against the resolution	Abstained/ less voted	TOTAL
No. of Members casted/ abstain the vote	311	207	2	520
No. of Votes Cast	22879672	14170257	12800	37062729
% of Valid Votes Cast	61.732	38.233	0.035	100

Result: *The resolution Passed with Requisite majority.*

I observed that total 517 folios had casted their votes through remote voting during the period from 07th April, 2025 10:00 AM to 09th April, 2025, 05:00 PM and 3 folios had exercised their votes through electronic mode at the venue of the Extra Ordinary General Meeting of the Company held on 10th April, 2025.

CONSOLIDATED RESULT

Resolutions No. 1 to No.9 as mentioned in the Notice of Extra-ordinary General Meeting dated 17th March, 2025 and Addendum to the Notice dated 24th March, 2025 as per the details above were **NOT PASSED** with requisite majority through remote e-voting and e-voting conducted during the Extra-ordinary General Meeting

Resolution No. 10 as mentioned in the Notice of Extra-ordinary General Meeting dated 17th March, 2025 and Addendum to the Notice dated 24th March, 2025 as per the details above was **PASSED** with requisite majority through remote e-voting and e-voting conducted during the Extra-ordinary General Meeting



I hereby confirm that I am maintaining the soft copy of the Registers received from the NSDL, the e-voting service provider. All other relevant records relating to remote e-voting and e-voting conducted during the Extra Ordinary General Meeting by the shareholders of the Company is under my safe custody and the same shall be handed over to the Company for safe keeping, after the Chairman considers, approves and signs the Minutes of the Extra-Ordinary General Meeting of the Company.

Thanking you
Yours faithfully



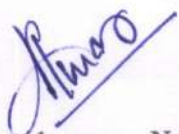
CS BINEESH KUMAR P S
Practicing Company Secretary
M.No. A48007 CP No. 26464

CS. Bineesh Kumar P S
Company Secretary in Practise
Mem. No: A48007, CP No: 26464

UDIN: A048007G000085132

Place: Ernakulam
Date: 11.04.2025

The following were the witnesses to the unblocking the votes cast through remote e-voting and e-voting at the Extra-Ordinary General Meeting.



1. Mr. Krishnakumar N T



2. Mr. Sreekumar N T

