



KNOWLEDGE MARINE & ENGINEERING WORKS LIMITED

Ship Builders, Repairers, Charterers and Marine Contractors

CIN: L74120MH2015PLC269596



NOTICE OF 09TH (NINETH) ANNUAL GENERAL MEETING

NOTICE is hereby given that the 09th (Nineth) Annual General Meeting (“AGM”) of the Shareholders (“Shareholders” or “Members”) of **Knowledge Marine & Engineering Works Limited** (the “Company”) will be held on Thursday, 19th September, 2024, at 04:00 P.M. IST through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) and deemed to be held at the registered office of the Company situated at Office no 402, Sai Samarth Business Park, Deonar Village Road, Govandi (East), Mumbai – 400 088 to transact the following businesses:

ORDINARY BUSINESS:

1. ADOPTION OF AUDITED FINANCIAL STATEMENTS AND REPORTS THEREON:

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

- a. To adopt and approve the audited Standalone Financial Statements of the Company for the financial year ended on 31st March, 2024, together with the Reports of the Board of Directors and Auditors thereon; and
- b. To adopt and approve the audited Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2024, together with the Report of Auditors thereon.

2. APPOINTMENT OF A DIRECTOR RETIRING BY ROTATION

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

“RESOLVED THAT pursuant to Section 152 of the Companies Act, 2013 (the “Act”) read with Companies (Appointment and Qualification of the Directors) Rules, 2014, and other applicable provisions of the Act, if any (including any statutory modifications or re-enactment thereof) and in accordance with the Articles of Association of the Company, Mr. Jagat Jiban Biswas (DIN 07311532)

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who retires by rotation and being eligible, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS

3. RE-APPOINTMENT OF MR. SAURABH DASWANI (DIN: 07297445) AS A MANAGING DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Schedule V of the Act [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended (“Rules”), in terms of applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”) and in accordance with the Articles of Association, as altered from time to time, consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Saurabh Daswani (DIN: 07297445) as the Managing Director of the Company, who has provided his consent to act as a managing director, on the remuneration of not more than Rs. 75,00,000/- (Rupees Seventy-Five Lakhs only) (inclusive of salary, perquisites, benefits, incentives and allowances) for a period of 5 years, on expiry of his present term of office, i.e., commencing from 26th February, 2025 up to 25th February, 2030 (both days inclusive), and not liable to retire by rotation, upon the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors (“the Board”), with liberty to the Board to alter and vary the terms and conditions of the said re-appointment /remuneration in such manner as deemed fit necessary.”

“RESOLVED FURTHER THAT the approval of the Members to the appointment of Mr. Saurabh Mukesh Daswani in terms of this resolution shall be deemed to be their approval in terms of Regulation 17(1D) of the Listing Regulations for his continuation as a director not liable to retire by rotation for 5 (five) years up to February 25, 2030.”

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“RESOLVED FURTHER THAT the remuneration payable to Mr. Saurabh Daswani, shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 read with Schedule V of the Act or such other limits as may be prescribed from time to time.”

“RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to Mr. Saurabh Daswani, Managing Director by way of salary, perquisites and allowances shall not exceed the maximum remuneration payable in accordance with Section II of Part II of Schedule V of the Act with liberty to the Board to decide the breakup of the remuneration from time to time in consultation with the Managing Director.”

“RESOLVED FURTHER THAT Mr. Saurabh Daswani, Managing Director be entrusted with such powers and perform such duties as may from time to time be delegated / entrusted to him subject to the supervision and control of the Board.”

“RESOLVED FURTHER THAT the Board or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient, to give effect to the aforesaid resolution.”

4. RE-APPOINTMENT OF MRS. KANAK KEWALRAMANI (DIN: 06678703) AS A WHOLE-TIME DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013, (the “Act”) read with Schedule V of the Act [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended (“Rules”), in terms of applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”), and in accordance with the Articles of Association, as altered, consent of the members of the Company be and is hereby accorded for the re-appointment of Mrs. Kanak Kewalramani (DIN: 06678703),

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who has provided her consent to act as a Whole-time Director of the Company, as the Whole-time Director of the Company for a period of 5 years, on expiry of her present term of office, i.e., commencing from 26th February, 2025 up to 25th February, 2030 (both days inclusive), on the remuneration of not more than Rs. 75,00,000/- (Rupees Seventy-Five Lakhs only) (inclusive of salary, perquisites, benefits, incentives and allowances), and not liable to retire by rotation, upon the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors (“the Board”), with liberty to the Board to alter and vary the terms and conditions of the said re-appointment /remuneration in such manner as deemed fit necessary.”

“RESOLVED FURTHER THAT the approval of the Members to the appointment of Kanak Kewalramani in terms of this resolution shall be deemed to be their approval in terms of Regulation 17(1D) of the Listing Regulations for her continuation as a director not liable to retire by rotation for 5 (five) years up to February 25, 2030.”

“RESOLVED FURTHER THAT the remuneration payable to Kanak Kewalramani, shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 read with Schedule V of the Act or such other limits as may be prescribed from time to time.”

“RESOLVED FURTHER THAT where in any financial year during the currency of her tenure, the Company has no profits or its profits are inadequate, the remuneration payable to Kanak Kewalramani, Whole-time Director by way of salary, perquisites and allowances shall not exceed the maximum remuneration payable in accordance with Section II of Part II of Schedule V of the Act with liberty to the Board to decide the breakup of the remuneration from time to time in consultation with the Whole-time Director.”

“RESOLVED FURTHER THAT Kanak Kewalramani, Whole-time Director be entrusted with such powers and perform such duties as may from time to time be delegated / entrusted to her subject to the supervision and control of the Board.”

“RESOLVED FURTHER THAT the Board or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be

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considered necessary, proper or expedient, to give effect to the aforesaid resolution.”

5. RE-APPOINTMENT OF MR. ASHISH MOHANDAS (DIN: 08708036) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Schedule IV of the Act [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Appointment and Qualifications of Directors) Rules, 2014, and other applicable rules, if any, as amended (“Rules”) and in accordance with provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”), Mr. Ashish Mohandas (DIN: 08708036), who has provided his consent to act as an Independent Director for second term, who was appointed as an Independent Director and holds office up to 01st March 2025, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, that is, from 02nd March 2025 to 01st March, 2030.

RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. INCREASE IN THE AUTHORIZED SHARE CAPITAL OF THE COMPANY

To consider and, if thought fit, to pass the following resolution, with or without modification as an **Ordinary Resolution**: -

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and 64 of the Companies Act, 2013 (the “Act”) and other applicable provisions of the Act, if any [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], read with the Companies (Incorporation) Rules, 2014 & the

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Companies (Share Capital & Debentures) Rules, 2014, and other applicable rules, if any, as amended (“Rules”), in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulation”), and any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, and in accordance with provisions of Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to increase the existing Authorized Share Capital of the Company from Rs. 11,00,00,000/- (Rupees Eleven Crores Only) divided into 1,10,00,000 (One Crore Ten Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to **Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (Rupees One Crore Fifty Lakhs) Equity shares of Rs. 10/- (Rupee Ten Only) each** by addition of 40,00,000 (Forty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.”

“RESOLVED FURTHER THAT Mr. Saurabh Daswani, Managing Director, Mrs. Kanak Kewalramani, Whole-time Director & CFO and Mr. Avdhoot Kotwal, Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be required or deemed necessary to implement this resolution.”

7. ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and 64 of the Companies Act, 2013 (the “Act”) and other applicable provisions of the Act, if any, [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Incorporation) Rules, 2014 & the Companies (Share Capital & Debentures) Rules, 2014, and other applicable rules, if any, as amended (“Rules”), in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulation”), and any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, and in accordance with provisions of Articles of

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Association of the Company, consent of members of the Company be and is hereby accorded for alteration in the Clause V of the Memorandum of Association (“MoA”) of the Company for the word and figures “*The Authorized Share Capital of the Company is Rs. 11,00,00,000 (Rupees Eleven Crores only) divided into 1,10,00,000 (One Crores Ten Lakhs) Equity Shares of Rs. 10 (Ten) each*” to the words and figures “***The Authorized Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,50,00,000 (One Crores Fifty Lakhs) Equity Shares of Rs. 10 (Ten) each***.”

“**RESOLVED FURTHER THAT** Mr. Saurabh Daswani, Managing Director, Mrs. Kanak Kewalramani, Whole-time Director & CFO and Mr. Avdhoot Kotwal, Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be required or deemed necessary to implement this resolution.”

8. ALTERATION OF OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Sections 4 and 13 of the Companies Act, 2013 (the “Act”) and other applicable provisions of the Act, if any [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] read with the Companies (Incorporation) Rules, 2014, as amended (“Rules”), in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulation”), and any other applicable laws for the time being in force, subject to the approval from Ministry of Corporate Affairs (“MCA”) and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, consent of the members of the Company, be and is hereby accorded for alteration in the “*Clause 03 (B) - Matters which are necessary for furtherance of the objects specified in Clause 3(A)*” by addition of two new sub-clauses in the *Clause 03(B) of the MoA* and re-numbering of sub-clauses of Clause 3(B) of MoA from 06 to 31 with no change in existing Clauses 1, 2, 3(A), 4 and 5 of the MoA:

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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.*
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 persons, firms, bank or any financial, industrial, institutions or any government or semi-government corporation as the Company may think fit.”*

“RESOLVED FURTHER THAT Mr. Saurabh Daswani, Managing Director, Mrs. Kanak Kewalramani, Whole-time Director & CFO and Mr. Avdhoot Kotwal, Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be required or deemed necessary to implement this resolution and for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to accept and carry out any modifications, alteration or changes to the aforementioned resolution as may be suggested or directed by the Registrar of Companies or any other appropriate authority without requiring any further approval of the members of the Company and to settle any question, difficulty or doubt, that may arise in giving effect to aforementioned resolution”

9. APPROVAL FOR ENHANCING BORROWING POWERS:

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

“RESOLVED THAT in partial modification of the resolution passed in the Annual 08th General Meeting of the Company on 29th September, 2023 and pursuant to provisions of Section 180(1)(a) of the Companies Act, 2013 (the “Act”) and other applicable provisions of the Act, if any [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] read with the Companies (Meeting of the Boards and its Powers) Rules, 2014, as amended (“Rules”), in

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terms of the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulation”), and any other applicable laws for the time being in force, and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, consent members of the Company, be and is hereby accorded to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders, to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of Rs. 500 Cr. (Rupees Five Hundred Crores Only).”

“**RESOLVED THAT** in partial modification of the resolution passed in the 08th Annual General Meeting of the Company on 29th September, 2023 and pursuant to the provisions of Section 180(1)(c) of the Act and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules, and in accordance with the Articles of Association of the Company, as amended (“AoA”) and subject to such approvals, consents, sanctions and permissions as may be necessary including consent of the Members of the Company be and is hereby accorded, to Board of Directors Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to borrow money, for and on behalf of the Company from time to time, as deemed by Board to be requisite and proper for the business of the Company, in a manner that the monies to be borrowed together with the monies already borrowed by the Company may at any time exceed the aggregate of paid up share capital, free reserves and securities premium of the Company, provided that the total amount that may be borrowed by the Board and outstanding at any point in time, shall not exceed Rs. 500 Crores (Rupees Five Hundred Crores Only), apart from temporary loans obtained from the Company’s bankers in the ordinary course of business.”

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“RESOLVED FURTHER THAT Mr. Saurabh Daswani, Managing Director, Mrs. Kanak Kewalramani, Whole-time Director & CFO and Mr. Avdhoot Kotwal, Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be required or deemed necessary to implement this resolution.”

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

Sd/-
Avdhoot Kotwal
Company Secretary & Compliance Officer

Date: 16th August, 2024

Place: Mumbai



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NOTES:

1. Pursuant to the General Circular No. 14/2020 dated April 08, 2020, No.17/2020 dated April 13, 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013” General Circular No. 20/2020 dated May 5, 2020, No. 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 in relation to “Clarification on holding of Annual General Meeting (‘AGM’) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)”, (collectively referred to as “MCA Circulars”) the Company is convening the 09th AGM through Video Conferencing (‘VC’)/Other Audio Visual Means (‘OAVM’), without the physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India (‘SEBI’), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and October 7, 2023 (‘SEBI Circulars’) and other applicable circulars issued in this regard, has provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’). In compliance with the provisions of the Companies Act, 2013 (‘the Act’), the Listing Regulations and MCA Circulars, the 09th AGM of the Company is being held through VC/OAVM on Thursday, 19th September, 2024 at 04:00 p.m. IST. The deemed venue for the AGM will be the Registered Office of the Company, i.e., Office no 402, Sai Samarth Business Park, Deonar Village Road, Govandi (East), Mumbai – 400 088.
- 2. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE**

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3. As per the provisions of Clause 3.A.II. of the General Circular No.20/2020 dated May 5, 2020, the matters of Special Business as appearing at Item Nos. 3 to 9 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forms part of this Notice.
4. The Explanatory Statement, pursuant to Section 102 of the Act setting out material facts concerning the business with respect to Item Nos. 3 to 9 above and the details of Directors seeking appointment / re-appointment under Item Nos. 2, 3, 4 and 5 pursuant to Regulation 36 of the Listing Regulations and Secretarial Standard - 2 on General Meetings ('SS-2'), issued by The Institute of Company Secretaries of India are annexed hereto. Requisite declarations have been received from the Directors seeking appointment/re-appointment
5. Institutional shareholders/Corporate Members (i.e. other than individuals, HUF, NRI, etc.) are requested to send a scanned copy (PDF/JPG Format) of the 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 and <https://instavote.linkintime.co.in>. Institutional shareholders (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.
6. Members are requested to send all communications relating to shares, change of address, bank details, email address, etc. to the RTA at the following address: M/s. Link Intime India Private Limited, C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083. If the shares are held in electronic form, then change of address and change in the Bank Accounts etc., should be furnished to their respective Depository Participants.
7. In case of joint holders, the Member whose name appears as first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

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9. In compliance with the MCA Circulars and SEBI Circulars, the Annual Report for FY 2023-24, the Notice of the 09th AGM and the Instructions for e-voting are being sent by electronic mode to all the Members whose e-mail addresses are registered with the Company / respective Depository Participants. Members may also note that the Annual Report for FY 2023-24 and the AGM Notice is also available on the Company's website www.kmew.in, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of Link Intime India Private Limited ("LIPL") at <https://instavote.linkintime.co.in>.
10. Electronic copies of all the documents referred to in the accompanying Notice of the AGM and the Explanatory Statement shall be made available for inspection. During the 09th AGM, Members may access the scanned copy of the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act; the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at compliance@kmew.in.
11. The Members may join the AGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
12. Members holding shares either in physical form or in dematerialized form, as on **Friday, 16th August, 2024 i.e., on Cut-off date**, who would like to express their views or ask questions during the AGM may register themselves as speakers by sending their request from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at compliance@kmew.in or by sending an application for the same at the registered office of the Company situated at Office no 402, Sai Samarth Business Park, Deonar Village Road, Govandi (East), Mumbai-400088 on or before Friday, 13th September, 2024. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask

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- questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
13. 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.
14. 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.
- 15. 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.**
16. 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.
17. 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

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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.

18. 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>.
19. **TRANSFER OF SHARES PERMITTED IN DEMAT FORM ONLY:** As per Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of transmission or transposition of securities. Further, SEBI vide its Master Circular dated 7th May, 2024, has mandated that securities shall be issued only in dematerialized mode while processing duplicate/ unclaimed suspense/ renewal/ exchange/ endorsement/ sub-division/ consolidation/ transmission/ transposition service requests received from physical securities holders. In view of the above and to eliminate risk associated with physical shares and to avail various benefits of dematerialization, Members are advised to dematerialize their shares held in physical form.
20. **ELECTRONIC DISPATCH OF NOTICE AND ANNUAL REPORT:** In accordance with the MCA General Circular No. 20/2020 dated 5th May, 2020, MCA General Circular No. 09/2023 dated 25th September, 2023, SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 and SEBI Circular No. SEBI/HO/DDHS/P/CIR/2023/0164 dated 6th October, 2023, the Annual Report for Financial Year 2023-24, which inter-alia comprises of the Audited Financial Statements along with the Reports of the Board of Directors and Auditors thereon and Audited Consolidated Financial Statements along with the Reports of the Auditors thereon for the Financial Year ended 31st March, 2024 pursuant to section 136 of the Act and Notice calling the AGM pursuant to section 101 of the Act read with the Rules framed thereunder, are being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company/RTA or the DP(s). The physical copies of

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such statements and Notice of AGM will be dispatched only to those shareholders who request for the same.

21. Voting through electronic means

- a. In terms of the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and Regulation 44 of the Listing Regulations and the MCA Circulars, the Company is pleased to provide the facility of 'e-voting' to its Shareholders, to enable them to cast their votes on the resolutions proposed to be passed at the AGM, by electronic means. The instructions for e-voting are given hereinbelow. The Company has engaged the services of Link Intime India Private Limited, who will provide the e-voting facility for casting votes using remote e-voting system (e-voting from a place other than venue of the AGM) ("e-voting") as well as e-voting during the proceeding of the AGM ("e-voting at the AGM").
- b. The remote e-voting period commences **on Monday, 16th September, 2024 (09.00 A.M. IST)** and ends on **Wednesday, 18th September, 2024 (05.00 PM)**. During this period, Members holding shares either in physical form or in dematerialized form, as on **Thursday, 12th September, 2024** may cast their vote electronically. The e-voting module shall be disabled by Link Intime India Private Limited for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-voting, and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- c. The Members can opt for only one mode of remote e-Voting i.e., either prior to the AGM or during the AGM. The Members present at the Meeting through VC/OAVM 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 remote e-Voting during the Meeting. The Members who have cast their vote by remote e-Voting prior to the AGM are eligible to attend the Meeting but shall not be entitled to cast their vote again.
- d. Any person who acquires shares of the Company and becomes a shareholder of the Company after sending of the Notice and holding shares as of the cut-off date of e-voting, may obtain the login ID and password by sending a request at instameet@linkintime.co.in. However, if he/she is

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already registered with LIPL for remote e-voting, then he/she can use his/her existing user ID and password for casting the vote.

- d. The Board of Directors has appointed 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. 159249, as Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner
- e. The Scrutinizer shall after the conclusion of voting at the Meeting, will first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and shall provide, not later than two (2) working days of the conclusion of the Meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- f. The results shall be declared forthwith by the Chairperson or a person so authorized by him/her in writing on receipt of consolidated report from the Scrutinizer. The Results declared along with Scrutinizer's Report shall be placed to the stock exchange, LIPL and will also be displayed on the Company's website.

Remote e-Voting Instructions for shareholders:

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

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

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

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- Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- Enter user id and password. Post successful authentication, click on “Access to e-voting”.
- Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User not registered for IDeAS facility:

- 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> “
- Proceed with updating the required fields.
- Post registration, user will be provided with Login ID and password.
- After successful login, click on “Access to e-voting”.
- Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- Visit URL: <https://www.evoting.nsdl.com/>
- Click on the “Login” tab available under ‘Shareholder/Member’ section.
- Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

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Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – From Easi/Easiest

Users who have registered/ opted for Easi/Easiest

- Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>.
- Click on New System Myeasi
- Login with user id and password
- After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users not registered for Easi/Easiest

- To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- Proceed with updating the required fields.
- Post registration, user will be provided Login ID and password.
- After successful login, user able to see e-voting menu.
- Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- Visit URL: <https://www.cdslindia.com/>
- Go to e-voting tab.
- Enter 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) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime 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, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

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

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

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

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A. User ID:

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

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

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

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

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

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

- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- ▶ Click “confirm” (Your password is now generated).

3. Click on 'Login' under '**SHARE HOLDER**' tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).

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4. After selecting the desired option i.e. Favour / Against, click on **‘Submit’**. A confirmation box will be displayed. If you wish to confirm your vote, click on **‘Yes’**, else to change your vote, click on ‘No’ and accordingly modify your vote.

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

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under “Corporate Body/ Custodian/Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) 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.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person’s email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
 - a. ‘Investor ID’ -
 - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
 - b. ‘Investor’s Name’ - Enter full name of the entity.
 - c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.
 - d. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.

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- e) The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- Click on ‘Votes Entry’ tab under the Menu section.
- Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- Enter ‘16-digit Demat Account No.’ for which you want to cast vote.
- 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. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- You will be able to see the notification for e-voting in inbox.
- Select '**View**' icon for '**Company’s Name / Event number**'. E-voting page will appear.
- Download sample vote file from ‘Download Sample Vote File’ option.
- Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under ‘Upload Vote File’ option.

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- f) 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:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

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

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholders holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot



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Password” option available on the e-Voting website of Link Intime:
<https://instavote.linkintime.co.in>

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

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

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate):

Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:

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

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

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In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain 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:

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

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

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

1. Open the internet browser and launch the URL:
<https://instameet.linkintime.co.in> & Click on “**Login**”.

▶ Select the “**Company**” and ‘**Event Date**’ and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**

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• Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company

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

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

► Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

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

1. Shareholders who would like to speak during the meeting must register their request with the company.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

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

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

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

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

Note: Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

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

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

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

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

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Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 and Additional Information as required under.

ITEM NO. 3: Re-appointment of Mr. Saurabh Daswani (DIN: 07297445) as a Managing Director of the Company:

The Board of Directors of the Company (“Board”), at its meeting held on August 16, 2024 has, subject to the approval of Members, re-appointed Mr. Saurabh Daswani (DIN: 07297445) as Managing Director, for a period of 5 (five) years from the expiry of his present term, i.e., with effect from 26th February, 2025, on the terms and conditions as recommended by the Nomination and Remuneration Committee (“NR Committee”) of the Board.

The Members may note that, the remuneration of Mr. Saurabh Daswani had been capped to maximum of Rs. 50,00,000/- (Rupees Fifty Lakhs Only). Mr. Saurabh Daswani had drawn Rs. 36,00,000/- as a Gross Salary during the Financial Year 2020-21 and Rs. 39,00,000/- per year as a Gross Salary during the Financial Year 2021-22, 2022-23 and 2023-24.

Details of the terms of Appointment and Remuneration payable to Mr. Saurabh Daswani:

On the recommendation of Nomination and Remuneration Committee, the Board has recommended to cap the maximum salary to be paid to Mr. Saurabh Daswani to Rs. 75,00,000/- (Rupees Seventy-Five Lakhs Only) (inclusive of salary, perquisites, benefits, incentives and allowances) per year for the proposed term of 5 years i.e., from 26th February, 2025 to 25th February, 2030.

Tenure of Remuneration	5 years with effect from 26 th February, 2025 to 25 th February, 2030
Salary inclusive of all allowances and incentives	Not more than Rs. 75,00,000/- (Rupees Seventy-Five Lakhs) per annum. The Managing Director shall be entitled to such increment from time to time as the Board may by its discretion determine
Perquisites and allowances in addition to salary	Perquisites shall be evaluated as per Income Tax Rule wherever applicable and in the absence of any such rule, Perquisites shall be evaluated at actual cost.
Retirement Benefits	Gratuity payable shall be in accordance with the rules of the Companies Act and Gratuity Rules.

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	<p>Earned Leave on full pay and allowances as per the rules of the Company, leave accumulated shall be encashable of Leave at the end of the tenure, if any, will not be included in the computation of the ceiling on perquisites.</p>
<p>Other benefits</p>	<p>The Managing Director shall be entitled to reimbursement of expenses like Vehicle, Guest Entertainment, Travelling Expenses actually and properly incurred during the course of doing legitimate business of the company.</p> <p>The appointee shall be eligible for Housing, Education and Medical Loan and other Loans or facilities as applicable in accordance with the rules of the company and in compliance with the provisions of the Companies Act, 2013.</p>
<p>Minimum Remuneration</p>	<p>The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible by law.</p> <p>Provided that where in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the Managing Director as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act and the approval of the Central Government, if required, or any other approvals as may be required under law.</p>

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The additional information as required under Schedule V of the Companies Act, 2013

A. GENERAL INFORMATION

1.	Nature of Industry	Marine Industry	
2.	Date of Commencement of Business:	October 26, 2015	
3.	In case of new companies, expected date of commencement of activities as per project approved by financial Institution appearing in the prospectus	Not Applicable	
4.	Financial Performance based on given indicators as per Audited Financial Statements for the year ended 31 st March, 2024 (On Standalone basis)	(Amount in Rs. in Lakhs)	
		Particulars	2023-24
		Total Income	13928.31
		Less: Total Expenditure	10,531.88
		Prior Period Items	NIL
		Profit Before Tax (PBT)	3,703.22
		Current Tax	863.18
		Deferred Tax	115.64
	Profit After Tax (PAT)	2,724.40	
5.	Foreign Exchange Collaborations	Nil	

B. Information about the appointee:

1.	Background details	Refer Profile Section as stated in the Annexure
2.	Past remuneration (for the financial year ended 31 March 2024)	Rs. 39,00,000 (Rupees Thirty Nine Lakhs Only)

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3.	Award & Recognitions	Nil
4.	Job profile and suitability	<p>Mr. Daswani has 10 years of hands on experience in Marine industry. Mr. Daswani is considered as one of the young entrepreneur of this Era. His job profile includes but not limited to the following major aspects of the business:-</p> <ul style="list-style-type: none"> • Business Development • Ensuring Effective execution of Projects • Overall responsibility of technical, operational and commercial management of all the Projects • Analyzing Time Charter Yield of the Projects • Leading Multi-Disciplinary teams • Overseeing and Implementing long term policies relating to employees benefits, industry growth, statutory regulations etc. • Liasioning with various Government authorities
5.	Remuneration proposed	Not more than Rs. 75,00,000/- (Rupees Seventy-Five Lakhs) per annum inclusive of all the perquisites and incentives.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details	For the responsibility shouldered by Mr. Saurabh Daswani, Director of the Company in driving the Company's growth plans, the remuneration paid to him is commensurate and

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	would be with respect to the country of her origin): -	compares favourably with the Compensations paid to the business heads of liked sized and similarly positioned businesses.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other Director, if any: -	Apart from receiving managerial remuneration, Mr. Saurabh Daswani does not have any pecuniary relationship with the Company.

C. Other Information:

1.	Reasons of loss or inadequate profits	Not Applicable, as the Company has posted a net profit after tax of Rs. 2,724.40 Lakhs (on standalone basis) for the financial year ended 31 st March, 2024
2.	Steps taken or proposed to be taken for improvement	Not Applicable as the Company has adequate profits
3.	Expected increase in productivity and profits in measurable terms	

D. Disclosures

1.	All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of the Director	Refer disclosures mentioned at points A and B. above.
2.	Details of fixed component, and performance linked incentives along with the performance criteria	
3.	Service contracts, notice period, severance fees; and	
4.	Stock option details, if any, and whether the same has been issued at a discount as well as the period	Not Applicable

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	over which accrued and over which exercisable	
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Mr. Saurabh Daswani shall perform such duties as shall from time to time be entrusted to him by the Board, subject to superintendence, guidance and control of the Board.

He shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Companies Act, 2013 (“the Act”) with regard to duties of directors. He shall adhere to the Company’s Code of Conduct.

Mr. Saurabh Daswani satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for his re-appointment.

He is not disqualified from being appointed as Director in terms of Section 164 of the Act. The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Saurabh Daswani under Section 190 of the Act.

In terms of Article of the Articles of Association of the Company, Mr. Saurabh Daswani is not liable to retire by rotation. Regulation 17(1D) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) provides that the continuation of the director shall be subject to the approval by the shareholders in a general meeting once in every five years. Accordingly, approval of the Members to the appointment of Mr. Saurabh Daswani in terms of the resolution at Item No. 03 shall be deemed to be their approval in terms of Regulation 17(1D) of the Listing Regulations for his continuation as a director not liable to retire by rotation for 5 (five) years upto 25th February, 2030.

The Board of Directors recommends the resolution in relation to the appointment and fixing of remuneration of Managing Director, for the approval of the members of the Company by way of a Special Resolution.

Approval of members is sought for the re-appointment of Mr. Saurabh Daswani as Managing Director of the Company and his continuation as a director not liable to retire by rotation in terms of the applicable provisions of the Act and the Listing Regulations.

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The requisite details and information pursuant to the provisions of (i) the Listing Regulations; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the “Annexure” to the Notice.

Mr. Saurabh Daswani interested in the resolution set out at Item No. 03 of the Notice. Ms. Bharati Daswani, being related to Mr. Saurabh Daswani, may be deemed to be interested in the resolution.

The other relatives of Mr. Saurabh Daswani may be deemed to be interested in the resolution, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Special Resolution set out at Item No. 03 of the Notice for approval by the Members.

ITEM NO. 4: Re-appointment of Mrs. Kanak Kewalramani (DIN: 06678703) as a Whole-time Director of the Company:

The Board of Directors of the Company (“Board”), at its meeting held on August 16, 2024 has, subject to the approval of Members, re-appointed Mrs. Kanak Kewalramani (DIN: 06678703) as Whole-time Director, for a period of 5 (five) years from the expiry of her present term, i.e., with effect from 26th February, 2025, on the terms and conditions as recommended by the Nomination and Remuneration Committee (“NR Committee”) of the Board.

The Members may note that, the remuneration of Mrs. Kanak Kewalramani had been capped at maximum of Rs. 50,00,000/- (Rupees Fifty Lakhs Only). Mrs. Kanak Kewalramani had drawn Rs. 36,00,000/- as a Gross Salary during the Financial Year 2020-21 and Rs. 39,00,000/- per year as a Gross Salary during the Financial Year 2021-22, 2022-23 and 2023-24.

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Details of the terms of Appointment and Remuneration payable to Mrs. Kanak Kewalramani:

On the recommendation of Nomination and Remuneration Committee, the Board have recommended to cap the maximum salary of Mrs. Kewalramani to be paid to Rs. 75,00,000/- (Rupees Seventy-Five Lakhs Only) per year for the proposed term of 5 years i.e., from 26th February, 2025 to 25th February, 2030.

Tenure of Remuneration	For 5 years from 26 th February, 2025 to 25 th February, 2030
Salary inclusive of all allowances and incentives	Not more than Rs. 75,00,000/- Rupees Seventy Five Lakhs per annum. The Whole-Time Director shall be entitled to such increment from time to time as the Board may by its discretion determine.
Perquisites and allowances in addition to salary	Perquisites shall be evaluated as per Income Tax Rule wherever applicable and in the absence of any such rule, Perquisites shall be evaluated at actual cost.
Retirement Benefits	Gratuity payable shall be in accordance with the rules of the Companies Act and Gratuity Rules. Earned Leave on full pay and allowances as per the rules of the Company, leave accumulated shall be encashable at the end of the tenure, if any, will not be included in the computation of the ceiling on perquisites.
Other benefits	The Whole-Time Director shall be entitled to reimbursement of expenses like Vehicle, Guest Entertainment, Travelling Expenses actually and properly incurred during the course of doing legitimate business of the company. The appointee shall be eligible for Housing, Education and Medical Loan and other Loans or facilities as applicable in accordance with the rules of the company and in compliance with the provisions of the Companies Act, 2013.
Minimum Remuneration	The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit set out under Sections 197 and 198 read with

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	<p>Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law.</p> <p>Provided that where in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the Whole-Time Director as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act and the approval of the Central Government, if required, or any other approvals as may be required under law.</p>
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The additional information as required under Schedule V of the Companies Act, 2013

A. GENERAL INFORMATION

1.	Nature of Industry	Marine Industry	
2.	Date of Commencement of Business:	October 26, 2015	
3.	In case of new companies, expected date of commencement of activities as per project approved by financial Institution appearing in the prospectus	Not Applicable	
4.	Financial Performance based on given indicators as per Audited Financial Statements for the year ended 31 st March, 2024 (On Standalone basis)	(Amount in Rs. in Lakhs)	
		Particulars	2023-24
		Total Income	13928.31
		Less: Total Expenditure	10,531.88
		Prior Period Items	NIL
		Profit Before Tax (PBT)	3,703.22
		Current Tax	863.18
		Deferred Tax	115.64

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		Profit After Tax (PAT)	2,724.40
5.	Foreign Exchange Collaborations	Nil	

B. Information about the appointee:

1.	Background details	Refer Profile Section as stated above
2.	Past remuneration (for the financial year ended 31 March 2024)	Rs. 39,00,000 (Rupees Thirty Nine Lakhs Only)
3.	Award & Recognitions	Mrs. Kewalramani is recognized as Young Women Entrepreneur by Dena Bank on International Women's Day in the year 2019.
4.	Job profile and suitability	<p>Mrs. Kewalramani looks after all the finance, taxation, legal and statutory compliance of the Company. Her responsibilities include but not limited to the following: -</p> <ul style="list-style-type: none"> • Effective management of accounts and finance of the Company • Secretarial and legal compliances of the Company • Taxation, including but not limited to, compliances of GST returns, TDS Returns, Advance tax, etc. • Accounting and Finance • Execution of agreements with various clients and employers • Liaison with bankers and investors

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		<ul style="list-style-type: none"> • Management of cash flow and allocation of funds • Project-wise management and utilization of funds • Cost-reduction.
5.	Remuneration proposed	Not more than Rs. 75,00,000/- (Rupees Seventy-Five Lakhs only) inclusive of all the perquisites and incentives.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of her origin): -	For the responsibility shouldered by Mrs. Kanak Kewalramani, Director of the Company in driving the Company's growth plans, the remuneration paid to her is commensurate and compares favourably with the Compensations paid to the business heads of liked sized and similarly positioned businesses.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other Director, if any: -	Apart from receiving managerial remuneration and being related Mr. Sujay Kewalramani (CEO of the Company), Mrs. Kanak Kewalramani does not have any pecuniary relationship with the Company.

C. Other Information:

4.	Reasons of loss or inadequate profits	Not Applicable, as the Company has posted a net profit after tax of Rs. 2,724.40 Lakhs (on standalone basis) for the financial year ended 31 st March, 2024
5.	Steps taken or proposed to be taken for improvement	Not Applicable as the Company has adequate profits

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6.	Expected increase in productivity and profits in measurable terms	
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D. Disclosures

1.	All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of the Director	Refer disclosures mentioned at points A and B. above.
2.	Details of fixed component, and performance linked incentives along with the performance criteria	
3.	Service contracts, notice period, severance fees; and	
4.	Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable	Not Applicable

Mrs. Kanak Kewalramani shall perform such duties as shall from time to time be entrusted to her by the Board, subject to superintendence, guidance and control of the Board.

She shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Companies Act, 2013 (“the Act”) with regard to duties of directors. She shall adhere to the Company’s Code of Conduct.

Mrs. Kanak Kewalramani satisfies all the conditions as set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for her re-appointment.

She is not disqualified from being appointed as Director in terms of Section 164 of the Act. The above may be treated as a written memorandum setting out the terms of re-appointment of Mrs. Kanak Kewalramani under Section 190 of the Act.

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In terms of Article of the Articles of Association of the Company, Mrs. Kanak Kewalramani is not liable to retire by rotation. Regulation 17(1D) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) provides that the continuation of the director shall be subject to the approval by the shareholders in a general meeting once in every five years. Accordingly, approval of the Members to the appointment of Mrs. Kanak Kewalramani in terms of the resolution at Item No. 04 shall be deemed to be their approval in terms of Regulation 17(1D) of the Listing Regulations for her continuation as a director not liable to retire by rotation for 5 (five) years up to 25th February, 2030.

Approval of members is sought for the re-appointment of Mrs. Kanak Kewalramani as Whole-time Director of the Company and her continuation as a director not liable to retire by rotation in terms of the applicable provisions of the Act and the Listing Regulations.

The requisite details and information pursuant to the provisions of (i) the Listing Regulations; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the “Annexure” to the Notice.

Mrs. Kanak Kewalramani interested in the resolution set out at Item No. 04 of the Notice. Mr. Sujay Kewalramani, being related to Mrs. Kanak Kewalramani, may be deemed to be interested in the resolution.

The other relatives of Mrs. Kanak Kewalramani may be deemed to be interested in the resolution, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors /Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Special Resolution set out at Item No. 04 of the Notice for approval by the Members.

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Item No. 5: Re-appointment of Mrs. Ashish Mohandas (DIN: 08708036) as an Independent Director of the Company:

At the Extra-Ordinary General Meeting held on 02nd March, 2020, the Members of the Company had approved the appointment of Mr. Ashish Mohandas (DIN: 08708036) as an Independent Director of the Company, to hold office up to 01st March, 2025 (“first term”).

The Nomination and Remuneration Committee (the “NR Committee”) of the Board of Directors, on the basis of the report of performance evaluation, has recommended the re-appointment of Mr. Ashish Mohandas as an Independent Director, for a second term of 5 (five) consecutive years, on the Board of the Company.

The Board, based on the performance evaluation and as per the recommendation of the NR Committee, considers that, given his professional background, experience and contributions made by him during his tenure, his continuance as an Independent Director would be beneficial to the Company.

Mr. Ashish Mohandas play an important role in overseeing the governance, risks, performance and sustainable growth of the Company. He contributes his wealth of knowledge, skills, expertise, independent perspective, strategies and experience to the business of the Company and provide required diversity in Board’s decision-making process.

With the heightened emphasis on corporate governance standards and the expanding scope of duties & responsibilities entrusted under the Act and the Listing Regulations, his involvement in the committees of the Company is imperative.

Mr. Ashish Mohandas is qualified to be appointed as a Director in terms of Section 164 of the Companies Act, 2013 (the “Act”) and has given his consent to act as a Director. The Company has also received declaration from Mr. Ashish Mohandas that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) and that he is not debarred from holding the office of director by

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virtue of any order from Securities and Exchange Board of India ("SEBI") or any such authority.

Mr. Ashish Mohandas fulfils the conditions for re-appointment as an Independent Director as specified in the Act and the Listing Regulations. In the opinion of the Board, Mr. Ashish Mohandas is independent of the management and possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Director. Mr. Ashish Mohandas has leadership skills and vast operational experience. He has over 15 years of experience in the department of Marketing & sales of MNCs across various states in India. He has completed Post Graduate Diploma in Marketing from Tolani Institute of Management Studies, Kutch and Bachelor of Science in Mathematics from Mahatma Gandhi University, Kottayam. In view of these, the re-appointment of Mr. Ashish Mohandas as an Independent Director is in the interest of the Company.

The requisite details and information pursuant to the provisions of (i) the Listing Regulations; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to the Notice. He shall be paid remuneration by way of fee for attending the meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

In accordance with the provisions of Section 149 read with Schedule IV of the Act and other applicable provisions of the Act and in terms of Regulation 25(2A) of the Listing Regulations, re-appointment of Mr. Ashish Mohandas as an Independent Director requires approval of members of the Company by passing a special resolution.

Accordingly, the approval of members is sought for re-appointment of Mr. Ashish Mohandas as an Independent Director.

Draft letter of re-appointment to be issued to Mr. Ashish Mohandas setting out the terms and conditions of his re-appointment is available for inspection, by the Members, electronically. Members seeking to inspect the same can send an email to compliance@kmew.in.

Mr. Ashish Mohandas is interested in the resolution set out at Item No. 5 of the Notice with regard to his re-appointment. Relatives of Mr. Ashish Mohandas may

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be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members.

Item No. 6 & 7: Increase in the Authorized Share Capital of Company and Alteration of Memorandum of Association of the Company

The present Authorised Share Capital of the Company is Rs. 11,00,00,000/- (Rupees Eleven Crores only) divided into 1,10,00,000 (One Crore Ten Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each. Your Board intends to raise further capital since the Company has expansion plans. In order to expand its capital base, the Company is required to have enough headroom in the Authorised Share Capital and accordingly, it is proposed to increase the same.

Your Board is proposing to increase 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. Subsequent to increase in the Authorized Share Capital, the necessary alterations have to be made in Clause V of the Memorandum of Association ("MoA") of the Company.

As per provisions of Sections 61 and 64 of the Act, the Company can alter its authorized share capital by such amount as it thinks expedient. Pursuant to provisions of Sections 13, 61, and 64 of the Companies Act 2013, consent of members is required by way of Ordinary Resolution and Special Resolution respectively for increase in Authorized Share Capital and alteration in MoA with respect to share capital clause.

Copy of the MoA of the Company with proposed alterations will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to compliance@kmew.in.

Accordingly, the Board recommends the Resolution in the AGM to be passed as an Ordinary and Special Resolution by the Members.

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None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding in the Company.

Item No. 8: Alteration of Memorandum of Association of the Company - Object Clause of the Company

The 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, as presently in force, is based on the Companies Act, 2013. Since then, the Companies Act, 2013 has been amended several times.

Due to changes in the law, sub clauses of Clause III (B) of MOA requires alteration. In addition, adoption of new business practices and regulatory scenarios, has also necessitated the updating of the Clause III (B) of the MOA. As a good governance practice, it is desired that the Clause III (B) of the MOA be amended to reflect the updated position in a lucid and coherent manner.

The Board at its meeting held on 16th August, 2024 has considered and approved proposal of adoption of addition of new sub-clauses in Clause III (B) the MOA of the Company subject to approval of shareholders.

A copy of proposed new set of the Clause III (B) the MOA of the Company is available for inspection by the Members of the Company at its Registered Office during normal business hours on all working days (Except Saturday and Sunday).

As per Section 4, 13 and other applicable provisions, if any of the Companies Act, 2013 (as amended), for the purpose of alteration of Memorandum of Association by adoption of new sub-clauses of Clause III (B) the MOA of the Company requires approval of the Members by passing a Special Resolution.

Copy of the MoA of the Company with proposed alterations will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to compliance@kmew.in.

None of the Directors or the Key Managerial Persons of the Company or their respective relatives are concerned or interested, financially or otherwise in the

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resolution as set out at the accompanying Notice except to the extent of their shareholding. The Board recommends passing of the resolution set out at Item No. 8 as a Special Resolution.

Item No. 9: Approval For Enhancing Borrowing Powers:

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

Keeping in view of the Company's business expansion and its growth plans, it is considered appropriate to increase the aforesaid limit of borrowings. Your approval is therefore sought, to authorize the Board to borrow up to Rs. 500 Cr. (Rupees Five Hundred Crores Only) (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) as outstanding, at any time as set out in the resolution.

The borrowing limit and to create charges, hypothecations, mortgages/equitable mortgages, on movable and/or immovable properties is proposed to be enhanced to such an extent that the sum(s) so borrowed under this resolution and remaining outstanding at any time shall not exceed in the aggregate of Rs. 500 Cr. (Rupees Five Hundred Crore Only). It is, therefore, necessary for the Members to pass Special Resolutions under Section 180 and other applicable provisions of the Companies Act, 2013.

None of the Directors and/or Key Managerial Personnel or their relatives, are interested or concerned in the resolution. The Board recommends the Special Resolution set out at Item No. 09 of the notice for approval by the shareholders.

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ANNEXURE-A

PROFILE OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THIS 09th ANNUAL GENERAL MEETING

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

Name	Mr. Jagat Jiban Biswas (DIN: 07311532)
Date of Birth	17/December/1959
Expertise in Specific functional areas	<p>Mr. Biswas has in depth knowledge of Marine Industry and has an experience of more than 44 years in Marine and Engineering field.</p> <p>Mr. Biswas is experienced in managing a large department of Kolkata Port Trust under Ministry of Shipping, GOI comprising more than 200 Class-I Officers and 1000 employees. He has been managing a fleet of about 50 vessels of Kolkata Port including hired vessels comprising Dredgers, Pilot and survey vessels, tugs etc. He has the experience of handling many large value contracts ranging from Rs. 30 crores to Rs. 1500 crores.</p> <p>Mr. Biswas worked as Director, Marine Department, Kolkata Port Trust, primarily dealing with Conservancy, Port operations, Pilotage, Dredging, Hydrographic Surveying, Marine Projects and allied Legal matters. He was also in charge of General Administration Department including Estate Division, Traffic Department and Hydraulic Study Department of Kolkata Port Trust.</p> <p><u>Academics:</u> After graduating from T. S. Rajendra, Mumbai, in 1978, passed prescribed Competency Examinations on Nautical Sciences from DG (Shipping), India. Also</p>

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	acquired Fellowship in Hydrography from India and Pilot's License for river Hugli.
Terms and Conditions for appointment/re-appointment	In terms of Section 152 of the Companies Act, 2013, Mr. Biswas who was re-appointed as a Non-Executive Director at the Annual General Meeting held on September 29, 2023, liable to retire by rotation.
Remuneration last drawn / remuneration sought to be paid	The Remuneration/Sitting fees is paid as per the mutual agreement following the prescribed guidelines.
Remuneration proposed to be paid	As per existing approved terms of appointment
Date of first appointment on Board	January 07, 2022
Directorships held in other companies	NIL
Memberships/ Chairmanships of committees across other companies	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not related to any Director or Key Managerial Personnel
Number of Meetings of the Board of Directors attended during the financial year 2023-24	7 out of 8 meetings held
Shareholding in the Company including shareholding as a beneficial owner.	8,500 Equity shares of Rs. 10/- each
Justification of Appointment	On the basis of his capabilities and experience in the Marine and Shipping Industry.

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ANNEXURE-B

PROFILE OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THIS 09th ANNUAL GENERAL MEETING

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

Name	Mr. Saurabh Mukesh Daswani (DIN: 07297445)
Date of Birth	15/August/1992
Date of first appointment	26/October/2015
Expertise in Specific functional areas	<p>Mr. Daswani is responsible for overall management of the organization with over 10 years of experience of Area of expertise include procurement, new building, vendor management, budgeting etc.</p> <p>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.</p> <p><u>Academics:</u> He is Bachelorette in Commerce Discipline and has completed PGDA with specialisation in Finance from Symbiosis.</p>
Terms and Conditions for appointment/re-appointment	As per the resolution at item No. 03 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Saurabh Daswani is proposed to be re-appointed as a Managing Director for a term

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	of 05 years i.e., from 26 th February, 2025 to 25 th February, 2030.
Remuneration last drawn / remuneration sought to be paid	Rs. 39,00,000/- per annum
Remuneration proposed to be paid	Please refer the resolution at item no. 03 of the Notice convening this Meeting read with explanatory statement thereto.
Directorships held in other companies	<ol style="list-style-type: none"> 1. Indian Ports Dredging Private Limited 2. KMEW Offshore Private Limited 3. Kamal Marine & Engineering Works Private Limited 4. Knowledge Infra Ports Private Limited
Memberships/ Chairmanships of committees across other companies	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NIL
Number of Meetings of the Board of Directors attended during the financial year 2023-24	5 out of 8 meetings held
Shareholding in the Company including shareholding as a beneficial owner.	12,86,235 equity shares of Rs. 10/- each
Justification of Appointment	On the basis of his capabilities and experience in the Marine and Shipping Industry as stated above.

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ANNEXURE-C

PROFILE OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THIS 09th ANNUAL GENERAL MEETING

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

Name	Mrs. Kanak Sujay Kewalramani (DIN: 07297445)
Date of Birth	23/June/1986
Date of first appointment	23/October/2017
Expertise in Specific functional areas	Mrs. Kewalramani is a qualified Company Secretary from the Institute of Company Secretaries of India and obtained membership in the year 2008. She has completed her bachelorette from State Law College, Bhopal (M.P.). She has also attained an A+ Grade in Post-Graduation Diploma in Business Administration with specialization in Finance. She has 15 years of experience in the field of compliance, law, finance and taxation. She is also responsible for the entire accounts, finance, legal and compliances of the Company. Before joining the Group, she was employed with various other listed and non listed companies and was handling compliance and finance. She is honored by Dena Bank as a Young Women Entrepreneur on International Women’s Day 2019. She has contributed in ensuring timely repayments building a strong credit history of the Group. She has build an asset base of Rs. 150 crores over the years and helped the company in the management of debts and equity.
Terms and Conditions for re-appointment/ appointment	As per the resolution at item No. 04 of the Notice convening this Meeting read with explanatory statement thereto, Mrs. Kanak Kewalramani is proposed to be re-appointed as a Whole-time Director for a term of 05 years i.e., from 26 th February, 2025 to 25 th February, 2030.

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Remuneration last drawn / remuneration sought to be paid	Rs. 39,00,000/- per annum
Remuneration proposed to be paid	Please refer the resolution at item no. 04 of the Notice convening this Meeting read with explanatory statement thereto.
Directorships held in other companies	<ol style="list-style-type: none"> 1. Indian Ports Dredging Private Limited 2. KMEW Offshore Private Limited 3. Kamal Marine & Engineering Works Private Limited 4. Knowledge Infra Ports Private Limited
Memberships/ Chairmanships of committees across other companies	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Spouse of Mr. Sujay Kewalramani, and not related to any other Director and Key Managerial Personnel
Number of Meetings of the Board of Directors attended during the year	8 out of 8 meetings held
Shareholding in the Company including shareholding as a beneficial owner.	3571235 equity shares of Rs. 10/- each
Justification of Appointment	On the basis of her capabilities and experience in the Marine and Shipping Industry as stated above.

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ANNEXURE-D

PROFILE OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THIS 09th ANNUAL GENERAL MEETING

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

Name	Mr. Ashish Mohandas (DIN: 08708036)
Date of Birth	15/December/1983
Date of first appointment	02/March/2020
Expertise in Specific functional areas	Mr. Mohandas is having over 15 years of experience in the department of Marketing & sales of MNCs across various states in India He has completed Post Graduate Diploma in Marketing from Tolani Institute of Management Studies, Kutch and Bachelor of Science in Mathematics from Mahatma Gandhi University, Kottayam
Terms and Conditions for re-appointment/ appointment	As per the resolution at item No. 05 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Ashish Mohandas is proposed to be re-appointed as an Independent Director for a term of 05 years i.e., from 02 nd March, 2025 to 01 st March, 2030.
Remuneration last drawn / remuneration sought to be paid	Sitting fees is paid as per the mutual agreement.
Directorships held in other companies	NIL
Memberships/ Chairmanships of committees across other companies	NIL

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Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NIL
Number of Meetings of the Board of Directors attended during the financial year 2023-24	7 out of 8 Board meeting held
Shareholding in the Company including shareholding as a beneficial owner.	NIL
Justification of Appointment	<p>Mr. Ashish Mohandas play an important role in overseeing the governance, risks, performance and sustainable growth of the Company. He contributes his wealth of knowledge, skills, expertise, independent perspective, strategies and experience to the business of the Company and provide required diversity in Board’s decision-making process.</p> <p>With the heightened emphasis on corporate governance standards and the expanding scope of duties & responsibilities entrusted under the Act and the Listing Regulations, his involvement in the committees of the Company is imperative.</p>

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

Sd/-
 Avdhoot Kotwal
Company Secretary & Compliance Officer

Date: 16th August, 2024
 Place: Mumbai