
MEMORANDUM OF ASSOCIATION

OF

**KNOWLEDGE MARINE &
ENGINEERING WORKS LIMITED**

**THE COMPANIES ACT, 2013
(COMPANY LIMITED BY SHARES)**

MEMORANDUM OF ASSOCIATION OF

KNOWLEDGE MARINE & ENGINEERING WORKS LIMITED

- 1st. The name of the Company is **Knowledge Marine & Engineering Works Limited.**
- 2nd. The Registered Office of the Company will be situated in the State of Maharashtra i.e. within jurisdiction of Registrar of Companies Maharashtra at Mumbai.
- 3rd. The objects for which the Company is established are:

A. THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

1. To undertake business of supply and trading of all types of Marine products and to construct and maintain for the company, or for letting out on hire, graving and other dock, and other conveniences for the building, repairing or decking of ships or other vessels, and to aid in or contribute to the construction of any such works and to build, fit out and repair vessels of every description and to construct, repair engines, boilers and machinery.
2. To carry on any business of manufacturers, designers, consultants surveyors, experts, buyers, sellers, hirers, renters, charterers, assemblers, exporters, importers, distributors, ship chandlers, agents, dealers of machinery, equipment, attachments, accessories, components and such other items required for all types of ships/boats; River, Sea going, Amphibian / Underwater / Surface Effect vessels; Marine and Ocean Engineering Industry, Fabrication Industry and Heavy Engineering Industry.
3. To carry on the business of Shipbuilding, Shipping, Naval Architecture, Marine Engineering, Ocean Engineering, Heavy Engineering and General Engineering.
4. To undertake manufacture, repairs and maintenance jobs for all kinds of Ships, Boats, Vessels, Surface Effect vessels, Marine Structures for River, Sea borne, Amphibian, Underwater applications.
5. To carry on the business of fabrication, construction, erection, operation, maintenance, repair and/or transfer of offshore platforms, floating production cum storage facility, vessels and such other facilities for the oil and gas sector.

B. MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3(A) ARE:

6. To establish and maintain any branches and, or agencies within or outside India for the conduct of the business of the Company or for the services provided by the Company.
7. To enter into agreements or contracts with individuals and or Companies, both within and outside India for technical, financial, or any other assistance for carrying out all or any of the objects of the Company.
8. To advertise, exhibit, broadcast and adopt various means for making known and promoting the use of all or any of the products and /or services provided by the company or traded or dealt in or with by the Company in any way as may be expedient.
9. To purchase, take on lease or in exchange or otherwise acquire any land, factories, machinery, vehicles, apparatus, stock in trade and patents, inventions, research, trademark rights, movables or immovable properties of any kind and description, which may be required for the business of the Company.
10. To employ, on payment or otherwise, experts, within or outside India, management or financial consultants and others in connection with the prospecting, planning, execution and development of all or any of the business with which the Company is entitled to carry on.
11. To enter into any arrangements for joint venture, co-operations, sharing profits, union of interest, reciprocal concession or otherwise with any other person, firm or company within or outside India, carrying on or engaged in or about to carry on or engage in any business or undertaking or transaction which this Company is authorized to carry on or which may seem capable of being carried on or conducted so as directly or indirectly to the benefit of the Company and to guarantee the contracts of or otherwise assist any person, firm or company in such guarantee, and, to take or otherwise acquire and hold shares or securities of any such person, firm or company and to sell, hold, reissue with or without guarantee otherwise deal with the same.
12. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any persons, firm or company carrying on any business, within and outside India which this Company is authorized to carry on.
13. To purchase, obtain on lease or otherwise acquire lands, buildings and other immovable properties and to sell, lease, mortgage or hypothecate or otherwise dispose of all or any of the properties and the assets of the Company on such terms and conditions as the Company may think fit.
14. To amalgamate with any company or companies or anybody or bodies corporate within and outside India.

15. To pay all the costs, charges and expenses incurred for the promotion and formation, registration and establishment of the Company including costs, charges, expenses, of negotiations and contracts and arrangements made prior to and in anticipation of the formation and incorporation of the Company.
16. To issue preference shares subject to compliance of the provisions under the Act from time to time and rules formed hereunder.
17. To issue preferential shares on rights basis or in other permitted basis to promoters/holding company directors or other category as permitted under 'the Act' from time to time and rules formed there under.
18. To maintain Statutory Register or Registers of the Company at its registered office or branches or agencies within or outside India where it is deemed necessary and expedient to do so.
19. To draw, make, issue, accept and to endorse, discount and negotiate promissory hundis, bills of exchange, bills of lading, delivery orders, warrants, warehouse keeper's certificates and other negotiable or commercial/mercantile instruments required to be maintained in relation to the business of the Company.
20. To open account or accounts with any with any bank or banks, within and outside India, and to pay into and to withdraw moneys from such account or accounts.
21. Subject to the provisions of the Companies Act, 2013, to invest, apply for and to acquire or otherwise employ monies belonging to, or at the disposal of the Company in securities and shares with or without security upon such terms as may be thought proper and from time to time to vary such transaction in such manner as the Company may think fit.
22. Subject to the provisions of the Companies Act, 2013, to lend or deposit monies belonging to or at the disposal of the Company to any person or company with or without security, upon terms, as may be thought proper and to guarantee the performance of contracts by such person or company but not to do the business of banking as defined in the Banking Regulation Act, 1949.
23. To pay advance for the purchase of services, machinery, goods, and other articles required to achieve the main objects of the Company.

24. To sell, exchange, mortgage, assign, lease, sublet, hire, pledge or otherwise in any other manner deal with or dispose of the undertakings of or property of company or any part thereof, whether immovable or movable for such consideration as the Company may think fit, and in particular for shares, debentures and other securities of any other company having objects altogether or in part similar to those of this Company.
25. To insure all or any of the properties, undertakings, contracts, guarantees or obligations of the Company of every nature and kind in any manner whatsoever.
26. To improve, manage, work, develop, alter, exchange, lease, mortgage, turn to account, abandon or otherwise deal with all or any part of the property, rights and concessions of the Company.
27. To establish and support, or aid in the establishment and support of associations, institutions, funds, charity or conveniences calculated to benefit any of the Director, employees, or ex- employees of the Company or dependents of such persons, and to grant bonus, gratuity, pension, privileges, relief and other emoluments and to provide for the welfare, convenience, entertainment, education, development and assistance of the said Directors, employees and their dependents and to subscribe or guarantee money for charitable or benevolent objects or for any exhibitions for any public, general or useful objects.
28. To distribute any of the property of the Company amongst the members in specie or kind consequent upon the winding up of the Company.
29. To institute and or defend all or any legal proceedings initiated by or on behalf of the Company; to refer any claim, demand, dispute or any other question by or against the Company, or in which the Company is interested or concerned, whether between the Company and a member or members or between the Company and other parties, to arbitration in or outside India, and to observe and perform and to do all acts, deeds, matters and things to carry out or enforce the award of such arbitration.
30. ***To borrow or raise money with or without security or to receive money on deposit at interest or otherwise, in such a manner as the Company may think fit and in particular by the issue of debentures or debenture stock-perpetual or otherwise including debenture or debenture stock convertible into shares of this or any other company and in security of any such moneys to be borrowed, raised or received, to mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Company present or future, including its uncalled capital and to purchase, redeem or pay off any such securities.*

31. ***Subject to the provisions of the Act, the Company shall have power to borrow any sum or sums of money for the purpose of the Company on such terms and conditions and from such person or persons, firms, bank or any financial, industrial, institutions or any government or semi-government corporation as the Company may think fit.*
- 4th. The Liability of member(s) is limited and this liability is limited to the amount unpaid, if any, on shares held by them.
- 5th. #The Authorized Share Capital of the Company is Rs. 15,00,00,000 (Rupees Fifteen crores only) divided into 3,00,00,000 (Three Crores) Equity Shares of Rs. 5/- (Rupees Five Only) each.

Amendments

* Memorandum of Association of the Company modified and adopted as per the provisions of the Companies Act, 2013 vide Special Resolution passed at the EGM of the Company held on December 09, 2022

** Memorandum of Association of the Company was altered as per the provisions of the Companies Act, 2013 vide Special Resolution passed at the 09th AGM of the Company held on September 19, 2024

#Amendment in Capital Clause:

@ Increased vide an Ordinary Resolution passed in the Extra Ordinary General Meeting of the Company held on 06th February, 2017

@ Increased vide an Ordinary Resolution passed in the Extra Ordinary General Meeting of the Company held on 11th January, 2019

@ Increased vide an Ordinary Resolution passed in the Extra Ordinary General Meeting of the Company held on 20th December, 2019.






@ Increased vide an Ordinary Resolution passed in the Annual General Meeting of the Company held on 29th September, 2020.

@ Increased vide an Ordinary Resolution passed in the Extra-Ordinary General Meeting of the Company held on 09th December, 2022.

@ Increased vide an Ordinary Resolution passed in the 09th Annual General Meeting of the Company held on 19th September, 2024.

@ Altered vide Special Resolution passed in the Extra-Ordinary General Meeting of the Company held on 20th January, 2025.

We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the company set against our respective names:-

S No.	Names, addresses, descriptions and occupations of subscribers	No. of shares taken by each subscriber	Signature of subscriber	Signature, names, addresses, descriptions and occupations of witnesses
1	Saurabh Mukesh Daswani S/o Mukesh Vissandas Daswani A/10 Plot No 316, Ward 3-B, Adipur Kutch, Gandhidham, Gujarat-370205 Occupation: Business	2500 (Two Thousand and Five hundred)	 	I witness to all the subscribers who have subscribed and signed in my presence on 7 th October, 2015 at Mumbai. Further I have verified their identity details (ID) for their identification and satisfied myself to their identification particulars as filled in.
2	PINKESH PRITAM KEWALRAMANI S/O PRITAM GOPALDAS KEWALRAMANI R/O 43 AMRAKADAMB BUNGLOW NR. SUPER SOCIETY RAMDEVNAGAR, SATELLITE AHMEDABAD GUJARAT - 380015 OCCUPATION:- BUSINESS.	7500 (SEVEN THOUSAND FIVE HUNDRED)	 	 KANAK S. KEWALRAMANI W/O SUJAY KEWALRAMANI 203, DEVAARTI BLDG, MAHIM (W) MUMBAI - 400016 COMPANY SECRETARY M. B. No. 22638
Total shares taken:		10,000 (TEN THOUSAND ONLY)		

DATE :- 07/10/2015
PLACE :- MUMBAI