

INTERSEA MARITIME LIMITED

"Buhari Towers" Sixth Floor, 4, Moores Road, Chennai-600006.

Ph:044-42261452. CIN: U63012TN1998PLC040506

NOTICE

Notice is hereby given that the Twenty Fourth Annual General Meeting of the members of M/s. INTERSEA MARITIME LIMITED will be held at the registered office of the company at "Buhari Towers", Sixth Floor, #4, Moores Road, Chennai - 600006 on Monday, 19th December 2022 at 03.30 P.M., to transact the following business:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the audited financial statements comprising of the Balance Sheet as at March 31, 2022, Statement of Profit and Loss for the year ended March 31, 2022 and Cash flow statement for the year ended on that date along with Notes forming the part of accounts, Auditors' Report and the Reports of the Board of Directors thereon.**
- 2. To appoint a Director in place of Mr. Noohu Mohamed Ameer Fazel who retires by rotation and being eligible offers himself for reappointment.**
- 3. To appoint Statutory auditor's for the next term of 5 years upto 2027.**

M/s. S. Santhanagopalan & co., (Firm Reg No:003604S) represented by Partner Mr. B. Sridhar COP no. 201604) was appointed as Statutory auditors of the company for a period of 5 years at the AGM held on 30th September 2017 upto the conclusion of this AGM in 2022. As per section 139(2)(b) -an audit firm can be appointed for two terms of five consecutive years.

First term 5 years of appointment - from 2017 to 2022

Second term 5 years of appointment - from 2022 to 2027

Based on the recommendation of our the Audit committee the board hereby recommends appointing M/s. N.C.Rajagopal & Co, Chartered Accountants (Registration No.003398S) as the Statutory auditors of the company for a term of 5 years from the conclusion of AGM held in 2022 till the conclusion of AGM in 2027 .In this regard, to consider and if thought fit, to pass, with or without modification(s), the following as Ordinary Resolution.

"RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) rules 2014, including any statutory enactment or modification thereof, M/s. N.C.Rajagopal & Co, Chartered Accountants (Registration No.003398S) be and is hereby appointed as the Statutory Auditors of the Company from the conclusion of AGM held in 2022 till the conclusion of AGM in 2027 on such remuneration including out of pocket expenses and other expenses as may be mutually agreed by and between the Board of Directors and the Auditor.

"RESOLVED FURTHER THAT to give effect to above resolution, the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf."

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Special business:

4. TO BORROW MONEY EXCEEDING THE AGGREGATE, OF THE PAID-UP CAPITAL OF THE COMPANY AND FREE RESERVES OF THE COMPANY

To consider and if thought fit to pass with or without modification the following resolution as **Special resolution:**

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act 2013, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow and raise such sum or sums of money or monies from time to time as may be required for the purpose of business of the company notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) will exceed the aggregate, of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the aggregate of such borrowings shall not exceed **Rs.300 Crores (Rupees Three hundred Crores)** at any point of time".

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto."

Date: 25/11 /2022

Place: Chennai

**By the order of Board of Directors
For INTERSEA MARITIME LIMITED**

**Abdul Qadir
Managing Director
DIN: 00249574**

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NOTES

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- 2. MEMBERS ARE REQUESTED TO NOTE THAT A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
- 3. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE ANNUAL GENERAL MEETING. A PROXY FORM IS SENT HERewith. THE PROXY SHALL NOT BE ENTITLED TO VOTE EXCEPT ON A POLL.**
- 4. A MEMBER OR PROXY SHOULD FILL THE ENCLOSED ATTENDANCE SLIP AND DEPOSIT THE SAME AT THE ENTRANCE OF THE MEETING HALL**
- 5. SHAREHOLDERS ARE REQUESTED TO BRING COPIES OF THEIR ANNUAL REPORTS, SINCE NO ADDITIONAL COPIES WILL BE PROVIDED.**
- 6. THE NOTICE OF THE AGM ALONG WITH THE ANNUAL REPORT 2021 IS BEING SENT BY ELECTRONIC MODE TO THOSE MEMBERS WHOSE E-MAIL ADDRESSES ARE REGISTERED WITH THE COMPANY/DEPOSITORIES, UNLESS ANY MEMBER HAS REQUESTED FOR A PHYSICAL COPY OF THE SAME. FOR MEMBERS WHO HAVE NOT REGISTERED THEIR E-MAIL ADDRESSES, PHYSICAL COPIES ARE BEING SENT BY THE PERMITTED MODE.**
- 7. TO SUPPORT THE 'GREEN INITIATIVE', THE MEMBERS WHO HAVE NOT REGISTERED THEIR E-MAIL ADDRESSES ARE REQUESTED TO REGISTER THE SAME WITH THE COMPANY BY SENDING A MAIL TO cosecy@intersea.in**
- 8. ELECTRONIC COPY of THE NOTICE OF THE ANNUAL GENERAL MEETING AND THE ANNUAL REPORT FOR 2022 WILL BE AVAILABLE AT THE WEBSITE OF THE COMPANY <https://www.intersea.in/>**
- 9. THE PHYSICAL COPIES OF THE NOTICE OF THE ANNUAL GENERAL MEETING AND THE ANNUAL REPORT FOR 2022 WILL BE AVAILABLE AT THE COMPANY'S REGISTERED OFFICE FOR INSPECTION DURING NORMAL BUSINESS HOURS ON WORKING DAYS EXCEPT SATURDAYS, SUNDAYS AND PUBLIC HOLIDAYS.**

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

Item no. 4

Keeping in view the Company's existing and future financial requirements to support its business operations, the company needs additional funds. For this purpose, the Company is desirous of raising finance from Banks/financial institutions and/or Bodies Corporate, and/ or such other persons as may be considered fit. The proposed borrowings may exceed the aggregate, of the paid-up capital of the Company and its free reserves and hence, it requires the approval of the shareholders of the company.

In furtherance to the resolution no. 4 of this notice, the said borrowings may be required to be secured by way of mortgage/charge on all the movable and/or immovable properties of the company both present and future, including whole or substantially the whole of the undertaking(s) of the company.

The Board recommends both the resolutions for your approval as a "**Special Resolution**".

All Directors and Members are concerned or interested in the above resolutions to the extent of their shareholding.

INSPECTION OF DOCUMENTS:

The documents pertaining to the special business are available for inspection at the registered office of the company during business hours on all working days till the date of EGM.

Date 25/11 /2022
Place: Chennai

**By the order of Board of Directors
For INTERSEA MARITIME LIMITED**

**Abdul Qadir
Managing Director
DIN: 00249574**

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ATTENDANCE SLIP

Twenty Fourth Annual General Meeting, Monday, 19th December 2022 at 03.30 P.M

Regd. Folio No....._____, DP ID _____, Client ID/Ben. A/C _____

No. of shares held_____

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the Twenty Third Annual General Meeting, Monday, 19th December 2022 at 03.30 P.M at "Buhari Towers", 6th Floor, #4, Moores Road, Chennai-600006.

Member's/Proxy's name
in Block Letters

Member's/Proxy's
Signature

Note: Please fill this attendance slip and hand it over at the entrance of the hall.

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Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies Management and Administration) Rules, 2014]

CIN:

Name of the company:

Registered office:

Name of the member(s):

Registered Address:

E-mail ID:

Folio/ DP ID - Client ID No.:

I/We, being the member (s) of shares of the above named company, hereby appoint

1.

Name :

Address :

E-mail Id :

Signature :....., or failing him

2.

Name :

Address:

E-mail Id :

Signature:....., or failing him

3.

Name :

Address:

E-mail Id:

Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at theAnnual general meeting/ Extraordinary general meeting of the company, to be held on the..... day of..... At..... a.m. / p.m. at.....(place) and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.

1.....

2.....

3.....

Signed this..... day of..... 20....

Signature of shareholder

Stamp

Signature of Proxy holder(s) Affix revenue stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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Route map

