



KNOWLEDGE MARINE & ENGINEERING WORKS LIMITED

Ship Builders, Repairers, Charterers and Marine Contractors

CIN: L74120MH2015PLC269596



Ref: KMEW/SE/Reg-30/2025-26/07

Date: June 02, 2026

To,
Listing Department
BSE Limited
P. J. Towers,
Dalal Street,
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	INEOCJDO1029

Sub: Postal Ballot Notice dated May 29, 2026

Dear Sir/Madam,

With reference to the captioned subject and pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 (“Listing Regulations”), we are enclosing herewith the Postal Ballot Notice dated Friday, May 29, 2026, together with Explanatory Statement pursuant to the applicable provisions of the Companies Act, 2013 read with the Listing Regulations (“Notice”) for seeking approval of the Members of the Company on the Special Resolution as set out in the Notice.

In compliance with the provisions of the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 issued by Ministry of Corporate Affairs circulars, this Notice is being sent in electronic mode to those members whose e-mail addresses are registered with the Company / Depositories / Registrar and Share Transfer Agent and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, May 29, 2026 (“Cut-off date”). Accordingly, physical copy of the Notice is not being sent to the Members for this Postal Ballot.

The Company has engaged the services of MUFG Intime India Private Limited (“MI IPL”) to provide remote e-Voting facility to its Members. The remote e-Voting period commences on Wednesday, June 03, 2026, from 9.00 a.m. (IST) and concludes on Thursday, July 02, 2026 at 5.00 p.m. (IST). The Remote e-Voting module shall be disabled by MI IPL thereafter. Please

Regd. Office: Unit No. 706-707, The Epicentre, W. T. Patil Marg, Off Eastern Freeway,
BEST Colony, Near Shivaji Chowk, Chembur East, Mumbai – 400 071
Phone: 022 – 35374606 | E-mail: info@kmew.in | Website: www.kmew.in
Listed on BSE & NSE exchange (KMEW | 543273 | INE0CJD01029)



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

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

The Scrutinizer will submit its report to Mr. Avdhoot Kotwal, Company Secretary of the Company. The results of voting by postal ballot via e-voting process along with the Scrutinizer’s report will be announced by the Mr. Avdhoot Kotwal, Company Secretary of the Company within two working days from the conclusion of the e-voting, i.e. on or before Monday, July 06, 2026, and will be displayed on the Company’s website www.kmew.in/ and the website of MIPL, the agency for providing remote e-voting facility at www.instavote.linkintime.co.in/. The results will simultaneously be communicated to the Stock Exchanges where the equity shares of the Company are listed i.e., on BSE Limited at www.bseindia.com and on the National Stock Exchange of India Limited at www.nseindia.com.

Kindly take the same on your record and oblige.

Thanking you,

Yours Faithfully,

For KNOWLEDGE MARINE & ENGINEERING WORKS LIMITED

Avdhoot Kotwal
Company Secretary & Compliance Officer

Encl: Postal Ballot Notice



KNOWLEDGE MARINE & ENGINEERING WORKS LIMITED

NOTICE OF POSTAL BALLOT

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

Remote E-voting Commence on	Remote E-voting Concludes on
Wednesday, June 03, 2026 At 09.00 AM	Thursday, July 02, 2026 At 05.00 PM

Dear Member(s),

NOTICE of Postal Ballot is hereby given to Members of the Knowledge Marine & Engineering Works Limited (the “Company”) pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (“**the Companies Act**”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (“the Rules”), [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], General Circular No.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 provided “Clarification on holding of Annual General Meeting (‘AGM’) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)” and various subsequent circulars in this regards, latest being Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs [Collectively referred to as the “MCA Circulars”], Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, as amended from time to time (“SS-2”), the Securities and Exchange Board of India (‘SEBI’), vide its Circulars dated vide its circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, 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**”) and latest being SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 [Collectively referred to as “SEBI Circulars”], in term of Regulation 44 and other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”) and other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon, to the extent applicable and issued from time to time [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], approval of the members of the Company (as on the “Cut-off Date” i.e., May 29, 2026) (“Members” or “Equity Shareholders”), is sought through Postal Ballot via Remote e-voting only (voting through electronic means) for the agenda items given in the Notice.



An explanatory statement pursuant to Section 102 and other applicable provisions of the Act as amended pertaining to the said resolutions setting out the material facts and the reasons thereof forms a part of this postal ballot notice (the “Postal Ballot Notice”).

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

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

The communication of the assent or dissent of the Members would only take place through the remote e-voting system. The Company has engaged the services of the MUFG Intime India Private Limited (“MIPL”) to provide a remote e-voting facility to its members. Members desiring to exercise their vote through the remote e-voting facility arranged by the Company are requested to carefully read the instructions and follow the procedure as stated in the Notes forming part of this Notice for the casting of votes from 9:00 a.m. (IST) on Wednesday, June 03, 2026 to Thursday, July 02, 2026 at 5:00 p.m. (IST). The remote e-voting facility will be disabled by MIPL immediately thereafter and remote e-voting shall not be allowed beyond the said time and date.

The Board of Directors in its meeting held on May 29, 2026 has appointed Ms. Preeti Singhania, of P Singhania & Associates, Chartered Accountants, (Membership no. 159249), Mumbai to act as the Scrutinizer for conducting and counting votes of postal ballot through remote e-voting process in a fair and transparent manner in accordance with the provisions of the Act and the Rules made thereunder. The Scrutinizer’s decision on the validity of the votes cast in the Postal Ballot shall be final.

The Scrutinizer will submit her report to the Company Secretary or any other person authorized by him. The results of voting by postal ballot (through e-voting process) along with the Scrutinizer’s report will be announced by the Chairman or any other person authorized by him within two working days from the conclusion of the e-voting, i.e. on or



before **Monday, July 06, 2026**, and will be displayed on the Company's website www.kmew.in/ and the website of MIPL, the agency for providing remote e-voting facility at <https://instavote.linkintime.co.in/>. The results will simultaneously be communicated to the Stock Exchanges where the equity shares of the Company are listed i.e., on the BSE Limited at <https://www.bseindia.com> and on the National Stock Exchange of India Limited at <https://www.nseindia.com> and will also be displayed at the notice board at its Registered Office of the Company.

SPECIAL BUSINESS:

ITEM NO. 01:

APPROVAL AND RATIFICATION FOR MATERIAL RELATED PARTIES TRANSACTION DURING FY 2025-26 BETWEEN THE COMPANY AND KNOWLEDGE SHIPYARD PRIVATE LIMITED (Formerly known as Kamal Marine & Engineering Works Private Limited):

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

“RESOLVED THAT pursuant to Regulations 2(1)(zc), 23 and other applicable regulations, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“Listing Regulations”**), pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) read with the Companies (Meetings of Board & its Powers) Rules, 2014, and other applicable rules, if any made under the Act [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], and based on the recommendation and approval of the of the Audit Committee and Board of Directors (‘Board’), the consent of Members of the Company be and is hereby accorded to approve and ratify the Material Related Party Transactions entered between the Company and Knowledge Shipyard Private Limited (*Formerly Known as Kamal Marine & Engineering Works Private Limited*), aggregating to Rs. 105.65 Crores during the Financial Year 2025-26, and which will continue FY 26-27 at arm’s length basis and in the ordinary course of business as detailed in the Explanatory Statement to the Notice.”

“RESOLVED FURTHER THAT Mr. Saurabh Daswani, Managing Director or Mrs. Kanak Kewalramani, Whole-time Director & Chief Financial Officer be and is hereby authorised to do and perform, sign and execute all such acts, deeds, matters and things, as may be necessary and expedient, including but not limited to finalising the terms and conditions,



methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, to finalize any documents and writings related thereto and to sign and file necessary documents, e-form with Registrar of Companies without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorised by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects.”

ITEM NO. 02

APPROVAL FOR ENTERING MATERIAL RELATED PARTIES TRANSACTION DURING FY 2026-27 BETWEEN THE COMPANY AND KNOWLEDGE SHIPYARD PRIVATE LIMITED (FORMERLY KNOWN AS KAMAL MARINE & ENGINEERING WORKS PRIVATE LIMITED):

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

“RESOLVED THAT pursuant to Regulations 2(1)(zc), 23 and other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (‘Listing Regulations’), pursuant to provisions Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) read with read with the Companies (Meetings of Board & its Powers) Rules, 2014, and other applicable rules, if any made under the Act [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws/ statutory provisions, if any, and based on the recommendation and approval of the Audit Committee and Board of Directors the consent of the Members be and is hereby accorded to the Board of Directors of the Company to continue with the existing contract(s)/ arrangement(s)/ transaction(s) and/or enter into and/or carry out new contract(s)/ arrangement(s)/transaction(s) and make investment, provide guarantee, offer security



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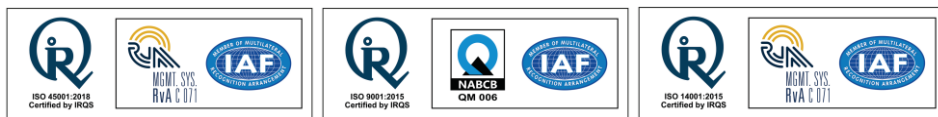


(whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as detailed in the Explanatory Statement, with/to Knowledge Shipyard Private Limited (Formerly known as Kamal Marie & Engineering Works Private Limited) ('KSPL'), an Subsidiary Company of Knowledge Marine & Engineering Works Limited and on such terms and conditions as may be agreed between the Company and KSPL, for an aggregate value not exceeding ₹ 800 Crores during FY 26-27, subject to such contract(s)/arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

“RESOLVED FURTHER THAT Mr. Saurabh Daswani, Managing Director or Mrs. Kanak Kewalramani, Whole-time Director & Chief Financial Officer be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including but not limited to finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT Mr. Saurabh Daswani, Managing Director or Mrs. Kanak Kewalramani, Whole-time Director & Chief Financial Officer be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.”

“RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects.”



ITEM NO. 03

APPROVAL FOR INCREASE IN LIMITS OF INVESTMENTS/ LOANS/ GUARANTEES/ SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

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

"RESOLVED THAT in partial modification of the Special Resolution passed by the Members at the 05th Annual General Meeting held on September 29, 2020 and pursuant to the provisions of Section 186 and other applicable provision, if any, of the Companies Act, 2013 (the "Act") read with Companies (Meetings of the Boards and its Powers) Rules, 2014, and other applicable Rules, if any, made under the Act [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], as per provisions of the Articles of Association of the Company, as altered from time to time (AoA) and subject to such approvals, consents, sanctions and permissions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person; and (iii) make further investment in and/or acquire by way of subscription, purchase or otherwise, the securities of other body corporate, from time to time and in one or more tranches, for such an amount that the aggregate of the loans and investments so far made, the amounts for which guarantee or security so far provided in connection with a loan to any other body corporate or person, along with the investment, loan, guarantee or security proposed to be made or given by the Company exceeds the limits prescribed under Section 186 of the Act, viz., 60% of the Company's paid-up share capital, free reserves and securities premium account or 100% of the Company's free reserves and securities premium account, whichever is more, upon such terms and conditions as the Board may in its absolute discretion deem beneficial and in the interest of the Company, provided that the amount of such total loans or investments made, guarantees given and securities provided, shall not at any time exceed Rs. 500 Crores (Rupees Five Hundred Crores).

RESOLVED FURTHER THAT Kanak Kewalramani, Whole-time Director & CFO, Saurabh Daswani, Managing Director, or Mr. Avdhoot Kotwal, Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to decide and finalize in its absolute discretion the nature of each such investment including terms and conditions and quantum thereof, with power to transfer, sell or otherwise dispose of the same, from time to time and take all decisions and steps in respect of the above loans, guarantees and securities



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including the timing, amount and other terms and conditions of such loans, guarantees and securities and varying the same either in part or in full as it may deem appropriate and to do all such acts, deeds, matters and things, as may be necessary and/or expedient to give effect to this resolution."

By the Order of the Board of Directors
For **Knowledge Marine & Engineering Works Limited**

Sd/-

Avdhoot Kotwal
Company Secretary & Compliance Officer
Membership No. A73327
Place: Mumbai
Date: May 29, 2026

Registered Office:
Unit No 706-707, The Epicentre,
W. T. Patil Marg, Off Eastern Freeway,
BEST Colony, Near Shivaji Chowk,
Chembur East, Mumbai – 400 071
Website: www.kmew.in



NOTES:

- a) Pursuant to Sections 102 and other applicable provisions, if any, of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, and other applicable rules, if any, made under the Act, each as amended (“the Rules”), setting out material facts and reasons for the proposed resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations is appended hereto.
- b) In compliance with the MCA Circulars, the Company is sending this Postal Ballot Notice to the Members in electronic form only and, if so, requested by any shareholder, in physical form by courier to such shareholder’s registered postal address that is available with the RTA. However, the communication of the assent or dissent of the Members would take place through e-voting only.
- c) There will be only one Postal ballot Form for every folio irrespective of the no. of Joint Shareholder(s).
- d) The Postal Ballot Notice is being sent via email only to the Members of the Company, whose names appear in the register of members/the list of beneficial owners, as received from National Securities Depository Limited (“**NSDL**”) and Central Depository Services (India) Limited (“**CDSL**”) and whose email addresses are registered with the Company/depository participant(s) as on **Friday, May 29, 2026 (“Cut-off Date”)**. Any person who is not a Member as on the Cut-off Date should treat this Postal Ballot Notice for information purposes only. Members who have registered their email IDs for receipt of documents in electronic form under the Green Initiative of the Ministry of Corporate Affairs are being sent this Postal Ballot Notice by e-mail to their email addresses registered with their DPs / the Company’s RTA.
- e) In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to Remote e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Postal Ballot Notice along with postal ballot form and pre-paid business reply envelope are not being sent to the Members for this postal ballot. The communication of the assent or dissent of the Members would only take place through the Remote e-voting system. Please note, however, that those shareholders who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories, are also entitled to vote in relation to the resolution as set out in this Notice.
- f) A copy of this Postal Ballot Notice is also available on the Company’s website www.kmew.in/ websites of the Stock Exchanges where the Securities of the Company



are listed viz., on BSE Limited at www.bseindia.com and on the National Stock Exchange of India Limited at www.nseindia.com and on the website of MUFG Intime India Private Limited (“MIPL”) at <https://instavote.linkintime.co.in>

- g) Resolutions passed by the Members through postal ballot are deemed to have been passed as if it has been passed at a General Meeting of the Members.
- h) 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>.
- i) **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.**
- j) 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.
- k) 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.
- l) The Members shall exercise their right to vote on the resolutions included in the Postal Ballot Notice by electronic means i.e. through e-voting services provided by MIPL. The Remote e-voting period shall commence **at 09.00 a.m. IST on Wednesday, June 03, 2026 and end at 05.00 p.m. IST on July 02, 2026.** Members are requested to carefully read the instructions given in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the e-voting process not later than **05.00 p.m. IST on July 02, 2026.** Remote E-voting will be blocked by MIPL immediately thereafter and voting will not be



allowed beyond the said date and time.

- m) Members who wish to inspect the documents referred to in the Notice or Explanatory Statement may send their requests at compliance@kmew.in from their registered email address mentioning their Name, Folio Number / DP ID & Client ID from Wednesday, June 03, 2026 until the last date of the remote e-voting period of this Postal Ballot i.e. Thursday, July 02, 2026.

Process for registration of email addresses:

1. Members who have not registered/updated their email IDs so far are requested to register/update the same to receive this Postal Ballot Notice as per the following procedure:
 2. Provide demat account details (CDSL – 16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of consolidated account statement, Permanent Account Number (“**PAN**”) (self-attested scanned copy), AADHAR (self-attested scanned copy) by email to Company at compliance@kmew.in.
 3. In case of any queries, for registering email address, Members may write to company at compliance@kmew.in or contact on [022 - 35398686](tel:022-35398686).
 4. Members are requested that for permanent registration of their e-mail address, they can register their e-mail address, in respect of electronic holdings with their concerned DPs.
 5. Those Members who have already registered their e-mail addresses are requested to get their e-mail addresses validated with their DPs to enable servicing of notices/ documents/annual reports and other communications electronically to their email address in future.
- n) Once the vote on the Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- o) After dispatch of the Postal Ballot Notice through email, advertisement shall be published in 1 (one) English daily newspaper and in 1 (one) Marathi Newspaper, each having wide circulation in the district where the registered office of the Company is situated and will also be uploaded on the Company’s website at www.kmew.in.
- p) Contact details of the person responsible to address the queries/grievances, if any, connected with the Postal Ballot by electronic means:



The Company Secretary, Mr. Avdhoot Kotwal Tel: [022-35398686](tel:022-35398686);
Email compliance@kmew.in

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.

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

- Visit URL: <https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp>
- Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- Enter the OTP received on your registered email ID/ mobile number and click on login.
- 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.
- 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

Shareholders registered for IDeAS facility:

- Visit URL: <https://eservices.nsd.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".
- Enter IDeAS User ID, Password, Verification code & click on "Log-in".
- 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.
- 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 IDeAS facility:

To register, visit URL: <https://eservices.nsd.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>

- Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
- Enter the last 4 digits of your bank account / generate ‘OTP’
- Post successful registration, user will be provided with Login ID and password.
- 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.

Apple App Store Google Play



METHOD 3 - NSDL e-voting website

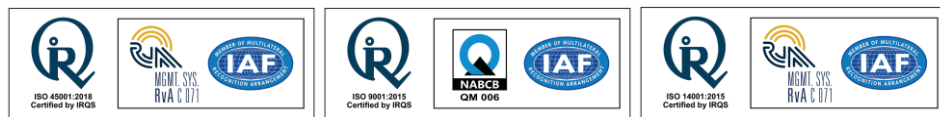
- Visit URL: <https://www.evoting.nsd.com>
- Click on the “Login” tab available under ‘Shareholder/Member’ section. Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on “Login”.
- Post successful authentication, you 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.
- 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

METHOD 1 - CDSL e-voting page

- Visit URL: <https://www.cdslindia.com>.
- Go to e-voting tab.
- Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- 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:

- Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or Visit URL: www.cdslindia.com, click on “Login” and select “My Easi New (Token)”.
- Enter existing username, Password & click on “Login”.
- 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:

- To register, visit URL: <https://web.cdslindia.com/myeasitoken/Home/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration>.
- Proceed with updating the required fields for registration.
- 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.

- Login to DP website
- After Successful login, user shall navigate through “e-voting” option.
- Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- 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:

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:



- Visit URL: <https://instavote.linkintime.co.in> & click on “**Login**” under ‘SHARE HOLDER’ tab.
- Enter details as under:
 - User ID: Enter User ID
 - Password: Enter existing Password
 - Enter Image Verification (CAPTCHA) Code
 - Click “Submit”.

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio 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:

- Visit URL: <https://instavote.linkintime.co.in> & click on “**Sign Up**” under ‘SHARE HOLDER’ tab & register with details as under:

- User ID: Enter User ID
- 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.
- DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
- Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - Shareholders, holding shares in **NSDL form**, shall provide ‘point 4’ above.
 - Shareholders, holding shares in **CDSL form**, shall provide ‘point 3’ or ‘point 4’ above.
 - Shareholders, holding shares in **physical form** but have not recorded ‘point 3’ and ‘point 4’, shall provide their Folio number in ‘point 4’ 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).
- Enter Image Verification (CAPTCHA) Code.
- 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).

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

STEP 2: Steps to cast vote for Resolutions through InstaVote

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

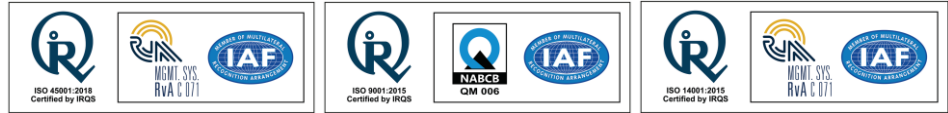
Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

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.
- 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.mufig.com and the company at registered email address.

HELPDESK:

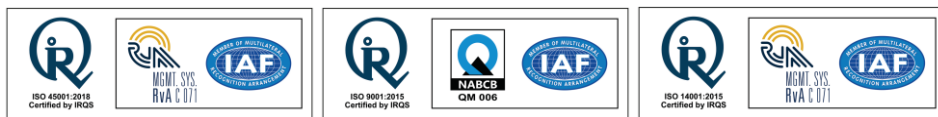
Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

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.mufig.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 <u>evoting@nsdl.co.in</u> 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 <u>helpdesk.evoting@cdslindia.com</u> 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) and 8 digit Client ID (eg. 12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio 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.*

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.

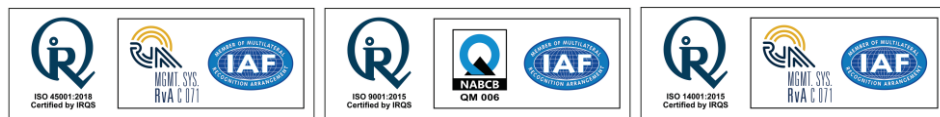


General Instructions - Shareholders

- ❖ 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”.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO. 01:

APPROVAL AND RATIFICATION FOR MATERIAL RELATED PARTIES TRANSACTION BETWEEN THE COMPANY AND KNOWLEDGE SHIPYARD PRIVATE LIMITED (FORMERLY KNOWN AS KAMAL MARINE & ENGINEERING WORKS PRIVATE LIMITED):

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended, material related party transactions require approval of the shareholders through ordinary resolutions, even if such transactions are in the ordinary course of business of the Company and at an arm's length basis.

As per the Listing Regulations, where the annual consolidated turnover is up to Rs. 20,000 crores, a related party transaction is considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated Turnover of the listed entity. The Annual Consolidated Turnover of the Company in FY 24-25 is ₹ 200.70 Crores. Accordingly, the materiality threshold for seeking shareholders' approval for related party transactions of the Company is ₹ 20.07 crores. The said limits are applicable even if the transactions are in the ordinary course of business and at an arm's length basis.

Further, as per Regulation 2(1)(zc) of the Listing Regulations, the definition of Related Party Transaction ('RPT') includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.

Transactions relating to purchase or supply of goods or services or any other similar business transaction and trade advances:

Knowledge Shipyard Private Limited (*Formerly known as Kamal Marine & Engineering Works Private Limited*) ('KSPL') is a subsidiary company of Knowledge Marine & Engineering Works Limited ('KMEWL/'the Company') and consequently, a related party of KMEWL.

KSPL was incorporated in 2013 and engaged in Business of Ship Building, Repairing and Refitting. In August, 2025, the Company had acquired a 51% stake in KSPL.



During FY 25-26, the Company had received a work order from Inland Waterways Authority of India for procurement of Cutter Suction Dredger and Dredger Ancillary Units such as Work Boats and Accommodation Boats. The Company for completion of the said work order decided to avail a part of service such as Hull Fabrication and Outfitting of these Cutter Suction Dredger and Dredger Ancillary Units from KSPL. The Annual Consolidated turnover of the Company in FY 24-25 is Rs. 200.70 Crores. The said work was amounting to Rs. 17.00 Crores, which were within the overall limit 10% aggregated consolidated turnover of the Company i.e., Rs. 20.07 Crores. Further, the said transaction was in ordinary course of business and at arm's length price.

Further, in October 2025, the Company had received a work order from V. O. Chidambarnar Port Authority for Manning, Operation, Maintenance and Complete Technical Management of contractor Owned 01 No. ASTDS-GTTP Tug.

Considering previous performance of KSPL, the Company has decided to delegate the work of construction and supply of 1 (One) No. GTTP Compliance 60 Ton Bollard Pull Green Tug in March 2026 aggregating to Rs. 90 Crores to KSPL. However, as against the order of Rs. 90 Crores, the Company has made stagewise payment of Rs. 18.00 Crores against the said Order during the FY 25-26.

The said work of Construction and supply of 1 (One) No. GTTP Compliant 60 Ton Bollard Pull Green Tug will be completed within a period of 2 years from the initiation of the work.

Further, the management has considered various risk metrics and possibilities of execution of the said work and it was found that KSPL fits good into the position of construction 1 (One) No. 60 Ton Bollard Pull GTTP Compliant Green Tug.

Further, engagement with KSPL has facilitated enhanced coordination, consistency in execution, and improved responsiveness. It is also anticipated to enable more efficient utilization of resources within the Group and reduce complexities typically associated with external contracting arrangements.

It was observed that certain capabilities within the KMEW Group ecosystem exhibit a close alignment with the technical and logistical requirements in construction and supply of 1 No. of 60 Ton Bollard Pull GTTP Compliant Green Tug, thereby rendering an internal engagement contextually appropriate.

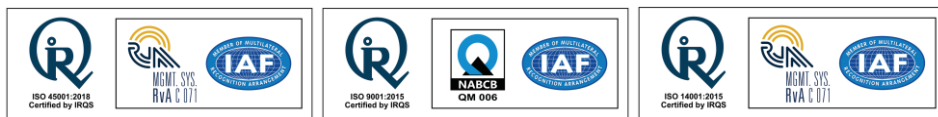
The Board of Directors and Audit Committee has provided an approval for the said work in its meeting held on February 12, 2026. The approval and ratification of the Members is being sought via Ordinary Resolution for material RPTs entered by the Company for FY 25-26.



KNOWLEDGE MARINE & ENGINEERING WORKS LIMITED

Ship Builders, Repairers, Charterers and Marine Contractors

CIN: L74120MH2015PLC269596



Except Mr. Saurabh Daswani, Managing Director or Mrs. Kanak Kewalramani, Whole-time Director to their Shareholding in the Company and interest as a Directors in the Company & KSPL, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, set out at Item No. 01 of the Notice.

Details of the RPTs between KMEWL and KSPL, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular dated January 30, 2026, read with SEBI circular dated June 26, 2025, are as follows:

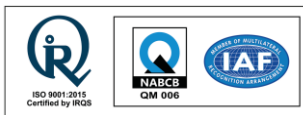
Sr. No.	Particulars	Details
A(1) Basic Details of the Related Party		
1.	Name of the related party	Knowledge Shipyard Private Limited (Formerly known as Kamal Marine & Engineering Works Private Limited)
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Ship Building, Repairing and Re-fitting
A(2) Relationship and ownership of the related party		
4.	Relationship between the listed entity (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Knowledge Shipyard Private Limited is a subsidiary of the Knowledge Marine & Engineering Works Limited
5.	Shareholding of the listed entity, whether direct or indirect, in the related party	51%
6.	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity	Not Applicable
7.	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary	Nil

Regd. Office: Unit No. 706-707, The Epicentre, W. T. Patil Marg, Off Eastern Freeway,

BEST Colony, Near Shivaji Chowk, Chembur East, Mumbai - 400 071

Phone: 022 - 35374606 | E-mail: info@kmew.in | Website: www.kmew.in

Listed on BSE & NSE exchange (KMEW | 543273 | INE0CJD01029)

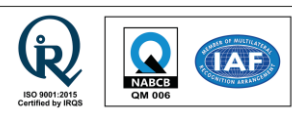


A(3) Details of previous transactions with the related party

8.	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year	Details of the transactions by KSPL with KMEWL in FY 24-25:		
		Sr. No.	Nature of Transaction	Amount in Crores
		1.	Repair and maintenance of dredgers of the Company	2.42
9.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval/ratification is sought.	17.00 Crores		
10.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No		

A(4) Amount of the proposed transaction(s) entered

11.	Amount of the transactions entered being placed for approval/ratification in the meeting of the Audit Committee/ shareholders.	Sr. No.	Nature of Transaction	Amount in Rs. in Crores in FY 25-26
		1.	<ul style="list-style-type: none"> Construction of Crafts Fabrication of Hull, Outfitting of Port Ancillary Crafts 	17.00



		2.	Construction and supply of 1 (One) No. GTTP Compliance 60 Ton Bollard Pull Green Tug	18.00*
			Total	35.00
		*The Company has made the stagewise payment of Rs. 18 Crores. However, the contract price is Rs. 90 Crores		
12.	Whether the transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes		
13.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	17.43%		
14.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	NA		
15.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	-		
16.	Financial performance of the related party for the immediately preceding financial year:			



Sr. No.	Particulars	FY 2024-25 (Amount in Rs. in Crores)
i.	Turnover	2.46
ii.	Profit After Tax	0.21
iii.	Networth	2.44

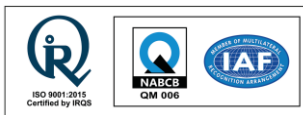
A(5) Basic details of the proposed transaction

Sr. No.	Nature of Transaction	INR in Crores
1.	<ul style="list-style-type: none"> Construction of Crafts Fabrication of Hull, Outfitting of Port Ancillary Crafts 	17.00
2.	Construction and supply of 1 (One) No. GTTP Compliance 60 Ton Bollard Pull Green Tug	18.00
Total		35.00

17.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)
18.	<p>Details of the proposed transaction</p> <p>The proposed transaction between KSPL and KMEWL involves Construction of Crafts, Fabrication of Hull, Outfitting of Port Ancillary Crafts, Repair and Refits of Vessel and construction and supply of 1 (One) No. GTTP Compliance 60 Ton Bollard Pull Green Tug and same shall be completed and delivered as per Specifications provided by the KMEWL.</p>
19.	<p>Tenure of the proposed transaction (tenure in number of years or months to be specified)</p> <p>While the tenure of the on-going/proposed arrangements ranges from FY25-26 to FY 28-29, approval and ratification of the Members is being sought for material RPTs for FY25-26.</p>



20.	Whether omnibus approval/ ratification is being sought?	Yes
21.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise	Value of transactions for FY25-26 is Rs. 35.00 crores. Approval and ratification of the Members is being sought for material RPTs for FY25-26.
22.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<p>Refer to background, details and benefit of the transaction captured above. Further, the proposed RPTs are undertaken in the ordinary course of business and on an arm’s length basis.</p> <p>The transactions are designed to harness group synergies, ensure continuity and reliability in the supply of goods and services, and enhance operational efficiency, without compromising independence.</p> <p>Association with KMEW Group companies provides assurance of integrity and reliability, and the transactions are fair, transparent, and in the best interests of KMEWL and its stakeholders, aligning with the Company’s strategic objectives and commitment to high standards of corporate governance.</p>
23.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p>a. Name of the director / KMP</p> <p>b. Shareholding of the director / KMP, whether direct or indirect, in the related party</p>	<p>Kanak Kewalramani, Whole-time Director & Chief Financial Officer, Promoter of the Company and is Non-Executive Director of the KSPL.</p> <p>Saurabh Daswani, Managing Director & Promoter of the Company and is Non-Executive Director of the KSPL.</p> <p>Their interest or concern or that of their relatives, is limited only to the extent of</p>



		their holding directorship/ shareholding in the Company and KSPL.
24.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
25.	Other information relevant for decision making.	All relevant information forms a part of this disclosure setting out requisite facts

Part B: Additional Information

B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	Existing orders were placed on KSPL as per Policy on RPTs of the Company. In case of the proposed transactions, order will be placed based on competitive quotes for procurement / availing the relevant material and/or service. When such competitive quotes are not available, alternative method (for instance, cost-plus mark-up or comparable price, etc.) as advised by the independent consulting firm, shall be considered as arm's length pricing criteria.
2.	Basis of determination of price	For the allied and other proposed transaction, transactions will be entered based on the market price of the relevant material and service. Where market price is not available, alternative method (such as cost plus mark-up, comparable price, etc.) as advised by the independent consulting firm, shall be considered as arm's length price. Reimbursement/Recovery transactions will be based on back-to-back pricing charged by the third party vendors to Related Parties.



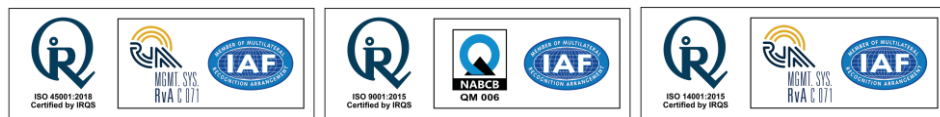
	<p>In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:</p>	
<p>3.</p>	<p>a. Amount of trade advance</p>	<p>As per the market practice, advance payment is done generally in the range of 10%-15% of the order value against security guarantee of equivalent amount. This is to enable Contractor to mobilize at site and initial material procurement. The advance is recovered from each monthly running bills throughout the contract period on pro-rata basis</p>
	<p>b. Tenure</p>	<p>Tenure of advance payment is throughout the contract period of proposed transaction. Stage wise payment will be made by the Company as per Ship Construction Agreement. However, the Invoice for the same will be issued at the time of delivery of the Vessel.</p>
	<p>c. Whether same is self-liquidating?</p>	<p>Yes</p>

ITEM NO. 02

APPROVAL FOR MATERIAL RELATED PARTIES TRANSACTION BETWEEN THE COMPANY AND KNOWLEDGE SHIPYARD PRIVATE LIMITED (FORMERLY KNOWN AS KAMAL MARINE & ENGINEERING WORKS PRIVATE LIMITED):

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended, material related party transactions require approval of the shareholders through ordinary resolutions, even if such transactions are in the ordinary course of business of the Company and at an arm's length basis.

As per the Listing Regulations, where the annual consolidated turnover is upto Rs. 20,000 crores, a related party transaction is considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated Turnover of the listed entity. The Annual Consolidated



Turnover of the Company in FY 25-26 is Rs. 256.28 Crores. Accordingly, the materiality threshold for seeking shareholders' approval for related party transactions of the Company is ₹ 25.62 crores. The said limits are applicable even if the transactions are in the ordinary course of business and at an arm's length basis.

Further, as per Regulation 2(1)(zc) of the Listing Regulations, the definition of Related Party Transaction ('RPT') includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.

Knowledge Shipyard Private Limited (Formerly known as Kamal Marine & Engineering works Private Limited ('KSPL') is a subsidiary company of Knowledge Marine & Engineering Works Limited ('KMEWL/'the Company') and consequently, a related party of KMEWL.

KSPL was incorporated in 2013 and engaged in Business of Ship Building, Repairing and Refitting. In August, 2025, the Company had acquired a 51% stake in KSPL.

Further, in May 2025, the KSPL has acquired a Land for development of Shipyard and planning for the establishment state of art Shipyard in Saphale, Palghar.

Considering KSPL background and previous execution capabilities and future expansion plans, the Company is planning to delegate the work of repairs of existing Vessels of the Company and support in construction, fabrication and outfitting of overall Port Ancillary crafts which include but not limited to Speed Patrol Boat, Tug Boat, Accommodation Boat, Mooring Launches, and complete construction, fabrication, installation, supply and delivery of the Conventional, Hybrid and Battery operated GTTP Compliant Green Tugs aggregating up to Rs. 500 Crores. The tenure of completion of the said work is from FY 26-27 to FY 28-29. However, the approval of the members is sought for the period of FY 26-27 and the same shall remain valid till the conclusion of the AGM to be held for FY 26-27.

Further, the Company will extend financial assistance to KSPL aggregating up to Rs. 300 Crores in the form of a guarantee and/or advance and/or investment to support its financial and contractual obligations in the ordinary course of business. This support is aimed at strengthening KSPL's financial position, enhancing its creditworthiness, and enabling it to enter into commercial arrangements with third parties on more favorable terms.

The provision of such guarantee and advance reflects KMEWL's ongoing commitment to growth and stability of the KSPL, which are integral to the Group's overall business strategy. Further, this enables better alignment of resources within the Group, reduces execution



risks, and supports operational continuity. The arrangement is aligned with the Company's objective of creating sustainable long-term value for its stakeholders.

The investment in KSPL is intended to provide long-term capital support to sustain and expand its business activities. KSPL operates in an area of business which is capital intensive. Investment made by the Company will create a growth opportunities and enhance operational resilience. By consolidating investments within the Group, the Company seeks to promote better integration of functions, optimize capital deployment, and improve overall efficiency in execution of the projects. The investment also enables the Company to maintain oversight and alignment with its broader business plans, while supporting value creation through strengthened performance over time.

Further, engagement with KSPL will facilitate enhanced coordination, consistency in execution, and improved responsiveness. It is also anticipated to enable more efficient utilization of resources within the Group and reduce complexities typically associated with external contracting arrangements.

It was observed that the said transactions within the culture of KMEW Group ecosystem wherein quick response time can be dedicated by KSPL and turn-around time will be shortened and thereby rendering an internal engagement contextually appropriate.

The tenure of said financial assistance shall be from FY 26-27 to FY 28-29. However, the approval of the members is sought for the period of FY 26-27.

The Audit Committee has noted that the transactions to be entered into between KMEWL and KSPL will be on an arm's length basis and in the ordinary course of business of both the parties. The Audit Committee has reviewed the certificate provided by CEO & Managing Director and Chief Financial Officer of the Company, as required under the RPT Industry Standards.

The Board of Directors and Audit Committee has provided an approval for the said work in its meeting held on May 29, 2026. The approval of the Members is being sought via Ordinary Resolution for material RPTs entered for FY 26-27.

Except Mr. Saurabh Daswani, Managing Director or Mrs. Kanak Kewalramani, Whole-time Director to their Shareholding in the Company and interest as a Directors in the Company & KSPL, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, set out at Item No. 02 of the Notice.

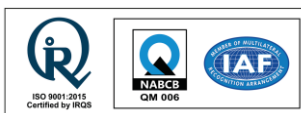


Details of the RPTs between KMEWL and KSPL, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular dated January 30, 2026, read with SEBI circular dated June 26, 2025, are as follows:

Sr. No.	Particulars	Details
A(1) Basic Details of the Related Party		
1.	Name of the related party	Knowledge Shipyard Private Limited (Formerly known as Kamal Marine & Engineering Works Private Limited)
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Ship Building, Repairing and Re-fitting
A(2) Relationship and ownership of the related party		
4.	Relationship between the listed entity (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Knowledge Shipyard Private Limited is a subsidiary of the Knowledge Marine & Engineering Works Limited
5.	Shareholding of the listed entity, whether direct or indirect, in the related party	51%
6.	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity	Not Applicable
7.	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary	Nil
A(3) Details of previous transactions with the related party		
8.	Total amount of all the transactions undertaken by the listed entity with the related	Details of the transactions by KSPL with KMEWL in FY 25-26:



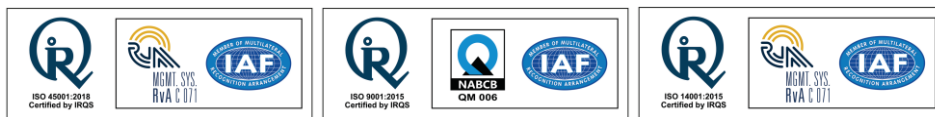
	party during the last financial year	Sr. No.	Nature of Transaction	Amount in Crores
		2.	<ul style="list-style-type: none"> • Construction of Crafts • Fabrication of Hull, Outfitting of Port Ancillary Crafts 	17.00
		3.	Advance against Construction and delivery of 60 Ton Bollard Pull Battery Operated GTP Compliant Tug	18.00
		Total		35.00
9.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	15.07 Crores		
10.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with	No		



	the listed entity or its subsidiary during the last financial year.	
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A(4) Amount of the proposed transaction(s)

11.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Sr. No.	Nature of Transaction	INR in Crores
		1.	repairs of existing Vessels of the Company and support in construction, fabrication and outfitting of overall Port Ancillary crafts which include but not limited to Speed Patrol Boat, Tug Boat, Accommodation Boat, Mooring Launches, and complete construction, fabrication, installation, supply and delivery of the Conventional, Hybrid and Battery operated GTTP Compliant Green Tugs	500
		2.	Providing Guarantee, Security, Loan or Making Investment in KSPL	300

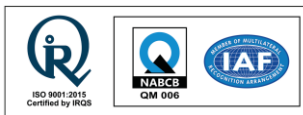


		Total	800												
12.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes													
13.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	273.14%													
14.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not Applicable													
15.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	--													
16.	Financial performance of the related party for the immediately preceding financial year:	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Particulars</th> <th>FY 2025-26 Amount in Rs. in Crores</th> </tr> </thead> <tbody> <tr> <td>iv.</td> <td>Turnover</td> <td>28.47</td> </tr> <tr> <td>v.</td> <td>Profit After Tax</td> <td>2.34</td> </tr> <tr> <td>vi.</td> <td>Networth</td> <td>4.77</td> </tr> </tbody> </table>		Sr. No.	Particulars	FY 2025-26 Amount in Rs. in Crores	iv.	Turnover	28.47	v.	Profit After Tax	2.34	vi.	Networth	4.77
Sr. No.	Particulars	FY 2025-26 Amount in Rs. in Crores													
iv.	Turnover	28.47													
v.	Profit After Tax	2.34													
vi.	Networth	4.77													



A(5) Basic details of the proposed transaction

		Sr. No.	Nature of Transaction	INR in Crores
17.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	1.	Repairs of existing Vessels of the Company and support in construction, fabrication and outfitting of overall Port Ancillary crafts and complete construction, fabrication, installation, supply and delivery of the 60 Ton Bollard Pull ASTDS Battery operated GTTP Compliant Green Tug	500
		2.	Providing Guarantee, Security, Loan or Making Investment in KSPL	300
			Total	800
18.	Details of the proposed transaction	The proposed transaction between KSPL and the Company involves repairs of existing Vessels of the Company and support in construction, fabrication and outfitting of overall Port Ancillary crafts which include but not limited to Speed Patrol Boat, Tug Boat, Accommodation Boat, Mooring Launches, and complete construction, fabrication, installation, supply and delivery of the Conventional, Hybrid and Battery operated GTTP Compliant Green Tugs.		



		<p>KMEWL has arrangements with KSPL for its various vessels construction.</p> <p>The Company will also enter into transaction of construction, fabrication, outfitting of various port ancillary crafts such as Tug Boats, Speed Patrol Boats, Mooring Launches.</p>
19.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	While the tenure of the on-going/proposed arrangements ranges from FY26-27 to FY 28-29, approval of the Members is being sought for material RPTs for FY26-27.
20.	Whether omnibus approval is being sought?	Yes
21.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise	Value of transactions for FY26-27 is ₹ 700.00 crores. Approval of the Members is being sought for material RPTs for FY26-27 and same shall be valid till Annual General Meeting to be held for FY 26-27.
22.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<p>Refer to background, details and benefit of the transaction captured above. Further, the proposed RPTs are undertaken in the ordinary course of business and on an arm's length basis.</p> <p>While both entities belong to the KMEW Group, each operates independently with distinct commercial responsibilities.</p> <p>The transactions are designed to harness group synergies, ensure continuity and reliability in the supply of goods and services, and enhance operational efficiency, without compromising independence.</p> <p>Association with KMEW Group companies provides assurance of</p>



		integrity and reliability, and the transactions are fair, transparent, and in the best interests of KMEWL and its stakeholders, aligning with the Company’s strategic objectives and commitment to high standards of corporate governance.
23.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p>c. Name of the director / KMP</p> <p>d. Shareholding of the director / KMP, whether direct or indirect, in the related party</p>	<p>Kanak Kewalramani, Whole-time Director & Chief Financial Officer, Promoter of the Company and is Non-Executive Director of the KSPL.</p> <p>Saurabh Daswani, Managing Director & Promoter of the Company and is Non-Executive Director of the KSPL.</p> <p>Their interest or concern or that of their relatives, is limited only to the extent of their holding directorship/ shareholding in the Company and TPL.</p>
24.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
25.	Other information relevant for decision making.	All relevant information forms a part of this disclosure setting out requisite facts

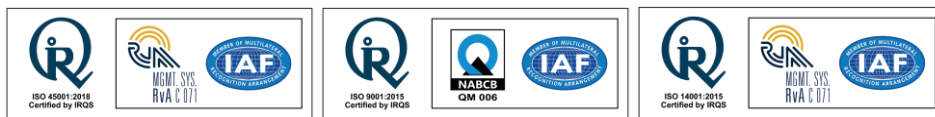
Part B: Additional Information

B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	Existing orders were placed on KSPL as per Policy on RPTs of the Company.
2.	Basis of determination of price	In case of the proposed transactions, order will be placed based on competitive quotes for procurement / availing the relevant material and/or service.



		<p>When such competitive quotes are not available, alternative method (for instance, cost-plus mark-up or comparable price, etc.) as advised by the independent consulting firm, shall be considered as arm's length pricing criteria.</p> <p>For the allied and other proposed transaction, transactions will be entered based on the market price of the relevant material and service.</p> <p>Where market price is not available, alternative method (such as cost plus mark-up, comparable price, etc.) as advised by the independent consulting firm, shall be considered as arm's length price.</p> <p>Reimbursement/Recovery transactions will be based on back-to-back pricing charged by the third party vendors to Related Parties.</p>
<p>3.</p>	<p>In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:</p> <p>a. Amount of trade advance</p>	<p>As per the market practice, advance payment is done generally in the range of 10%-15% of the order value against security guarantee of equivalent amount. This is to enable Contractor to mobilize at site and initial material procurement. The advance is recovered from each monthly running bills</p>



		throughout the contract period on pro-rata basis
	b. Tenure	Tenure of advance payment is throughout the contract period of proposed transaction. Stage wise payment will be made by the Company as per Ship Construction Agreement. However, the Invoice for the same will be issued at the time of delivery of the Vessel.
	c. Whether same is self-liquidating?	Yes

B(2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

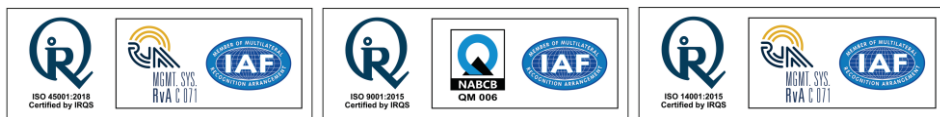
4.	Source of funds in connection with the proposed transaction.	Internal Accruals of the Company
5.	Where any financial indebtedness is incurred to give loan, inter corporate deposit or advance, specify the following:	No financial indebtedness has been incurred at present for the purpose of extending loans, inter-corporate deposits, advances, or investments to related parties. In the event such indebtedness is considered in the future, the nature, cost of funds, and tenure will be determined based on prevailing market conditions, internal financial policies, and applicable regulatory guidelines. The transaction will be assessed on a case-by-case basis and will adhere to the Company's transfer pricing policies and arm's length principles to ensure fairness and compliance
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	
6.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	The interest rate applicable to the transaction shall be determined based on guidance provided and approved by the Audit Committee
7.	Maturity / due date	The transaction shall have a pre-defined tenure with clearly specified maturity /



		due date, which will be in line with the nature and purpose of the transaction
8.	Repayment schedule & terms	The terms of borrowing will be on arm's length basis. The funds shall be payable as per the repayment schedule or on maturity / due date as per the terms agreed.
9.	Whether secured or unsecured?	Based on Audit Committee nature of security and related factors will be decided.
10.	If secured, the nature of security & security coverage ratio	
11.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	It will be utilized for the purpose of capital expenditure, working capital requirements, and general corporate purposes

B(3). Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary

12.	Source of funds in connection with the proposed transaction.	Internal Accruals of the Company
13.	Where any financial indebtedness is incurred to make investment, specify the following:	No financial indebtedness has been incurred at present for the purpose of extending loans, inter-corporate deposits, advances, or investments to related parties.
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	
14.	Purpose for which funds shall be utilized by the investee company.	The funds are proposed to be utilized by the investee company towards capital expenditure for shipbuilding infrastructure, procurement of materials and equipment, working capital requirements, and general corporate purposes. This is expected to support ongoing and upcoming projects, strengthen operational capacity, and enhance overall execution capabilities



15.	Material terms of the proposed transaction	Material Terms such as Rate of Interest, Security to be provided for such loan shall be determined at the time execution of such investment considering views of the Audit Committee and Standards and arm's length practices prevailing in the market.
B(4). Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.		
16.	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	To support KSPL's obligations, enhance its creditworthiness, and enable access to external funding or commercial arrangements on more favorable terms, thereby facilitating its business operations and supporting overall group objectives.
	(b) Whether it will create a legally binding obligation on listed entity?	Yes
17.	Material covenants of the proposed transaction including: i) commission, if any to be received by the listed entity or its subsidiary; ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	Appropriate provisions are put in place to ensure that, in the event of invocation KSPL shall reimburse KMEWL for any amounts paid, along with applicable expenses. Such arrangements may include indemnity obligations, rights of recovery, and, where applicable, charge over assets or other security mechanisms to safeguard KMEWL's interests.
18.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary.	At present, the KSPL is at incubator stage. The value of obligation to be undertaken by the listed entity shall considered in the future, the nature, amount of guarantee, and tenure will be



	<p>Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.</p>	<p>determined based on prevailing market conditions, internal financial policies, and applicable regulatory guidelines.</p> <p>The transaction will be assessed on a case-by-case basis and will adhere to the Company's transfer pricing policies and arm's length principles to ensure fairness and compliance</p>
<p>PART C: Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B</p>		
<p>C(1). Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity</p>		
<p>1.</p>	<p>Latest credit rating of the related party Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.</p>	<p>The KSPL has not availed any Credit Rating as of now. Since the Company is not having any Credit Facilities outstanding with Banks or Financial Institution.</p>
	<p>Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.</p>	<p>None</p>
<p>2.</p>	<p>In addition, state the following:</p> <p>a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <p>b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;</p>	<p>No</p> <p>No</p>



	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	N.A.

C(2). Disclosure only in case of transactions relating to any investment made by the listed entity

3.	Latest credit rating of the related party	The KSPL has not availed any Credit Rating as of now. Since the Company is not having any Credit Facilities outstanding with Banks or Financial Institution.
4.	Whether any regulatory approval is required. If yes, whether the same has been obtained.	Not Applicable

C(3). Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary

5.	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party	The KSPL has not availed any Credit Rating as of now. Since the Company is not having any Credit Facilities outstanding with Banks or Financial Institution.
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6.	Details of solvency status and going concern status of the related party during the last three financial years:	Solvency status and going concern status of the related party: FY 2024-23- Solvent & Going concern FY 2024-25- Solvent & Going concern FY 2025-26- Solvent & Going concern
7.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	The value of the obligation to be undertaken by KMEWL shall be within the maximum limit approved by the shareholders and in accordance with the provisions specified under Section 186 of the Companies Act, 2013.
	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.	None
8.	In addition, state the following: a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting; c) Whether the related party is undergoing or facing any	No No No



	application for commencement of an insolvency resolution process or liquidation;	
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	N.A.

ITEM NO. 03

Approval for Increase in Limits of Investments/Loans/Guarantees/Securities under section 186 of the Companies Act, 2013:

Provisions of Section 186 of the Companies Act, 2013 ("the Act") provide that the no company shall, except with the consent of Members by Special Resolution provide Investment/ Loans/ Guarantees/ acquire by way of subscription, purchase or otherwise the securities of any other body corporate, exceeding Sixty per cent (60%) of its paid-up share capital, free reserves and securities premium account or One hundred per cent (100%) of its free reserves and securities premium account, whichever is more.

The Members by way of Special Resolution at the 5th Annual General Meeting held on September 29, 2020, had accorded their consent to the Board of Directors to give loan/guarantee, provide security, exercise investment power beyond the limit laid down under Section 186(2) of the Act subject to aggregate limit of Rs. 75 Crores.

In order to achieve long term strategic objectives of growth and expansion, funding new business ventures, making strategic investments in subsidiaries, joint ventures and other entities, and to meet the funding requirements, provide loans, guarantees or securities as may be required in the ordinary course of business, the existing limits may not be sufficient; therefore, the proposed enhancement of the limit from Rs. 75 crores to Rs. 500 crores will provide the necessary operational flexibility to the Board to take timely decisions in the best interest of the Company.



KNOWLEDGE MARINE & ENGINEERING WORKS LIMITED
Ship Builders, Repairers, Charterers and Marine Contractors
CIN: L74120MH2015PLC269596



Accordingly, consent of the Members is sought by way of and enabling special resolution as set out in Item No. 04 of the accompanying Notice. The Board accordingly recommends the Special Resolution set out at Item No. 03 of the Notice for the approval of the Members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, set out at Item No. 03 of the Notice.

By the Order of the Board of Directors
For **Knowledge Marine & Engineering Works Limited**

Sd/-

Avdhoot Kotwal
Company Secretary & Compliance Officer
Membership No. A73327

Place: Mumbai
Date: May 29, 2026

Registered Office: Unit No. 706-707, The Epicentre,
W. T. Patil Marg, Off Eastern Freeway,
BEST Colony, Near Shivaji Chowk,
Chembur East, Mumbai – 400 071

Website: www.kmew.in