



KNOWLEDGE MARINE & ENGINEERING WORKS LIMITED

Ship Builders, Repairers, Charterers and Marine Contractors

CIN: L74120MH2015PLC269596



Ref: KMEW/BSE/Reg-30/2025-26/19

Date: September 17, 2025

To,
Listing Department
BSE Limited
P. J. Towers,
Dalal Street, Fort
Mumbai- 400001

Listing & Compliance Department
The National Stock Exchange of India Limited
Exchange Plaza, C-1 Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400051

Dear Sir/Ma'am,

Scrip Code	Symbol	ISIN
543273	KMEW	INE0CJD01011

Sub: Outcome of Board Meeting dated September 17, 2025

Pursuant to Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015, as amended ("Listing Regulations"), we hereby inform you that the Board of Directors of the Company ("Board") at their meeting held on Wednesday, September 17, 2025 at the Registered Office of the Knowledge Marine & Engineering Works Limited (the "Company") situated at Unit No 706-707, The Epicentre, W. T. Patil Marg, Off Eastern Freeway, BEST Colony, Near Shivaji Chowk, Chembur, Mumbai - 400 071, inter-alia has considered and approved following transaction:

1. Issuance of Equity Shares on Preferential Basis

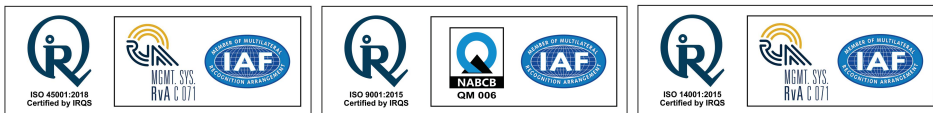
Issuance of up to 14,21,054 (Fourteen Lakhs Twenty-One Thousand Fifty-Four) Equity Shares of face value Rs. 10/- (Rupees Ten Only) each ("Equity Shares") for cash at a price of Rs. 1,900/- (Rupees One Thousand Nine Hundred Only) per equity share [including a premium of Rs. 1,890/- (Rupees One Thousand Eight Hundred Ninety Only) per equity share] for an amount aggregating to Rs. 2,70,00,02,600/- (Rupees Two Hundred Seventy Crores Two Thousand Six Hundred Only) to the persons belonging to the non-promoter category, as mentioned in Annexure I, on a preferential basis ("Preferential Issue") in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI (ICDR) Regulations") and as per the provisions of the Companies Act, 2013 and rules made there under, as amended, subject to the approval of the Members at their EGM and such regulatory/ statutory authorities as may be applicable;



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2. Issuance of Convertible Warrants on Preferential Basis

Issuance of up to 77,946 (Seventy-Seven Thousand Nine Hundred Forty-Six Only) Convertible Warrants ("Warrants") for cash at a price of Rs. 1,900/- (Rupees One Thousand Nine Hundred Only) per warrant [including a premium of Rs. 1,890/- (Rupees One Thousand Eight Hundred Ninety Only) per Warrant] for an amount aggregating to Rs. 14,80,97,400/- (Rupees Fourteen Crores Eighty Lakhs Ninety-Seven Thousand and Four Hundred only) to the persons belonging to the promoter category, as mentioned in Annexure I, on a preferential basis ("Preferential Issue") in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI (ICDR) Regulations") and as per the provisions of the Companies Act, 2013 and rules made there under, as amended, subject to the approval of the Members of the Company at their EGM and such regulatory/ statutory authorities as may be applicable;

The required details pertaining to above Point No. 1 & 2 pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Master Circular No SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024 is enclosed as Annexure-A.

3. Convening of the Extra-Ordinary General Meeting of the Company

An Extra-Ordinary General Meeting of the Members of the Company will be held on Thursday, October 09, 2025 at 01:00 p.m. (IST) for seeking their approval for abovementioned items no. 1 & 2 at the Registered Office of the Company. The Notice of the EGM shall be sent to Members, who are the shareholders as on September 12, 2025 and whose e-mail addresses are registered with the Company's Registrar and Transfer Agent/Depositories through email in due course.

4. Appointment of Monitoring Agency

The Appointment of CARE Ratings Limited, Credit Rating Agency registered with SEBI, as the Monitoring Agency for the aforesaid issue.

5. Resignation of Mr. Jagat Jiban Biswas (DIN: 07311532) Non-Executive Non-Independent Director of the Company:

Mr. Jagat Jiban Biswas (DIN: 07311532) who has tendered his resignation as the Non-Executive Non-Independent Director of the Company, with effect from the close of business hours on October 01, 2025, for reasons as mentioned in the resignation letter. The copy of the Resignation Letter is enclosed herewith. Consequently, he shall also cease to be a Member of the Nomination and Remuneration Committee of the Company. The Board of Directors of the Company place on record

Regd. Office: Unit No. 706 & 707, The Epicentre, W. T. Patil Marg, Off Eastern Freeway, BEST Colony,

Near Shivaji Chowk, Chembur East, Mumbai - 400 071

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

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its appreciation for the valuable contribution and guidance provided by Mr. Biswas during his association with the Company as a Non-Executive and Non-Independent Director of the Company.

6. Appointment of Mr. Hemant Sibal (DIN: 11300312) as an Additional Non-Executive, Non-Independent Director of the Company

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors has approved the appointment of Mr. Hemant Sibal (DIN: 11300312) as an Additional Non-Executive and Non-Independent Director of the Company, who has provided his consent to act as an Additional Non-Executive and Non-Independent Director and shall be appointed to hold the position as an Additional Director till Annual General Meeting to be held for Financial Year 2025-26.

7. Reconstitution of Composition of Nomination & Remuneration Committee:

Pursuant to Resignation of Mr. Jagat Jiban Biswas (DIN: 07311532), who is also a member of Nomination and Remuneration Committee, the revised Composition of Nomination & Remuneration Committee with effect from October 01, 2025 is as follows:

Sr. No.	Name of Director	Position
1.	Mr. Ashish Mohandas (Non-Executive Independent Director)	Chairperson
2.	Mr. Shailesh Bhambhani (Non-Executive Independent Director)	Member
3.	Mr. Hemant Sibal (Non-Executive Non-Independent Director)	Member

The required details pertaining to above Point No. 5 & 6 pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Master Circular No SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024 is enclosed as Annexure-B.

The meeting commenced at 11:00 AM and concluded at 12.18 P.M.

Kindly take the same on your record.

Thanking You,

Yours Faithfully,

For **Knowledge Marine & Engineering Works Limited**

Avdhoot Kotwal
Company Secretary & Compliance Officer

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Annexure - A

Disclosure of details as required under the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024

Details of Issuance of Equity Shares & Convertible Warrants on Preferential Basis

Sr. No.	Particulars	Equity Shares	Convertible Warrants
1.	Types of securities proposed to be issued	Equity Shares of Rs. 10/- each	Convertible Warrants of Rs. 10/- each convertible into equal number of Equity Shares
2.	Type of issuance	Preferential Issue	
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Up to 14,21,054 (Fourteen Lakhs Twenty-One Thousand Fifty-Four) Equity Shares having face value of Rs.10/- (Rupees Ten Only) each, for a cash price of Rs. 1,900/- (Rupees One Thousand Nine Hundred Only) per Equity Share (including a premium of Rs. 1,890/- (Rupees One Thousand Eight Hundred and Ninety Only per equity share), aggregating to Rs. 2,70,00,02,600/- (Rupees Two Hundred Seventy Crores Two Thousand Six Hundred Only)	Up to 77,946 (Seventy-Seven Thousand Nine Hundred Forty Six only) convertible warrants ("Warrants") at a price of Rs. 1900/- per Warrant with a right to the Warrant holder to apply for and be allotted 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten Only) each of the Company ("Equity Shares") at a premium of Rs. 1890/- per share for each Warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, for an amount aggregating up to Rs. 14,80,97,400/- (Rupees Fourteen Crores Eighty Lakhs Ninety-Seven Thousand and Four Hundred only)

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In case of Preferential Issue the following disclosures:			
4.	Names and Number of the investors	All the equity shares are issued to 6 (Six) Investors as per Annexure I.	All the equity shares are issued to 1 (One) Investors as per Annexure I
5.	Post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles	For Outcome of Subscription – Refer Annexure – II	For Outcome of Subscription – Refer Annexure – II
6.	In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument	Not Applicable	<p>Each Warrant is convertible into 1 (One) Equity Share and the conversion can be exercised at any time within a period of 18 (Eighteen) months from the date of allotment, in one or more tranches and on such other terms and conditions as agreed upon by the Company and the Investors.</p> <p>An amount equivalent to 25% of the Warrant price shall be payable on the date of allotment of each Warrant and the balance 75% of the Warrant price shall be payable by the Warrant holder against each warrant at the time of allotment of Equity Shares pursuant to exercise of the options against each such Warrant by the Warrant holder.</p>
7.	Relevant date	September 09, 2025	September 09, 2025

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Annexure – I Details of Allottee

Sr. No	Name of the Proposed Allottees	Category	Number of equity shares to be issued/ allotted	Number of Convertible Warrants to be issued/ allotted	Investment Amount (in Rupees)
1.	Infinity Direct Holdings	Non – Promoter	4,64,210	NA	88,19,99,000/-
2.	Infinity Direct Capital	Non – Promoter	5,46,316	NA	1,03,80,00,400/-
3.	Infinity Partners II – Direct	Non – Promoter	2,52,632	NA	48,00,00,800/-
4.	Vimana Capital Management LLP	Non – Promoter	52,632	NA	10,00,00,800/-
5.	Ashish Kacholia	Non – Promoter	52,632	NA	10,00,00,800/-
6.	Suryashakti Management Services Private Limited	Non – Promoter	52,632	NA	10,00,00,800/-
7.	Sujay Kewalramani	Promoter	NA	77,946	14,80,97,400/-
Total			14,21,054	77,946*	2,84,81,00,000/-

** Each Warrant is convertible into 1 (One) Equity Share and the conversion can be exercised at any time within a period of 18 (Eighteen) months from the date of allotment*

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Annexure – II

Post allotment of securities - Outcome of subscription

Name of the Proposed Allottees	Class	Pre-Issue Holding		Post-Issue Equity Shares and post conversion of Warrants into Equity Shares*	
		No. shares	% of Share holding	No. of shares	% of Share holding
Infinity Direct Holdings	Equity	-	-	4,64,210	3.77%
Infinity Direct Capital	Equity	-	-	5,46,316	4.44%
Infinity Partners II - Direct	Equity	-	-	2,52,632	2.05%
Vimana Capital Management LLP	Equity	1,09,132	1.01%	1,61,764	1.32%
Ashish Kacholia	Equity	3,00,000	2.78%	3,52,632	2.87%
Suryashakti Management Services Private Limited	Equity	-	-	52,632	0.42%
Sujay Kewalramani	Convertible Warrants	7,925	0.07%	85,871	0.70%
Total		4,17,057	3.86%	19,16,057	15.58%

*The Post-Issue Shareholding Percentage has been calculated based on the total diluted post-issue paid-up share capital, assuming full subscription of the securities and full subscription of the warrants into equity shares.



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Annexure – B

Sr. No.	Details of events that needs to be provided	Appointment of Additional Non-Executive Non-Independent Director	Resignation of Non-Executive Non-Independent Director
		Mr. Hemant Sibal DIN: 11300312	Mr. Jagat Jiban Biswas DIN: 07311532
1.	Reason for change viz. appointment, re-appointment, resignation, removal, death, otherwise	Appointment of Additional Non-Executive Non-Independent Director	Resignation of Non-Executive Non-Independent Director
2.	Date of Re-appointment /cessation (as applicable) & term of appointment;	Date of Appointment: September 17, 2025 Term of Appointment: Mr. Hemant Sibal is appointed as an Additional Non-Executive Non-Independent Director of the Company from September 17, 2025 till the Annual General Meeting held for Financial Year 2025-26.	Date of Resignation: September 17, 2025 Effective from October 01, 2025
3.	Brief Profile	Mr. Hemant is having overall 27 years of experience in the Marine Industry. He is retired Deputy Conservator at Kandla Port trust. He has handled various emergencies and accidents of various types and categories such as fire, collusions, towages, and salvage. He has piloting experience in major ports in India.	Not Applicable
4.	Disclosure of Relationship (in case of appointment of a director)	Mr. Hemant Sibal is not related inter-se to any other Director of the Company as on the date of his appointment	Not Applicable

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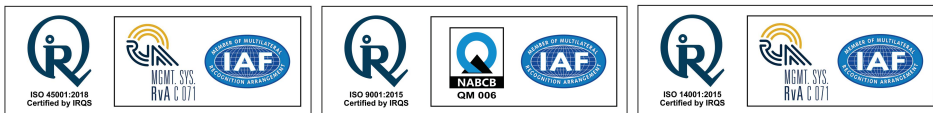
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5.	Information as required pursuant to BSE Circular with ref. no. LIST/ COMP/ 14/2018-19 and the National Stock Exchange of India Ltd with ref. no. NSE/ CML/2018/24, both dated June 20, 2018.	Mr. Hemant Sibal is not debarred from holding the office of Director on account of any order of SEBI or any other such authority.	Not Applicable
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For **Knowledge Marine & Engineering Works Limited**

Avdhoot Kotwal
Company Secretary & Compliance Officer



Jagat Jiban Biswas

Address: 14A/2, N. N. Ghosh Lane, 2nd Floor, Kolkata, West Bengal, India - 700 040

Email ID: biswasjj@gmail.com

Resignation Letter

Date: September 16, 2025

To,

The Board of Directors,

Knowledge Marine & Engineering Works Limited,

Unit No. 706-707, The Epicentre, W. T. Patil Marg,

Off Eastern Freeway, BEST Colony, Near Shivaji Chowk,

Chembur (E), Mumbai – 400 071

Subject: Resignation as a Non-Executive and Non-Independent Director of the Knowledge Marine & Engineering Works Limited

Dear Sir/ Madam,

I wish to submit my resignation as a Member of the Board of Directors Of Knowledge Marine & Engineering Works Limited (“KMEWL” or “Company”) and various committees of the Company, effective October 01, 2025.

Over the past years, I have been privileged to be a part of KMEWL Board contributing to and witnessing its transformation and am proud of the accomplishments we have achieved.

Due to my personal health reason, it may not allow me to do justice to my role on KMEWL Board and I confirm that there are no material reasons for my resignation other than those mentioned in this resignation letter.

I want to express my sincere appreciation and gratitude to all the Board members and the management teams that I have had the privilege to work with over the years.

I may kindly be relieved of the responsibilities.

Thank you again for the opportunity to associate with this great company. I wish KMEWL continued success and growth in the years to come.

Warm Regards,



Jagat Jiban Biswas

DIN:07311532