



NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the Extra-Ordinary General Meeting of the shareholders of **M/s Knowledge Marine & Engineering Works Limited** (‘the Company’) will be held on Friday, 9th December 2022 at 4.00 P.M. IST, through Video Conference (‘VC’) or Other Audio Video Means (‘OAVM’) to transact the following businesses:

SPECIAL BUSINESS:

Item No. 1

Increase in the Authorized Share Capital and Consequent Alteration of Memorandum of Association.

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

“RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, under the Companies Act, 2013 (‘the Act’), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), enabling provisions of the Articles of Association of the Company and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, the consent of the Members of the Company be and is hereby accorded to increase the existing Authorized Share Capital of the Company of Rs. 10,50,00,000/- (Rupees Ten Crores and Fifty Lakhs Only) divided into 1,05,00,000 (One Crore Five Lakhs Only) Equity Shares of Face Value of Rs. 10/- (Rupees Ten Only) each to Rs. 11,00,00,000/- (Rupees Eleven Crores Only) divided into 1,10,00,000 (Rupees One Crore Ten Lakhs) Equity shares of Face Value of Rs. 10/- (Rupee Ten Only) each by addition of 5,00,000 (Five Lakhs) Equity Shares of Face Value of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

“V. The Authorised Share Capital of the Company is Rs. 11,00,00,000/- (Rupees Eleven Crores Only) divided into 1,10,00,000 (One Crore Ten Lakhs) Equity Shares of Face Value of Rs. 10/- (Rupees Ten Only) each.”

RESOLVED FURTHER THAT Mr. Saurabh Daswani, Managing Director and/ or Mrs. Kanak Kewalramani, Whole Time Director & CFO and/or Ms. Ritika Sharma, Company Secretary Cum Compliance Officer of the Company be and are hereby authorized severally to sign and submit required e-forms with the Ministry of Company Affairs –

MCA and to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.”

Item No. 2

To Offer, Issue and Allot Equity Shares on Preferential Basis

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c), and other applicable provisions, if any, of the Companies Act, 2013 (**“Companies Act”**), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**), 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 including relevant stock exchange and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate 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), the consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot at an appropriate time, in one or more tranches, upto 5,65,000 (Five Lakhs Sixty Five Thousand Only) fully paid-up Equity Shares of the Company, having face value of Rs.10/- (Rupees Ten Only) each, on Preferential Basis (**“Preferential Issue”**), at an issue price of Rs. 700/- (Rupees Seven Hundred Only) per Equity Share (including a premium of Rs. 690/- (Rupees Six Hundred and Ninety Only) per equity share, which is not less than the price determined in accordance with Chapter V (**“Preferential Issue”**) of the SEBI ICDR Regulations, in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of

SEBI ICDR Regulations, or other applicable laws in this regard, aggregating up to Rs. 39,55,00,000 (Rs. Thirty-nine Crores Fifty-Five Lakhs Only) to the following allottees (hereinafter referred to as the “**Proposed Allottees**”).

| Sr. No | Name of the Proposed Allottees | Category | Nos of shares to be allotted |
|---------------|---|-------------------------------|-------------------------------------|
| 1. | Mr. Ashish R. Kacholia | Non – Promoter; Individual | 2,00,000 |
| 2. | Mr. Vaibhav R. Kacholia | Non – Promoter; Individual | 30,000 |
| 3. | Mrs. Vanaja Sundar Iyer | Non – Promoter; Individual | 2,00,000 |
| 4. | Mr. Shiv Sehgal | Non – Promoter; Individual | 35,000 |
| 5. | Mrs. Gita Vijay Karnani | Non – Promoter; Individual | 25,000 |
| 6. | Mr. Jitendra Hiru Panjabi Joint holder: Supriya Jitendra Panjabi | Non – Promoter; Individual | 15,000 |
| 7. | Mr. Bechu Vishwakarma | Non – Promoter; Individual | 60,000 |
| Total | | | 5,65,000 |

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of the Equity Shares is 9th November, 2022, being the date 30 days prior to the date of this Extra-Ordinary General Meeting (“Relevant Date”) on which this special resolution is proposed to be passed.

RESOLVED FURTHER THAT without prejudice to the generality of the above Resolution, the issue of the Equity Shares to the Proposed Allottees under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) All equity shares by way of preferential issue shall be made fully paid-up at the time of allotment and the consideration must be paid from respective Proposed Allottees’ bank account;

- b) The equity shares to be issued and allotted shall rank pari passu with the existing equity shares of the Company bearing ISIN: INEOCJD01011 in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;
- c) The equity shares to be allotted shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force;
- d) The equity shares so allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations, except to the extent and in the manner permitted there under;
- e) The equity shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (Fifteen) days from the date of passing of special resolution, provided that, where the issue and allotment of the said equity shares is pending on account of pendency of approval of any Regulatory Authority (including, but not limited to BSE Limited (“**BSE**”) and/or SEBI or the Central Government, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions;
- f) The equity shares so offered, issued and allotted will be listed on the BSE where the equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be;
- g) The equity shares so offered, issued and allotted shall not exceed the number of equity shares as approved herein above.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottees through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Companies Act and the SEBI ICDR Regulations containing the terms and conditions (“**Offer Document**”) after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the stock exchange i.e., BSE and within the timelines prescribed under the applicable laws;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s)/Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.



RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for the purpose of giving effect to this resolution, including without limitation (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares to be allotted to the Proposed Allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares, (ii) making applications to the stock exchange for obtaining in-principle approval, (iii) listing of shares, (iv) filing requisite documents with the Ministry of Corporate Affairs and other regulatory authorities, (v) filing of requisite documents with the depositories, (vi) to resolve and settle any questions and difficulties that may arise in the preferential offer, (vii) issue and allotment of the Equity Shares, and (viii) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members of the Company, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.”

Registered Office:

Office No. 402,
Sai Samarth Business Park,
Deonar Village Road, Govandi (East),
Mumbai - 400088

Date:- 14th November, 2022.

Place:- Mumbai.

By Order of the Board

**For Knowledge Marine &
Engineering Works Limited**

Ritika Sharma
Company Secretary
cum Compliance officer
Mem No:- A40852



NOTES:

1. The Explanatory Statement pursuant to Sections 102 of the Companies Act setting out material facts and reasons for the proposed resolutions of the Notice is annexed herewith and forms part of this Notice.
2. The Ministry of Corporate Affairs ('MCA') vide its General Circulars No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 08, 2021 and No. 3/2022 dated May 5, 2022 issued by Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars') and Securities and Exchange Board of India ('SEBI') vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 ('SEBI Circulars') have permitted the holding of EGM by companies through VC / OAVM during the Calendar Year 2021 and 2022, without the physical presence of the Members. Accordingly, in compliance with the provisions of the Companies Act, 2013 ('Companies Act'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), MCA Circulars and SEBI Circulars, the EGM of the Company is being conducted through VC/OAVM. The deemed venue for the EGM shall be the Registered Office of the Company
3. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. Generally, a member entitled to attend and vote at the EGM 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 EGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members under section 105 of the Act will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. In compliance with the provisions of Section 108 of the Act, read with the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Listing Regulations and MCA Circulars, the Company has engaged the services of Link Intime India Private Limited as the agency to provide

the e-voting facility and the instructions for e-voting are provided as a part of this Notice. The facility of casting votes by a member using remote e-voting system as well as e-voting during the EGM will be provided by Link Intime India Private Limited.

6. Institutional/Corporate Shareholders intending to authorise their representatives to attend the meeting pursuant to Section 113 of the Act, are requested to email scanned certified copy of the Board/governing body resolution/authorisation etc. authorising their representatives to attend and vote on their behalf at email IDs: compliance@kmew.in with a copy marked to evoting@nsdl.co.in.
7. In compliance with the aforesaid MCA and SEBI Circulars, the EGM Notice is being sent only through electronic means to those Members whose names appear in the Register of Members/List of Beneficial Owners (as received from the Depositories) as on the '**Cut-Off Date**' i.e., Friday November 11, 2022 and whose email addresses are registered with the Company/Depositories. The physical copies of the EGM Notice is not being sent to the members for this meeting.
8. A copy of this EGM Notice will also be available on the website of the Company i.e. www.kmew.in and in the relevant section of the website of the BSE Limited ("**BSE**") on which the Equity Shares of the Company are listed and on the website of NSDL at www.evoting.nsdl.com.
9. Members who have still not registered their email IDs are requested to do so at the earliest. Members holding shares in electronic mode can get their email IDs registered by contacting their respective Depository Participant. Members holding shares in physical mode are requested to register their email IDs with the Company or the RTA (M/s Link Intime India Private Limited), for receiving the Notice. Requests can be emailed to compliance@kmew.in or mt.helpdesk@linkintime.co.in and get their email IDs registered.
10. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
11. The Board of Directors has, at their meeting held on November 14, 2022, appointed Ms. Preeti Singhania of P Singhania & Associates, Practicing Chartered Accountants, to act as the Scrutinizer for remote e-voting as well as the e-voting on the date of the EGM, in a fair and transparent manner.

12. Based on the report received from the scrutinizer, the Company will submit within Two working days of the conclusion of the Meeting to the stock exchange i.e. BSE Limited, details of the voting results as required under Regulation 44(3) of the Listing Regulations and shall also be placed on the Company's website www.kmew.in and on the website of Link Intime <http://instavote.linkintime.co.in>.
13. A person who is not a member as on Cut-off Date should accordingly treat the EGM notice for information purpose only.
14. As required by Rule 20 of the Rules read with the SEBI Listing Regulations, the dispatch of the EGM Notice and Explanatory Statement shall be announced through an advertisement in at least 1 (one) English language newspaper - Business Standard (All Edition) and 1 (one) vernacular language newspaper- Lakshadeep (Marathi) having wide circulation, where the Registered Office of the Company is situated.
15. Members holding shares either in physical form or in dematerialised form, as on 2nd December, 2022 i.e. cut-off date, who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at compliance@kmew.in or by sending an application for the same at the registered office of the Company situated at Office no 402, Sai Samarth Business Park, Deonar Village Road, Govandi (East), Mumbai-400088 on or before 7th December, 2022.
16. Those shareholders who have registered themselves as a 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 EGM.
17. The e-voting period will commence at **09.00 a.m. (09:00 hours) (IST) on Tuesday, December 6, 2022** and ends on **Thursday, December 8, 2022 at 05.00 p.m. (17:00 hours) (IST)**. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the **Cut-off Date i.e., December 2nd, 2022**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by Link in time for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.



18. Members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the remote e-voting process.
19. Any person, who acquires shares of the Company and becomes a Member of the Company after sending the EGM Notice and holding shares as of the Cut-Off Date, may obtain the login ID and password by sending a request to Link in time at instameet@linkintime.co.in. However, if the Member is already registered with Linkin time for remote e-voting, then they can use their existing User ID and password for casting the vote.
20. For the purpose of exercising vote through remote e-voting, members are requested to read the information and other instructions relating to remote e-voting as mentioned below.
21. Members who wish to inspect the material documents, as mentioned in this EGM Notice may write to the Company at compliance@kmew.in , mentioning their names, folio numbers/DP ID and Client ID, and the Company shall endeavour to provide inspection of documents requested, through electronic mode from the date of circulation of this Notice upto the date of EGM during business hours, on all working days.
22. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant(s) in case the shares are held in electronic form and to the RTA in case the shares are held in physical form.
23. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the RTA of the Company i.e. Link Intime India Private Limited, for assistance in this regard.
24. SEBI has mandated the submission of Permanent Account Number (PAN) and Bank Account details by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN and Bank

Account details to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN and Bank Account details along with a self-certified copy of PAN and a cancelled cheque/ passbook copy to the Registrar and Share Transfer Agent/ Company.

25. Shareholders seeking any information with regard to the matter to be placed at the EGM are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
26. The Members can join the EGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
27. Members are encouraged to join the Meeting through Laptops for better experience.
28. Further members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
29. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

PROCEDURE FOR REMOTE E-VOTING

- A. The remote e-voting period begins on **Tuesday, December 6, 2022 at 09.00 am IST** and will end at **05.00 p.m. IST on Thursday, December 8, 2022**. The remote e-voting module shall be disabled by Link intime for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (**cut-off date**) i.e. **Friday, December 2, 2022**, 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, being Friday, December 2, 2022.
- B. The Members, who will be present in the EGM through VC 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.

- C. The Members who have cast their vote by remote e-voting prior to the EGM may also attend / participant in the EGM through VC but shall not be entitled to cast their vote again.

Remote e-Voting Instructions for shareholders:

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

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

1. Individual Shareholders holding securities in demat mode with NSDL
 1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nSDL.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
 2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nSDL.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>.
 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nSDL.com> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
 1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are

- <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
 3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
 4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form is given below:

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

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -
 - A. User ID:** Shareholders holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.
 - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

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

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

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

▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

▶ Click “confirm” (Your password is now generated).

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

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution / authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

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

Helpdesk for Individual Shareholders holding securities in demat mode:

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

| Login type | Helpdesk details |
|--|---|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at 022-23058738 or 22- 23058542-43. |

Individual Shareholders holding securities in Physical mode has forgotten the password:

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

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

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



User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

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

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

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

InstaVote Support Desk
Link Intime India Private Limited

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

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

- ▶ Select the “**Company**” and ‘**Event Date**’ and register with your following details: -
- A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
 - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
 - Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company
- B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
- C. Mobile No.:** Enter your mobile number.
- D. Email ID:** Enter your email id, as recorded with your DP/Company.

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

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

1. Shareholders who would like to speak during the meeting must register their request on or before 7th December, 2022 with the company on compliance@kmew.inor by sending an application to the Registered Office of the Company.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

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

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

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

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.



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

Note: Shareholders/ Members, who will be present in the Extraordinary 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 Extraordinary General Meeting will be eligible to attend/ participate in the Extraordinary General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

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

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

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

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

ANNEXURE TO THE NOTICE**Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013****Item no. 1**

Presently, the Authorized Share Capital of the Company is Rs. 10,50,00,000/ (Rupees Ten Crores and Fifty Lakhs Only) divided into 1,05,00,000 (One Crore Five Lakhs Only) Equity Shares of Face Value of Rs. 10/- (Rupee Ten Only) each. In line with the Expansion Plans of the Company, additional capital would be required in order to fund the growth and operations of the Company. The current Paid up share capital of the Company is INR 10,23,60,000 (Ten Crores Twenty-Three Lakhs Sixty Thousand Only) and further issue of capital would require increase in the existing Authorized Share Capital of the Company.

It is proposed to increase the Authorized Share Capital to Rs. 11,00,00,000/- (Rupees Eleven Crores Only) divided into 1,10,00,000 (One Crore Ten Lakhs Only) Equity Shares of Face Value of Rs. 10/- (Rupees Ten Only) each by addition of 5,00,000 (Five Lakhs) Equity Shares of Face Value of Rs. 10/- (Rupee Ten Only) each. The increase in the Authorized Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company.

The increase in the Authorized Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require Members' approvals in terms of Sections 13, 61 and 64 of the Companies Act, 2013 and any other applicable statutory and regulatory requirements.

The set of Memorandum of Association is available for inspection at the Registered Office of the Company during business hours between 11.00 A.M. to 2.00 P.M. on all working days of the Company (Except Saturday, Sundays and Public holidays)

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice except to the extent of their shareholding in the Company.

Accordingly, approval of the Members of the Company is hereby sought by way of ordinary resolution as set out in Item No.1 of this Notice.

Item No. 2.

Considering the growth and expansion plans of the Company and future business potential for several new dredging and small crafts projects, the Company needs to consistently invest in acquiring new fixed assets and augment its working capital. In view of the Company's future business requirements, growth and expansion plans and resultant funding requirements to fuel the same, the Company proposes to make a further issue of capital on preferential basis to certain strategic investors. Accordingly,

the Board of Directors (“**Board**”) at its meeting held on November 14, 2022 approved the issuance of equity shares of the Company on a preferential basis subject to the approval of shareholders and the relevant stock exchange- BSE Limited (“**BSE**”). The Board has resolved to offer, allot and issue upto 5,65,000 (Five Lakhs Thirty-five Thousand) Equity Shares of face value of Rs. 10/- each to the following Allottees (as mentioned below) at an issue price of Rs. 700/- per equity share (including a premium of Rs. 690) Rs. 39,55,00,000/- (Rupees Thirty-Nine Crores Fifty-Five Lakhs only) for cash.

The details of the Proposed Allottees under the Proposed Issue is as under:

| Sr. No | Name of the Proposed Allottees | Category | Nos of shares to be allotted |
|---------------|--|-------------------------------|-------------------------------------|
| 1. | Mr. Ashish R. Kacholia | Non – Promoter; Individual | 2,00,000 |
| 2. | Mr. Vaibhav R. Kacholia | Non – Promoter; Individual | 30,000 |
| 3. | Mrs. Vanaja Sundar Iyer | Non – Promoter; Individual | 2,00,000 |
| 4. | Mr. Shiv Sehgal | Non – Promoter; Individual | 35,000 |
| 5. | Mrs. Gita Vijay Karnani | Non – Promoter; Individual | 25,000 |
| 6. | Mr. Jitendra Hiru Panjabi Joint holder: Supriya Jitendra Panjabi | Non – Promoter; Individual | 15,000 |
| 7. | Mr. Bechu Vishwakarma | Non – Promoter; Individual | 60,000 |
| Total | | | 5,65,000 |

It may be noted that;

1. All equity shares of the Company are already fully paid up as on date. Further, all equity shares to be allotted by way of preferential issue shall be made fully paid up at the time of the allotment;
2. All equity shares of the Company held by the Proposed Allottees, if any, are in dematerialised form;
3. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the SEBI Listing Regulations (as amended) and any circular or notification issued by the SEBI thereunder;

4. The Company has obtained the Permanent Account Numbers of the Proposed Allottees;
5. The Company does not have any outstanding dues to SEBI, the stock exchange or the Depositories.

The Company will make an application for in-principle approval to the stock exchange-BSE, where its equity shares are listed, on the same day when the notice will be dispatched for Extra-Ordinary General Meeting seeking shareholders' approval by way of Special Resolution.

In terms of Section 102 of the Companies Act, 2013 ("**Companies Act**"), this Explanatory Statement sets out all the material facts in respect of aforementioned business. As required under Section 23, 42 and 62(1)(c) of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 and Chapter V of the SEBI ICDR Regulations, necessary information or details in respect of the proposed preferential issue of equity shares are as under:

1. Particulars of the offer/ Material terms of raising such securities including date of passing of Board resolution

To create, issue, offer and allot up to 5,65,000 (Five Lakhs Sixty Five Thousand only) equity shares of INR 10/- each, on a preferential basis ("**Preferential Issue**"), to the Proposed Allottees at an issue price of INR 700 (Rupees Seven Hundred only) per equity share including security premium of INR 690 (Rupees Six Hundred and Ninety only) per equity share, being the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations and upon such terms and conditions as may be deemed appropriate by the Board, in accordance with the relevant provisions of SEBI ICDR Regulations, or other applicable laws in this regard.

The Board of Directors ("**Board**") of the Company has approved aforementioned Preferential Issue in their meeting held on November 14, 2022.

2. Principal terms of assets charged as securities:

Not Applicable

3. Basis on which the price has been arrived at and justification for the price (including premium, if any)

The Equity Shares of Company are listed on the BSE. The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations.

In terms of the applicable provisions of the SEBI ICDR Regulations, the floor price for the Preferential Issue is Rs. 696.35 per Equity Shares. The price per Equity Share to be issued pursuant to the Preferential Issue is fixed at Rs. 700, being not less than the floor price computed in accordance with Chapter V of the SEBI ICDR Regulations.

However, the proposed allotment is not more than 5% of the post issue fully diluted Equity Share Capital of the Company, to the Allottee and the Allottees acting in concert. Hence, valuation report from an independent registered valuer.

4. The Price / Price Band at/within which the allotment is Proposed:

There shall be no price band. All the equity shares under this preferential issue shall be made at an issue price of Rs 700 (Rupees Seven Hundred only) per equity share including security premium of Rs. 690 (Rupees Six Hundred and Ninety only) per equity share, being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations.

5. Amount which the company intends to raise by way of such Equity Shares:

Rs. 39,55,00,000/- (Rupees Thirty-Nine Crores Fifty-Five Lakhs only)

6. Objects of the Issue:

The object of raising the equity share capital by issuing Equity Shares is:

- (i) to meet working capital requirements
- (ii) funding of capital expenditure and purchase of fixed assets for several new dredging and small crafts projects and Company's growth
- (iii) business expansion and growth
- (iv) general corporate purposes

7. Maximum number of specified securities to be issued:

It is proposed to offer, allot and issue up to 5,65,000 (Five Lakhs Sixty-five Thousand Only) fully paid-up equity shares of the Company having a face value of Rs. 10 /- (Rupees Ten Only) each.

8. Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the offer/ Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

None of the promoters, directors or key managerial personnel intend to subscribe to any of the equity shares proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.

9. Relevant Date with reference to which the price has been arrived at:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the floor price for this Preferential Allotment of equity shares is 9th November, 2022 being the 30 days prior to the date of Extra Ordinary General Meeting.

10. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the following Individuals

| Sr. No | Name of the Proposed Allottees | Category | Nos of shares to be allotted |
|---------------|---|-------------------------------|-------------------------------------|
| 1. | Mr. Ashish R. Kacholia | Non – Promoter; Individual | 2,00,000 |
| 2. | Mr. Vaibhav R. Kacholia | Non – Promoter; Individual | 30,000 |
| 3. | Mrs. Vanaja Sundar Iyer | Non – Promoter; Individual | 2,00,000 |
| 4. | Mr. Shiv Sehgal | Non – Promoter; Individual | 35,000 |
| 5. | Mrs. Gita Vijay Karnani | Non – Promoter; Individual | 25,000 |
| 6. | Mr. Jitendra Hiru Panjabi Joint holder: Supriya Jitendra Panjabi | Non – Promoter; Individual | 15,000 |
| 7. | Mr. Bechu Vishwakarma | Non – Promoter; Individual | 60,000 |
| Total | | | 5,65,000 |

11. Timeframe/ proposed time schedule, within which the preferential issue/allotment shall be completed:

As required under the SEBI ICDR Regulations, the Company shall complete the allotment of equity shares on or before the expiry of 15 (Fifteen) days from the date of passing of this resolution by the shareholders granting consent for issue, provided that in case the allotment is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central government, then the allotment shall be completed within 15 (Fifteen) days from the date of receipt of last of such approvals.

12. The identity of the natural persons who are the ultimately beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees:

| Sr. No | Name of the Proposed Allottees | Category | Beneficial Ownership |
|---------------|--|-------------------------------|-----------------------------|
| 1. | Mr. Ashish R. Kacholia | Non – Promoter; Individual | Self |
| 2. | Mr. Vaibhav R. Kacholia | Non – Promoter; Individual | Self |
| 3. | Mrs. Vanaja Sundar Iyer | Non – Promoter; Individual | Self |
| 4. | Mr. Shiv Sehgal | Non – Promoter; Individual | Self |
| 5. | Mrs. Gita Vijay Karnani | Non – Promoter; Individual | Self |
| 6. | Mr. Jitendra Hiru Panjabi Joint holder: Supriya Jitendra Panjabi | Non – Promoter; Individual | Self |
| 7. | Mr. Bechu Vishwakarma | Non – Promoter; Individual | Self |

13. Percentage of Post issue Preferential Issue Capital that may be held by the Proposed Allottees and current and proposed Status of the Proposed Allottee post preferential issue:

| Name of the Proposed Allottee | PAN of the Proposed Allottee | Current and Proposed Status of Allottee (Promoter/ Non-promoter) | Pre Issue Holding | | Post Issue Holding | |
|--|---|--|-----------------------|------------------------|-----------------------|-------------------------|
| | | | Nos. of Equity Shares | % of Pre Issue Capital | Nos. of Equity Shares | % of Post Issue Capital |
| Mr. Ashish R. Kacholia | AADPK0757 F | Non Promoter | - | - | 2,00,000 | 1.85 % |
| Mr. Vaibhav R. Kacholia | AAGPK5039 D | Non Promoter | - | - | 30,000 | 0.28 % |
| Mrs. Vanaja Sundar Iyer | AAGPI2464J | Non Promoter | 52500 | 0.51% | 2,52,500 | 2.34 % |
| Mr. Shiv Sehgal | EPXPS9126 H | Non-promoter | - | - | 35,000 | 0.32 % |
| Mrs. Gita Vijay Karnani | AAGPW5904 P | Non-promoter | - | - | 25,000 | 0.23 % |
| Mr. Jitendra Hiru Panjabi Joint holder: Supriya Jitendra Panjabi | First Holder: AAEP7687 E Joint Holder: AABPP1596 K | Non-promoter | - | - | 15,000 | 0.14 % |
| Mr. Bechu Vishwakarma | AKAPV5381 M | Non-promoter | - | - | 60,000 | 0.56 % |

14. Changes in control, if any, in the Company consequent to the issue:

There shall be no change in the management or control over the Company, pursuant to the above-mentioned preferential allotment. However, voting rights will change in tandem with the shareholding pattern.

15. Number of persons to whom allotment has already been made during the year, in terms of Number of Securities as well as Price:

The Company has not made any allotments during the year.

16. Justification for the allotment proposed to be made for consideration other than cash together with the Valuation Report of the Registered Valuer:

Not Applicable as the Company has not proposed to issue shares for consideration other than cash.

17. Lock in restrictions:

The equity shares to be issued and allotted to the Proposed Allottees shall be subject to lock-in as per the requirement of the provisions of the SEBI ICDR Regulations.

18. Certificate from Practicing Company Secretary:

A certificate from Amit Dharmani & Associates, Practicing Company Secretary, certifying that the proposed issue of equity shares on preferential basis is being made in accordance with requirements of SEBI ICDR Regulations shall be made available for inspection by the Members through electronic mode, on all working days during business hours up to the date of Extra Ordinary General Meeting and also be available during the Extraordinary General Meeting. The same is also available at the website of the Company at www.kmew.in

19. Disclosure pertaining to wilful defaulters or a fraudulent borrower:

Neither the Company nor any of its promoters or directors have been declared as willful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations.

20. Disclosure pertaining to Fugitive Economic Offender:

None of our Directors or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.

21. Pre- issue and post issue shareholding pattern of the Company:

| | Category | Pre Issue | | Post Issue | |
|--|----------|--------------------|-------------------|--------------------|-------------------|
| | | No. of Shares held | % of Shareholding | No. of Shares held | % of Shareholding |
| | | | | | |

| | | | | | |
|----------|--|--------------------|----------------|--------------------|----------------|
| A | Promoters holding: | | | | |
| 1. | Indian: | | | | |
| | Individuals | 74,00,250 | 72.30% | 74,00,250 | 68.51% |
| | Bodies Corporate | - | - | - | - |
| | Any other specify | - | - | - | - |
| | Sub-Total (A1) | 74,00,250 | 72.30% | 74,00,250 | 68.51% |
| 2. | Foreign Promoters | - | - | - | - |
| | Sub-Total (A2) | 0.00 | 0.00 | 0.00 | 0.00 |
| | Total Shareholding of Promoters and Promoter group (A)= (A1)+(A2) | 74,00,250 | 72.30% | 74,00,250 | 68.51% |
| B | Non-Promoters holding: | | | | |
| 1. | Institutional Investors | 19,500 | 0.19% | 19,500 | 0.18% |
| | Total B(1) | 19,500 | 0.19% | 19,500 | 0.18% |
| 2. | Non-Institution Investors: | | | | |
| a. | Private Corporate Bodies (including LLP) | 6,57,750 | 6.43% | 6,57,750 | 6.09% |
| b. | Indian Public (Individual & HUF) | 20,24,010 | 19.77% | 25,89,010 | 23.97% |
| c. | Directors and Relatives | - | - | - | - |
| d. | Others (Including NRIs) | 1,34,490 | 1.31% | 1,34,490 | 1.25% |
| | Sub-Total (B2) | 28,16,250 | 27.51% | 33,81,250 | 31.30% |
| | Total Shareholding of Non Promoters (B)= B(1) +(B2) | 28,35,750 | 27.70 | 34,00,750 | 31.49% |
| | Total (A+B) | 1,02,36,000 | 100.00% | 1,08,01,000 | 100.00% |
| | GRAND TOTAL | 1,02,36,000 | 100.00% | 1,08,01,000 | 100.00% |

Note:-

- i) The Pre Issue Shareholding Patterns is as on 11th November, 2022.
- ii) The post issue shareholding pattern in the above table has been prepared on the basis that the proposed allottee(s) will subscribe to all the Equity Shares which they intent to do so. In the event for any reason, the proposed allottee(s) do not or are

unable to subscribe to and/or are not allotted the Equity Shares either in part or full, the shareholding pattern in the above table would undergo corresponding changes.

- iii) *It is further assumed that shareholding of the Company in all other categories will remain unchanged.*
- iv) *The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of equity shares of the Company.*

22. Undertakings:

- (i) As the equity shares of the Company have been listed for a period of more than 90 (ninety) trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of Subscription Shares shall not be applicable. However, the Company shall re-compute the price of the Subscription Shares to be allotted under the preferential allotment in terms of the provisions of SEBI ICDR Regulations if it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required.
- (ii) If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the Subscription Shares to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid.

23. Other Disclosures:

In accordance with the SEBI ICDR Regulations;

- (i) The Company is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations;
- (ii) All the equity shares held by the Proposed Allottees in the Company are in dematerialized form only;
- (iii) The Proposed Allottees have not sold/transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date;
- (iv) Since the Equity Shares of the Company are listed on the stock exchanges and the Preferential Issue is not more than 5% of the post issue fully diluted Equity Share Capital of the Company, to the Allottee and the Allottees acting in concert, report of the registered valuer is not required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue and under applicable provisions of SEBI ICDR Regulations.
- (v) The Proposed Allottees have not previously subscribed to any warrants of the Company but failed to exercise them.



The Board believes that the proposed Issue is in the best interest of the Company and its Members. The Board, therefore, recommends the Special Resolution set out at item no. 2 for the approval of the members.

None of the other Promoters or Directors or Key Managerial Personnel (KMP) and their relatives forming part of the Promoter Group of the Company have any concern or interest, financial or otherwise, in the proposed resolution except to the extent of their shareholding in the Company.

Registered Office:

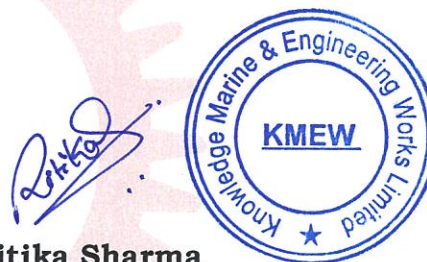
Office No. 402,
Sai Samarath Business Park,
Deonar Village Road,
Govandi (East),
Mumbai – 400088
CIN: L74120MH2015PLC269596
Phone no: 022-35530988
Email: compliance@kmew.in

By Order of the Board

For, **Knowledge Marine & Engineering Works Limited.**

Date:- 14th November, 2022.

Place:- Mumbai.



Ritika Sharma
Company Secretary
cum Compliance officer
M. No: 40852