



KNOWLEDGE MARINE & ENGINEERING WORKS LIMITED

Ship Builders, Repairers, Charterers and Marine Contractors

CIN: L74120MH2015PLC269596



Ref.: KMEW/SE/Reg.30/2024-25/21

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

Scrip Code	Symbol	ISIN
543273	KMEW	INEOCJDO1011

Sub: Intimation regarding of Dispatch of Notice of Extra-Ordinary General Meeting of the Knowledge Marine & Engineering Works Limited (the “Company”) under Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015, as amended (“Listing Regulations”)

Dear Sir/Madam,

With reference to the captioned subject and pursuant to Regulation 30 read with Schedule III of the Listing Regulations, we are enclosing herewith the Notice of Extra-Ordinary General Meeting dated Wednesday, September 17, 2025, together with Explanatory Statement (**‘Notice’**) pursuant to the applicable provisions of the Companies Act, 2013 read with the Listing Regulations for seeking approval of the Members of the Company on the Resolutions as set out in the Notice.

The Extra-Ordinary General Meeting of the Company is scheduled to be held on Thursday, October 09, 2025 at 01.00 PM at the Registered Office of the Company situated Unit No. 706 & 707, The Epicentre, W. T. Patil Marg, Off Eastern Freeway, BEST Colony, Near Shivaji Chowk, Chembur East, Mumbai – 400 071.

Notice is being sent through electronic mode to those members whose e-mail addresses are registered with the Company / Depositories / Registrar and Share Transfer Agent and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on September 12, 2025 (“Cut-off date”). Accordingly, physical copy of the Notice is not being sent to the Members for this Notice.



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The Company has engaged the services of MIUFG Intime India Private Limited ("MI IPL") to provide remote e-Voting facility and through Ballot during the EGM to its Members. The remote e-Voting period commences on Monday, October 06, 2025, from 9.00 a.m. (IST) and ends on Wednesday, October 08, 2025 at 05.00 p.m. (IST). The remote e-Voting module shall be disabled by MI IPL thereafter. Please note that communication of assent or dissent of the Members would only take place through the remote e-Voting system and through Ballot during the EGM. The instructions for remote e-Voting & through Ballot during the EGM forms a part of the "Notes" section to the Notice.

The Members whose e-mail address is not registered with the Company/Depositories, to receive the Notice, may register their e-mail address with the Company's Registrar and Share Transfer Agent, MUFG Intime India Private Limited. The process for registration of e-mail address is provided in the enclosed Notice.

The Scrutinizer will submit her report to Mr. Avdhoot Kotwal, Company Secretary of the Company. The results of remote e-voting and through Ballot at the EGM along with the Scrutinizer's report will be announced by the Mr. Avdhoot Kotwal, Company Secretary of the Company within two working days from the conclusion of the EGM, i.e. on or before Monday, October 13, 2025, and will be displayed on the Company's website www.kmew.in and the website of MI IPL, the agency for providing e-voting facility at www.instavote.linkintime.co.in. The results will simultaneously be communicated to the Stock Exchange where the equity shares of the Company are listed.

Kindly take the same on your record and oblige.

Thanking you,

Yours Faithfully,

For Knowledge Marine & Engineering Works Limited

Avdhoot Kotwal
Company Secretary & Compliance Officer

Encl: a/a



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NOTICE OF EXTRA-ORDINARY GENERAL METTING

Dear Member(s),

NOTICE is hereby given that the 01/2025-26 Extra-Ordinary General Meeting (“EOGM”) of the Shareholders (“Shareholders” or “Members”) of **Knowledge Marine & Engineering Works Limited** (the “Company”) will be held on Thursday, October 09, 2025, at 01:00 P.M. IST at the Registered Office of the Company situated at Unit No. 706-707, The Epicentre, W. T. Patil Marg, Off Eastern Freeway, BEST Colony, Near Shivaji Chowk, Chembur East, Mumbai – 400 071 to transact the following businesses:

SPECIAL BUSINESSES:

1. ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c), and other applicable provisions, if any, of the Companies Act, 2013 (“Companies Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable Rules, if any, made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], in terms the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulation, 2011 as amended (SEBI Takeover Regulations), Foreign Exchange Management Act, 1999 and rules made thereunder, each as amended (“FEMA”), and in accordance with the provisions of Memorandum and Articles of Association, as altered from time to time (“MoA” and “AoA”), and the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India (“GOI”), Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”) and Stock Exchanges where the Equity Shares of the Company are listed i.e., BSE Limited (“BSE”) and the National Stock Exchange of India Limited (“NSE”), collectively referred to as (“Stock Exchanges”) and other competent

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Near Shivaji Chowk, Chembur East, Mumbai - 400 071

Phone: 022 - 35398686 E-mail: info@kmew.in, Website: www.kmew.in

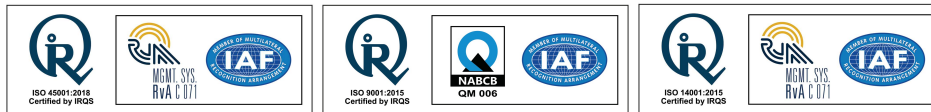
Listed on BSE & NSE exchange (KMEW | 543273 | INE0CJD01011)



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authorities and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities, as applicable, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as “Board”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the shareholders/ members of the Company be and is hereby accorded to create, offer, issue, and allot at an appropriate time, in one or more tranches, on Preferential Basis 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), to the proposed allottees (Non-Promoter Categories) in detail mentioned below (hereinafter referred to as the **“Proposed Allottees”**), provided that, cash price at which such equity shares are offered, shall not less than the price determined in accordance with Chapter V (“Preferential Issue”) of the SEBI ICDR Regulations, in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI ICDR Regulations for preferential issue, or other applicable laws in this regard.”

Sr. No	Name of the Proposed Allottees	Category	Nos of shares to be issued	Investment Amount (in Rupees)
1.	Infinity Direct Holdings	Non Promoter	4,64,210	88,19,99,000/-
2.	Infinity Direct Capital	Non Promoter	5,46,316	1,03,80,00,400/-
3.	Infinity Partners II – Direct	Non Promoter	2,52,632	48,00,00,800/-
4.	Vimana Capital Management LLP	Non Promoter	52,632	10,00,00,800/-
5.	Ashish Kacholia	Non Promoter	52,632	10,00,00,800/-

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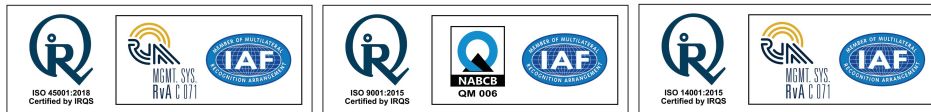
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6.	Suryashakti Management Services Private Limited	Non Promoter	–	52,632	10,00,00,800/-
Total				14,21,054	2,70,00,02,600/-

“RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the “Relevant Date” for determining the floor price for the Preferential Issue of the Equity Shares be and is hereby fixed as Tuesday, September 09, 2025, being the date 30 days prior to the date of this Extra-Ordinary General Meeting (“Relevant Date”) on which this special resolution is proposed to be passed.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above Resolution, the issue of the Equity Shares to the Proposed Allottees under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

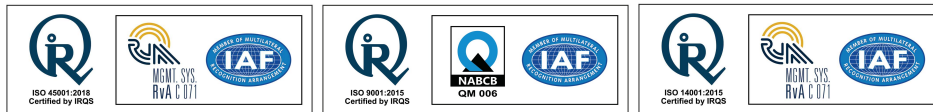
- All equity shares by way of preferential issue shall be made fully paid-up at the time of allotment and the consideration must be paid from respective Proposed Allottees’ bank account;
- The equity shares to be issued and allotted by the Board shall be subject to the provisions of Memorandum and Articles of Association of the Company and shall rank pari-passu in all respect (including dividend and voting) with the existing equity shares of the Company;
- The equity shares to be allotted shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force;
- The Equity Shares shall be allotted within a period of 15 (Fifteen) days from the later of (i) The date of approval of this special resolution or (ii) Receipt of the last approval/ permission required for such allotment from any regulatory authority including, but not limited to BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”) and/or SEBI or the Central Government, or such other extended period as may be permitted in accordance with SEBI ICDR Regulations, as amended from time to time;



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- e) Pursuant to the provisions of the Companies Act, 2013, the names of the Proposed Allottees be recorded for the issue of invitation to subscribe to the Equity Shares and a private placement offer cum application letter in Form No. PAS-4 be issued to the Proposed Allottees
- f) The equity shares so allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations, except to the extent and in the manner permitted there under;
- g) The equity shares so offered, issued and allotted will be listed on the BSE and NSE where the equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be;
- h) Allotment of Equity Shares shall only be made in dematerialized form;
- i) The equity shares so offered, issued and allotted shall not exceed the number of equity shares as approved herein above.

“RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law and consent of the Members of the Company, the approval of the Board be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottees through Private Placement Offer Letter cum Application Letter in Form PAS-4 or such other form as prescribed under the Companies Act and the SEBI ICDR Regulations containing the terms and conditions (**“Offer Document”**) after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the stock exchange i.e., BSE & NSE and within the timelines prescribed under the applicable laws;

“RESOLVED FURTHER THAT Mr. Saurabh Daswani, Managing Director, Mrs. Kanak Kewalramani, Whole-time Director and Chief Financial Officer, or Mr. Avdhoot Kotwal, Company Secretary and Compliance Officer of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for the purpose of giving effect to this resolution, including without limitation :



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- (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares to be allotted to the Proposed Allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares,
- (ii) making applications to the stock exchange for obtaining in-principal approval,
- (iii) listing of shares,
- (iv) filing requisite documents with the Ministry of Corporate Affairs and other regulatory authorities,
- (v) filing of requisite documents with the depositories,
- (vi) to resolve and settle any questions and difficulties that may arise in the preferential offer,
- (vii) issue and allotment of the Equity Shares, and
- (viii) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members of the Company, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect and/ or to implement this resolution, and that all actions taken or to be taken by the Board or Committee duly constituted for this purpose in connection with any matter(s) referred to and / or contemplated in the foregoing resolution(s) be and are hereby approved, ratified and confirmed in all respects.”

2. ISSUE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS

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



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“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c), and other applicable provisions, if any, of the Companies Act, 2013 (“Companies Act”), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable Rules, if any, made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], in terms the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as amended (SEBI Takeover Regulations), Foreign Exchange Management Act, 1999 and rules made thereunder, each as amended (“FEMA”), and in accordance with the provisions of Memorandum and Articles of Association, as altered from time to time (“MoA” and “AoA”), and the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India (“GOI”), Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”) and Stock Exchanges where the Equity Shares of the Company are listed i.e., BSE Limited (“BSE”) and the National Stock Exchange of India Limited (“NSE”), collectively referred to as (“Stock Exchanges”) and other competent authorities including relevant and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities, as applicable, subject to the approvals of members and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as “Board”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the members/ shareholders of the Company be and is hereby accorded to create, offer, issue, and allot from time to time, in one or more tranches, up to 77,946 (Seventy-Seven Thousand Nine Hundred Forty Six) 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/- each 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) to the below mentioned promoter category (“Proposed Allottees”) for cash and in such form and manner

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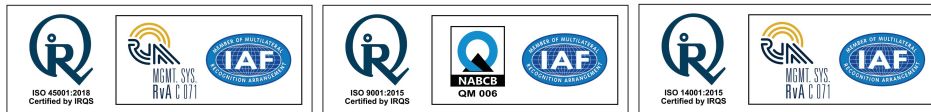
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and in accordance with the provisions of SEBI (ICDR) Regulations and SEBI Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit :

Sr. No	Name of the Proposed Allottees	Category	Nos of warrants to be issued	Investment Amount (in Rupees)
1.	Sujay Kewalramani	Promoter	77,946	14,80,97,400/-

“RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations the “Relevant Date” for the purpose of calculating the floor price for the issue of Warrants be and is hereby fixed as Tuesday, September 09, 2025, being the date 30 days prior to the date of the Extraordinary General Meeting i.e., Thursday, October 09, 2025.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to the following terms and conditions:

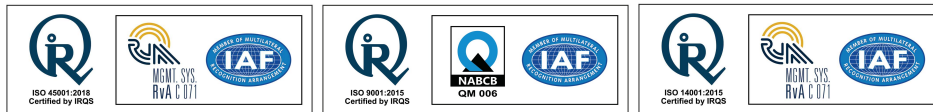
- The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each to the Warrant holders;
- An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the Warrant(s);
- Warrants shall be allotted within a period of 15 days from the later of (i) the date of the members resolution approving the allotment of Warrants or (ii) receipt of the last approval/ permission required for such allotment from any regulatory authority;
- In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants,



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- the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company
- (e) The price determined above and the number of Equity Shares to be allotted in the exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;
 - (f) Apart from the said right of adjustment mentioned in (e) above, the Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of members of the Company;
 - (g) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the SEBI Listing Regulations and all other applicable laws, rules and regulations;
 - (h) The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including dividend, with the existing Equity Shares of the Company; and
 - (i) The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI (ICDR) Regulations from time to time.

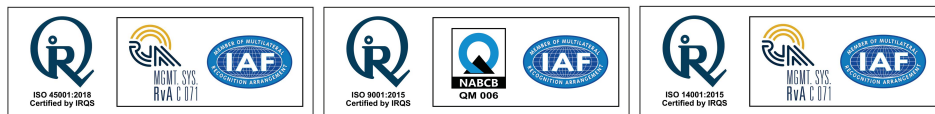
“RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law and consent of the Members of the Company, the approval of the Board be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottees through Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Companies Act and the SEBI ICDR Regulations containing the terms and conditions (**“Offer Document”**) after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the stock exchanges i.e., BSE & NSE and within the timelines prescribed under the applicable laws”



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“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolution, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/ clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further pursuant to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to Stock Exchanges for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies (ROC), National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the proposed allottees, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to Board of Directors or any Director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to this resolution, and that all actions taken or to be taken by the Board or Committee duly constituted for this purpose in connection with any matter(s) referred to and / or contemplated in the foregoing resolution(s) be and are hereby approved, ratified and confirmed in all respects.”



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By the Order of the Board of Directors
For **KNOWLEDGE MARINE & ENGINEERING WORKS LIMITED**

Sd/-

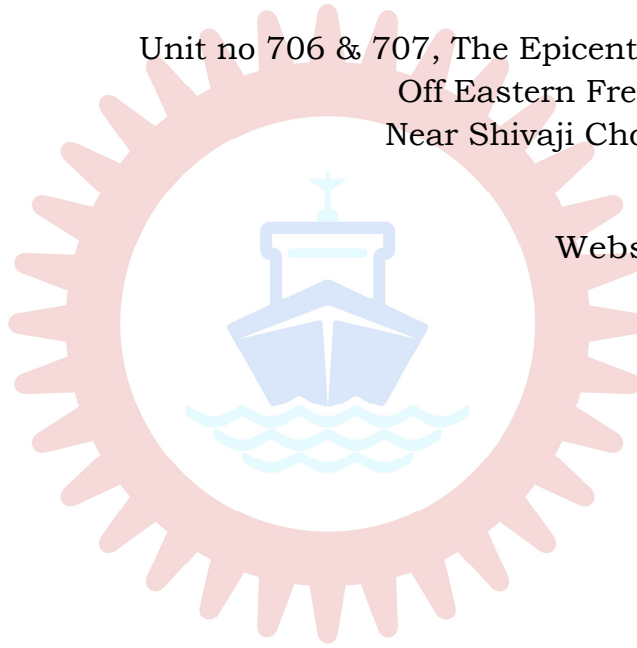
Avdhoot Kotwal
Company Secretary & Compliance Officer

Place: Mumbai
Date: September 17, 2025

Registered Office:

Unit no 706 & 707, The Epicentre, W. T. Patil Marg,
Off Eastern Freeway, BEST Colony,
Near Shivaji Chowk, Chembur East,
Mumbai – 400 071

Website: www.kmew.in

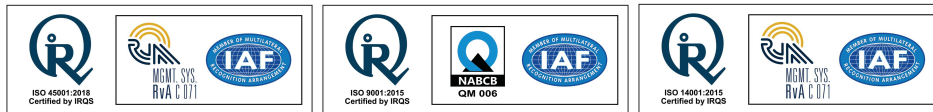




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NOTES:

- (a) The Explanatory Statement relating to special business as mentioned in the Notice pursuant to provisions of Section 102 (1) of the Companies Act, 2013 (the Act) is annexed hereto.
- (b) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy so appointed need not be a member of the Company. The instrument appointing proxy should, however, be deposited at the registered office of the Company at least 48 hours before the commencement of the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/ authority, as applicable. A copy ' proxy form is enclosed herewith.
- (c) Corporate members intending to appoint authorized representative(s) to attend and vote on their behalf at the EGM are requested to submit to the Company a certified true copy of the resolution of the Board of Directors or other governing body of the body corporate authorising their representative(s) to attend and vote by e-mail to listing@kmew.in before the commencement of the EGM.
- (d) In case of joint holders attending this EGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
- (e) Shareholders who would like to express their views/ ask questions during the EGM may register themselves by sending their request, mentioning their name, demat account number/folio number, e-mail id and mobile number, at listing@kmew.in latest by October 08, 2025.
- (f) All the members are requested to register/ update their e-mail addresses with the relevant Depository Participants.

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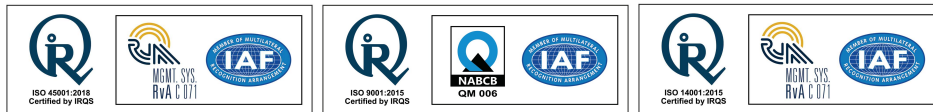
Listed on BSE & NSE exchange (KMEW | 543273 | INE0CJD01011)



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- (g) Relevant documents referred to in the Notice, Register of Directors / Key Managerial Personnel (KMP) and their shareholding maintained under Section 170 of the Companies Act 2013 and Register of Contracts maintained under Section 189 of the Companies Act 2013 and other relevant registers are available for inspection by the members at the Registered Office of the Company during normal business hours on working days up to the date of the Extra General Meeting.
- (h) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and as per MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM of the Company. For this purpose, the Company has appointed Central Depository Services (India) Limited ("CDSL") for facilitating voting through electronic means, as the authorised e-voting agency.
- (i) This notice is being sent to the shareholders whose name appears in the Register of Members as on September 12, 2025.
- (j) Institutional shareholders/Corporate Members (i.e. other than individuals, HUF, NRI, etc.) are requested to send a scanned copy (PDF/JPG Format) of the their respective 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, with a copy marked to compliance@kmew.in or visit at <https://instavote.linkintime.co.in>.

Alternatively, Institutional shareholders/ Corporate members (i.e. other than individuals, HUFs, NRIs, etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter, etc. by clicking on "Upload Board Resolution/Authority Letter", etc. displayed under "e-voting" tab in their login.

- (k) 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. MUFG Intime India Private Limited (*Previously 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

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 - 35398686 E-mail: info@kmew.in, Website: www.kmew.in

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Bank Accounts etc., should be furnished to their respective Depository Participants.

- (l) 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 EOGM.
- (m) Members/proxies should bring the attendance slip duly filled in for attending the meeting. Attendance Slip is annexed to this Notice.
- (n) Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendees at the meeting
- (o) Electronic copy of the Notice of Extra Ordinary General Meeting (“EGM”) is uploaded on the Company’s website www.kmew.in and is being sent to all the Members whose email IDs are registered with the Company/RTA for communication purposes, unless any Member has requested for a physical copy of the same. Members are requested to support Green initiative by registering/ updating their email addresses with the Company/RTA of the Company. For Members who have not registered their email address, physical copies of this Notice of EGM are being sent through permitted mode. For any communication, the Members may also send requests to the Company’s email ID: compliance@kmew.in.
- (p) As per the requirements of SS-2, a route map showing directions to reach the venue of the Meeting is given at the end of this Notice.

(q) Registrar and Transfer Agent:

The Registrar and Transfer Agent of the Company is M/s. MUFG Intime India Private Limited. Consequent to the acquisition of Link Group by Mitsubishi UFJ Trust & Banking Corporation, Link Intime India Private Limited is known as MUFG Intime India Private Limited. The change of name is effective December 31, 2024.



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- (r) Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 read with SEBI Master Circular No. SEBI/ HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, as applicable has mandated the listed companies to issue securities in demat form only, while processing service requests viz. Issue of duplicate securities certificate, claim from Unclaimed Suspense Account, Renewal/ Exchange of securities certificate, Endorsement, Sub-division/Splitting of securities certificate, Consolidation of securities certificates/ folios, Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4. It may be noted that any service request can be processed only after the folio is KYC compliant.
- (s) Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/ mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc., to their DPs in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, in prescribed Form ISR-1 and other forms, quoting their folio number and enclosing the self-attested supporting document(s). Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market
- (t) To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
- (u) Non-Resident Indian Members are requested to inform the Company's RTA immediately of:
- (a) Change in their residential status on return to India for permanent settlement.
 - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

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- (v) **SEBI HAS MANDATED SUBMISSION OF PAN BY EVERY PARTICIPANT IN THE SECURITIES MARKET. MEMBERS HOLDING SHARES IN ELECTRONIC FORM ARE, THEREFORE, REQUESTED TO SUBMIT THEIR PAN DETAILS TO THEIR DEPOSITORY PARTICIPANTS. MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO SUBMIT THEIR PAN DETAILS TO THE COMPANY'S RTA.**
- (w) Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios together with the share certificates alongwith the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
- (x) As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in ISR-3 or SH-14 as the case may be. The said forms can be downloaded from and website of the Registrar and Transfer Agent ('RTA') at <https://liiplweb.linkintime.co.in/client-downloads.html>. Members are requested to submit the said details to their DPs in case the shares are held by them in dematerialized form and to the Company's RTA in case the shares are held by them in physical form, quoting their folio number.
- (y) SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>.
- (z) **Voting through electronic means**

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Phone: 022 - 35398686 E-mail: info@kmew.in, Website: www.kmew.in

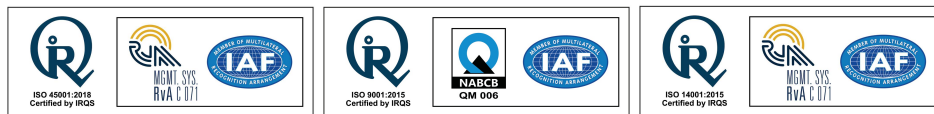
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- In terms of the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and Regulation 44 of the Listing Regulations and the MCA Circulars, the Company is pleased to provide the facility of 'remote e-voting' to its Shareholders, to enable them to cast their votes on the resolutions proposed to be passed at the EOGM, by electronic means. The instructions for e-voting are given hereinbelow. The Company has engaged the services of MUFG Intime India Private Limited (*Previously 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 EOGM) ("e-voting") as well as ballot voting during the proceeding of the EOGM.
- The remote e-voting period commences **on Monday, October 06, 2025 (09.00 A.M. IST)** and ends on **Wednesday, October 08, 2025 (05.00 PM)**. During this period, Members holding shares either in physical form or in dematerialized form, as on **Friday, October 03, 2025** may cast their vote electronically. The remote e-voting module shall be disabled by MUFG Intime India Private Limited for voting thereafter. Those Members, who will be present in the EOGM shall have facility and who 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 ballot system during the EOGM.
- The Members opt for only one mode of remote e-Voting i.e., either prior to the EOGM or ballot voting during the EOGM. The Members present at the Meeting who have not already cast their vote by remote e-Voting prior to the Meeting shall be able to exercise their right to cast their vote by ballot form during the Meeting. The Members who have cast their vote by remote e-Voting prior to the EOGM are eligible to attend the Meeting but shall not be entitled to cast their vote again.
- 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 enotices@in.mpms.muvg.com However, if he/she is already registered with MIPL for remote e-voting, then he/she can use his/her existing user ID and password for casting the vote.
- The Board of Directors has appointed Ms. Preeti Singhania, proprietor of M/s. P Singhania & Associates, a Chartered Accountant in whole time practice, having Membership No. FCA 159249 and Certificate of Practice No.



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159249, as Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner

- The Scrutinizer shall after the conclusion of voting at the Meeting, will first count the votes casted during the Extra-Ordinary General 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 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.

- d. 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 exchange, MIPL and will also be displayed on the Company's website.

(aa) REMOTE EVOTING INSTRUCTIONS:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".
- b) Click on "Beneficial Owner" icon under "IDeAS Login Section".

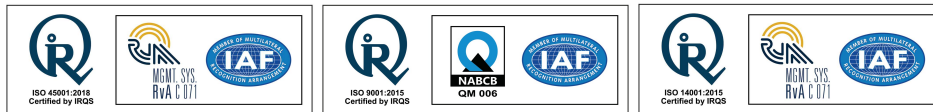
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- c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on “Access to e-Voting” under e-Voting services.
- d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
- c) Enter the last 4 digits of your bank account / generate ‘OTP’
- d) Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



METHOD 2 - NSDL e-voting website

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 3 - NSDL OTP based login

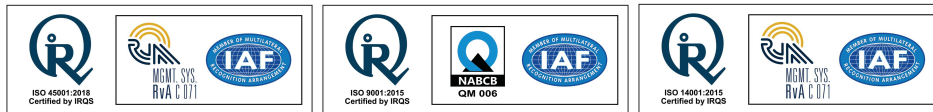
- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.



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- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders registered with CDSL Easi/ Easiest facility

METHOD 1 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com & click on New System Myeasi Tab.
- b) Enter existing username, Password & click on “Login”.
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

METHOD 2 - CDSL e-voting page

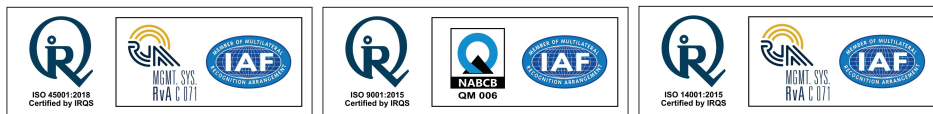
- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.



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- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) Post successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP to InstaVote

Shareholders registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “**Login**” under ‘SHARE HOLDER’ tab.
- b) Enter details as under:



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1. User ID: Enter User ID
2. Password: Enter existing Password
3. Enter Image Verification (CAPTCHA) Code
4. Click "Submit".

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

Shareholders not registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on "Sign Up" under 'SHARE HOLDER' tab & register with details as under:

1. User ID: Enter User ID
2. 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.
3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - Shareholders holding shares in **NSDL form**, shall provide 'point 4' above
 - Shareholders holding shares in **physical form** but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above
5. 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).
6. Enter Image Verification (CAPTCHA) Code.
7. Click "Submit" (You have now registered on InstaVote).

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

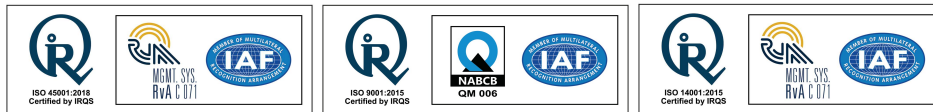
Post successful registration, click on "Login" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).



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STEP 2: Steps to cast vote for Resolutions through InstaVote

- Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.
- Select ‘View’ icon. E-voting page will appear.
- 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).
- 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.

NOTE: Shareholders may click on “Vote as per Proxy Advisor’s Recommendation” option and view proxy advisor recommendations for each resolution before casting vote. “Vote as per Proxy Advisor’s Recommendation” option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”)

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- Visit URL: <https://instavote.linkintime.co.in>
- Click on “Sign Up” under “Custodian / Corporate Body/ Mutual Fund”
- Fill up your entity details and submit the form.
- A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

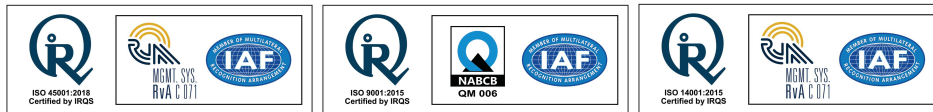
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- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on “Investor Mapping” tab under the Menu Section
- C. Map the Investor with the following details:
 - 1) ‘Investor ID’ – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - 2) ‘Investor’s Name - Enter Investor’s Name as updated with DP.
 - 3) ‘Investor PAN’ - Enter your 10-digit PAN.
 - 4) ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

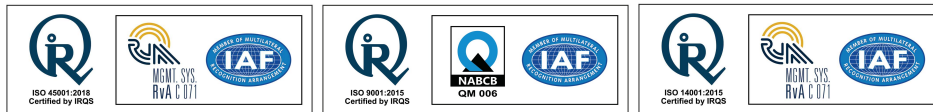
- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Votes Entry” tab under the Menu section.
- c) Enter the “Event No.” for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “16-digit Demat Account No.”.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details,



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click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.

- f) 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.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see "Notification for e-voting".
- c) Select "View" icon for "Company's Name / Event number".
- d) E-voting page will appear.
- e) Download sample vote file from "Download Sample Vote File" tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
- g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.
- (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 - 4918 6000.

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.



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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 request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “**Login**” under ‘SHARE HOLDER’ tab.
- Click “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “**forgot password?**”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a 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 information about the particulars of the Security Question and

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Near Shivaji Chowk, Chembur East, Mumbai - 400 071

Phone: 022 - 35398686 E-mail: info@kmew.in, Website: www.kmew.in

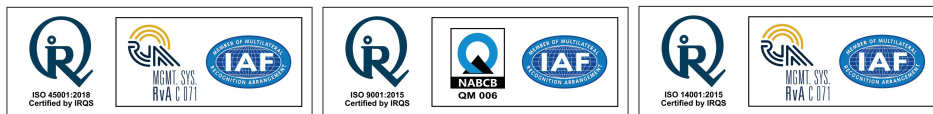
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Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

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

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

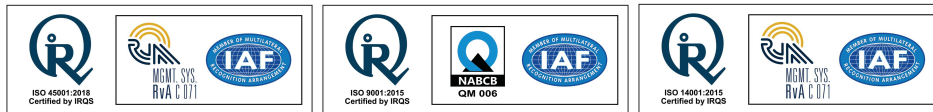
- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting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



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EXPLANATORY STATEMENT TO ANNEXED TO NOTICE OF EXTRAORDINARY GENERAL MEETING PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 OF KNOWLEDGE MARINE & ENGINEERING WORKS LIMITED IN RESPECT OF THE SPECIAL BUSINESSES MENTIONED IN THE NOTICE OF THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON THURSDAY, OCTOBER 09, 2025 AT 01:00 P.M

For Item No. 1 & 2

The Board of Directors of the Company (“the Board”) at its Meeting held on Wednesday, September 17, 2025, subject to necessary approval(s), has approved the proposal for raising of funds in the following manner:

- (a) Issue of 14,21,054 (Fourteen Lakhs Twenty-One Thousand and Fifty-Four) Equity Shares of face value Rs. 10/- (Rupees Ten Only) each (“Equity Shares”) for cash at a price of Rs. 1,900/- (including a premium of Rs. 1,890/- per share) for an aggregate amount of Rs. **2,70,00,02,600/-** (Rupees Two Hundred Seventy Crores Two Thousand Six Hundred only) to Non-Promoter categories and
- (b) Issue of 77,946 (Seventy-Seven Thousand Nine Hundred and Forty Six) convertible warrants (“Warrants”) at a price of Rs. 1,900/- per Warrant with a right to the Warrant holders 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. 1,890/- per share for each Warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, for an amount of Rs. 14,80,97,400/- (Rupees Fourteen Crores Eighty Lakhs Ninety-Seven Thousand Four Hundred only) to Promoter Category.

The Proposed Allottees have also confirmed their eligibility in terms of Regulation 159 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”), to subscribe to the Equity Shares and Warrants to be issued pursuant to the Preferential Issue.

Necessary information/ details in respect of the proposed Preferential Allotment of Equity Shares in terms of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 14(1) of the Companies (Prospectus and Allotment of

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Near Shivaji Chowk, Chembur East, Mumbai - 400 071

Phone: 022 - 35398686 E-mail: info@kmew.in, Website: www.kmew.in

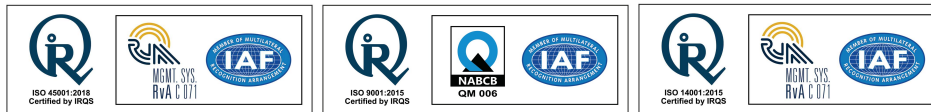
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Securities) Rules, 2014, as amended and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI (ICDR) Regulations”) are as under:

1. Particulars of the offer including date of passing of Board resolution, kind of Securities offered, maximum number of securities to be issued and the Issue Price:

The Board of Directors of the Company at its Meeting held on Wednesday, September 17, 2025, had, subject to the approval of the Members of the Company (“Members”) and such other approvals as may be required, approved the issue of the following:

- a. Issue of Equity shares having face value of Rs. 10/- (Rupees Ten Only) on a preferential basis, for cash consideration, in the following manner:

Sr . No	Name of the Proposed Allottees	Category	Nos of shares to be issued	Investment Amount (in Rupees)
1.	Infinity Direct Holdings	Non – Promoter	4,64,210	88,19,99,000/-
2.	Infinity Direct Capital	Non – Promoter	5,46,316	1,03,80,00,400/-
3.	Infinity Partners II – Direct	Non – Promoter	2,52,632	48,00,00,800/-
4.	Vimana Capital Management LLP	Non – Promoter	52,632	10,00,00,800/-
5.	Ashish Kacholia	Non – Promoter	52,632	10,00,00,800/-
6.	Suryashakti Management Services Private Limited	Non – Promoter	52,632	10,00,00,800/-
Total			14,21,054	2,70,00,02,600/-

- b. Issue of convertible Warrants on a preferential basis, for cash consideration, in the following manner:

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Sr. No	Name of the Proposed Allottees	Category	Nos of warrants to be issued	Investment Amount (in Rupees)
1	Sujay Kewalramani	Promoter	77,946	14,80,97,400/-

- The amount paid against Warrants shall be adjusted/ set-off against the issue price for the resultant Equity Shares. The terms and conditions of the Preferential Allotment of the Equity Shares and Warrants are as stated in the Resolution.
- Each Warrant shall be convertible into 1 (one) Equity Share of the Company;
- An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of allotment of warrants and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the right of conversion of Warrant(s) into equity shares of the Company.

2. Objects of the Preferential Allotment:

The Company intends to utilize the proceeds raised through the Preferential Issue ("Issue Proceeds") towards:

Particulars	Total estimated amount to be utilised for each of the Objects* (Rs. In Crore)	Tentative timeline for utilization from the date of receipt of funds	Mode in which funds will be kept until fully utilized
Working Capital requirements for Ship building contracts	30.81	Within 3 Years	Till such time the issue proceeds are fully utilized, the issue proceeds will be kept either in the Corporate Bank Account(s) of the

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and Operating expenses			Company, or it shall be parked in the form of Fixed Deposit(s)/Investment in Mutual Funds
Capital Expenditure for purchase of vessels/ships and construction of new vessels/ships	183.00	Within 3 Years	
General Corporate Purposes*	71.00	Within 3 Years	

**Considering 100% subscription under Issue and conversion of 100% Warrants into Equity Shares within the stipulated time.*

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213- 47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. The Company may have to revise the funding requirements and deployment on account of a variety of factors such as our financial and market condition, business and strategy, competition, and other external factors such as changes in the business environment and interest, which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of the Board, subject to compliance with applicable laws.

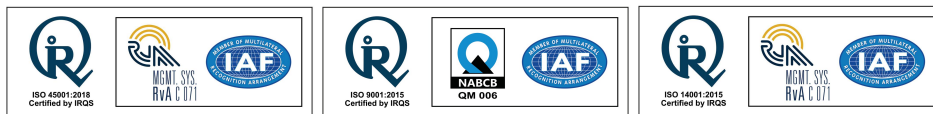
Subject to compliance with applicable laws and approval from the Board of the Directors of the Company, in case of any variations in the actual utilization of



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funds earmarked for the purposes set forth above, increased fund requirements purpose may be financed from internal accruals, additional equity and/or debt arrangements or by surplus funds available in respect of the other purposes for which funds are being raised in the Issue (except towards general corporate purposes).

3. Relevant Date:

In terms of the provisions of Chapter V of the SEBI (ICDR) Regulations relevant date for determining the floor price for the Preferential Allotment of the Equity Shares is Tuesday, September 09, 2025, being the date 30 days prior to the date of this Extraordinary General Meeting i.e., Thursday, October 09, 2025.

4. Basis on which the price has been arrived at and justification for the price (including premium), if any:

The shares of the Company are frequently tradable on BSE Limited and National Stock Exchange of India Limited (NSE) in accordance with the SEBI (ICDR) Regulations. For the purpose of computation of the price for each Equity Share, trading volumes at NSE for the period set out below has been accordingly considered. The pricing for the shares on preferential allotment is calculated as per Regulation 164 (1) read with Regulation 166A (1) of SEBI (ICDR) Regulations which is higher of or B as detailed below:

A. The price which is higher of the following, as per Regulation 164(1):

- 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date - Rs. 1,706.15 per share; or
- 10 trading days volume weighted average prices of the related equity shares quoted on the recognised stock exchange preceding the relevant date – Rs. 1,861.13 per share.

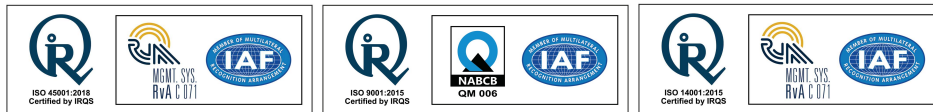
B. The price determined by an Independent Registered Valuer, as per Regulation 166A



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Fair Value determined by CA Bhavesh Mansukhbhai Rathod, Independent Registered Valuer (IBBI Reg. No.: IBBI/RV/06/2019/10708) vide the valuation report dated September 17, 2025 is Rs. 1,861.13/- per Share. In terms of the applicable provisions of the SEBI (ICDR) Regulations, the floor price shall be Rs. 1,861.13/- (Rupees One Thousand Eight Hundred and Sixty-One only), being higher of the above A or B.

The pricing of the Equity Shares to be allotted on preferential basis is Rs. 1,900/- (Rupees One Thousand Nine Hundred only) per Equity Share and the pricing of the Warrants convertible into equivalent number of Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each is Rs. 1,900/- (Rupees One Thousand Nine Hundred only) per Convertible Warrant which is not lower than the floor price determined in accordance with the applicable provisions of SEBI (ICDR) Regulations.

Adjustments for Warrants: The price determined above and the number of Equity Shares to be allotted on exercise of the right of conversion of Warrant shall be subject to appropriate adjustments, as permitted under applicable rules, regulations and laws as applicable from time to time.

5. Undertaking to recompute price:

The Company shall re-compute the price of the Equity Shares or Warrants, as the case may be, where it is required to do so, including pursuant to Regulation 166A of the SEBI ICDR Regulations, if required.

6. Undertaking to put under lock-in till the recomputed price is paid:

If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the above Equity Shares/Warrants, as the case may be, shall continue to be locked - in till the time such amount is paid by the allottees.

7. Monitoring Agency

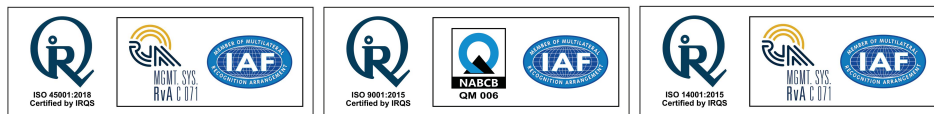
Pursuant to Regulation 162A of the SEBI (ICDR) Regulations, since the proceeds from the Preferential Issue exceed Rs.100 Crores (Rupees One



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Hundred Crores only), the Company is required to appoint a SEBI registered external credit rating agency to act as the Monitoring Agency.

Accordingly, the Board of Directors of the Company, at its meeting held on Wednesday, September 17, 2025, approved the appointment of CARE Ratings Limited, a SEBI-registered external credit rating agency with SEBI Reg. No. IN/CRA/004/1999, as the Monitoring Agency to monitor the utilization of proceeds from the Preferential Issue in compliance with the requirements prescribed under Regulation 162A of the SEBI (ICDR) Regulations.

The Monitoring Agency shall submit its report to the Company in the format specified in Schedule XI of the SEBI ICDR Regulations on a quarterly basis, till 100% (One Hundred Percent) of the Issue Proceeds have been utilized. The Board /Audit Committee and the management of the Company shall provide their comments on the findings of the Monitoring Agency in the format as specified in Schedule XI of the SEBI ICDR Regulations. The Company shall, within 45 (forty five) days from the end of each quarter, upload the report of the Monitoring Agency on its website and also submit the same to the stock exchanges.

8. Valuation Report:

Since the allotment to one or more proposed allottees, acting in concert exceeds 5% of post issue fully diluted share capital, CA Bhavesh Mansukhbhai Rathod, an Independent Registered Valuer with IBBI Reg No. IBBI/RV/06/2019/10708 was appointed under Regulation 166A(1) of SEBI (ICDR) Regulations. The Valuation report dated September 17, 2025, has been obtained from him. The report is accessible on the website of the Company, i.e. www.kmew.com.

9. Amount which the Company intends to raise by way of such securities:

Rs. 2,84,81,00,000/- (Rupees Two Hundred and Eighty-Four Crores Eighty One Lakhs only).

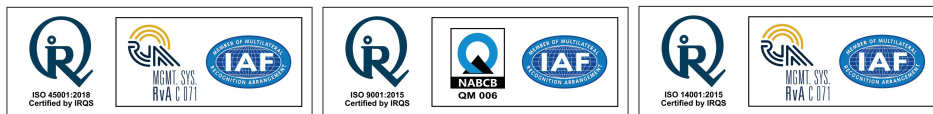
10. Intent of the Promoters, Directors, Key Managerial Personnel or Senior management of the Company to subscribe to the Preferential Allotment:



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The promoters of the Company have expressed their intent to participate in the proposed preferential issue as a reflection of their ongoing commitment and confidence in the Company's growth prospects.

Their participation is also aligned with the Company's objective of raising funds to support its strategic initiatives. Specifically, Mr. Sujay Kewalramani, who belongs to Promoter Group and Chief Executive Officer of the Company, has conveyed his intention to subscribe to the proposed preferential allotment up to 77,946 convertible warrants. Apart from Mr. Sujay Kewalramani, none of the other Promoters, Directors, Key Managerial Personnel or Senior management of the Company have indicated any intention to apply for or subscribe to the proposed preferential issue

11. Time frame within which the Preferential Allotment shall be completed:

As required under the SEBI (ICDR) Regulations, the Equity Shares and Warrants shall be allotted by the Company within a period of 15 days from the date of passing of this Resolution provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions. Upon exercise of the option by the proposed allottees to convert the convertible securities within the tenure specified, the allotment of equity shares pursuant to exercise of the convertible securities shall be completed within 15 days from the date of such exercise by the proposed allottees.

12. Name of the proposed allottees, class and percentage of post Preferential Issue capital that may be held by them:

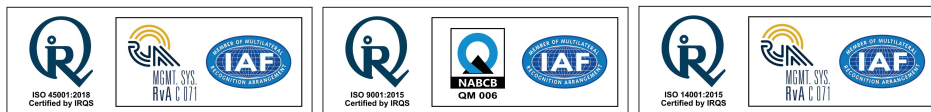
Name of the Proposed Allottees	Class	Pre-Issue Holding		Post-Issue Holding on fully diluted basis	
		No. of shares	% of Share holding	No. of shares	% of Share holding



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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	Equity	7,925	0.06%	85,871*	0.70%

* Considering conversion of 100% Warrants into Equity Shares within the stipulated time.

13. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

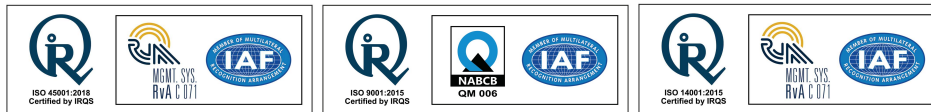
The proposed allottees comprise Individuals, Foreign Companies, Private Limited Companies and LLPs from both the promoter group and the non-promoter category. The proposed allotment, if approved, will not lead to any change in the control or management of the Company. The detailed pre- and post-issue shareholding pattern, along with the categorization of allottees, has been provided separately in the explanatory statement to this notice.



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14. Shareholding pattern of the Company before and after the Preferential Allotment:

The shareholding pattern of the Company giving the position as on the latest available BENPOS dated Friday, September 12, 2025, being the latest practicable date prior to the approval of Board of Directors of the Company and issuance of notice to the Members of the Company and after assuming conversion of all Warrants into Equity Shares is provided as Annexure "A" to the Notice.

15. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them:

Name of the Proposed Allottees	Class	Pre-Issue Holding		Post-Issue Holding*		Identity of Natural Persons who are the Ultimate Beneficial Owners
		No. of shares	% of Share holding	No. of shares	% of Share holding	
Infinity Direct Holdings	Equity	-	-	4,64,210	3.77%	James Ferguson Paton, Gautam Godhwani, Mohinder Dyal
Infinity Direct Capital	Equity	-	-	5,46,316	4.44%	James Ferguson Paton, Gautam Godhwani, Mohinder Dyal
Infinity Partners II - Direct	Equity	-	-	2,52,632	2.05%	James Ferguson Paton, Gautam Godhwani, Mohinder Dyal

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Ashish Kacholia	Equity	3,00,000	2.78%	3,52,632	2.89%	NA
Vimana Capital Management LLP	Equity	91,300	0.85%	1,43,932	1.18%	Vijay Karnani & Gita Karnani
Suryashakti Management Services Private Limited	Equity	-	-	52,632	0.43%	Neepa Shah, Navin Shah Family Private Trust, Evoke Management Services LLP
Sujay Kewalramani	Equity	7,925	0.06%	85,871	0.70%	NA

16. Change in Control or Management, if any, that would occur in the Company consequent to the Preferential Issue:

There shall be no change in management or control of the Company pursuant to the aforesaid issue of Equity Shares (including those arising from exercise of the right of conversion of Warrants) and the issue of the Warrants. However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment.

17. Justification for offer being made for consideration other than cash together with the valuation report of the Registered Valuer: Not Applicable

18. Principal terms of assets charged as securities: Not Applicable

19. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

The Company has not made any preferential allotment during the current financial year FY 2025-26.



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20. Lock-in Period:

The Equity Shares and the Warrants to be allotted and the resultant equity shares to be issued and allotted upon exercise of right attached to the Warrants as above shall be subject to a lock-in for such period as per the provisions of Chapter V of the SEBI (ICDR) Regulations.

21. Practicing Company Secretary's Certificate:

The certificate from M/s. Amit Dharmani & Associates, Practicing Company Secretary, having its office at Indore, certifying that the Preferential Allotment is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations shall be available for inspection by the Members at the EGM and is also available on the website of the Company on www.kmew.in till the date of the EGM.

22. Material terms of the proposed Preferential Issue of the Equity Shares:

The material terms of the proposed preferential issue of the Equity Shares are stipulated in the special as set out at Item No. 1 of this Notice.

23. Material terms of the proposed Preferential Issue of the Warrants:

The material terms for the Preferential Issue of Warrants to the Proposed Allottees is set out below:

a) Tenure:

The Warrants shall be convertible into equity shares within a period of 18 (Eighteen) months from the date of allotment of the Warrants.

b) Conversion and other related matters:

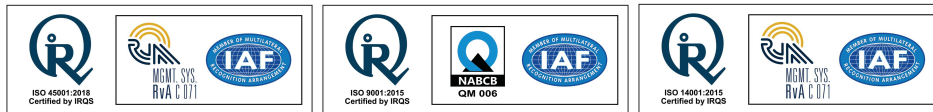
(i) The Warrant holders shall, subject to the SEBI ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face



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value of Rs. 10/- (Rupees Ten) each to the Warrant holders i.e. each Warrant will entitle the holder to subscribe to one Equity Share of the Company.

(ii) An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the Warrant(s).

(iii) In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.

(iv) The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.

(v) Apart from the said right of adjustment mentioned in (iv) above, the Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of shareholder(s) of the Company.

24. Other disclosures:

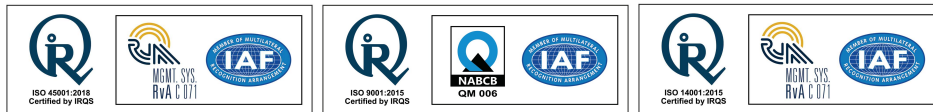
- (a) Neither the Company nor its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Directors or Promoters is a fugitive economic offender as defined under the SEBI (ICDR) Regulations;
- (b) The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI (ICDR) Regulations;
 - The equity shares shall be allotted in dematerialized form to the proposed allottee;
 - The Company has no outstanding dues to SEBI, the stock exchanges or the depositories;
 - As the Equity Shares have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI (ICDR) Regulations governing re-computation of the price of shares shall not be applicable;
 - The proposed allottees have not sold or transferred any Equity Shares of the Company during the 90 trading days preceding the relevant date;



KNOWLEDGE MARINE & ENGINEERING WORKS LIMITED

Ship Builders, Repairers, Charterers and Marine Contractors

CIN: L74120MH2015PLC269596



- The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by SEBI thereunder;
- Issue of the said Equity Shares (including those arising from exercise of Warrants) would be well within increased Authorized Share Capital of the Company.
- Since the promoters are not pledging any shares that are either subject to lock-in or already locked-in under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the provisions of Regulation 167A shall not be applicable.
- In the present case, none of the Proposed Allottees would attract SEBI SAST Regulations and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchanges.

Accordingly, the approval of the Members of the Company is hereby sought by way of special resolution for authorizing the Board of Directors of the Company to create, offer, issue and allot Equity Shares of the Company as specifically described in the resolutions set out at Item Nos. 1 and 2 of this Notice. The Board of Directors believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in the Item Nos. 1 & 2 in the accompanying notice for approval by the Members.

Apart from Mr. Sujay Kewalramani, who belongs to Promoter Group and Chief Executive Officer and his relatives, none of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise in the said resolution, except to the extent of their shareholding, if any, in the Company.

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

Avdhoot Kotwal
Company Secretary & Compliance Officer

Date: September 17, 2025



KNOWLEDGE MARINE & ENGINEERING WORKS LIMITED

Ship Builders, Repairers, Charterers and Marine Contractors

CIN: L74120MH2015PLC269596



Place: Mumbai

Regd. Address:

Unit No. 706-707, The Epicentre,
W. T. Patil Marg, Off Eastern Freeway,
BEST Colony, Near Shivaji Chowk,
Chembur East, Mumbai – 400 071



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 – 35398686 E-mail: info@kmew.in, Website: www.kmew.in

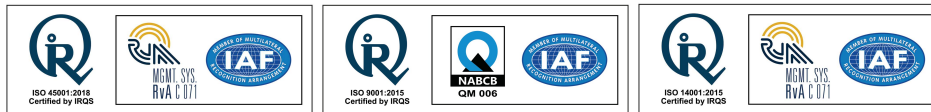
Listed on BSE & NSE exchange (KMEW | 543273 | INE0CJD01011)



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Annexure – A

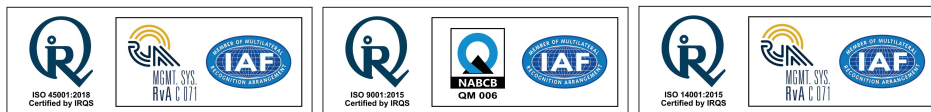
A Promoters and promoter group holding:					
Sr. No.	Category	Pre Issue		Post Issue*	
		No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
1.	Indian:				
	Individuals	65,55,235	60.69%	66,33,181	53.93%
	Bodies Corporate	-	-	-	-
	Any other specify	-	-	-	-
	Sub-Total (A1)	65,55,235	60.69%	66,33,181	53.93%
2.	Foreign Promoters	-	-	-	-
	Sub-Total (A2)	-	-	-	-
	Total Shareholding of Promoters and Promoter group (A)= (A1)+(A2)	65,55,235	60.69%	66,33,181	53.93%



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Ship Builders, Repairers, Charterers and Marine Contractors

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B Non-Promoters holding:					
Sr. No.	Category	Pre Issue		Post Issue	
		No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
a.	Private Corporate Bodies (including LLP)	9,48,363	8.78%	10,53,627	8.57%
b.	Indian Public (Individual & HUF)	29,97,826	27.76%	30,50,458	24.80%
c.	Directors and Relatives	-	-	-	-
d.	Others (Including NRIs)	2,99,576	2.77%	15,62,734	12.71%
	Sub-Total (B)	42,45,765	39.31%	15,62,734	46.07%
	Grand Total	1,08,01,000	100.00%	1,23,00,000	100.00%

Note:-

- The Pre Issue Shareholding Patterns is as on September 12, 2025.
- The post-issue shareholding is arrived after considering all the preferential allotments proposed including warrants to be made under this notice and on fully diluted basis.
- The post issue shareholding pattern in the above table has been prepared on the basis that the proposed allottee(s) will subscribe to all the Equity Shares which they intent to do so. In the event for any reason, the proposed allottee(s) do not or are unable to subscribe to and/or are not allotted the Equity Shares either in part or full, the shareholding pattern in the above table would undergo corresponding changes.
- It is further assumed that shareholding of the Company in all other categories will remain unchanged.



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- v) *The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of equity shares of the Company.*





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ATTENDANCE SLIP

**Extra Ordinary General Meeting to be held on
Thursday, October 09, 2025 at 01.00 p.m.**

Regd. Folio No. _____
(Shareholder's Name in BLOCK Letters)

Regd. Folio No./DP ID / Client ID
Name & Address of First/Sole Shareholder

No. of Shares held
Name of the Joint Holder, if any

I hereby record my presence at the Extra-Ordinary General Meeting of the Company held on Thursday, October 09, 2025 at 01.00 p.m.

If signed by Proxy, name should be _____ Member's/ Proxy's
Signature
Written here in Block Letters

Notes:

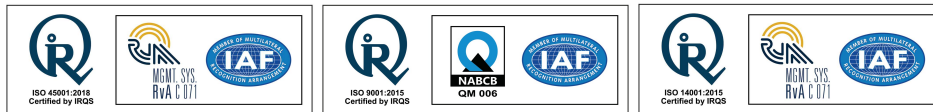
- Only Member/Proxy can attend the Meeting. No minor would be allowed at the Meeting.
- Member/Proxy wish to attend the Meeting must bring this attendance slip to the Meeting and handover at the entrance duly filled in and Signed.
- In the case of joint holders, the signature of any one holder shall be sufficient, but the names of all joint holders should be stated.



KNOWLEDGE MARINE & ENGINEERING WORKS LIMITED

Ship Builders, Repairers, Charterers and Marine Contractors

CIN: L74120MH2015PLC269596



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: **L74120MH2015PLC269596**

Name of the company: **KNOWLEDGE MARINE & ENGINEERING WORKS LIMITED**

Registered office: **Unit No. 706 & 707, The Epicentre, W. T. Patil Marg, Off Eastern Freeway, BEST Colony, Near Shivaji Chowk, Chembur East, Mumbai – 400 071.**

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id/DP ID: **NIL**

I/We, being the member (s) of _____, having 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: _____, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on the October 09, 2025 at 01.00 p.m. at Unit No. 706 & 707, The Epicentre, W. T. Patil Marg, Off Eastern Freeway, BEST Colony, Near Shivaji Chowk, Chembur East, Mumbai – 400 071 and at any adjournment thereof in respect of such resolution as are indicated below:

RESOLUTION	FOR	AGAINST
Resolution No. 1: ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS		

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 – 35398686 E-mail: info@kmew.in Website: www.kmew.in

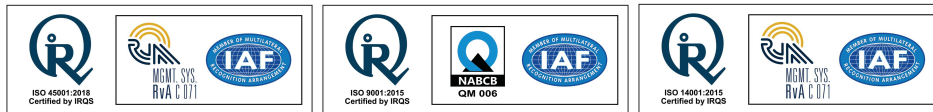
Listed on BSE & NSE exchange (KMEW | 543273 | INE0CJD01011)



KNOWLEDGE MARINE & ENGINEERING WORKS LIMITED

Ship Builders, Repairers, Charterers and Marine Contractors

CIN: L74120MH2015PLC269596



Resolution No. 2: ISSUE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS

Affix Revenue Stamp

Signed this_____ day of_____ 2025

Signature of shareholder

Signature of proxy holder(s)

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.

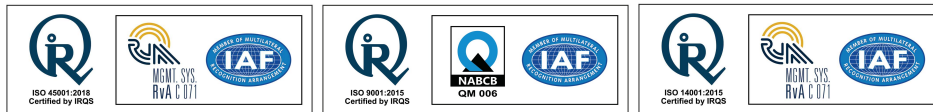




KNOWLEDGE MARINE & ENGINEERING WORKS LIMITED

Ship Builders, Repairers, Charterers and Marine Contractors

CIN: L74120MH2015PLC269596



Notes for Proxy Form

1. The Proxy, to be effective should be deposited at the Registered Office of the Company not less than **FORTY-EIGHT HOURS** before the commencement of the Meeting. Proxies may be accepted at a shorter period, being not less than twenty-four hours before the commencement of the Meeting, if the Articles so provide.
2. A Proxy need not be a member of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
4. This form of proxy confers authority to demand or join in demanding a poll.
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the Meeting.
6. Please put a tick mark (✓) in the appropriate column against the Resolutions indicated in the Box. If a member leaves the 'For' or 'Against' column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular Resolution, he/she should write "Abstain" across the boxes against the Resolution.
7. In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns 'For' or 'Against' as appropriate.
8. An instrument of Proxy duly filled, stamped and signed, is valid only for the Meeting to which it relates including any adjournment thereof.
9. An instrument of Proxy is valid only if it is properly stamped. Unstamped or inadequately stamped Proxies or Proxies upon which the stamps have not been cancelled are invalid.
10. The Proxy-holder should prove his identity at the time of attending the meeting.

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

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Ship Builders, Repairers, Charterers and Marine Contractors

CIN: L74120MH2015PLC269596



11. An authorised representative of a body corporate or of the President of India or of the Governor of a State, holding shares in a company, may appoint a Proxy under his signature.
12. A proxy form which does not state the name of the Proxy should not be considered valid.
13. If an undated Proxy, which is otherwise complete in all respects, is lodged within the prescribed time limit, it should be considered valid.
14. If a company receives multiple Proxies for the same holdings of a Member, the proxy which is dated last is considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple Proxies should be treated as invalid.
15. If a Proxy had been appointed for the original Meeting and such Meeting is adjourned, any Proxy given for the adjourned Meeting revokes the Proxy given for the original Meeting.
16. A Proxy later in date revokes any Proxy/Proxies dated prior to such Proxy.
17. A Proxy is valid until written notice of revocation has been received by the company before the commencement of the Meeting or adjourned Meeting, as the case may be. A Proxy need not be informed of the revocation of the Proxy issued by the Member. Even an undated letter of revocation of Proxy should be accepted. Unless the Articles provide otherwise, a notice of revocation should be signed by the same person who had signed the Proxy.
18. Requisitions, if any, for inspection of Proxies should be received in writing from a Member at least three days before the commencement of the Meeting.
19. Proxies should be made available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting.



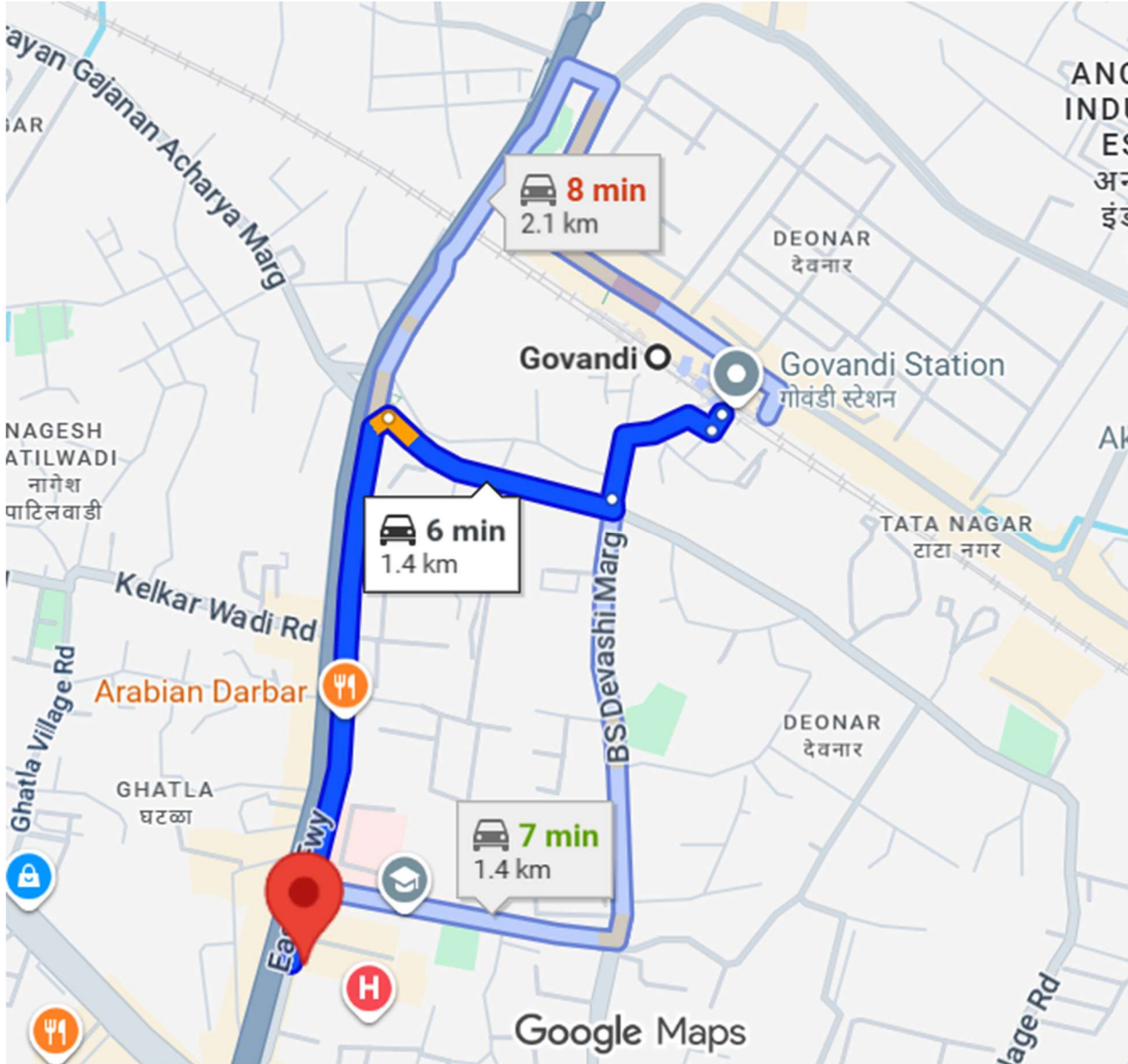
KNOWLEDGE MARINE & ENGINEERING WORKS LIMITED

Ship Builders, Repairers, Charterers and Marine Contractors

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**Route Map of venue of Extraordinary General Meeting of members of
Knowledge Marine & Engineering Works Limited**



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

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