

Amit Dharmani & Associates

Company Secretaries

Registered office: 205 Kalp Trade Center, Near Shaheed Park,
Opp. Ujjain MRI, Freeganj, Ujjain, Madhya Pradesh – 456010
Tel No. 0734-3561834 Mob: 8827738332

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To,
The Board of Directors
Knowledge Marine & Engineering Works Limited
Office no 402, Sai Samarth Business Park,
Deonar Village Rd, Govandi (East), Mumbai –88

Certificate of compliance with conditions of proposed preferential issue of 5,65,000 Equity Shares.

1. In connection with the proposed preferential issue of Equity shares of Knowledge Marine & Engineering Works Limited (“Company”), the Company is required to obtain a report from the Practicing Company Secretary, with regard to compliance with the conditions of the proposed preferential issue of Securities, as required by Securities and Exchange Board of India (SEBI) (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “ICDR Regulations”).

Managements’ Responsibility for the Statement

The Management of the Company is responsible for ensuring the compliance of the requirements of the ICDR Regulations detailed as under:

- i) Determination of the relevant date, being the date thirty days prior to the date on which the meeting of shareholders is proposed to consider the proposed preferential issue;
- ii) Determination of the minimum price of equity shares in terms of Regulation 164 of the ICDR Regulations;
- iii) Compliance with the conditions/ requirements of the ICDR Regulations

Verification

For the purpose of confirming that proposed preferential issue is in compliance of the applicable provisions of the ICDR Regulations, we have examined the following limited documents as provided by the Company and available on the date of this certificate:

- i) Copy of board resolution proposing the preferential issue of Equity shares, subject to necessary approvals.
- ii) Review of terms of preferential issue of Equity shares proposed to be issued by the Company.



Opinion

2. In our opinion and to the best of our knowledge and according to the verifications as considered necessary and explanations furnished to us by the Company and its Officers. We certify that the proposed preferential issue is in compliance with the conditions/ requirements of ICDR Regulations stated above under the heading of verification

Restriction on Use

3. This report is addressed to and provided to the Board of Directors of the Company solely for the purpose of further submission to the Extra-Ordinary general meeting of shareholders considering the proposed preferential issue of Preferential Issue and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For Amit Dharmani & Associates
Company Secretaries



Amit Dharmani
Proprietor
FCS: 12050
COP: 18179
UDIN: F012050D001754912
Unique Identification No.: S2017MP474100
Peer Review Certificate No: 996/2020
Place: Ujjain
Date: November 15, 2022