

**Deepak Kewaliya**

Company Secretaries

[cs.dkewaliya@gmail.com](mailto:cs.dkewaliya@gmail.com)

Office No. 39, Orchid Plaza, R.T. Road, Dahisar East,  
Mumbai – 400 068; Contact No. +91 22 4972 9301

To,  
The Members,  
**Knowledge Marine Engineering & Works Limited**  
Office No. 402, Sai Samarth Business Park,  
Deonar Village Rd. Govandi East,  
Mumbai – 400 088  
Email – [info@kmew.in](mailto:info@kmew.in)

Our Secretarial Report of the even date, for the financial year 2022-23 is to be read along with this letter:

**Management's Responsibility:**

1. Maintenance of Secretarial record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these Secretarial Records based on our audit.

**Auditor's Responsibility:**

2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.

3. Where ever required, I have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events etc.

4. The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of the Management. My examination was limited to the verification of procedures on test basis.

5. Due to the inherent limitations of audit including internal, financial and operating controls, there is an unavoidable risk that some material misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Standards.

**Disclaimer:**

6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor the efficacy or effectiveness with which the Management has conducted the affairs of the company.

7. We have not verified the correctness and appropriateness of financial records and/or books of accounts of the Company.

**For Deepak Kewaliya & Co.,  
Practicing Company Secretary**

**CS Deepak Kewaliya**

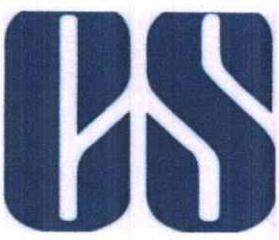
M. No.: ACS - 22333

CoP No.: 21607



Place: Mumbai  
Date: May 19, 2023

UDIN : **A022333E000339683**



**Deepak Kewaliya**

Company Secretaries

[cs.dkewaliya@gmail.com](mailto:cs.dkewaliya@gmail.com)

Office No. 39, Orchid Plaza, R.T. Road, Dahisar East,  
Mumbai – 400 068; Contact No. +91 22 4972 9301

**Form No. MR-3**

**SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2023**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

**Knowledge Marine & Engineering Works Limited**

Office No. 402, Sai Samarth Business Park,

Deonar Village Rd. Govandi East,

Mumbai – 400 088–

Email – info@kmew.in

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Knowledge Marine Engineering & Works Limited hereinafter referred as the "Company").

Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my Opinion thereon. Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my/our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under (**Not applicable**);
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws Framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to extent of Foreign Direct Investment; (**Overseas Direct Investment and External Commercial borrowings not applicable to the Company during the Audit Period**)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-

UDIN : **A022333E000339683**





## Deepak Kewaliya

Company Secretaries

[cs.dkewaliya@gmail.com](mailto:cs.dkewaliya@gmail.com)

Office No. 39, Orchid Plaza, R.T. Road, Dahisar East,  
Mumbai – 400 068; Contact No. +91 22 4972 9301

- a) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments made thereunder;
- b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- e) The Securities and Exchange Board of India (Employee Stock Option Scheme & Employee Stock Purchase Scheme) Guidelines, 1999 & The Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021;
- f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable during the period under review)**
- g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and the Securities and Exchange Board of India (Delisting of Equity Shares) Regulation, 2021; **(Not applicable during the period under review)**
- i) The Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018; **(Not applicable during the period under review)**
- j) The Securities and Exchange Board of India (Issue & Listing of Non-Convertible & Redeemable Preference Shares) Regulations, 2013; **(Not applicable during the period under review)**

I have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards with regard the meeting of Board of Directors (SS-1) and for General Meetings (SS-2) issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

### I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Woman Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. However, no such changes took place during the period under review.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance as per the applicable provisions of the Companies Act, 2013, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

UDIN : **A022333E000339683**





## Deepak Kewaliya

Company Secretaries

[cs.dkewaliya@gmail.com](mailto:cs.dkewaliya@gmail.com)

Office No. 39, Orchid Plaza, R.T. Road, Dahisar East,  
Mumbai - 400 068; Contact No. +91 22 4972 9301

All decisions were carried out unanimously and no dissent was captured and recorded as part of the minutes.

**I further report** that based on the review of compliance mechanism of the Company, there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the period under review, the Company has issued and allotted 5,65,000 Equity Shares on Preferential Basis (Preferential Issue).

Place: Mumbai

Date: May 19, 2023

UDIN - **A022333E000339683**



For Deepak Kewaliya & Co.,  
Practicing Company Secretary

**CS Deepak Kewaliya**

M. No.: ACS - 22333

CoP No.: 21607

UDIN : **A022333E000339683**