



KNOWLEDGE MARINE & ENGINEERING WORKS LIMITED

Ship Builders, Repairers, Charterers and Marine Contractors

CIN: L74120MH2015PLC269596



Ref.: KMEW/BSE/Reg.30/2024-25/02

Date: 02nd May, 2024

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

Scrip Code	Symbol	ISIN
543273	KMEW	INEOCJDO1011

Sub: Postal Ballot Notice

Dear Sir/Madam,

With reference to the captioned subject and pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 (“Listing Regulations”), we are enclosing herewith the Postal Ballot Notice dated Tuesday, 16th April, 2024, together with Explanatory Statement pursuant to the applicable provisions of the Companies Act, 2013 read with the Listing Regulations (“Notice”) for seeking approval of the Members of the Company on the Special Resolution as set out in the Notice.

In compliance with the provisions of the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 issued by Ministry of Corporate Affairs circulars, this Notice is being sent in electronic mode to those members whose e-mail addresses are registered with the Company / Depositories / Registrar and Share Transfer Agent and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on 26th April, 2024 (“Cut-off date”). Accordingly, physical copy of the Notice is not being sent to the Members for this Postal Ballot.

The Company has engaged the services of National Securities Depository Limited (“NSDL”) to provide remote e-Voting facility to its Members. The remote e-Voting period commences on Tuesday, 07th May, 2024, from 9.00 a.m. (IST) and ends on Wednesday, 05th June, 2024 at 5.00 p.m. (IST). The e-Voting module shall be

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

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

Listed on BSE exchange (KMEW | 543273 | INE0CJD01011)



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disabled by NSDL thereafter. Please note that communication of assent or dissent of the Members would only take place through the remote e-Voting system. The instructions for remote e-Voting form part of the “Notes” section to the Notice.

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

The Scrutinizer will submit her report to Mr. Avdhoot Kotwal, Company Secretary of the Company. The results of voting by postal ballot via e-voting process along with the Scrutinizer’s report will be announced by the Mr. Avdhoot Kotwal, Company Secretary of the Company within two working days from the conclusion of the e-voting, i.e. on or before Friday, 07th June, 2024, and will be displayed on the Company’s website <https://www.kmew.in/> and the website of NSDL, the agency for providing e-voting facility at <https://www.evoting.nsdl.com>. The results will simultaneously be communicated to the Stock Exchange where the equity shares of the Company are listed.

Kindly take the same on your record and oblige.

Thanking you,

Yours Faithfully,

For KNOWLEDGE MARINE & ENGINEERING WORKS LIMITED

Avdhoot Kotwal
Company Secretary & Compliance Officer

Encl: Postal Ballot Notice



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NOTICE OF POSTAL BALLOT

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended]

E-voting starts on	E-voting ends on
Tuesday, 07 th May, 2024	Wednesday, 05 th June, 2024

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (“the Act”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (“the Rules”), including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force read with General Circular No.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 read with Circular No. 11/2022 dated December 28, 2022 and various subsequent circulars, read with Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (the “MCA Circulars”) Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”), applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) and pursuant to other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members of the Company (as on the “Cut-off Date”) (“Members” or “Equity Shareholders”), is sought through postal ballot via e-voting only (voting through electronic means) for the voluntarily migration of listing and trading of equity shares of the Company from Small and Medium Enterprises Platform of Bombay Stock Exchange Limited (“**BSE-SME**”) to Main Board of Bombay Stock Exchange Limited (“**BSE**”) and direct listing and trading of the equity shares of the Company on Main Board of National Stock Exchange of India Limited (“**NSE**”).

An explanatory statement pursuant to Section 102 and other applicable provisions of the Act as amended pertaining to the said resolutions setting out

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the material facts and the reasons thereof forms a part of this postal ballot notice (the “Postal Ballot Notice”).

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice (“Notice”) is being sent by Knowledge Marine & Engineering Works Limited (“the Company”) only through electronic mode to those Members whose email addresses are registered with the Company / Registrar and Transfer Agent (“RTA”)- Link Intime India Services Private Limited/Depositories. And, if so, requested by any shareholder, in physical form by courier to such shareholder’s registered postal address that is available with the RTA. The process for registration of email addresses is appended in the Notes to this Notice. The Company has provided an e-voting facility to its members to cast their vote electronically. The instructions for e-voting are appended to this Postal Ballot Notice.

Please note that there will be no dispatch of physical copies of the Postal Ballot Notice or postal ballot forms to the Members of the Company and no physical ballot forms will be accepted. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

The communication of the assent or dissent of the Members would only take place through the remote e-voting system. The Company has engaged the services of the National Securities Depositories Limited (“NSDL”) to provide a remote e-voting facility to its members. Members desiring to exercise their vote through the remote e-voting facility arranged by the Company are requested to carefully read the instructions and follow the procedure as stated in the Notes forming part of this Notice for the casting of votes from 9:00 a.m. (IST) on Tuesday, 07th May, 2024 to Wednesday, 05th June, 2024 at 5:00 p.m. (IST). The remote e-voting facility will be disabled by NSDL immediately thereafter and voting shall not be allowed beyond the said time and date.

The Board of Directors in its meeting held on 16th April, 2024 has appointed Ms. Preeti Singhania, of P Singhania & Associates, Chartered Accountants, (Membership no. 159249), Mumbai to act as the Scrutinizer for conducting postal ballot/e-voting process in a fair and transparent manner in accordance with the provisions of the Act and the Rules made thereunder. The

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Scrutinizer's decision on the validity of the votes cast in the Postal Ballot shall be final.

The Scrutinizer will submit her report to the Chairman or any other person authorized by him. The results of voting by postal ballot (through e-voting process) along with the Scrutinizer's report will be announced by the Chairman or any other person authorized by him within two working days from the conclusion of the e-voting, i.e. on or before Friday, 07th June, 2024, and will be displayed on the Company's website www.kmew.in/ and the website of NSDL, the agency for providing e-voting facility at <https://www.evoting.nsdl.com/>. The results will simultaneously be communicated to the Stock Exchange where the equity shares of the Company are listed and will also be displayed at the notice board at its Registered Office of the Company.

SPECIAL BUSINESSES:

MIGRATION OF THE LISTING & TRADING OF EQUITY SHARES OF THE COMPANY FROM SMALL AND MEDIUM ENTERPRISES PLATFORM OF BOMBAY STOCK EXCHANGE LIMITED ("BSE-SME") TO MAIN BOARD OF BOMBAY STOCK EXCHANGE LIMITED ("BSE") AND DIRECT LISTING & TRADING OF THE EQUITY SHARES OF THE COMPANY ON MAIN BOARD OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE").

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

"RESOLVED THAT pursuant to provisions laid down in Regulation 277 of Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**ICDR Regulations**"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**Listing Regulations**"), and other applicable provisions, if any of the Companies Act, 2013 ("the Act") and the rules framed thereunder, including any amendment, modification, variation or re-enactment thereof, consent of the Members of the

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company be and is hereby accorded to migrate the listing and trading of the equity shares of the Company, currently listed on Small and Medium Enterprises Platform of Bombay Stock Exchange Limited (“**BSE-SME**”) to Main Board of Bombay Stock Exchange Limited (“**BSE**”) and direct listing & trading of the equity shares of the Company on the Main Board of National Stock Exchange of India Limited (“**NSE**”), subject to necessary approvals and to follow such procedures specified under ICDR Regulations, as amended from time to time, to give effect to this Resolution.”

“RESOLVED FURTHER THAT Mrs. Kanak Kewalramani, Whole-time Director and Chief Financial Officer or Mr. Avdhoot Kotwal, Company Secretary of the Company, be and are hereby severally authorized to deal with any Government or Semi-Government authorities or any other concerned intermediaries, including but not limited to NSE, BSE, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company's present listing & trading of the equity shares of the Company from BSE-SME to the Main Board of BSE and direct listing & trading of the equity shares of the Company on NSE.”

“RESOLVED FURTHER THAT Mrs. Kanak Kewalramani, Whole-time Director and Chief Financial Officer or Mr. Avdhoot Kotwal, Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things including without limitation signing of various forms and documents and take all such steps as may be, in its absolute discretion, deem necessary, and with power to accede to such modification and alteration to the aforesaid resolution as may be suggested by BSE and NSE and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company.”

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“RESOLVED FURTHER THAT any of the Director or the Company Secretary of the Company be and are hereby severally authorized to issue and sign the certified true copies of the aforesaid resolutions.”

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

Sd/-

Avdhoot Kotwal
Company Secretary & Compliance Officer
Membership No. A73327
Place: Mumbai
Date: 16th April, 2024

Registered Office:
Office no 402, Sai Samarth Business Park,
Deonar Village Road, Govandi (East),
Mumbai – 400088

Website: www.kmew.in



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NOTES:

- a) Pursuant to Sections 102 and 110 of the Act, an explanatory statement setting out material facts and reasons for the proposed resolutions is appended hereto.
- b) In compliance with the MCA Circulars, the Company is sending this Postal Ballot Notice to the Members in electronic form only and, if so, requested by any shareholder, in physical form by courier to such shareholder's registered postal address that is available with the RTA. However, the communication of the assent or dissent of the Members would take place through e-voting only.
- c) There will be only one Postal ballot Form for every folio irrespective of the no. of Joint Shareholder(s).
- d) The Postal Ballot Notice is being sent via email only to the Members of the Company, whose names appear in the register of members/the list of beneficial owners, as received from National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**") and whose email addresses are registered with the Company/depository participant(s) as on **Friday, 26th April, 2024 ("Cut-off Date")**. Any person who is not a Member as on the Cut-off Date should treat this Postal Ballot Notice for information purposes only. Members who have registered their email IDs for receipt of documents in electronic form under the Green Initiative of the Ministry of Corporate Affairs are being sent this Postal Ballot Notice by e-mail to their email addresses registered with their DPs / the Company's RTA.
- e) In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Postal Ballot Notice along with postal ballot form and pre-paid business reply envelope are not being sent to the Members for this postal ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system. Please note, however, that those

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shareholders who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories, are also entitled to vote in relation to the resolution as set out in this Notice.

- f) A copy of this Postal Ballot Notice is also available on the Company's website www.kmew.in/ websites of the Stock Exchange namely BSE Limited at www.bseindia.com/ and on the website of NSDL at <https://www.evoting.nsdl.com/>.
- g) Resolutions passed by the Members through postal ballot are deemed to have been passed as if it has been passed at a General Meeting of the Members.
- h) The Members shall exercise their right to vote on the resolutions included in the Postal Ballot Notice by electronic means i.e. through e-voting services provided by NSDL. The e-voting period shall commence **at 09.00 a.m. IST on Tuesday, 7th May, 2024 and end at 05.00 p.m. IST on Wednesday, 05th June, 2024.** Members are requested to carefully read the instructions given in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the e-voting process not later than **05.00 p.m. IST on Wednesday, 05th June, 2024.** E-voting will be blocked by NSDL immediately thereafter and voting will not be allowed beyond the said date and time.
- i) Members who wish to inspect the documents referred to in the Notice or Explanatory Statement may send their requests at compliance@kmew.in from their registered email address mentioning their Name, Folio Number / DP ID & Client ID from Tuesday, 7th May, 2024 until the last date of the remote e-voting period of this Postal Ballot i.e. Wednesday, 05th June, 2024.

Process for registration of email addresses:

1. Members who have not registered/updated their email IDs so far are requested to register/update the same to receive this Postal Ballot Notice as per the following procedure:
2. Provide demat account details (CDSL – 16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of consolidated account statement,

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Permanent Account Number (“**PAN**”) (self-attested scanned copy), AADHAR (self-attested scanned copy) by email to Company at compliance@kmew.in.

3. In case of any queries, for registering email address, Members may write to company at compliance@kmew.in or contact on (022) 35530988.
4. Members are requested that for permanent registration of their e-mail address, they can register their e-mail address, in respect of electronic holdings with their concerned DPs.
5. Those Members who have already registered their e-mail addresses are requested to get their e-mail addresses validated with their DPs to enable servicing of notices/ documents/annual reports and other communications electronically to their email address in future.
6. Once the vote on the Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
7. After dispatch of the Postal Ballot Notice through email, advertisement shall be published in 1 (one) English daily newspaper and in 1 (one) Marathi Newspaper, each having wide circulation in the district where the registered office of the Company is situated and will also be uploaded on the Company’s website at www.kmew.in.
8. Contact details of the person responsible to address the queries/grievances, if any, connected with the Postal Ballot by electronic means:
9. The Company Secretary, Mr. Avdhoot Kotwal Tel: (022) 35530988; Email compliance@kmew.in

The instructions for remote e-voting by Members are as under:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

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Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’</p>







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	<p>section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p> <p>If the user is not registered for Easi/Easiest, option to</p>

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	<p>register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000</p>

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Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
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B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile.

Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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<p>a) For Members who hold shares in demat account with NSDL.</p>	<p>8 Character DP ID followed by 8 Digit Client ID</p> <p>For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.</p>
<p>b) For Members who hold shares in demat account with CDSL.</p>	<p>16 Digit Beneficiary ID</p> <p>For example if your Beneficiary ID is 12***** then your user ID is 12*****</p>
<p>c) For Members holding shares in Physical Form.</p>	<p>EVEN Number followed by Folio Number registered with the company</p> <p>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>

Password details for shareholders other than Individual shareholders are given below:

If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

How to retrieve your 'initial password'?



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If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.

Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsd.com.

If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

Now, you will have to click on "Login" button.

After you click on the "Login" button, Home page of e-Voting will open.

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

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

Listed on BSE exchange (KMEW | 543273 | INE0CJD01011)



KNOWLEDGE MARINE & ENGINEERING WORKS LIMITED

Ship Builders, Repairers, Charterers and Marine Contractors

CIN: L74120MH2015PLC269596



Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to Preeti Singhania at ca.psinghania@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-

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voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsd.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsd.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Sanjeev Yadav at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to compliance@kmew.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to compliance@kmew.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to Resolutions Nos. 1 mentioned in the accompanying Notice

The Company's equity shares have been listed on the BSE SME Platform from 22nd March 2021. The Company has a market capitalization of more than Rs. 25 crores. The Paid-up Equity Share Capital of the Company is Rs. 10,80,10,000 comprising of 1,08,01,000 equity shares of face value of Rs. 10/- each. On 22nd March, 2024, the Company has completed the 3 years from date of listing. In terms of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), the Company is eligible and can voluntarily migrate listing and trading of equity shares of the Company from BSE-SME Board to Main Board of the BSE and direct listing of the equity shares of the Company on Main Board of NSE, after fulfilling the criteria laid down in the ICDR Regulations.

In view of increasing business activities and building, the Board of Directors has decided to migrate the listing and trading of the equity shares of the Company from BSE SME to Main Board of BSE and direct listing and trading of the equity shares of the Company on NSE.

The listing on the Main Board is likely to have enhanced recognition, strong brand image, wider participation by retail investors in trading of the equity shares of the Company. The benefits of listing on the main board are in the form of increase in liquidity, visibility and larger investor participation will accrue to the shareholders by the listing & trading of the equity shares of the Company on the Main Board of the BSE & NSE. Hence, the Board of Directors of the Company in their meeting held on Tuesday, 16th April, 2024 has decided to migrate the listing and trading of the equity shares of the Company from BSE SME to the main board of BSE and direct listing and trading of the equity shares of the Company on the main board of the NSE.

Pursuant to provisions of Regulation 277 of ICDR Regulations, the special resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the

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proposal. It is in the interest of all the shareholders including public shareholders to migrate the listing of the Equity Shares of the Company on the Main Board of BSE and direct listing of the equity shares of the Company on NSE. Hence, Board recommends the passing of said resolution and seeks your approval.

The Company would approach BSE & NSE with necessary application for listing and trading of the equity shares of the Company on main Board of BSE and NSE, upon receipt of approval of the Public Shareholders. It is in the interest of all the Shareholders including public Shareholders to approve the proposal.

Accordingly, the Board recommends the Resolution in the Postal Ballot Notice to be passed as a Special Resolution by the Members through Postal Ballot.

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.

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

Sd/-

Avdhoot Kotwal
Company Secretary & Compliance Officer
Membership No. A73327
Place: Mumbai
Date: 16th April, 2024
Registered Office:
Office no 402, Sai Samarth Business Park,
Deonar Village Road, Govandi (East),
Mumbai – 400 088

Website: www.kmew.in

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