



CA Rajmohan R
MCom, FCA, ACS, CAIIB, IP, RV, DISA, FAFD
Chartered Accountant, Insolvency Professional & Registered Valuer

Date: 26.09.2025

To,
The Chairman and Managing Director
Sea Blue Shipyard Limited
1/212, V.P. Road, Azheekal P.O., Vypin Kochi, Kerala, India - 682508

Dear Sir,

Sub: Report of Scrutinizer on E – Voting Of The Company M/S Sea Blue Shipyard Limited.

Ref: Appointment as Scrutinizer for E-voting by Board on 30th day of August 2025

I, Rajmohan R, son of Rajagopalan, residing at Rajbhavan, HS 514/12/1 and 175A, Krishnapuram, 6th Street, Ollukkara P.O., Thrissur, Kerala – 680 655, a Chartered Accountant in practice and an Insolvency Professional, was appointed as the Scrutinizer for the e-voting process by the Board of Directors of Sea Blue Shipyard Limited (“the Company”) in its meeting held on 30th day of August, 2025 for the purpose of scrutinizing the e–voting process pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments made thereunder in respect of the below mentioned resolutions proposed in the Notice and Addendum to the notice of the Annual General Meeting (AGM) of the Equity Shareholders of the Company held on Thursday, the 25th September, 2025 at 10.30 A.M. through Video Conferencing (VC)/Other Audio Visual Means (OAVM).

The meeting of the Equity Shareholders of the Company was held on **Thursday, the 25th day of September, 2025 at 10:30 A.M.**, through **Video Conferencing (VC) / Other Audio Visual Means (OAVM)**, in compliance with the applicable provisions of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and amendments made thereunder.

The management of the Company is responsible for ensuring compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder, relating to voting through electronic means (e-voting) by the shareholders, on the resolutions proposed in the Notice of the Annual General Meeting dated 29th day of August 2025.

My responsibility as the Scrutinizer is to ensure that the voting process through electronic means is conducted in a fair and transparent manner, and to submit a consolidated Scrutinizer’s Report on the total votes cast in favour of or against the resolutions, based on the reports generated from the electronic voting system provided by the National Securities Depository Limited (NSDL), to the Chairman of the meeting.





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I have scrutinized the e-voting process and the votes cast therein, in accordance with the provisions of the Companies (Management and Administration) Rules, 2014, and hereby submit my report as follows:

a) The Company appointed National Securities Depository Limited (NSDL) as the authorized agency for providing the e-voting platform. The facility of casting votes by the members using remote e-voting as well as e-voting during the EGM was made available through NSDL.

b) Equity Shareholders holding shares as on the "cut-off" date, i.e., Wednesday, 2nd April, 2025, were entitled to vote on the resolutions proposed in the Notice of the Annual General Meeting.

c) The Company dispatched the Notice of the EGM along with the Statement setting out material facts pursuant to Section 102 of the Companies Act, 2013, to all eligible shareholders.

d) In accordance with the Notice dated 28th day of August 2025, the remote e-voting facility was made available from **Monday, 22nd September 2025 at 9:00 A.M. to Wednesday, 24th September, 2025 at 5:00 P.M.**

e) The Company also arranged, through NSDL, the facility of electronic voting for shareholders attending the EGM through Video Conferencing (VC) / Other Audio Visual Means (OAVM), who had not cast their votes earlier through remote e-voting.

f) The votes cast through remote e-voting during the aforementioned period, and e-voting at the EGM, were duly considered for the purpose of scrutiny.

g) On **Thursday, 25th September, 2025**, immediately after the conclusion of the AGM, the e-voting system provided by NSDL was unblocked by me as the Scrutinizer in the presence of two witnesses, in compliance with Sub-Rule 4(xi) of Rule 20 of the Companies (Management and Administration) Rules, 2014.

h) The details containing the list of shareholders who voted "FOR" or "AGAINST" the resolutions were downloaded from the e-voting website of NSDL (www.evoting.nsdl.com).

Accordingly, I, as the Scrutinizer, have consolidated the results of remote e-voting and e-voting conducted during the AGM, and the final voting results are summarized below:



Details	Remote voting	e- E-voting at	Total Voting
Number of shareholders who cast their votes	99	1	100
Total number of shares held by them	2,47,50,522	50,000	2,4800,522
Valid Votes	As per details provided under each resolution(s) mentioned below.		
Abstain/less voted	As mentioned under each of resolution(s)		

NOTES:

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

ORDINARY BUSINESS:

Item No. 1 of the Notice.

To consider and adopt the Audited Balance Sheet as at 31st March, 2025, 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..

Manner of voting	Votes in favour of the resolution	Votes against the resolution	TOTAL
No. of Members casted the votes	96	2	98
No. of Votes Cast	2,40,34,622	99,800	2,41,34,422
% of Valid Votes Cast	99.59%	0.41%	100%

Result: The resolution has **Passed** with Requisite majority.






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Item No. 2 of the Notice.

To consider re-appointment of a director in place of Mr. Simon Kunjuvareed Pullokarana (DIN: 10809354) 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. Simon Kunjuvareed Pullokarana (DIN: 10809354), 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.

Manner of voting	Votes in favour of the resolution	Votes against the resolution	TOTAL
No. of Members casted/ abstain the vote	22	76	98
No. of Votes Cast	57,26,386	1,84,08,036	2,41,34,422
% of Valid Votes Cast	23.73%	76.27%	100%

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

Item No. 3 of the Notice.

To consider re-appointment of a director in place of Mr. Joseph Abraham (DIN: 10807271) 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. Joseph Abraham (DIN: 10807271), 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.

Manner of voting	Votes in favour of the resolution	Votes against the resolution	TOTAL
No. of Members casted the vote	96	4	100
No. of Votes Cast	2,41,29,622	6,70,900	2,48,00,522
% of Valid Votes Cast	97.29%	2.71%	100%

Result: The resolution has **Passed** with Requisite majority.





SPECIAL BUSINESS:

Item No. 4 of the Notice.

To appoint Mr. Mahesh Viswanatha Prabhu holding DIN: 10820463 as Non-Executive Director.

To consider, and if thought fit, to pass, with or without modification, 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 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Mahesh Viswanatha Prabhu holding DIN: 10820463, who was appointed as an Additional Director of the Company with effect from 05th December 2024 by the Board of Directors of the Company pursuant to Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, and being eligible, offer himself for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member signifying his intention to propose the candidature of Mr. Mahesh Viswanatha Prabhu holding DIN: 10820463 for the office of Director, be and is hereby appointed with effect from the date of this Meeting as a Director of the Company, liable to retire by rotation.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, Any of the Director be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies.

Manner of voting	Votes in favour of the resolution	Votes against the resolution	TOTAL
No. of Members casted the vote	92	6	98
No. of Votes Cast	2,32,64,622	8,69,800	2,41,34,422
% of Valid Votes Cast	96.40%	3.60%	100%

Result: The resolution has **Passed** with Requisite majority.





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I observed that a total of **99 folios** cast their votes through remote e-voting during the period from **Monday, 22nd September 2025 at 9:00 A.M. to Wednesday, 24th September, 2025 at 5:00 P.M.** Additionally, **1 folios** exercised their votes electronically at the venue of the Annual General Meeting of the Company held on **25th September, 2025** through the e-voting platform provided by NSDL.

CONSOLIDATED RESULT

Resolutions **No. 1 , No. 3 and No. 4**, as mentioned in the Notice of the 22nd Annual General Meeting dated **25th September, 2025**, were **PASSED** with the requisite majority through remote e-voting and e-voting conducted during the Annual General Meeting.

Resolution **No. 2**, as mentioned in the same Notice **was NOT PASSED** with the requisite majority through remote e-voting and e-voting conducted during the Annual General Meeting.

I hereby confirm that I am maintaining the soft copies of the registers and reports received from NSDL, the e-voting service provider. All other relevant records relating to the remote e-voting and e-voting conducted during the Annual General Meeting by the shareholders of the Company—**except the e-voting IP address document, which is yet to be received from NSDL**—are under my safe custody. These records shall be handed over to the Company for safe keeping after the Chairman appointed by the Hon'ble National Company Law Tribunal considers, approves, and signs the Minutes of the Annual General Meeting.

Thanking you,

Yours faithfully,



CA Rajmohan R
Chartered Accountant in Practice and Insolvency professional
ICAI Membership No. 221844 & IP : IBBI/PA-001/IP-P-02331/2020-2021/13517
UDIN: **25221844BMLXBF5619**

Thrissur
26.09.2025