Ref: KMEW/SE/Reg-34/2026-27/02 **Date:** September 08, 2026

To,

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

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

Scrip Code	Symbol	ISIN
543273	KMEW	INE0CJD01029

Dear Sir/Ma'am,

Sub: Notice of 11th Annual General Meeting of the Company

We wish to inform you that the 11th Annual General Meeting ("AGM") of the members of the Knowledge Marine & Engineering Works Limited (the "Company") will be held on **Wednesday, September 30, 2026, at 04.00 p.m. (IST)** through Video Conferencing/ Other Audio Visual Means in compliance with applicable provisions of the Companies Act, 2103 read with Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, as amended ("Listing Regulations") and relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, the Notice of the AGM is enclosed herewith.

The Notice of AGM is also available on the website of the Company at https://www.kmew.in/investor-information.html.

Kindly take the same on record & oblige.

Thanking You,

Yours Faithfully,

For **Knowledge Marine & Engineering Works Limited**

Avdhoot Kotwal
Company Secretary & Compliance Officer

NOTICE

NOTICE OF 11TH (ELEVENTH) ANNUAL GENERAL MEETING

NOTICE is hereby given that the 11th (Eleventh) Annual General Meeting ("AGM") of the Shareholders ("Shareholders" or "Members") of **Knowledge Marine & Engineering Works Limited** (the "Company") will be held on September 30, 2026, at 4:00 P.M. (IST) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") and deemed to be held at the registered office of the Company situated at Unit No. 706-707, The Epicentre, W. T. Patil Marg, Off Eastern Freeway, BEST Colony, Near Shivaji Chowk, Chembur East, Mumbai – 400 071 to transact the following businesses:

ORDINARY BUSINESS:

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

1. **Adoption of Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, and the Reports of the Board of Directors' and Auditors' thereon**

   "**RESOLVED THAT** the Audited Standalone & Consolidated financial statements of the Company for the financial year ended March 31, 2026 along with the reports of the Board of Directors' and Auditors' thereon as circulated to the members with the notice of the Annual General Meeting, be and are hereby received, considered and adopted."

2. **Re-appointment Mr. Hemant Kumar Sibal (DIN - 11300312) as Director, who is liable to retire by rotation**

   To appoint a director in place of Mr. Hemant Kumar Sibal (DIN - 11300312), 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 modification(s) or re-enactment(s) thereof for the time being in force] and in accordance with the Articles of Association of the Company, Mr. Hemant Kumar Sibal (DIN - 11300312) who retires by rotation and being eligible, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

3. **APPOINTMENT OF M/S. MSKA & ASSOCIATES LLP (Formerly known as M/s. M S K A & Associates), CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS OF THE COMPANY:**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 139, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 ("Companies Act") read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], in terms of applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended, (Listing Regulations), and based on recommendation of the Audit Committee and Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded, for appointment of M/s. MSKA & Associates LLP (Formerly known M/s. M S K A & Associates), Chartered Accountants, (Firm Registration No. 105047W) as the statutory auditor of the Company from the conclusion of this AGM till the conclusion of 16th Annual General Meeting of the Company, at such remuneration excluding of applicable taxes and reimbursement of travelling and out of pocket expenses in connection with the for the purpose of audit of the Company for the financial year 2026-27 and further increment(s) for the remaining tenure of appointment as may be approved by recommended by the Audit Committee and mutually agreed upon between the Board of Directors of the Company and the Statutory Auditor from time to time."

   "**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do all such deeds, matters and things, as may be necessary, proper and/or expedient in connection therewith, or incidental thereto and to implement the aforesaid resolution."

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SPECIAL BUSINESS

4. SUB-DIVISION OF EQUITY SHARES OF THE COMPANY:

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

"**RESOLVED THAT** pursuant to Section 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 (the **"Companies Act"**) read with The Companies (Share Capital & Debentures) Rules, 2014 and other applicable rules made under Act, if any, as amended ("Rules") [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations") and pursuant to enabling provisions of the Memorandum and Articles of Association of the Company and such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the appropriate statutory authority(ies), the approval of the Members of the Company be and is hereby accorded for sub-division of 1 (One) fully paid Equity Share having face value of Rs. 5/- (Rupees Five only) each, into 5 (Five) fully paid-up Equity Shares, having face value of Rs. 1/- (Rupee One Only) each, with effect from the 'Record Date' to be determined by the Board of Directors for this purpose."

"**RESOLVED FURTHER THAT** pursuant to the sub-division of the Equity Shares of the Company, all the issued, subscribed and paid-up Equity Shares of face value of Rs. 5/- (Rupees Five only) each, of the Company existing on the record date to be determined by the Company shall be sub-divided into Equity Shares having face value of Rs.1/- (Rupee One only) each, without altering the share capital."

"**RESOLVED FURTHER THAT** the sub-divided Equity Shares having face value Rs. 1/- (Rupee One only) each, shall rank pari passu in all respects with each other and carry the same rights as to the existing fully paid-up Equity Shares of the Company and shall be entitled to participate in full dividend to be declared after subdivided Equity Shares are allotted."

"**RESOLVED FURTHER THAT** upon sub-division of the Equity Shares as aforesaid and with effect from the Record Date for the Equity Shares held in dematerialized form, the sub-divided Equity Shares shall be credited proportionately into the respective beneficiary demat accounts of the Members held with Depository Participants, in lieu of the existing credits present in their respective beneficiary demat accounts."

"**RESOLVED FURTHER THAT** Mr. Saurabh Daswani, Managing Director or Mrs. Kanak Kewalramani, Whole-time Director & CFO or 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 including to fix and announce the Record Date, to make appropriate adjustments on account of sub-division of Equity Shares, to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the sub-division of Equity Shares, in accordance with the statutory requirements as well as to delegate all or any of its/their powers herein conferred to any other Officer(s)/Authorized Representative(s) of the Company, to give such directions as may be necessary or desirable, to apply for necessary approvals, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation or consequential to the sub-division of equity shares including execution and filing of all the relevant documents with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

5. ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

"**RESOLVED THAT** pursuant to Section 4, 13, 15 and other applicable provisions, if any, of the Companies Act, 2013, as amended, (the "Act") [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], the Memorandum of Association of the Company, as altered from time to time ("MoA") consent of the members of the Company be and is hereby accorded for substitution of the existing Clause 5 of the MoA for the words and figures "5. The present authorized share capital of the Company is Rs. 15,00,00,000 divided into 1,50,00,000 Equity Shares of Rs. 5/- each"

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with the following words and figures "5. The present authorized share capital of the Company is Rs. 15,00,00,000 divided into 15,00,00,000 Equity Shares of Rs. 1/- each."

"**RESOLVED FURTHER THAT** the Mr. Saurabh Daswani, Managing Director or Mrs. Kanak Kewalramani, Whole-time Director & CFO or 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 in accordance with the statutory requirements as well as to delegate all or any of its/their powers herein conferred to any other Officer(s)/Authorised Representative(s) of the Company, to give such directions as may be necessary or desirable, to apply for necessary approvals, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation or consequential to the alteration of Memorandum of association of the Company including execution and filing of all the relevant documents with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

6. AUTHORISATION FOR ISSUANCE OF NON-CONVERTIBLE DEBENTURES UP TO RS. 500 CRORES:

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

"**RESOLVED THAT** pursuant to the provisions of Sections 42, 71, 180 and any other applicable provisions, if any, of the Companies Act, 2013 **("Companies Act")**, read with the Companies (Share Capital and Debentures) Rules, 2014, Companies (Prospectus and Allotment of Securities) Rules, 2014 and any other applicable Rules, if any, made thereunder the Companies Act [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], in terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended **("SEBI Listing Regulations")**, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, and all other relevant provisions of applicable law(s), Foreign Exchange Management Act, 1999 and rules made thereunder, as amended **("FEMA")**, and in accordance with the enabling provisions of Memorandum and Articles of Association, as altered from time to time **("MoA"** and **"AoA")**, and the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India **("GOI")**, Ministry of Corporate Affairs **("MCA")**, the Securities and Exchange Board of India **("SEBI")**, the Reserve Bank of India **("RBI")** and other competent authorities ("Regulatory Authorities") and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory authorities, as applicable, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to/by the Board of Directors (hereinafter referred to as **"Board"**, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) and based on the recommendation of the Board, the consent of Members of the Company, be and is hereby accorded to offer/invitation to subscribe/issue and allot non–convertible debentures, whether secured or unsecured, listed, with or without green shoe option, redeemable, on private placement basis or public issue or through any other mode as permissible under applicable laws in one or more series/ tranches for a period of one year from the date hereof for an amount not exceeding Rs. 500,00,00,000/- (Rupees Five Hundred Crores Only) for fulfilling the funding needs required to support the Company's growth and expansion, for its general corporate purpose and for such other purposes as may be agreed, on such terms and conditions, as may be decided by the Board, to such person(s), including but not limited to one or more company(ies), bodies corporate, statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension/provident funds and individuals, as the case may be, or such other person(s) as the Board may in its absolute discretion decide and on such terms and conditions as the Board may, from time to time, determine and consider proper and most beneficial to the Company including, without limitation, as to when the said debentures are to be issued, the face value of debentures to be issued, the consideration for the issue, mode of payment, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental thereto provided that the aggregate amount of funds to be raised by issue of such non-convertible securities, subordinate debts, bonds, and/or other debt securities shall not exceed the overall borrowing limits of the Company as approved by the members

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from time to time."

"**RESOLVED FURTHER THAT** Mr. Saurabh Daswani, Managing Director or Mrs. Kanak Kewalramani, Whole-time Director and Chief Financial Officer, or Mr. Avdhoot Kotwal, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized on behalf of the Company

(a) to finalize and approve the terms and conditions of the issue; appoint debenture trustee(s), credit rating agency(ies), registrar(s), arranger(s), legal counsel and other intermediaries;

(b) to finalize, execute and deliver the placement memorandum, General Information document (GID), Key Information Document (KID), debenture trust deed, security documents, listing applications and all other agreements, deeds, declarations and writings in connection with the issue;

(c) to create, modify or satisfy charges, mortgages, hypothecation or other security interests as may be required; obtain ISIN(s), requisite approvals from stock exchanges and approvals from depositories and regulatory authorities;

(d) to allot such Non-Convertible Securities and issue allotment confirmations;

(e) to file forms, returns and intimations with the Registrar of Companies, stock exchanges, depositories and other authorities; and

(f) to do all such acts, deeds, matters and things as may be necessary, desirable or expedient for the purpose of giving effect and implementation to the issuance and allotment of the Non-Convertible Debentures."

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

Sd/-
Avdhoot Kotwal
Company Secretary & Compliance Officer
Membership No. A73327

Date: September 08, 2026
Place: Mumbai
Regd. Office: Unit No 706-707, The Epicentre, W. T. Patil Marg,
Off Eastern Freeway, BEST Colony,
Near Shivaji Chowk,
Chembur, Mumbai - 400 071

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NOTES:

1. Pursuant to MCA 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 03/2025 dated September 22, 2025 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") and the Securities and Exchange Board of India ('SEBI'), vide its Master Circulars dated vide its Master Circular no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 issued on July 11, 2023 and last updated on January 30, 2026 and other applicable circulars issued by the SEBI in this regard, has provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for holding and conducting of the Annual General Meeting **("Listing Regulations")**. Thus, the Company is convening the 11th Annual General Meeting **("AGM")** through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue.

   In compliance with the provisions of the Companies Act, 2013 (the **"Act"**), the Listing Regulations and MCA Circulars, the 11th AGM of the Company is being held through VC/OAVM on Wednesday, September 30, 2026 at 04:00 P.M. IST. The deemed venue for the AGM will be the Registered Office of the Company, i.e., Unit No. 706-707, The Epicentre, W. T. Patil Marg, Off Eastern Freeway, BEST Colony Near Shivaji Chowk, Chembur East, Mumbai – 400 071.

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.**

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 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 Companies Act, 2013 setting out material facts concerning the business with respect to Item Nos. 3 forms part of this Notice. Further, the details of Directors seeking appointment / re-appointment under Item Nos. 2 are annexed to the Notice of AGM 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 or visit at https://instavote.linkintime.co.in.

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

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. MUFG Intime India Private Limited (previously Link Intime India Private Limited), at 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.

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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.

9. In compliance with the MCA Circulars and SEBI Circulars, the Annual Report for FY 2025-26 and the Notice of the 11th AGM and the Instructions for e-voting are being sent ONLY through electronic mode to all the Members whose e-mail addresses are registered with the Company / respective Registrar and Transfer Agent/ Depository/ Depository Participants.

   A letter will be sent by the Company providing the web-link, including the exact path where complete details of the Annual Report including the Notice of the AGM is available, to those shareholder(s) who have not registered their e-mail address with the Company/Registrar and Transfer Agent/ Depositories/ Depository Participants.

   Further, the Company shall send physical copy of the Annual Report to those Members who request for the same at listing@kmew.in.

10. Members may also note that the Annual Report for FY 2025-26 and the AGM Notice is also available on the Company's website www.kmew.in, websites of the Stock Exchanges i.e. on BSE Limited at www.bseindia.com and on the National Stock Exchange of India Limited ("NSE") at www.nseindia.com and on the website of MUFG Intime India Private Limited ("MUFG") at https://instavote.linkintime.co.in.

11. Registrar and Transfer Agent:

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

12. 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 11th 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 listing@kmew.in.

13. Members can join the AGM in VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on the website of MUFG Intime India Private Limited ('MIPL') at https://instameet.in.mpms.mufg.com. Please note that, the facility for participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. 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.

14. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD / MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 read with SEBI Master Circular No. SEBI/ HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, as applicable has mandated the listed companies to issue securities in demat form only, while processing service requests viz. Issue of duplicate securities certificate, claim from Unclaimed Suspense Account, Renewal/ Exchange of securities certificate, Endorsement, Sub-division/Splitting of securities certificate, Consolidation of securities certificates/ folios, Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4. It may be noted that any service request can be processed only after the folio is KYC compliant.

15. Members holding shares either in physical form or in dematerialized form, as on **Tuesday, September 22, 2026**, 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 listing@kmew.in or by sending an application for the same at the registered office of the Company situated at Unit No 706-707, The Epicentre, W. T. Patil Marg, Off Eastern Freeway, BEST Colony, Near Shivaji Chowk, Chembur East, Mumbai – 400 071, on or before Tuesday, September 29, 2026, 05:00 P.M. Those shareholders who have registered themselves as a

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speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

16. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/ mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc., to their DPs in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, in prescribed Form ISR-1 and other forms, quoting their folio number and enclosing the self-attested supporting document(s). Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market

17. 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.

18. 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.

19. 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.

20. 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.

21. 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.

22. INSTRUCTIONS FOR REMOTE E-VOTING, E-VOTING DURING THE AGM ARE AS FOLLOWS:

1. a. In terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time), Regulation 44 of the Listing Regulations, Secretarial Standard -2 issued by ICSI, various the MCA Circulars, and in terms of SEBI Circular No. SEBI/HO/CFD/ CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting facility provided by listed entities, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM.

    The instructions for remote e-voting are given hereinbelow. The Company has engaged the services of MUFG Intime India Private Limited (previous 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. Members holding shares either in physical form or in dematerialized form, as on **cut-off date i.e., Tuesday, September 22, 2026** may cast their vote electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. A person, whose name is recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting before the AGM as well as remote e-Voting during the AGM.

c. Any shareholder(s) holding shares in physical form or non-individual shareholders who acquire shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Tuesday, September 22, 2026, may obtain the User ID and Password by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175. However, if the Member is already registered then the Member can use the existing User ID and password for casting the vote. If you forget your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on https://instavote.linkintime.co.in or call on 022 – 4918 6000 / 4918 6175.

d. The remote e-voting period commences **on Saturday, September 26, 2026 (09.00 A.M. IST)** and ends on **Tuesday, September 29, 2026 (05.00 P.M. IST)**. The remote e-voting module shall be disabled by MUFG Intime India Private Limited for voting thereafter. The Members whose names appear in the Register of Members/ Beneficial Owners as on the cut-off date i.e. Tuesday, September 22, 2026 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e. Tuesday, September 22, 2026.

e. Members will be provided with the facility for voting through electronic voting system during the VC/OAVM proceedings at the AGM and Members participating at the AGM, who have not already cast their vote on the resolution(s) by remote e-Voting will be eligible to exercise their right to vote on such resolution(s) upon announcement by the Chairman of the Company. Members who have cast their votes on resolution(s) by remote e-Voting prior to the AGM will also be eligible to participate at the AGM through VC/OAVM but shall not be entitled to cast their votes on such resolution(s) again. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM. The remote e-Voting module on the day of the AGM shall be disabled by MIPL for voting 15 minutes after the conclusion of the AGM.

f. 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.

g. The Board of Directors has appointed Ms. Preeti Singhania of M/s. P Singhania & Associates, a firm of Chartered Accountants in whole time practice, having Membership No. FCA 159249 and Certificate of Practice No. 159249, as Scrutinizers to scrutinize the remote e-voting process in a fair and transparent manner

h. 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.

i. 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 exchanges, LIIPL and will also be displayed on the Company's website.

2. REMOTE EVOTING INSTRUCTIONS:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155/ HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

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

NOTICE

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL OTP based login

a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp

b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.

c) Enter the OTP received on your registered email ID/ mobile number and click on login.

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - NSDL IDeAS facility

<u>Shareholders registered for IDeAS facility:</u>

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

b) Enter IDeAS User ID, Password, Verification code & click on "Log-in".

c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.

d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

<u>Shareholders not registered for IDeAS facility:</u>

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

a) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".

b) Enter the last 4 digits of your bank account / generate 'OTP'

c) Post successful registration, user will be provided with Login ID and password.

d) Follow steps given above in points (a-d).

Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.	Google Play App Store

METHOD 3 - NSDL e-voting website

a) Visit URL: https://www.evoting.nsdl.com

b) Click on the "Login" tab available under 'Shareholder/Member' section. Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Pasword/OTP and a Verification Code as shown on the screen & click on "Login".

c) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

NOTICE

METHOD 1 - CDSL e-voting page

a) Visit URL: https://www.cdslindia.com.

b) Go to e-voting tab.

c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".

d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account

e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)".

b) Enter existing username, Password & click on "Login".

c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration / https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration.

b) Proceed with updating the required fields for registration.

c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

Individual Shareholders holding securities in demat mode with Depository Participant

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

a) Login to DP website

b) After Successful login, user shall navigate through "e-voting" option.

c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.

d) Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

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

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

NOTICE

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on "Login" under 'SHARE HOLDER' tab.

b) Enter details as under:

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

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

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

Shareholders not registered for INSTAVOTE facility:

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

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

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

3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
   - o Shareholders, holding shares in **NSDL form**, shall provide 'point 4' above.
   - o Shareholders, holding shares in **CDSL form**, shall provide 'point 3' or 'point 4' above.
   - o Shareholders, holding shares in **physical form** but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above
5. Set the password of your choice.

   (The password should contain minimum 8 characters, at least one special Character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter).
6. Enter Image Verification (CAPTCHA) Code.
7. Click "Submit" (You have now registered on InstaVote).

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

STEP 2: Steps to cast vote for Resolutions through InstaVote

A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".

B. Select 'View' icon. E-voting page will appear.

C. 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).

NOTICE

D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.

E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

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

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

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

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

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

A. Visit URL: https://instavote.linkintime.co.in

B. Click on "Sign Up" under "Custodian / Corporate Body/ 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) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

A. Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

B. Click on "Investor Mapping" tab under the Menu section

C. Map the Investor with the following details:

1) 'Investor ID'– Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.

2) 'Investor's Name - Enter Investor's Name as updated with DP.

3) 'Investor PAN' - Enter your 10-digit PAN.

4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

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

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

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

STEP 3 – Steps to cast vote for Resolutions through InstaVote

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

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) Click on "Votes Entry" tab under the Menu section.

NOTICE

c) Enter the "Event No." for which you want to cast vote.

Event No. can be viewed on the home page of InstaVote under "On-going Events".

d) Enter "16-digit Demat Account No.".

e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.

f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

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

METHOD 2 - VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) After successful login, you will see "Notification for e-voting".

c) Select "View" icon for "Company's Name / Event number".

d) E-voting page will appear.

e) Download sample vote file from "Download Sample Vote File" tab.

f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.

g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

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

NOTE: **Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

23. INSTAMEET VC INSTRUCTIONS:

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 09/2024 dated 19.09.2024, the Companies can conduct their AGMs/ EGMs on or before 30 September 2025 by means of Video Conference (VC) or other audio-visual means (OAVM).

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

a. Visit URL: https://instameet.in.mpms.mufg.com & click on "Login".

b. Select the "Company Name" and register with your following details:

c. Select Check Box - Demat Account No. / Folio No. / PAN

  i. Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.

  ii. Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.

  iii. Shareholders shall select check box – PAN and enter 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 by MUFG Intime, if applicable.

iv. Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.

v. Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.

d. Click "Go to Meeting"

You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

a. Shareholders who would like to speak during the meeting must register their request with the company.

b. Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.

c. Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

d. Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

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

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

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

a. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"

b. 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

c. Click on 'Submit'.

d. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

e. 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'.

f. 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. 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.

NOTICE

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.

HELPDESK:

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

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

Individual Shareholders holding securities in demat mode:

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

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

Forgot Password:

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

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

- Click on "**Login**" under 'SHARE HOLDER' tab.
- Further Click on "**forgot password**?"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

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

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

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

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

NOTICE

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

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

General Instructions - Shareholders

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

NOTICE

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

ITEM NO. 3: APPOINTMENT OF M/S. MSKA & ASSOCIATES LLP (Formerly known as M/s. M S K A & Associates), CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS OF THE COMPANY:

The members of the Company at 6th Annual General Meeting ("AGM") of the company held on September 30, 2021 re-appointed M/s. L K J And Associates LLP, (formerly known as M/s. R V Luharuka & Co. LLP) ("LKJ" or "Existing Auditor"), Chartered Accountants as the Statutory Auditors of the Company for the period of five years who shall hold the position as the statutory auditor of the Company till the conclusion this Annual General Meeting.

In accordance with the provisions of Section 139 of the Companies Act, LKJ & Associates LLP is completing its term as the Statutory Auditor of the Company.

Based on its professional experience, technical capabilities, geographical presence and experience in audit and assurance engagements, the Audit Committee and the Board of Directors has recommended appointment of MSKA & Associates LLP (Formerly known as M/s. M S K A & Associates), Chartered Accountants ("Incoming Statutory Auditor") as the Statutory Auditors of the Company in place of Existing Auditor.

BRIEF PROFILE OF MSKA & ASSOCIATES LLP:

MSKA & Associates LLP, Chartered Accountants (ICAI Firm Registration No. 105047W/W101187) is a professional services firm established in 1978 and registered with the Institute of Chartered Accountants of India (ICAI) and the Public Company Accounting Oversight Board (PCAOB), USA. The firm operates across multiple cities in India and provides professional services in the areas of Audit & Assurance, Tax and Advisory, supported by professionals with experience across diverse industries and regulatory environments. It is a member firm of BDO International and all the network firms. The Audit Firm has peer review certificate valid till July 31, 2027.

The firm has experience in providing statutory audit, assurance and related professional services, including assignments involving listed and other large corporate entities. Its audit and assurance practice is supported by industry-focused professionals and established audit methodologies aimed at delivering quality and regulatory-compliant services.

Accordingly, after considering the experience, expertise, independence and eligibility of Incoming Statutory Auditor, the Board considers their appointment to be in the best interests of the Company and its stakeholders.

The proposed fee payable to the Incoming Statutory Auditors is Rs. 36 lakhs for FY 2026-27 excluding the applicable taxes and reimbursement of travelling and out of pocket expenses, certification fees in connection with the for the purpose of audit of the Company for the financial year 2026-27 and further increment(s) for the remaining tenure of appointment as may be approved by recommended by the Audit Committee and mutually agreed upon between the Board of Directors of the Company and the Statutory Auditor from time to time. The fees payable to incoming Statutory Auditors is on the similar terms as applicable for the Outgoing Statutory Auditor.

In terms of Section 102(1) of the Act, none of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution at Item No. 3 of the Notice for the approval of the members.

ITEM NO. 4 & 5: SUB-DIVISION OF EQUITY SHARES OF THE COMPANY & ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

The Equity Shares of the Company are listed and traded on the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE). The Company's strong performance and faith of the investors have led to significant increase in the market price of the Company's Equity Shares.

In order to provide enhanced liquidity in the capital market through widening shareholder base and to make it more affordable for small investors, it is proposed to sub-divide 1 (One) fully paid-up Equity Share of face value Rs. 5/- (Rupees Five Only) each into 5 (Five) fully paid-up Equity Shares of face value of Rs. 1/- (Rupee One Only) each, pursuant to the provisions of Section

61(1)(d) of the Companies Act, the rules made thereunder and other applicable provisions.

The Record Date for the aforesaid sub-division of Equity Shares of the Company shall be fixed by the Board (including any Committee thereof) after the approval of the Members is obtained for the proposed sub-division.

In the opinion of the Board, proposed sub-division of the Equity Shares is in the best interest of the Company and the investors and therefore the Board at its meeting held on Friday, August 14, 2026, approved the aforesaid sub-division subject to requisite approval of the shareholders.

The proposed sub-division of fully paid-up Equity Shares will not result in any change in the amount of Authorized, Issued, Subscribed and Paid-up Equity Share Capital of the Company.

The Pre and post Equity Share Capital of the Company will be as under:

Share Capital	Pre Sub-division		Post Sub-division	
	No. of Shares	Amount	No. of Shares	Amount
Authorized	3,00,00,000 Equity shares of Rs. 5/- each	15,00,00,000/-	15,00,00,000 Equity Shares of Rs. 1/- each	15,00,00,000/-
Issued	2,53,64,317 Equity Shares of Rs. 5/- each	12,68,21,585/-	12,68,21,585 Equity Shares of Rs. 1/- each	12,68,21,585/-
Subscribed	2,53,64,317 Equity Shares of Rs. 5/- each	12,68,21,585/-	12,68,21,585 Equity Shares of Rs. 1/- each	12,68,21,585/-
Paid-up	2,53,64,317 Equity Shares of Rs. 5/- each	12,68,21,585/-	12,68,21,585 Equity Shares of Rs. 1/- each	12,68,21,585/-

The sub-division of Equity Shares proposed under Item No. 4 & 5 of this Notice shall also require consequential amendments to the existing Clause 5 (Capital Clause) of the Memorandum of Association of the Company as set out in Item nos 5, of this Notice to reflect change in the face value of Equity Shares of the Company.

Accordingly, the consent of the Members is sought for passing of:

(a) Special Resolution for sub-division of Equity Shares as mentioned at Item No.4;

(b) Special Resolution for carrying out amendments to the Memorandum of Association of the Company as mentioned at Item No.5.

A draft copy of the altered Memorandum of Association is available for inspection by the Members of the Company. They may follow the process for inspection of document as mentioned in 'Notes' section forming part of this Notice.

ITEM NO. 6: AUTHORISATION FOR ISSUANCE OF NON-CONVERTIBLE DEBENTURES UPTO RS. 500 CRORES :

Your Company is engaged in Dredging, Charter & Hiring and Shipbuilding activities which inherently capital-intensive in nature. Considering the Company's ongoing operations, fleet expansion and future growth plans, the Company may, from time to time, require additional funds to meet its business and financing requirements.

With a view to strengthening its financial flexibility and supporting its growth plans, the Company proposes to raise funds by way of issuance of Non-Convertible Debentures ("NCDs") and/or other non-convertible debt securities, for an aggregate amount not exceeding ₹ 500 crore (Rupees Five Hundred Crore only).

The proceeds of the proposed issuance may be utilized, towards construction, acquisition and/or reimbursement of costs incurred in relation to identified vessels; refinancing and/or repayment of existing indebtedness of the Company; funding the construction or acquisition of vessels and other marine assets; working capital requirements; general corporate purposes; and/or such other purposes as may be determined by the Board of Directors ("Board") in accordance with applicable laws.

NOTICE

Considering the prevailing market conditions, the capital-intensive nature of the Company's business and the need to maintain flexibility in accessing debt capital, the Board of Directors, at its meeting held on September 08, 2026, considered and approved, subject to the approval of the Members, the proposal to raise funds through the issuance of secured and/or unsecured, listed, rated, redeemable Non-Convertible Debentures and/or other non-convertible debt securities, with or without a green shoe option, on a private placement basis or thorugh public issue or any other permissible mode, in one or more series or tranches, from time to time, for an aggregate amount not exceeding ₹ 500 crore (Rupees Five Hundred Crore only).

The proposed securities may be issued on such terms and conditions, including the issue price, coupon/interest rate, tenure, security, redemption terms, listing, credit enhancement, covenants and other commercial terms, as may be determined by the Board or any committee/person(s) authorised by the Board, having regard to the prevailing market conditions and in the best interests of the Company.

Accordingly, the Company proposes to make offer(s) or invitation(s) to eligible investor(s) for subscription to such NCDs and/or other non-convertible debt securities private placement basis or through public issue or any other mode as permissible under applicable laws, in one or more series/tranches.

The said special resolution shall be valid for the period of 1 year from the date of passing of the Special Resolution.

The issuance of the Non-convertible Debentures shall be within the overall borrowing limits of ₹ 1,200 Crores of the Company which was approved by the Members of the Company on March 15, 2026.

Further, if the non-convertible debentures are issued through Private Placement, then in terms of Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, it is mandatory that certain disclosures be made in the explanatory statement annexed to the notice for members approval under Section 42 of the Companies Act, 2013. The disclosures required pursuant to Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are set out herein below:

1. **Particulars of the offer, including date of passing of board resolution:** This Special Resolution is proposed to be passed in terms of Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 for the issuance of non-convertible Debentures. The Board of Directors, at their meeting held on September 08, 2026, have approved issuance of Non-Convertible Debentures in one or more tranches on on private placement basis or through public issue or any other mode as permissible under applicable laws;

2. **Kinds of securities offered and the price at which security is being offered:** The Non-convertible Debenture are proposed to be issued/offered through Private Placement or Public issue or any other mode as permissible. The said debentures will be offered at such denomination as determined by the Board of Directors of the Company and as may be permitted under applicable law.

3. **Basis or justification for the price (including premium, if any) at which the offer or invitation is being made:** The Debentures are offered at such denomination as determined by the Board of Directors of the Company and as may be permitted under applicable law.

4. **Name and address of valuer who performed valuation:** Not applicable, as the debentures will be issued either at face value or at a discount or at a premium, with coupon rate and/or on zero coupon basis, in such manner as may be permissible under the Companies Act, RBI Guidelines and SEBI Regulations;

5. **Amount which the Company intends to raise by way of such securities:** The Board of Directors in its meeting held on September 08, 2026 have approved raising of Rs. 500 crores through issuance of Non-convertible Debentures in one or more tranches subject to the maximum limits of the borrowing power of the Company, i.e., up to Rs. 1,200 Crores and Section 42 and 179, and other applicable provisions, if any of the Companies Act, 2013.

6. **Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities:**

   This Special Resolution is proposed to be passed in terms of Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 for the issuance of non-convertible debentures. The terms and conditions of the issue of Debentures, including objects of the issue, coupon rate/interest rate, tenure, repayment, security, listing, payment of interest, etc. will be decided by the Board of Directors in due-course. In view of the aforesaid, the Board of Directors, at their meeting held on September 8, 2026, have approved issuance of debentures in one or more tranches which shall be within the overall borrowing limit of Rs. 1,200 Crore under Section 180(1) (c) of the Companies Act, 2013.

Pursuant to the provisions of Sections 23, 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, and other applicable statutory and regulatory provisions, approval of the Members is being sought by way of a Special Resolution for making offer(s) or invitation(s) for issuance of NCDs and/or other non-convertible debt securities on a private placement basis, within the aforesaid limit.

The Board believes that the proposed enabling approval will provide the Company with the necessary flexibility to access the debt capital markets at an appropriate time and on commercially suitable terms, while supporting the Company's fleet expansion, capital expenditure, refinancing and long-term growth requirements.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 6 of the Notice, except to the extent of their respective shareholding, if any, in the Company.

The Board recommends the Special Resolution as set out in Item No. 6 of the Notice for approval of the Members.

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

Sd/-
Avdhoot Kotwal
Company Secretary & Compliance Officer
Membership No. A73327

Date: September 08, 2026
Place: Mumbai
Regd. Office: Unit No 706-707, The Epicentre, W. T. Patil Marg,
Off Eastern Freeway, BEST Colony,
Near Shivaji Chowk,
Chembur, Mumbai - 400 071

NOTICE

ANNEXURE-A

PROFILE OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THIS 08th 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. Hemant Kumar Sibal (DIN: 11300312)
Date of Birth	27/July/1955
Expertise in Specific functional areas	Mr. Hemant Kumar Sibal is a highly experienced maritime professional with over 50 years of experience, bringing deep expertise in ship handling, navigation, and port operations. Having served as Deputy conservator at Kandla Port Trust until his retirement, he has played a pivotal role in overseeing marine functions and ensuring safe and efficient port activities. Over the course of his career, he has developed strong competencies in pilotage at major ports and marine safety systems. His experience includes handling complex port operations, managing vessel movements in congested waters, and ensuring compliance maritime standards. He has well-developed strengths in crisis and emergency management, having handled critical incidents such as collisions, fires, and salvage operations—particularly during his tenure as Deputy Conservator from 2001 to 2015, where he oversaw marine safety and port operations. Overall, his career reflects a strong blend of technical expertise, leadership, and practical experience in maritime safety, navigation, and port management.
Terms and Conditions for appointment/ re-appointment	In terms of Section 152 of the Companies Act, 2013, Mr. Hemant Kumar Sibal was appointed as an Non-Executive Director through postal ballot passed on December 14, 2025 and is 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	September 17, 2025
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 2025-26*	07 out of 13 meetings held
Shareholding in the Company including shareholding as a beneficial owner.	NIL
Justification of Appointment	On the basis of his capabilities and experience in the Marine and Shipping Industry.

NOTICE

** Mr. Hemant Kumar Sibal was appointed to by the board in its meeting held on September 17, 2025 and was subsequently approved by the Member through postal ballot on December 14, 2026. Accordingly, his attendance in the Board Meeting is based only on the meetings held after his appointment and for which he was eligible to attend.*

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

Sd/-
Avdhoot Kotwal
Company Secretary & Compliance Officer
Membership No. A73327

Date: September 08, 2026
Place: Mumbai
Regd. Office: Unit No 706-707, The Epicentre, W. T. Patil Marg,
Off Eastern Freeway, BEST Colony,
Near Shivaji Chowk,
Chembur, Mumbai - 400 071