



KNOWLEDGE MARINE & ENGINEERING WORKS LIMITED
Ship Builders, Repairers, Charterers and Marine Contractors
CIN: L74120MH2015PLC269596

NOTICE OF 08TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Eighth Annual General Meeting ('AGM') of the Shareholders ('Shareholders' or 'Members') of **Knowledge Marine & Engineering Works Limited** ('Company') will be held on Friday, 29th September, 2023, at 4:00 P.M. IST through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

1. Adoption of audited Financial Statements and Reports thereon:

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

- a. To adopt and approve the audited Standalone Financial Statements of the Company for the financial year ended on 31st March, 2023, together with the Reports of the Board of Directors and Auditors thereon; and
- b. To adopt and approve the audited Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2023, together with the Report of Auditors thereon.

2. Re-appointment of a Director retiring by rotation

To re-appoint Mr. Jagat Jiban Biswas (DIN 07311532) as Director, who retires by rotation and, being eligible, offers himself for re-appointment and in this regard to consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, if any (including any statutory modifications or re-enactment thereof) and the Articles of Association of the Company, Mr. Jagat Jiban Biswas (DIN 07311532) who retires by rotation and being eligible, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS

3. Regularization of Additional Director Mr. Shailesh Bhambhani (DIN: 08268597) as an Independent Director:

To consider regularization of Mr. Shailesh Bhambhani, Additional Director of the Company as Independent Director and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution:



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“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Shailesh Bhambhani (DIN: 08268597), who was appointed as an Additional Director in the capacity of an Independent Director with effect from July 5th 2023, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years till July 4th, 2028, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to do all the acts, deeds, matters and things which are necessary to give effect to the above said resolution.”

4. Regularization of Additional Director Mrs. Sneha Devckar (DIN:10250775) as an Independent Director:

To consider regularization of Mrs. Sneha Devckar, Additional Director of the Company as Independent Director and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mrs. Sneha Devckar (DIN: 10250775), who was appointed as an Additional Director in the capacity of an Independent Director with effect from 14th August 2023, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years till August 13th, 2028, and that she shall not be liable to retire by rotation.



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RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to do all the acts, deeds, matters and things which are necessary to give effect to the above said resolution.”

5. Approval for enhancing borrowing powers of the board

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

“RESOLVED FURTHER THAT pursuant to Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, consent of Members of the Company be and is hereby accorded to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of Rs.300 Cr. (Rupees Three Hundred Crores Only).

“RESOLVED THAT in supersession of all the resolutions passed in this regard and pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions as may be necessary including consent of the Members of the Company, consent of Board of Directors Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to borrow money, for and on behalf of the Company from time to time, as deemed by it to be requisite and proper for the business of the Company, in a manner that the monies to be borrowed together with the monies already borrowed by the Company may at any time exceed the aggregate of paid up share capital, free reserves and securities premium of the Company, provided that the total amount that may be borrowed by the Board and outstanding at any point in time, shall not exceed INR 300 Crores (Indian Rupees Three Hundred Crores Only), apart from temporary loans obtained from the Company’s bankers in the ordinary course of business. .

Regd Office: Office no 402, Sai Samarth Business Park, Deonar Village Rd, Govandi (East), Mumbai - 88

Phone: 022 - 35530988 E-mail: info@kmew.in, Website: www.kmew.in

Listed on BSE SME exchange (KMEW | 543273 | INE0CJD01011)



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RESOLVED FURTHER THAT any of the Directors and/or Company Secretary of the Company, be and are hereby authorized to sign such forms/returns, and various documents as may be required to be submitted to the Registrar of Companies, Mumbai, Maharashtra or such other authorities and to do all the acts, deeds, matters and things which may be necessary to give effect to the above said resolution.”

6. Authorization for enhancement in the limits applicable for making investments/extending loans and giving guarantees or providing securities in connection with loans to persons / bodies corporate Intercorporate loans and investments u/sec 186 of the Companies Act 2013.

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

“RESOLVED THAT in supersession of all the earlier resolutions passed, pursuant to the provisions of Section 186 of the Companies Act, 2013 (**“Companies Act”**) read with the relevant rules made thereunder as amended from time to time and subject to Memorandum and articles of Association of the Company and further subject to Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as **“the Board”** which term shall be deemed to include any Committee of the Board) to:-

- (i) give any loan to any person or other body corporate;
- (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and
- (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

as they may in their absolute discretion deem beneficial and in the interest of the Company, in a manner that the aggregate of the loans and investments so far made, the amount for which guarantee or security so far provided to or in all other bodies corporate along with the investments, loans, guarantees or securities proposed to be made or given by the Board, from time to time, in future, shall not exceed a sum of INR 300 Crores (Indian Rupees Three Hundred Crores only), over and above the limit of 60% (Sixty percent) of the paid-up share capital, free reserves and securities premium account of the Company or 100% (One hundred percent) of free reserves and securities premium account of the Company, whichever is more.



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“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

By order of Board of Directors
Knowledge Marine & Engineering Works Limited

Ritika Sharma
Company Secretary & Compliance Officer
M. No. A40852

Date: 29th August, 2023
Place: Mumbai



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NOTES:

1. The explanatory statements as required under Section 102(1) of the Companies Act, 2013 (“the Act”) relating to the Special Business to be transacted at the Annual General Meeting (“AGM”) is annexed hereto and forms part of this notice.
2. Pursuant to the General Circular No. 10/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by SEBI (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, incompliance with the Circulars, the AGM of the Company is being held through VC
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to 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 / OAVM, physical attendance of Members has been dispensed with. Notice Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. The relevant details of the Directors, pursuant to Regulation 36 of the Listing Regulations and Secretarial Standard 2 on General Meetings, seeking appointment / re-appointment at this AGM is enclosed as **Annexure A, B & C**.
5. Institutional shareholders/Corporate Members (i.e. other than individuals, HUF, NRI, etc.) are requested to send a 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 at preeti@psinghania.in, and at compliance@kmew.in. It is also requested to upload the same in the e-voting module in their login.
6. Members are requested to send all communications relating to shares, change of address, bank details, email address, etc. to the RTA at the following address: M/s. Link Intime India Private Limited, C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083. If the shares are held in electronic form, then change of address and change in the Bank Accounts etc., should be furnished to their respective Depository Participants.
7. In case of joint holders, the Member whose name appears as first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

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8. In compliance with the MCA Circulars and SEBI Circulars, the Annual Report for FY 2022-23, the Notice of the 8th AGM and the Instructions for e-voting are being sent by electronic mode to all the Members whose e-mail addresses are registered with the Company / respective Depository Participants. Members may also note that the Annual Report for FY 2022-23 and the Notice convening the AGM are also available on the Company's website www.kmew.in, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of Link Intime India Private Limited ("LIPL") at <https://instavote.linkintime.co.in>.
9. The Members may 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 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.
10. 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 Companies Act, 2013.
11. The Shareholders, seeking any information with regard to the accounts or any matter to be placed at the AGM, Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act are requested to write to the Company on or before 29th September, 2023 through email on compliance@kmew.in. The same will be replied by/on behalf of the Company suitably in due course of time.
12. Members holding shares either in physical form or in dematerialized form, as on **Friday, 22nd September, 2023 i.e. cut-off date**, who would like to express their views or ask questions during the AGM may register themselves as speakers by sending their request from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at compliance@kmew.in or by sending an application for the same at the registered office of the Company situated at Office no 402, Sai Samarth Business Park, Deonar Village Rd, Govandi (East), Mumbai-400088 on or before 29th September, 2023. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask

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questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

13. Voting through electronic means

- a. In terms of the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and Regulation 44 of the Listing Regulations and the MCA Circulars, the Company is pleased to provide the facility of 'e-voting' to its Shareholders, to enable them to cast their votes on the resolutions proposed to be passed at the AGM, by electronic means. The instructions for e-voting are given hereinbelow. The Company has engaged the services of Link Intime India Private Limited, who will provide the e-voting facility for casting votes using remote e-voting system (e-voting from a place other than venue of the AGM) ('remote e-voting') as well as e-voting during the proceeding of the AGM ('e-voting at the AGM').
- b. The remote e-voting period commences **on Tuesday, 26th September, 2023 (11.00 A.M. IST)** and ends on **Thursday, 28th September, 2023 (5.00 P.M. IST)**. During this period, Members holding shares either in physical form or in dematerialized form, as on **Friday, 22th September, 2023 i.e. cut-off date**, may cast their vote electronically. The e-voting module shall be disabled by Link Intime India Private Limited for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast 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 during the AGM.
- c. Any person who acquires shares of the Company and becomes a shareholder of the Company after sending of the Notice and holding shares as of the cut-off date of e-voting, may obtain the login ID and password by sending a request at instameet@linkintime.co.in. However, if he/she is already registered with LIPL for remote e-voting, then he/she can use his/her existing user ID and password for casting the vote.
- d. The Board of Directors has appointed M/s. P Singhania & Associates, a firm of Chartered Accountants in whole time practice, having Membership No. FCA 159249 and Certificate of Practice No. 159249, as Scrutinizers to scrutinize the voting process in a fair and transparent manner
- e. The Scrutinizer shall after the conclusion of voting at the Meeting, will first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and shall provide, not later than two (2) working days of the conclusion of the Meeting, a consolidated Scrutinizer's

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report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- f. The results shall be declared forthwith by the Chairperson or a person so authorized by him/her in writing on receipt of consolidated report from the Scrutinizer. The Results declared along with Scrutinizer's Report shall be placed to the stock exchanges, LIPL and will also be displayed on the Company's website.



14. Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL
 1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsd.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 name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
 2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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 name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

2. 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. The option will be made



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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 use 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 the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are 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, the 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 the 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, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
3. 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. After Successful login, you will be able to see e-Voting option. Once you 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 the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

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1. Open the internet browser and launch the URL:
<https://instavote.linkintime.co.in>

2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

Shareholders holding shares in **NSDL form, shall provide ‘D’ above*

▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

▶ Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.

4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.

2. E-voting page will appear.

3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).

4. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click



on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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.co.in or call at : 022 - 4886 7000 and 022 - 2499 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 22 55 33



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Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

o Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’

o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/ her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate):
Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.



Process and manner for attending the Annual General Meeting through InstaMeet:

1. Open the internet browser and launch the URL:
<https://instameet.linkintime.co.in>

- ▶ Select the “**Company**” and ‘**Event Date**’ and register with your following details:
- A. Demat Account No. or Folio No:** Enter your 16-digit Demat Account No. or Folio No
- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
 - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
 - Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company
- B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
- C. Mobile No.:** Enter your mobile number.
- D. Email ID:** Enter your email id, as recorded with your DP/Company.
- ▶ Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request on or before 29th September, 2023 with the company on compliance@kmew.in or by sending an application to the Registered Office of the Company.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panelist, via active chat-board during the meeting.



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5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16-digit Demat Account No./ Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet 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 facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.



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Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.



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Phone: 022 - 35530988 E-mail: info@kmew.in, Website: www.kmew.in

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ANNEXURE TO THE NOTICE
Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013.

ITEM NO. 3:

Regularization of Additional Director, Mr. Shailesh Bhambhani (DIN: 08268597) by appointing him as Independent Director of the Company.

Mr. Shailesh Bhambhani (DIN: 08268597) was appointed as an Additional Director of the Company in the meeting of the Board of Directors held on 05/07/2023. As per the current provisions of the Companies Act, 2013 and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements), 2015, Mr. Shailesh Bhambhani (DIN: 08268597) is not disqualified from being appointed as a Director in terms of section 164 of the Act. The appointment of Mr. Shailesh Bhambhani (DIN: 08268597) as the Additional Director needs to be regularized as Director in this AGM.

Brief resume of Mr. Shailesh Bhambhani (DIN: 08268597), nature of his expertise in specific functional areas and names of Companies in which he holds directorships and memberships/chairmanships of Board committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 with the stock exchanges, are provided in **Annexure - B**

Copy of the draft letter for appointment of Mr. Shailesh Bhambhani (DIN: 08268597) as Director, setting out terms and conditions are available for inspection by members at the registered office of the company.

The Board is of the Opinion that Mr. Bhambhani is an asset for the Company and his experience in the industry will add value to the growth of the Company.

None of the other Directors and KMP are related and interested in the said resolution.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the notice for approval by the shareholders.



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ITEM NO. 4:

Regularization of Additional Director, Mrs. Sneha Devckar (DIN: 10250775) by appointing him as Independent Director of the Company.

Mrs. Sneha Devckar (DIN: 10250775) was appointed as an Additional Director of the Company in the meeting of the Board of Directors held on 14/08/2023. As per the current provisions of the Companies Act, 2013 and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements), 2015, Mrs. Sneha Devckar (DIN: 10250775) is not disqualified from being appointed as a Director in terms of section 164 of the Act. The appointment of Mrs. Sneha Devckar (DIN: 10250775) as the Additional Director needs to be regularized as Director in this AGM.

Brief resume of Mrs. Sneha Devckar (DIN: 10250775), nature of his expertise in specific functional areas and names of Companies in which she holds directorships and memberships/chairmanships of Board committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 with the stock exchanges, are provided in **Annexure - B**.

Copy of the draft letter for appointment of Mrs. Sneha Devckar (DIN: 10250775) as Director, setting out terms and conditions are available for inspection by members at the registered office of the company.

The Board is of the Opinion that Mrs. Devckar is an asset for the Company and her experience in the industry will add value to the growth of the Company.

None of the other Directors and KMP are related and interested in the said resolution.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the notice for approval by the shareholders.



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ITEM NO. 5:

As per the provisions of Section 180 of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the Members in the General Meeting by a Special Resolution, borrow the monies in the form of any loans from the Company's bankers in the ordinary course of business, in excess of the aggregate of the paid-up Capital, Security premium account and the Free Reserves of Company, that is to say, reserves not set apart for any specific purposes.

Keeping in view of the Company's business expansion and its growth plans, it is considered appropriate to increase the aforesaid limit of borrowings. Your approval is therefore sought, to authorize the Board to borrow up to Rs. 300 Cr. (Rupees Three Hundred Crores Only) (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) as outstanding, at any time as set out in the resolution.

The borrowing limit and to create charges, hypothecations, mortgages/equitable mortgages, on movable and/or immovable properties is proposed to be enhanced to such an extent that the sum(s) so borrowed under this resolution and remaining outstanding at any time shall not exceed in the aggregate of Rs. 300 Cr. (Rupees Three Hundred Crore Only). It is, therefore, necessary for the Members to pass Special Resolutions under Section 180 and other applicable provisions of the Companies Act, 2013.

None of the Directors and/or Key Managerial Personnel or their relatives, are interested or concerned in the resolution.

The Board recommends the Special Resolution set out at Item No. 5 of the notice for approval by the shareholders.



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ITEM NO. 6:

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required as per section 186 of the Companies Act 2013. Members may note that pursuant to Section 186 of the Companies Act, 2013 (“Act”), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 300 Crores, as proposed in the Notice. The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No.6 for approval by the members of the Company.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution. Item no. 6 of the accompanying notice.

The Board recommends the Special Resolution set out at Item No. 5 of the notice for approval by the shareholders.



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ANNEXURE-A

PROFILE OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THIS 08th ANNUAL GENERAL MEETING

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards-2 on General Meetings]

Name	Mr. Jagat Jiban Biswas (DIN: 07311532)
Date of Birth	17/12/1959
Date of first appointment	07/01/2022
Expertise in Specific functional areas	<p>Mr. Biswas has in depth knowledge of Marine Industry and has an experience of more than 45 years in Marine and Engineering field.</p> <p>Mr. Biswas is experienced in managing a large department of Kolkata Port Trust under Ministry of Shipping, GOI comprising more than 200 Class-I Officers and 1000 employees. He has been managing a fleet of about 50 vessels of Kolkata Port including hired vessels comprising Dredgers, Pilot and survey vessels, tugs etc. He has the experience of handling many large value contracts ranging from Rs. 30 crores to Rs. 1500 crores.</p> <p>Mr. Biswas worked as Director, Marine Department, Kolkata Port Trust, primarily dealing with Conservancy, Port operations, Pilotage, Dredging, Hydrographic Surveying, Marine Projects and allied Legal matters. He was also in charge of General Administration Department including Estate Division, Traffic Department and Hydraulic Study Department of Kolkata Port Trust.</p> <p><u>Academics:</u> After graduating from T. S. Rajendra, Mumbai, in 1978, passed prescribed Competency Examinations on Nautical Sciences from DG (Shipping), India. Also acquired Fellowship in Hydrography from India and Pilot's License for river Hugli.</p>



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Terms and Conditions for appointment/re-appointment	Reappointment as a Non-Executive, Non-Independent Director retiring by rotation.
Remuneration last drawn / remuneration sought to be paid	The Remuneration/Sitting fees is paid as per the mutual agreement following the prescribed guidelines.
Directorships held in other companies	NIL
Memberships/ Chairmanships of committees across other companies	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NIL
Number of Meetings of the Board of Directors attended during the year	7
Shareholding in the Company including shareholding as a beneficial owner.	0.125%
Justification of Appointment	On the basis of his capabilities and experience in the Marine and Shipping Industry.

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ANNEXURE-B

**PROFILE OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT
AT THIS 08th ANNUAL GENERAL MEETING**

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards-2 on General Meetings]

Name	Mr. Shailesh Bhambhani (DIN: 08268597)
Date of Birth	16/03/1980
Date of first appointment	05/07/2023
Expertise in Specific functional areas	<p>Mr. Shailesh Bhambhani is an experienced maritime professional since last 26 years in the Shipping Industry.</p> <p>He has been associated with Bergesen Worldwide group (BW group), Pool & Owners Singapore team(Singapore Group), Change XL, Afchem India, Director at Head of Chartering & Shipping Pte. Ltd. (Singapore), Head of Chartering & Shipping -Afco Energy (Europe), Crystal ocean ventures (Co-founder), Director at Orinco Ship Management Pvt Ltd (current designation till date).</p> <p><u>Academics:</u> He is an MBA in International Business (Welingkars Institute of Management), he has certificate in Sustainable Development Goals, Certificate of Competency as Master (Foreign Going) unlimited, Kuffman fellows -techstars.</p> <p><u>Other Professional Accreditations:</u> Professionally he is a member of Institute of Chartered Ship Brokers London, Associate fellow of Nautical Institute (London), Member of Indian Council of Arbitration, Member of Master Marines of India.</p>
Terms and Conditions for appointment/re-appointment	Regularisation as the Non-executive Independent Director of the Company



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Remuneration last drawn / remuneration sought to be paid	Since the Director is appointed as Non-Executive Independent Director, only sitting fees is paid by the Company.
Directorships held in other companies	4. ORINOCO SHIP MANAGEMENT PRIVATE LIMITED 5. CRYSTALOCEAN MARITIME FOUNDATION 6. SHEWOOD SPICE & HERBS LLP
Memberships/ Chairmanships of committees across other companies	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NA
Number of Meetings of the Board of Directors attended during the year	NA
Shareholding in the Company including shareholding as a beneficial owner.	0%
Justification of Appointment	On the basis of his capabilities and experience in the Marine and Shipping Industry.

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ANNEXURE-C

**PROFILE OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT
AT THIS 08th ANNUAL GENERAL MEETING**

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards-2 on General Meetings]

Name	Mr. Sneha Devckar (DIN: 10250775)
Date of Birth	20/02/1963
Date of first appointment	14/08/2023
Expertise in Specific functional areas	<p>Mrs. Sneha Devckar is an experienced businesswoman with expertise and knowledge in Insurance Consulting, spiritual healing and running designer boutique.</p> <p>She is currently associated with the following businesses:</p> <ul style="list-style-type: none">•Partner in Pandurang Daji Devkar Melter's and Refiner's•Partner in Soul Ace India•Partner in Taaraa Platinum and Taaraa Assay Lab•Financial Insurance Consultant <p><u>Academics:</u> BSC-Botany from Mumbai University, Maharashtra.</p>
Terms and Conditions for appointment/ re-appointment	Regularisation as the Non-executive Independent Director of the Company
Remuneration last drawn / remuneration sought to be paid	Since the Director is appointed as Non-Executive Independent Director, only sitting fees is paid by the Company.
Directorships held in other companies	NIL
Memberships/ Chairmanships of committees across other companies	NIL
Relationship with other Directors, Manager and	NA



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other Key Managerial Personnel of the Company	
Number of Meetings of the Board of Directors attended during the year	NA
Shareholding in the Company including shareholding as a beneficial owner.	0%
Justification of Appointment	On the basis of her experience and expertise in business management.



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