STATUTORY REPORTS

NOTICE OF 23rd ANNUAL GENERAL MEETING

The shareholders
Sea Blue shipyard Ltd

NOTICE

Notice is hereby given that the **23rd Annual General Meeting ("AGM")** of the Members of Sea Blue Shipyard Limited (the company) will be held on Friday, 25 September 2026 at 10.30A.M, though Video conferencing (VC)/other Audio-Visual means (OAVM) facility, to transact the following business:

A. ORDINARY BUSINES

Item No 01. Adoption of Audited Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company, together with the Reports of the Board of Directors and the Auditors thereon, for the financial year ended 31 March 2026

To consider and, if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

*"**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended 31 March 2026, together with the Reports of the Board of Directors and the Auditors thereon, as presented to the Members, be and are hereby received, considered and adopted."*

Item No 02. Re-appointment of Director liable to retire by rotation

To appoint a director in place of Mr. Ramesh Kumar Viswanatha Prabhu (DIN: 05358656), who retires by rotation and, being eligible, offers himself for re-appointment.

To consider and, if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

*"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Ramesh Kumar Viswanatha Prabhu (DIN: 05358656) who retires by rotation and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."*

Item No 03. Re-appointment of Director liable to retire by rotation

To appoint a director in place of Mr. Vypukaran Abubacker Shaffi (DIN: 05130571), who retires by rotation and, being eligible, offers himself for re-appointment.

To consider and, if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

*"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. VYPUKARAN ABUBACKER SHAFFI (DIN: 05130571), who retires by rotation and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."*

Item No. 04. To ear-mark dividend of 10% from the profits of the company for the financial year 2025-26

The company has ear-marked to pay dividend @ 10% of its profits to shareholders to the financial year ended 31st March 2026 on a future date. Since there is a NCLT case pending with the Honourable NCLT court, until the final disposal of the court case, the dividend cannot be paid to shareholders, till the final settlement of the mentioned NCLT case

To consider and, if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

ORDINARY RESOLUTION

*"**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013, and the rules made thereunder, and subject to such approvals, permissions and sanctions as may be required, an amount equivalent to **10% of the net profits of the Company for the financial year ended 31 March 2026** be and is hereby **set aside/appropriated out of the profits of the Company** for being considered for distribution as dividend to the members of the Company at a future date.*

***RESOLVED FURTHER THAT** the aforesaid amount so set aside shall not constitute declaration of dividend at this Annual General Meeting, and the declaration and payment of any dividend therefrom shall be subject to a separate decision of the Company/Board of Directors, as applicable, in accordance with the provisions of the Companies Act, 2013, the Articles of Association of the Company and other applicable laws.*

***RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to take all such steps, do all such acts, deeds and things and execute all such documents as may be necessary or expedient in connection with the above matter."*

Item No 05. To Increase the Authorized Capital to Rs 80 Crores

The Board has proposed to increase the authorised Capital to Rs 80 Crores from the existing Rs 40 Crores and the following resolution was approved by the members in this AGM and the following resolution was approved

*“**RESOLVED THAT** pursuant to the provisions of Section 61(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with the applicable rules made thereunder, and subject to the provisions of the Articles of Association of the Company, the authorised share capital of the Company be and is hereby increased from **₹40,00,00,000 (Rupees Forty Crore only)** divided into **4,00,00,000 (Four Crore) Equity Shares of ₹10/- (Rupees Ten) each** to **₹80,00,00,000 (Rupees Eighty Crore only)** divided into **8,00,00,000 (Eight Crore) Equity Shares of ₹10/- (Rupees Ten) each**, by creation of an additional **4,00,00,000 (Four Crore) Equity Shares of ₹10/- each**, ranking pari passu in all respects with the existing Equity Shares of the Company.*

***RESOLVED FURTHER THAT** pursuant to Section 61 and other applicable provisions of the Companies Act, 2013, the existing Clause V of the Memorandum of Association of the Company relating to the authorised share capital be and is hereby substituted with the following clause:*

“V. The Authorised Share Capital of the Company is ₹80,00,00,000 (Rupees Eighty Crore only) divided into 8,00,00,000 (Eight Crore) Equity Shares of ₹10/- (Rupees Ten) each.”

***RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution, including filing of necessary forms and documents with the Registrar of Companies and making such alterations, modifications or corrections as may be required by the Registrar of Companies or any other statutory authority.”*

Item No 06. To Appoint FCS Sreenivasa Bhat Sadananda (DIN: 09841548) As independent director of the company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule IV thereto and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. **FCS Sreenivasa Bhat Sadananda (DIN: 09841548)**, who has submitted a declaration confirming that he meets the criteria of independence prescribed under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment as an Independent Director, be and is hereby appointed as an **Independent Director of the Company**, not liable to retire by rotation, to hold office for a term of **five (5) consecutive years** with effect from **25th September 2025***

***RESOLVED FURTHER THAT** Managing Directors and/or the Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things and to file all necessary forms and documents with the Registrar of Companies and other authorities as may be required to give effect to this resolution*

Item No 07. To appoint CA Vivek Kamath Balakrishna (DIN: 11900363) as an independent director of the company

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"***RESOLVED THAT*** *pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, CA Vivek Kamath Balakrishna (DIN: 11900363), who has submitted the requisite declarations, confirmations and consent to act as a Director and who has confirmed that he meets the criteria of independence as prescribed under Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years with effect from 25th September, 2025.*

RESOLVED FURTHER THAT *the Managing Directors and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and to file all necessary forms, returns and documents with the Registrar of Companies and other statutory authorities as may be required to give effect to this Resolution."*

SPECIAL BUSINESS

Item No .01 To Amend the Article 68 of the Articles of Association

The Article 68 of the AOA be amended, the amendment can be changed in a special resolution, since alteration of the Articles of Association is governed by Section 14 of the Companies Act, 2013.

The revised Article 68 would read:
"Article 68: The sitting fees payable to each Director, as the Board may fix from time to time, for every meeting of the Board or its committee attended by him/her. The Director may also be paid travelling and out-of-pocket expenses incurred, if any, for attending meetings of the Board and any other work of the Company as the Board of Directors may determine."

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT *pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), and the rules made thereunder, and subject to such approvals, consents and permissions as may be required, the Articles of Association of the Company be and are hereby altered by substituting the existing* ***Article 68*** *with the following Article:*

"68. *The sitting fees payable to each Director, as the Board may fix from time to time, for every meeting of the Board or its committee attended by him/her. The Director may also be paid travelling and out-of-pocket expenses incurred, if any, for attending meetings of the Board and any other work of the Company as the Board of Directors may determine."*

RESOLVED FURTHER THAT *the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution, including making necessary filings with the Registrar of Companies, Ernakulam and making such modifications, alterations or corrections as may be required by the Registrar of Companies or any other statutory authority."*

Item No. 02: To increase the overall limit of the maximum remuneration payable to Managing Director, Whole time director and managerial remuneration to Chairman and managing director to 11%

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT *pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule V to the Act and the rules made thereunder, and subject to such approvals, consents and permissions as may be required, the consent of the members of the Company be and is hereby accorded for payment of managerial remuneration to the Directors of the Company, including the Managing Director, such remuneration in aggregate not exceeding* ***11% (eleven per cent) of the net profits of the Company*** *computed in accordance with Section 198 of the Act.*

RESOLVED FURTHER THAT *notwithstanding the limits prescribed under Section 197(1) of the Act, the remuneration payable to the Chairman & Managing Director of the Company, be and is hereby approved up to a maximum of 11% (eleven per cent) of the net profits of the Company computed in accordance with Section 198 of the Act, subject to the overall limits prescribed under the Act and Schedule V thereto.*

RESOLVED FURTHER THAT *the remuneration payable to the other Directors of the Company, including non-executive Directors, if any, shall be within the overall ceiling of 11% of the net profits of the Company and within such individual limits as may be approved by the Board of Directors and/or the members, as applicable, in accordance with the provisions of the Act.*

RESOLVED FURTHER THAT *the Board of Directors of the Company be and is hereby authorised to determine the actual amount of remuneration payable within the aforesaid limits and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution*

Item No 03: Approve the funding of capital expenditure loan from SBI to the extent of Rs 28 Crores for the ongoing and upcoming projects

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT *pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the rules made thereunder, and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to borrow from time to time such sums of money, in addition to the monies already borrowed by the Company, as may be required for meeting the capital expenditure requirements of the Company in connection with its* ***ongoing and upcoming projects****, provided that the total amount so borrowed, together with the monies already borrowed by the Company, shall not exceed* ***₹28,00,00,000 (Rupees Twenty-Eight Crore only)*** *over and above the limits prescribed under Section 180(1)(c) of the Act.*
RESOLVED FURTHER THAT *the aforesaid borrowings may be obtained from State Bank of India or any other scheduled bank/s, by way of term loans, working capital facilities, project finance or any other permissible mode of borrowing, on such terms and conditions as the Board of Directors may deem fit and appropriate in the interest of the Company.*

RESOLVED FURTHER THAT *the funds so borrowed shall be utilised primarily towards the* ***capital expenditure requirements of the Company relating to its ongoing and upcoming projects****, including acquisition, construction, development, installation, expansion and other related expenditure, as may be approved by the Board of Directors from time to time.*

RESOLVED FURTHER THAT *the Board of Directors of the Company be and is hereby authorised to finalise the terms and conditions of such borrowings, including the rate of interest, tenure, repayment schedule, security, collateral and other terms, and to execute all necessary agreements, documents, deeds and writings in connection therewith.*

RESOLVED FURTHER THAT *the Managing Director or the company secretary is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."*

By Order of the Board
For & on behalf of the Board of Directors of
Sea Blue Shipyard Limited

THOMAS PAUL
Company Secretary
Membership No: A52967

Place: Vypin
Date: 03.09.2025

Annexure To Notice:

Name of the Director & DIN	Mr. Ramesh Kumar Viswanatha Prabhu holding DIN: 05358656
Date of first Appointment	15.11.2024
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 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 instil 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.
Terms & Conditions of Appointment	Non-Executive Director, liable to retire by Rotation
Remuneration last drawn	NIL
No. of Shares Held in the company	Holds 2168400 equity shares through VITSON STEEL CORP
No. of Board Meetings attended during Financial Year 2025-2026	5
List of Directorship held in other Companies	VITSON 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	Brother of Chairman & Managing Director

Name of the Director & DIN	Mr. Vyupukaran Abubacker Shaffi (DIN: 05130571)
Date of first Appointment	15.11.2024
Qualifications, Experience and Areas of Specialization	Result oriented Management Professional with over 16 years of senior management experience overseeing and optimizing daily operations within diverse environments. Adept at streamlining processes across sales, marketing, logistics, finance, and administration to boost productivity and performance. Proven leader with a track record of developing high-

	performing teams and driving operational excellence. Excellent communicator with strong analytical skills and a focus on data-driven decision-making. Experienced in working with cross-functional teams and stakeholders, particularly within the Middle East region. Fluent in English, five Indian languages and working knowledge of Arabic.
Terms & Conditions of Appointment	Non-Executive Director, liable to retire by Rotation
Remuneration last drawn	NIL
No. of Shares Held in the company	30,000
No. of Board Meetings attended during Financial Year 2025-2026	5
List of Directorship held in other Companies	-
Chairman/ member of the Committee of the Board of Directors of other Companies	NIL
Relation with Key Managerial Personnel and Directors	-

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.07: Increase in Authorised Share Capital and Consequent Alteration of Capital Clause of the Memorandum of Association.

The existing Authorised Share Capital of the Company is ₹40 crore (Rupees Forty Crore only), comprising 4 crore (Four Crore) Equity Shares of ₹10/- (Rupees Ten only) each. In view of the Company's growth and expansion plans and with a view to providing adequate flexibility to meet its future capital and funding requirements, it is proposed to increase the Authorised Share Capital of the Company by ₹40 crore (Rupees Forty Crore only), from ₹40 crore to ₹80 crore, by creation of an additional 4 crore (Four Crore) Equity Shares of ₹10/- each.

The proposed increase in the Authorised Share Capital will provide the Company with greater flexibility and adequate headroom to raise additional capital through the issue of equity shares and/or other securities, as may be permitted under the applicable provisions of the Companies Act, 2013 and the rules made thereunder, from time to time. The proposed enhancement is intended to facilitate the Company's future growth, expansion, business initiatives and funding requirements.

Consequent upon the proposed increase in the Authorised Share Capital, the Capital Clause of the Memorandum of Association of the Company is required to be altered to reflect the revised Authorised Share Capital of the Company.

The Board of Directors, at its meeting held on 24 August 2026, considered and approved the proposal for increase in the Authorised Share Capital of the Company from ₹40 crore to ₹80 crore and alteration of the Capital Clause of the Memorandum of Association accordingly. The Board recommends the proposed resolution for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

The Members are therefore requested to consider and approve the proposed resolution by casting their vote in favour of the same.

B. SPECIAL BUSINESS:

Item No.01. To Amend the Article 68 of the Articles of Association

The existing **Article 68 of the Articles of Association ("AOA")** of the Company provides for the payment of sitting fees to the Directors for attending meetings of the Board of Directors and its Committees, along with reimbursement of travelling expenses and other out-of-pocket expenses incurred by them in connection with such meetings and in relation to other work of the Company.

With a view to providing greater flexibility in determining the sitting fees payable to the Directors from time to time, it is proposed to **amend Article 68 of the AOA** of the Company.

The proposed amendment will enable the Board of Directors to determine, from time to time, the sitting fees payable to each Director for attending meetings of the Board of Directors or its

Committees. It will also provide for the payment and/or reimbursement of travelling expenses and other out-of-pocket expenses reasonably incurred by the Directors in connection with attending such meetings or undertaking any other work or business of the Company, as may be determined by the Board.

The proposed amendment is intended to provide the Company with appropriate flexibility to determine the remuneration and expense reimbursement framework applicable to the Directors, while ensuring that such payments remain subject to the applicable provisions of the Companies Act, 2013 and other applicable laws.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their entitlement to sitting fees and reimbursement of expenses, as may be applicable.

The Members are therefore requested to consider and approve the proposed **Special Resolution**.

Item No: 02. Approval of Managerial Remuneration up to 11% of the net profits of the Company for the Financial Year 2025-26

The Members are informed that **Section 197(1) of the Companies Act, 2013** ("Act") provides that the total managerial remuneration payable by a public company to its Directors, including the Managing Director and Whole-time Director, and its Manager, shall not exceed **11% of the net profits** of the Company for any financial year, computed in accordance with **Section 198 of the Act**.

Further, in terms of Section 197(1) of the Act, the remuneration payable to any one Managing Director, Whole-time Director or Manager shall ordinarily not exceed **5% of the net profits** of the Company for any financial year. However, remuneration in excess of the aforesaid limit may be paid with the approval of the Members by way of a **Special Resolution**, subject to the applicable provisions of the Act and **Schedule V thereto**.

In view of the responsibilities entrusted to, and the significant contribution of, the Managing Director towards the management, strategic direction and overall performance of the Company, the Board of Directors considers it appropriate and in the best interests of the Company to seek approval of the Members for payment of remuneration to the Managing Director up to **11% of the net profits of the Company for the financial year 2025-26**, subject to the provisions of the Act, including Schedule V, and other applicable laws.

The proposed approval will also provide an overall ceiling of **11% of the net profits of the Company** for the managerial remuneration payable to the Directors and Managerial Personnel of the Company for the financial year 2025-26, as may be applicable under the Act.

The actual remuneration payable to the Managing Director shall be determined by the Board of Directors, from time to time, within the limits approved by the Members and in accordance with the applicable provisions of the Act, Schedule V thereto and other applicable laws.

The Board of Directors recommends the proposed **Special Resolution** for approval of the Members.

Item No:3. Approval for Capital Expenditure and Borrowings for Ongoing and Upcoming Projects

The Company is presently undertaking various **ongoing and proposed projects**, which involve substantial capital expenditure towards project development, business expansion, acquisition of assets, construction, installation and other related activities.

In order to meet the capital expenditure requirements of the Company and ensure the timely execution and implementation of its ongoing and proposed projects, the Company proposes to augment its financial resources through additional borrowings.

Accordingly, pursuant to **Section 180(1)(c) of the Companies Act, 2013** ("Act"), the Board of Directors proposes to obtain the approval of the Members to borrow such additional amounts as may be required for the Company's business purposes, subject to a maximum amount of **₹28 crore (Rupees Twenty-Eight Crore only) over and above the aggregate of the paid-up share capital, free reserves and securities premium of the Company**, or such other applicable borrowing limits as may be prescribed under the Act from time to time.

The proposed borrowing limit will provide the Company with the necessary financial flexibility to mobilise funds in a timely and efficient manner and enable the Board of Directors to avail appropriate credit facilities from banks, financial institutions and other lenders, on such terms and conditions as may be considered appropriate and in the best interests of the Company.

The Board of Directors recommends the proposed **Special Resolution** for approval of the Members.

By Order of the Board
For & on behalf of the Board of Directors of
Sea Blue Shipyard Limited

THOMAS PAUL
Company Secretary
Membership No: A52967

Place: Vypin
Date: 03.09.2025

NOTES

1. A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself, and the proxy need not be a Member of the Company.
2. The instrument appointing the proxy, duly completed and signed, should be deposited at the Registered Office of the Company not less than **48 hours before the commencement of the AGM**.
3. Corporate Members intending to send their authorised representatives to attend the AGM are requested to send to the Company a certified copy of the Board Resolution/authority authorising their representative to attend and vote at the AGM.
4. Members/Proxies/Authorised Representatives attending the AGM are requested to bring a duly filled attendance slip and a copy of their identity proof.
5. The relevant documents referred to in this Notice and the accompanying documents are available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the AGM. Members seeking inspection of any document may contact the Company at **[email/telephone]**.
6. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, shall be available for inspection by the Members at the AGM.
7. Members are requested to intimate changes, if any, in their registered address, email address, bank details, etc., to the Company/Registrar and Transfer Agent, as applicable.
8. Members may note that the Notice of the AGM and the Annual Report for the financial year ended 31 March 2026 are being sent to the Members in accordance with the applicable provisions of the Companies Act, 2013.
9. The route map showing the location of the venue of the AGM is annexed to this Notice.
10. **[If applicable]** Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is providing the facility of remote e-voting to its Members in respect of the resolutions proposed at the AGM. **[Insert the complete e-voting schedule, cut-off date, login procedure, remote e-voting period, scrutiniser details and website/agency particulars, if applicable.]**
11. The Company shall provide voting facilities at the AGM in accordance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

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

1. Pursuant to the General Circular No. 03/2025 dated September 22, 2025 ('MCA Circulars') and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio-visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted 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 AGM through VC/OAVM and participate there at and cast their votes through e-voting.

3. The Members can join the 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 AGM through VC/OAVM will be made available for 800 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 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) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the 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 e-voting on the date of the 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 AGM has been uploaded on the website of the Company https://www.seablueshipyard.com/investors. The Notice can also be accessed from the websites of the Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time

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

The remote e-voting period begins on 23rd September, 2026 at 09:00 A.M. and ends on 24th September,2026 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. 18th September 2026, 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 18th September 2026.

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.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. 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. Once the home page of e-Voting system is launched, click on the icon "Login" 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. 5. 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** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. 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. 2. 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. 3. 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 click on registration option. 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
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

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.

<u>How to Log-in to NSDL e-Voting website?</u>

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 user 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 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.

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 sruthigbhavan@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 Nicemon George K J 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 shareholder 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.

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the 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 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 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.

6. 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.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance from 21st September 2026 to 22nd September 2026, prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@seablueshipyard.com.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

By Order of the Board
For & on behalf of the Board of Directors of
Sea Blue Shipyard Limited

THOMAS PAUL
Company Secretary
Membership No: A52967

Place: Vypin
Date: 03.09.2025