



KNOWLEDGE MARINE & ENGINEERING WORKS LIMITED

Ship Builders, Repairers, Charterers and Marine Contractors

CIN: L74120MH2015PLC269596



Ref.: KMEW/BSE/Reg.30/2024-25/14

Date: 16th August, 2024

To,
Listing Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort Mumbai- 400001

Scrip Code	Symbol	ISIN
543273	KMEW	INEOCJDO1011

Sub: Outcome of Board Meeting held on Friday, 16th August, 2024

Dear Sir/Madam,

With reference to the captioned subject and pursuant to Regulation 30 read with Schedule III and other applicable provisions of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015, as amended (“Listing Regulations”), we hereby inform you that the Board of Directors of the Company (“Board”) at their meeting held on Friday, 16th August, 2024 at the Registered Office of the Knowledge Marine & Engineering Works Limited (the “Company”) situated at Office No. 402, Sai Samarth Business Park, Deonar Village Road, Govandi (East), Mumbai – 400 088, inter-alia has considered and approved following transaction:

- **Re-appointment of M/s RSSA & Associates as an Internal Auditor for the FY 2024-25**

Re-appointment of M/s. RSSA & Associates, Chartered Accountants, Mumbai as an Internal Auditor of the Company for the Financial year ending 31st March, 2025;

- **Re-appointment of M/s Amit Dharmani & Associates as a Secretarial Auditor for the FY 2024-25**

Re-appointment of M/s. Amit Dharmani & Associates, Practicing Company Secretary, Mumbai as Secretarial Auditor of the Company for the Financial year ending 31st March, 2025;

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

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

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- **Approval of Draft Board's Report**

Approval of Draft Board's Report for the financial year ended 31st March, 2024;

- **Re-appointment of Mr. Saurabh Daswani as a Managing Director**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in their meeting has approved re-appointment of Mr. Saurabh Daswani (DIN: 07297445) as Managing Director of the Company, for a period of 5 years with effect from 26th February, 2025 up to 25th February, 2030 (both days inclusive), and not liable to retire by rotation, subject to the approval of the Shareholders of the Company.

- **Re-appointment of Mrs. Kanak Kewalramani as a Whole-time Director**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in their meeting has approved re-appointment of Mrs. Kanak Kewalramani (DIN: 06678703) as a Whole-time Director of the Company, for a period of 5 years with effect from 26th February, 2025 up to 25th February, 2030 (both days inclusive), and not liable to retire by rotation, subject to the approval of the Shareholders of the Company.

- **Re-appointment of Mr. Ashish Mohandas as an Independent Director for a Second term**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in their meeting has approved re-appointment of Mr. Ashish Mohandas (DIN: 08708036) as Independent Director of the Company, subject to the approval of the shareholders of the Company, for a period of 5 years with effect 02nd March 2025 to 01st March, 2030 (both days inclusive) for a second term, subject to the approval of the Shareholders of the Company.

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- **Increase in the Authorized Share Capital of the Company and subsequent alteration of the Memorandum of Association of the Company**

Subject to the approval of the shareholders of the Company, approved the increase in the Authorized Share Capital of the Company from existing Rs. 11,00,00,000/- (Rupees Eleven Crores) to Rs. 15,00,00,000/- (Rupees Fifteen Crores Only), by creation of fresh 40,00,000 (Forty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each, and consequent alteration to the Memorandum of Association of the Company.

- **Alteration of Object Clause of the Memorandum of Association of the Company**

Subject to the approval of the shareholders of the Company, the Board of Directors at its meeting approved the alteration of Object Clause III (B) [MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3(A)] of the Memorandum of Association ("MOA") of the Company more particularly specified in "Annexure – F".

- **09th Annual General Meeting for the FY 2023-24**

The draft Notice of 09th Annual General Meeting ("AGM") for the Financial Year ended 31st March, 2024 to be convened on Thursday, 19th September, 2024 through Video Conferencing ('VC')/Other Audio Visual Means ("OAVM") in compliance with applicable circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

The Annual Report for the Financial Year 2023-24 and Notice of AGM of the Company, will be sent in the due course to the shareholders.

- **Book Closures**

Pursuant to the provisions of Section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014, and Regulation 42 of the Listing Regulations, the Register of Members and Share Transfer Book of the Company will remain closed from Saturday, 14th September, 2024 to Thursday, 19th September, 2024 (both days inclusive) for the purpose of 09th Annual General Meeting of the Company.

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The details and information as required under Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, are annexed herewith respectively.

The meeting commenced at 04:00 and concluded at 05:04 P.M.

Kindly take the same on your record.

Thanking you,

Yours Faithfully,

For Knowledge Marine & Engineering Works Limited

Avdhoot Kotwal
Company Secretary & Compliance Officer



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Details required under Regulation 30 read with Schedule III of the Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CFD/ PoD1/P/CIR/2023/123 dated July 13, 2023

Annexure – A

Disclosure required in relation to Re-appointment of Secretarial Auditor & Internal Auditor:

Sr. No.	Details of events that needs to be provided	Appointment of Internal Auditor	Appointment of Secretarial Auditor
		M/s. RSSA & Associates, Chartered Accountant, Mumbai	M/s. Amit Dharmani & Associates, Practising Company Secretary, Indore
1.	Reason for change viz. appointment, re-appointment, resignation, removal, death, otherwise	Re-appointment	Re-appointment
2.	Date of Re-appointment /cessation (as applicable) & term of appointment;	Date of Re-appointment: 16 th August, 2024 Term of Re-appointment: Financial Year 2024-25	Date of Re-appointment: 16 th August, 2024 Term of Re-appointment: Financial Year 2024-25
3.	Brief Profile	Mr. Shubham Agarwal is the partner in M/s. RSSA & Associates. Mr. Agarwal has more than 14 years' experience in the field of financial and accounting services. His expertise rest in the field of Accounts, Taxation and Auditing.	Mr. Amit Dharmani (CP No.: 18179) is a Qualified Company Secretary and practicing professional with more than 5 years of professional experience. His expertise lies in matters pertaining to Corporate Laws and Compliance related to SEBI Regulations and Laws.
4.	Disclosure of Relationship	Not Applicable	Not Applicable

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Annexure – B

Disclosure required in relation to Re-appointment of Mr. Saurabh Daswani as Managing Director of the Company

Sr. No.	Details of events that needs to be provided	Information of such event(s)
1.	Reason for change viz. appointment, Re-appointment, resignation, removal, death, otherwise	On the basis of recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on today i.e., Friday, 16 th August 2024, approved the re-appointment of Mr. Saurabh Daswani (DIN: 07297445), as the Managing Director of the Company, not liable to retire by rotation, for a period of 5 (five) years with effect from 26 th February, 2025 up to 25 th February, 2030 (both days inclusive), subject to approval of the shareholders of the Company at the ensuing 09 th Annual General Meeting of the Company
2.	Date of Re- appointment / cessation (as applicable) & term of appointment;	Date of Re-appointment: 26th February, 2025 Term: 26 th February, 2025 to 25 th February, 2030 (both days inclusive)
3.	Brief Profile	Mr. Saurabh Daswani is having more than 10 years of hands-on experience in Overall Management of the Organization. He completed his graduation from Gujarat University in the field of commerce. He is also an Inter CA and Inter CS. His expertise lies in the field of Budgeting and Cost Control giving a most profitable scenario. His roll entails complete grasp over the P&L Account of the KMEW Group. His acumen includes placing strategic bids for various long-term government contracts, project financing, preparing and analyzing MIS. His judgement over capital expenditure and excellent vendor management has built strong and deep routed relationships benefits of which shall be reaped over the next decade by the Group.
4.	Disclosure of Relationship	Mr. Saurabh Daswani is not related inter-se to any other Director of the Company.

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5.	Information as required pursuant to BSE circular ref no. LIST/ COMP/ 14/ 2018-19 dated June 20, 2018	Mrs. Saurabh is not debarred from holding the office of director pursuant to any SEBI order or any other authority.
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Annexure – C

Disclosure required in relation to Re-appointment of Mrs. Kanak Kewalramani as Whole-time Director of the Company

Sr. No.	Details of events that needs to be provided	Information of such event(s)
1.	Reason for change viz. appointment, Re-appointment, resignation, removal, death, otherwise	On the basis of recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on today i.e., Friday, 16 th August 2024, approved the re-appointment of Mrs. Kanak Kewalramani (DIN: 06678703), as the Whole-time Director of the Company, not liable to retire by rotation, for a period of 5 (five) years with effect from 26 th February, 2025 up to 25 th February, 2030 (both days inclusive), subject to approval of the shareholders of the Company at the ensuing 09 th Annual General Meeting of the Company
2.	Date of Re- appointment/ cessation (as applicable) & term of appointment;	Date of Re-appointment: 26th February, 2025 Term: 26 th February, 2025 to 25 th February, 2030 (both days inclusive)
3.	Brief Profile	Mrs. Kanak Kewalramani has over 15 years of experience in the field of compliance, law, finance and taxation. She is qualified Company Secretary from the Institute of Company Secretaries of India and obtained certification in the year 2008. She completed her bachelorette from State Law College, Bhopal (M.P.). She is responsible for the entire accounts, finance, legal and compliances of the Company. Before joining the Group, she was employed with Access Healthcare Services Private Limited, Rendezvous Sports Private Limited and Sanwaria Agro Oils Limited in the compliance and finance team. She was honored by Dena Bank as a Young Women Entrepreneur on International Women’s Day 2019. She has raised capital for the group on timely basis to build an asset base of more than Rs. 100 crores over the years. She has contributed in ensuring timely repayments

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		building a strong credit history of the Group.
4.	Disclosure of Relationship	Mrs. Kanak Kewalramani is not related inter-se to any other Director of the Company.
5.	Information as required pursuant to BSE circular ref no. LIST/ COMP/ 14/ 2018-19 dated June 20, 2018	Mrs. Kanak is not debarred from holding the office of director pursuant to any SEBI order or any other authority.



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Annexure – D

Disclosure required in relation to Re-appointment of Mr. Ashish Mohandas as Independent Director of the Company for a Second Term

Sr. No.	Details of events that needs to be provided	Information of such event(s)
1.	Reason for change viz. appointment, Re-appointment, resignation, removal, death, otherwise	On the basis of recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on today i.e., Friday, 16 th August 2024, approved the re-appointment of Mr. Ashish Mohandas (DIN: 08708036), as the Non-Executive Non-Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) years with effect from 02 nd March 2025 to 01 st March, 2030 (both days inclusive), subject to approval of the shareholders of the Company at the ensuing 09 th Annual General Meeting of the Company
2.	Date of Re- appointment/ cessation (as applicable) & term of appointment;	Date of Re-appointment: 02nd March 2025 Term: 02 nd March 2025 to 01 st March, 2030 (both days inclusive)
3.	Brief Profile	Mr. Ashish Mohandas has more than 15 years of experience in the department of Marketing & sales of MNCs across various states in India. Mr. Mohandas is a Post Graduate Diploma in Marketing from Tolani Institute of Management Studies, Kutch and Bachelor of Science in Mathematics from Mahatma Gandhi University, Kottayam.
4.	Disclosure of Relationship	Mr. Ashish Mohandas is not related inter-se to any other Director of the Company.
5.	Information as required pursuant to BSE circular ref no. LIST/ COMP/ 14/ 2018-19 dated June 20, 2018	Mr. Ashish is not debarred from holding the office of director pursuant to any SEBI order or any other authority.

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Annexure – E

Disclosure required in relation to Alteration of Clause V – Capital Clause of the Memorandum of Association of the Company

Sr. No.	Details of events that needs to be provided	Information of such event(s)
1.	Amendments to Articles of association of listed entity, in brief	<p>Pursuant to the proposed increase in the authorised share capital of the Company, subject to the approval of the Shareholders of the Company, it is proposed to alter the existing Clause V of the Memorandum of Association with the following new Clause V</p> <p><i>“The Authorized Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Thirteen Crores only) divided into 1,50,00,000 (One Crores Twenty Lakhs) Equity Shares of Rs. 10 (Ten) each”.</i></p>
2.	Amendments to Articles of association of listed entity, in brief	Not Applicable

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Annexure – F

Disclosure required in relation to Alteration of Clause III (B) – Object Clause of the Memorandum of Association of the Company

Sr. No.	Details of events that needs to be provided	Information of such event(s)
1.	Amendments to Articles of association of listed entity, in brief	<p>Pursuant to amendments in the law, sub clauses of Clause III (B) of MOA requires alteration. In addition, adoption of new business practices, and changes in the political and regulatory scenarios, has also necessitated the updating of the Clause III (B) of the MOA.</p> <p>Hence it is proposed to alter <i>Clause III (B) - Matters which are necessary for furtherance of the objects specified in Clause III (A)</i>” by addition of two new sub-clauses in the <i>Clause 03(B) of the MoA</i> and re-numbering of sub-clauses of Clause 3(B) of MoA from 06 to 31 with no change in existing Clauses I, II, III (A), IV and V of the MoA:</p> <p>“30. To borrow or raise money with or without security or to receive money on deposit at interest or otherwise, in such a manner as the Company may think fit and in particular by the issue of debentures or debenture stock-perpetual or otherwise including debenture or debenture stock convertible into shares of this or any other company and in security of any such moneys to be borrowed, raised or received, to mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Company present or future, including its uncalled capital and to purchase, redeem or pay off any such securities.</p> <p>31. Subject to the provisions of the Act, the Company shall have power to borrow any sum or sums of money for the purpose of the Company on such terms and conditions and from such person or</p>

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		<i>persons, firms, bank or any financial, industrial, institutions or any government or semi-government corporation as the Company may think fit.”</i>
2.	Amendments to Articles of association of listed entity, in brief	Not Applicable

For Knowledge Marine & Engineering Works Limited

**Avdhoot Kotwal
Company Secretary & Compliance Officer**



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