



# Sea Blue Shipyard Ltd.

(CIN : U35111KL2003PLC016677)



## NOTICE OF ANNUAL GENERAL MEETING

**Notice** is hereby given that the 20th Annual General Meeting (AGM) of the Members of Sea Blue Shipyard Ltd. will be held on Saturday, the 9th day of September, 2023 at 12:00 P.M (IST) via Video Conferencing (VC) facility or Other Audio-Visual Means (OAVM) to transact the following business:

### ORDINARY BUSINESS

1. To consider and adopt the Audited Balance Sheet as at 31st March 2023, the Statement of Profit and Loss and the Cash Flow Statement for the financial year ended on that date, Annexure and Schedules thereto and the reports of the Auditors and the Board of Directors thereon.
2. To declare a final dividend of Rs 0.70 per equity Share, for the financial year ended 31st March, 2023.
3. To consider appointment of a director in place of Mr. E V Ramachandran Nair (DIN: 08950906) who retires by rotation being eligible for re-appointment and offers himself for re-election.

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

**“RESOLVED THAT** Mr. E V Ramachandran Nair (DIN: 08950906), Non-Executive Director liable to retire by rotation, being eligible for re-appointment and offers himself for re-election, be and is hereby appointed as Director of the Company.”

4. To consider appointment of a director in place of Mr. Shaji Joseph (DIN: 07063210) who retires by rotation, eligible for re-appointment, and offers himself for re-election.

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

**“RESOLVED THAT** Mr. Shaji Joseph (DIN: 07063210), Non-Executive Director liable to retire by rotation, being eligible for re-appointment and offers himself for re-election, be and is hereby appointed as Director of the Company.”

### SPECIAL BUSINESS:

5. **To appoint Mr. Monson Augustine (DIN: 03315787) as the Non-Executive Director of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 152,160 164 and other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time and other applicable provisions if any under the Act, read with Articles of Association of the Company and in respect of whom the Company has received notice in writing under Section 160(1) of the Companies Act,2013 from a member proposing his candidature for the office of the Director, Mr. Monson Augustine (DIN:03315787) be and is hereby appointed as the Non-Executive Director of the Company, who shall be liable to retire by rotation.”

#### **6. Appointment of Mr. Mohanan T S (DIN: 03600565) as an Independent Director**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149,150,152,160,164 read with Schedule IV of the Companies Act,2013, and all other applicable provisions of the Companies Act,2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions including rules made there under if any, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Mohanan T S (DIN: 03600565), who was appointed as an Additional Director of the Company under the category Non-Executive (Independent Director) of the Company with effect from January 14, 2023, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, and who holds office as such up to this Annual General Meeting of the Company under Section 161(1) of the Companies Act,2013 and Articles of Association of the Company and in respect of whom the Company has received notice in writing under Section 160(1) of the Companies Act,2013 from a member proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for five(5) consecutive years with effect from January 14, 2023 and he shall not be liable to retire by rotation.”

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any powers to any committee of directors with power to further delegate to any officer(s)/ authorized representative(s) of the Company to do all acts, deeds, and things and take all such steps as may be necessary, proper, expedient to give effect to this resolution.”

#### **7. Enhancement of Authorized Share Capital from 40 crores to 70 crores and consequent amendment of Memorandum of Association**

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

**“RESOLVED THAT** pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, consent of the Members of the Company be and is hereby accorded for increase in the Authorized Share Capital of the Company from existing Rs. 40,00,00,000/- (Rupees Forty crore) divided into 4,00,00,000 (Four Crore Only) Equity Shares of Rs.10/- each to Rs. 70,00,00,000/- (Rupees Seventy Crore) divided into 7,00,00,000 (Seven Crore) Equity Shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** pursuant to Section 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, consent of the Members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place, the following: -

“V. The Authorized Share Capital of the Company is Rs. 70,00,00,000 (Rupees Seventy Crore) divided into 7,00,00,000 (Seven Crore) Equity Shares of Rs. 10/- each (Rupees Ten each).”

**RESOLVED FURTHER THAT** Mr. O C John, Chairman and Managing Director is hereby authorized to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard including necessary e-fillings with the competent authority”

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

Sd/  
O C JOHN  
Chairman & Managing Director  
DIN: 00918513

Place: Vypin  
Date: 03/08/2023

**Registered Office:**

1/212, V. P. Road,  
Azheekal P O,  
Vypin, Kochi – 682 508, Kerala.  
CIN: U35111KL2003PLC016677  
E-mail Id: [cs@seablueshipyard.com](mailto:cs@seablueshipyard.com)  
Website address: [www.seablueshipyard.com](http://www.seablueshipyard.com)

## NOTES

1. The Ministry of Corporate Affairs (“MCA”) inter-alia vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 (collectively referred to as “MCA Circulars”) has permitted the holding of the annual general meeting through Video Conferencing (“VC”) or through other audio-visual means (“OAVM”), without the physical presence of the Members at a common venue. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM only. The registered office of the Company shall be deemed to be the venue for the AGM.
2. In compliance with the said Circulars, the Company has given a public notice by way of advertisement made in the principal vernacular language in newspaper namely- “Mangalam” and in English language in “Business Line” both having a wide circulation along with their electronic editions, inter alia, advising the members whose e-mail ids are not registered with the Company to register their e-mail ids with them.
3. The members who have not yet registered their e- mail ids with the Company may contact by emailing to cs@seablueshipyard.com or contact the Secretarial Department at +91 9447644004 for registering their e- mail ids. The Company shall send the Notice to such members whose e-mail ids get registered enabling them to participate in the meeting and cast their votes.
4. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH.**

**ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**

**However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM on their behalf through VC/OAVM and participate there at and to cast their votes through remote e-voting/ e-voting during AGM. In pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.**

5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. As per the provisions of Clause 3.A.II. of the General Circular No. 20/ 2020 dated May 5, 2020, the matters of Special Business as appearing at Item Nos. 5 to 7 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.
7. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of item Nos. 5, 6 and 7 of the notice is annexed hereto. Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at the AGM are provided as an annexure to the Notice. Requisite declarations have been received from the Directors for seeking appointment/re-appointment.

8. **The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.**
9. The Notice convening the 20<sup>th</sup> AGM has been uploaded on the website of the Company at [www.seablueshipyard.com](http://www.seablueshipyard.com) and the 20<sup>th</sup> AGM Notice is also available on the website of CDSL at <https://www.evotingindia.com/noticeResults.jsp>
10. **Book Closure and Dividend:** Pursuant to Section 91 of the Companies Act 2013 the register of members and the share transfer books of the Company will remain closed from Sunday, September 3, 2023 to Saturday, September 9, 2023 (both days inclusive) for the purpose of this AGM and for determining the entitlement of members to final dividend for the financial year ended March 31, 2023, if approved at the AGM.

The dividend of Rs. 0.70 Paise per equity share of Rs. 10 each (7%), if declared at the AGM, will be paid subject to deduction of tax at source (TDS) within 30 days from the conclusion of the AGM i.e., 9th September, 2023 as under:

- a) To all the Beneficial Owners as at the end of the day on September 2, 2023 as per the list of beneficial owners to be furnished by the Central Depository Services (India) Limited in respect of the shares held in electronic form; and
- b) To all members in respect of shares held in physical form after giving effect to valid transmission and transposition in respect of valid request lodged with the Company as of the close of business hours on Saturday, September 2, 2023.

Members who are unable to receive the dividend directly in their bank account through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/ Bankers' Cheque/ demand draft to them.

11. According to the Finance Act, 2020, dividend income will be taxable in the hands of the shareholders w.e.f April 01, 2020, and the Company is required to deduct tax at source (TDS) from the dividend paid to the Members as prescribed rates in the Income Tax Act, 1961(the IT Act). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, PAN, and Category as per the IT Act with their Depository Participants (DPs) or in case shares are held in physical form, with the Company by sending documents by Thursday, 31<sup>st</sup> August, 2023 (Up to 5.00 P.M) to enable the Company to determine the appropriate TDS/withholding tax rate applicable.
12. Members are requested to: (a) intimate changes, if any, in their registered addresses to the Company / Registrar and Transfer Agents (RTA) at the address available in the Annual Report, (b) quote ledger folio numbers in all their correspondence, and (c) keep their copies of the Annual Report handy while attending the Annual General Meeting.
13. Members who have not yet registered their email addresses are requested to register the same with the Company email id at [cs@seablueshipyard.com](mailto:cs@seablueshipyard.com) at least ten days before the date of the AGM.
14. In line with the MCA Circular dated May 5, 2020 the Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company. The Notice convening the 20<sup>th</sup> AGM has been uploaded on the website of the Company at [www.seablueshipyard.com](http://www.seablueshipyard.com).

15. Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed Form No. SH 13 duly filled in to the RTA. The prescribed form can be obtained from the Company / RTA.
16. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the 20th AGM, from their registered e-mail address, mentioning their name, folio number and mobile number, to reach the Company's e-mail address at [cs@seablueshipyard.com](mailto:cs@seablueshipyard.com) at least 10 days before the Annual General Meeting to enable the Company to prepare suitable replies to such questions. In accordance with the MCA circulars, the said registers shall be made accessible for inspection through electronic mode also. Members seeking to inspect such registers can send a request by email to [cs@seablueshipyard.com](mailto:cs@seablueshipyard.com) at least 10 days before the Annual General Meeting to enable the Company to prepare suitable replies to such questions.
17. Members who wish to inspect the relevant documents referred to in the Notice can send an e-mail to [cs@seablueshipyard.com](mailto:cs@seablueshipyard.com) by mentioning their Folio Number. Necessary arrangements will be made to inspect the documents through electronic mode.
18. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their Demat account(s) dormant for long. Periodic statements of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
19. 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 MCA Circulars 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 AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
20. THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 06.09.2023 at 9.00 A.M. and ends on 08.09.2023 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) 02.09.2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue using remote e-voting.
- (iii) Shareholders who have cast their votes by remote e-voting prior to the meeting may attend the meeting but shall not be entitled to cast their vote again.

- (iv) CS Nikhil George Pinto, Partner CaesarPintoJohn & Associates LLP, Company Secretaries, Kochi, has been appointed as the Scrutiniser to scrutinise the remote e-Voting process and casting of vote through the e-Voting system during the AGM in a fair and transparent manner
- (v) The Scrutiniser shall after the conclusion of e-Voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutiniser's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorised by him, within 48 (forty eight) hours from the conclusion of the AGM, who shall then countersign and declare the result of the voting forthwith.
- (vi) The voting results declared along with the report of the Scrutiniser shall be placed on the website of the Company and on the website of CDSL immediately after the declaration of voting results by the Chairman or a person authorised by him.
- (vii) Process for those Members whose email addresses are not registered with the depositories for obtaining login credentials for E-voting for the resolutions proposed in this Notice:

Members whose email addresses are not registered with the depositories can register the same for obtaining login credentials for E-voting for the resolutions proposed in this Notice in the following manner:

- a) For Members holding shares in physical mode- please provide necessary details like 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](mailto:cs@seablueshipyard.com).
- b) For Members holding shares in demat mode- Please update your email id and mobile no. with your respective Depository Participant (DP).
- c) For Individuals holding shares in demat mode- Please update your email id and mobile no. with your respective Depository Participant (DP) which is mandatory while E-voting and joining virtual meetings through the Depository.
- (viii) In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL e-Voting system in case of individual shareholders holding shares in demat mode.

- (ix) 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL is given below:

## Individual Shareholders holding securities in Demat mode with CDSL Depository

### Login Method:

- 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 URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or visit [www.cdslindia.com](http://www.cdslindia.com) and click on Login icon and select New System Myeasi.
- 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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.
- 3) If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- 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](http://www.cdslindia.com) home page or click on <https://evoting.cdslindia.com/Evoting/EvotingLogin> 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 (DP)

You can also login using the login credentials of your demat account through your Depository Participant registered with CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website 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. CDSL

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33 or +91 8921490089

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
  - 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).



- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.

Enter your 10 digits alpha-numeric \*PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use First Two Letter of your name followed by 8 Digits of your folio Number. If folio number is less than 8 digits, prefix applicable numbers of Zero’s before folio number. Example – Your Name MR. ABCD and Folio Number is 2. In Pan Field Enter AB00000002 in Capital Letter

Enter Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or company, please enter the member id/ folio number in the Dividend bank details field.

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <SEA BLUE SHIPYARD LIMITED> on which you choose to vote.
- (vi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (viii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

**Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address viz. [caesarpintojohn@gmail.com](mailto:caesarpintojohn@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting. The shareholders may login to CDSL portal in the same manner as instructed in point no. 20 above for casting their vote.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting. On logging in the shareholders may select “**Live Streaming**” Tab to attend the meeting and for venue e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops/ IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
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 atleast 2 days **prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@seablueshipyard.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 2 days prior **to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@seablueshipyard.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting.
9. Only those shareholders, who are 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 available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
11. **The shareholders may note the following pictorial representation of the portal in order to attend the meeting and cast their votes:**

The screenshot shows the e-Voting portal interface. At the top, there is a navigation bar with links: Home, About Us, Group Sites, Registration, Help, Contact Us, Terms of Use, and a search bar. The main content area displays a 'Member Voting Screen' with a table of EVSNs. The table has columns for Voting Type, Live Streaming, EVSN, EVSN Type, Company, and Start Date/End Date. The EVSN and EVSN Type columns contain 'XXXXXXXXXX' and are circled in red. Below the table, there are two red links: 'LINK TO ATTEND AGM' and 'LINK TO VOTE'. A message states 'No EVSNs available for voting.' The footer contains copyright information for Central Depository Services (India) Limited, India, and a site last updated date of Aug 08, 2019.

Voting Type	Live Streaming	EVSN	EVSN Type	Company	Start Date End Date
		XXXXXXXXXX	XXXXXXXXXX		

LINK TO ATTEND AGM      LINK TO VOTE

No EVSNs available for voting.

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 Best viewed in Google chrome OR IE 10 & above. Resolution 1024 x 768 pixels or higher.

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**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES**

1. For Physical shareholders- please provide necessary details like 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 Company email id [cs@seablueshipyard.com](mailto:cs@seablueshipyard.com).
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33 or +91 8921490089

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL), Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

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

Sd/  
O C JOHN  
Chairman & Managing Director  
DIN: 00918513

Place: Vypin  
Date: 03/08/2023

**Registered Office:**

1/212, V. P. Road,  
Azheekal P O,  
Vypin, Kochi – 682 508, Kerala.  
CIN: U35111KL2003PLC016677  
E-mail Id: [cs@seablueshipyard.com](mailto:cs@seablueshipyard.com)  
Website address: [www.seablueshipyard.com](http://www.seablueshipyard.com)



# Sea Blue Shipyard Ltd.

(CIN : U35111KL2003PLC016677)



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

### Item No. 5

**Mr. Monson Augustine** is one of the promoters and has served as director of the company in the past. He was actively associated with the company during its implementation period and also contributed for the business development activities. He is Captain and has been sailing in Merchant Navy for last 30 years and 13 years of experience as Master of foreign going ship. He has vast experience in handling dry docking and repairs of the many ships across the world and with his vast experience, his service to the company will be highly beneficial for the company.

**Mr. Monson Augustine** (DIN: 03315787) on recommendation by Nomination and Remuneration Committee, and pursuant to the provisions of section 152,160 and other applicable provisions of Companies Act 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 to be appointed as the Non-Executive Director of the Company, who shall be liable to retire by rotation. The Company has received a notice in writing under Section 160(1) of the Companies Act, 2013 from a member proposing his candidature for the office of the Director.

Accordingly, the Board recommends the resolutions set out at Item No. 05 seeking approval of the Members as Ordinary Resolution.

None of the directors and Key Managerial Personnel and their relatives except for Mr. Monson Augustine shall be concerned or interested, financially or otherwise, in the resolution set out in the item no. 05 of this Notice.

### Item No. 6

**Mr. MOHANAN T S** aged 71 years residing at Vengola, Perumbavoor. He is a BSc (Agri), PGDF, MBA, Certificate in Advance Valuation (New York University/STERN Business School) holder, Registered Insolvency Professional and Registered Valuer (Securities or Financial Assets). He has 35 years of Management Cadre experience in State Bank of Travancore now State Bank of India having exposure in management, corporate finance, audit, foreign exchange and remittance business with 3 years of experience as Insolvency Professional and 2 years' experience as Registered Valuer (Securities or Financial Assets).

**Mr. MOHANAN T S** (DIN: 03600565) on recommendation by Nomination and Remuneration Committee to the Board of Directors proposes his appointment as Director of the Company under the category Non-Executive (Independent Director) of the Company with effect from 14th January, 2023 for five years and he shall not be liable to retire by rotation. The Company has received a notice in writing under Section 160(1) of the Companies Act, 2013 from a member proposing his candidature for the office of the Director.

The Board of Directors of the Company on considering the skills, background, experience, knowledge of **Mr. MOHANAN T S** (DIN: 03600565), believes that his association as an Independent Director on the Board of the Company would be of immense benefit to the Company. The requisite declarations under Section 149 (6) have been obtained from the directors.

Accordingly, the Board recommends the resolutions set out at Item No. 06 seeking approval of the Members as Ordinary Resolution

None of the directors and Key Managerial Personnel and their relatives except for **Mr. MOHANAN T S** shall be concerned or interested, financially or otherwise, in the resolution set out in the item no. 06 of this Notice.

**Item No. 7**

Sea Blue Shipyard is in the private sector and approved by Govt. of India. As per the survey conducted by the Central Ministry of Ports, Shipping and Waterways, Sea Blue has been ranked 11th position based on the performance among all public and private sector shipyards and 4th position among the private shipyards in India, consecutively for the last 4 years.

With regard to the capital investment, we are having the least capital among shipyards. Our major portion of capital has been invested into the most strategic land properties. Consequently, we were left with only a meagre amount for the infrastructure development. Our major clients like Indian Navy, Indian Coast Guard etc., are demanding better infrastructural facilities with more space so that they can bring in more vessels for the refit. Further, the Govt. of India has appropriated huge amounts under the Self-Reliant India (SRI) Fund scheme to support MSME sector which they are offering as investment in equity as well as interest subsidized loans.

Since we are not having unsubscribed capital out of our present authorized capital of Rs.40 Crores, it will be beneficial for the development of the company to enhance the authorized capital to a sizable amount of Rs.70 Crores. So that we can approach for availing SRI Funds or other venture capital funds for attaining further growth and development of the company.

As per the provisions of the Act, in order to increase the authorized share capital of the Company from Rs. 40 Crores to Rs. 70 Crores and consequently to amend the capital clause of the Memorandum of Association of the Company, approval of shareholders by way of an ordinary resolution is required.

Accordingly, the Board recommends the resolutions set out at Item No. 07 seeking approval of the Members as Ordinary Resolution

None of the directors and Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolution set out in the item no. 07 of this Notice.

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

Sd/  
O C JOHN  
Chairman & Managing Director  
DIN: 00918513

Place: Vypin  
Date: 03/08/2023

**Registered Office:**

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

## ANNEXURE TO THE NOTICE

Details of Directors seeking Appointment/Re-appointment at the Twentieth Annual General Meeting

Name of the Director & DIN	Mr. E V Ramachandran Nair (DIN:08950906), Age: 73 years
Date of first Appointment	12/12/2020
Qualifications, Experience and Areas of Specialization	He is Graduated as a Naval Architect from IIT and Masters in Heat Power Engineering from the University of Kerala and has with 40 year's exposure in Ship Building/Ship Repair, in India as Builder and Overseas (Japanese and Chinese Shipyards as owner. He also held the positions Assistant Naval Architect to Deputy General Manager at Cochin Shipyard Limited (CSL).
Terms & Conditions of Appointment	Non-Executive Director, liable to retire by Rotation
Remuneration last drawn	80,000 (Sitting Fees)
No. of Shares Held in the company	15,000
No. of Board Meetings attended during Financial Year 2022-2023	8
List of Directorship held in other Companies	NIL
Chairman/ member of the Committee of the Board of Directors of other Companies	NIL
Relation with Key Managerial Personnel and Directors	NIL

Name of the Director & DIN	Mr. Shaji Joseph (DIN: 07063210), Age: 64 years
Date of first Appointment	12/12/2020
Qualifications, Experience and Areas of Specialization	He is a Commerce Graduate and started his career at Mumbai as an Accountant at Shaporji Pallonji & Co. (P) Ltd. He later moved to Middle East and joined Daewoo Motors in the year 1983. During the year 1995, he left Bahrain and joined Toyota in the State of Qatar in 1997. He started his career as a Sales Executive and later elevated as Assistant Manager. He has around 30 years of experience in Automobile Industry. He had visited many countries such as Japan, South Korea, Hong Kong, GCC etc and participated in several seminars, workshops, training and conducted the same for the Employees working with him. He had also received the Best Seller Awards on many occasions.
Terms & Conditions of Appointment	Non-Executive Director, liable to retire by Rotation
Remuneration last drawn	80,000 (Sitting Fees)
No. of Shares Held in the company	5,02,000
No. of Board Meetings attended during Financial Year 2022-2023	8
List of Directorship held in other Companies	NIL
Chairman/ member of the Committee of the Board of Directors of other Companies	NIL
Relation with Key Managerial Personnel and Directors	NIL

Name of the Director & DIN	Mr. Monson Augustine (DIN: 03315787), Age: 52 years
Date of first Appointment	-
Qualifications, Experience and Areas of Specialization	He is a BSc. Graduate / Nautical Science. A Master Mariner who has been sailing in Merchant Navy for the last 30 years and 13 years of experience as Master of foreign going ship. He has vast experience in handling dry docking and repairs of the many ships across the world.
Terms & Conditions of Appointment	Non-Executive Director, liable to retire by Rotation
Remuneration last drawn	NIL
No. of Shares Held in the company	7,82,200
No. of Board Meetings attended during Financial Year 2022-2023	N/A
List of Directorship held in other Companies	NIL
Chairman/ member of the Committee of the Board of Directors of other Companies	NIL
Relation with Key Managerial Personnel and Directors	NIL

Name of the Director & DIN	Mr. Mohanan T S (DIN: 03600565), Age: 71 years
Date of first Appointment	14/01/2023
Qualifications, Experience and Areas of Specialization	He is a BSc (Agri), PGDF, MBA, Certificate in Advance Valuation (New York University/STERN Business School) holder, Registered Insolvency Professional and Registered Valuer (Securities or Financial Assets). He has 35 years of Management Cadre experience in State Bank of Travancore now State Bank of India having exposure in management, corporate finance, audit, foreign exchange and remittance business with 3 years of experience as Insolvency Professional and 2 years' experience as Registered Valuer (Securities or Financial Assets)
Terms & Conditions of Appointment	Non-Executive Independent Director, Not liable to retire by Rotation
Remuneration last drawn	Rs. 25,000 (Sitting Fees)
No. of Shares Held in the company	NIL
No. of Board Meetings attended during Financial Year 2022-2023	2
List of Directorship held in other Companies	NIL
Chairman/ member of the Committee of the Board of Directors of other Companies	NIL
Relation with Key Managerial Personnel and Directors	NIL