



KNOWLEDGE MARINE & ENGINEERING WORKS LIMITED

Ship Builders, Repairers, Charterers and Marine Contractors

CIN: L74120MH2015PLC269596



Ref: KMEW/SE/Reg-30/2025-26/47

Date: February 12, 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 February 12, 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 Thursday, February 12, 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 Tuesday, February 10, 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 Saturday, February 14, 2026, from 9.00 a.m. (IST) and concludes on Sunday, March 15, 2026 at 5.00 p.m. (IST). The Remote e-Voting module shall be disabled by MI IPL thereafter.

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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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Please 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 Tuesday, March 17, 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



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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
Saturday, February 14, 2026 at 09:00 AM	Sunday, March 15, 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”), in terms of Regulation 44 and other applicable provision, if any, of the Securities and Exchange Board of India (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., February 10, 2026 (“Members” or “Equity Shareholders”), is sought through Postal Ballot via Remote e-voting only (voting through electronic means) for enhancing the borrowing limits of the Company from ₹500 Crores to ₹1,200 Crores considering Company’s existing and proposed business expansion and growth plans.

An explanatory statement pursuant to Section 102 and other applicable provisions of the Act pertaining to the said resolutions setting out the material facts and the reasons thereof

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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 - MUFG Intime India Private Limited (“RTA”)/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 (“MI IPL”) 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 Saturday, February 14, 2026 to Sunday, March 15, 2026 at 5:00 p.m. (IST). The remote e-voting facility will be disabled by MI IPL 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 February 12, 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 Tuesday, March 17, 2026, and will be displayed on the Company’s website

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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.



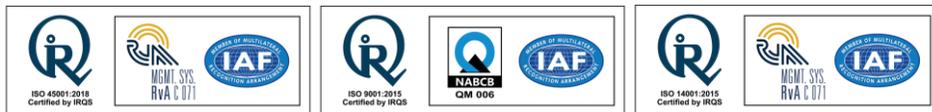
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SPECIAL BUSINESS:

Approval For Enhancing Borrowing Limits of the Company from Rs. 500 Crores to Rs. 1,200 Crores:

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 resolution passed in the 09th Annual General Meeting of the Company on 19th September, 2024 and pursuant to provisions of Section 180(1)(a) and other applicable provisions, if any of the Companies Act, 2013 (the “Act”) read with the Companies (Meeting of the Boards and its Powers) Rules, 2014, and other applicable rules, if any, made under the Act, as amended, [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], in terms of the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulation”), pursuant to enabling provisions of the Articles of Association of the Company, as altered from time to time (“AoA”) and any other applicable laws for the time being in force, and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, required, consent members of the Company, be and is hereby accorded to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders, to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of Rs. 1,200 Cr. (Rupees One Thousand Two Hundred Crores Only).

“RESOLVED FURTHER THAT in partial modification of the resolution passed in the 09th Annual General Meeting of the Company on 19th September, 2024 and pursuant to the provisions of Section 180(1)(c), and other applicable provisions, if any, of the Act read with the Companies (Meeting of the Boards and its Powers) Rules, 2014, and other applicable rules, if any, made under the Act, as amended, pursuant to enabling provisions of the Articles of Association of the Company, as altered from time to time (“AoA”) and subject to such

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approvals, consents, sanctions and permissions as may be necessary including consent of the Members of the Company be and is hereby accorded, to Board of Directors Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to borrow money, for and on behalf of the Company from time to time, as deemed by Board to be requisite and proper for the business of the Company, in a manner that the monies to be borrowed together with the monies already borrowed by the Company may at any time exceed the aggregate of paid up share capital, free reserves and securities premium of the Company, provided that the total amount that may be borrowed by the Board and outstanding at any point in time, shall not exceed Rs. 1,200 Crores (Rupees One Thousand Two Hundred Crores Only), apart from temporary loans obtained from the Banks or Financial Institution in the ordinary course of business.

“RESOLVED FURTHER THAT Mr. Saurabh Daswani, Managing Director, Mrs. Kanak Kewalramani, Whole-time Director & CFO and Mr. Avdhoot Kotwal, Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be required or deemed necessary to implement 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: February 12, 2026

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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 **Tuesday, February 10, 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

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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 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) 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 NSDL. The e-voting period shall commence **at 09.00 a.m. IST on Saturday, February 14, 2026 and end at 05.00 p.m. IST on Sunday, March 15, 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 Sunday, March 15, 2026.** E-voting will be blocked by MIPL immediately thereafter and voting will not be allowed beyond the said date and time.
- i) 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 Saturday, February 14, 2026 until the last date of the remote e-voting period of this Postal Ballot i.e. Sunday, March 15, 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 022-35374606.

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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.
6. Once the vote on the Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
7. 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.
8. Contact details of the person responsible to address the queries/grievances, if any, connected with the Postal Ballot by electronic means:
9. The Company Secretary, Mr. Avdhoot Kotwal Tel: 022-35374606;
Email compliance@kmew.in

10. REMOTE EVOTING INSTRUCTIONS:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, 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

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- Visit URL: <https://eservices.nsdl.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.nsdl.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.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.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 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.



ID

METHOD 3 - NSDL e-voting website

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- Visit URL: <https://www.evoting.nsdl.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:

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- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Home/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration>.
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

Individual Shareholders holding securities in demat mode with Depository Participant

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

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

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

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) 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")

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



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Shareholders not registered for INSTAVOTE facility:

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

1. User ID: Enter User ID

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

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

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

○ 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

5. Set the password of your choice.

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

6. Enter Image Verification (CAPTCHA) Code.

7. Click “Submit” (You have now registered on InstaVote).

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

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 <u>Event No + Folio no.</u> , registered with the Company

STEP 2: Steps to cast vote for Resolutions through InstaVote

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

B. Select ‘View’ icon. E-voting page will appear.

C. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).

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.

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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.mufig.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

- Visit URL: <https://instavote.linkintime.co.in>
- Click on “Sign Up” under “Custodian / Corporate Body/ Mutual Fund”
- Fill up your entity details and submit the form.
- 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.
- 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

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- Click on “Investor Mapping” tab under the Menu section
- Map the Investor with the following details:
 - ‘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.
 - ‘Investor’s Name - Enter Investor’s Name as updated with DP.
 - ‘Investor PAN’ - Enter your 10-digit PAN.

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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

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- Click on “Votes Entry” tab under the Menu section.
- 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”.
- Enter “16-digit Demat Account No.”.
- 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'.
- 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

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- After successful login, you will see “Notification for e-voting”.
- Select “View” icon for “Company’s Name / Event number”.
- E-voting page will appear.
- Download sample vote file from “Download Sample Vote File” tab.

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- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
- g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

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

HELPDESK:

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

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

Individual Shareholders holding securities in demat mode:

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at <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:

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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.

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- ❖ 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(1) OF THE COMPANIES ACT, 2013:

The following Statement sets out all material facts relating to Resolutions Nos. 1 mentioned in the accompanying Notice

The Board of Directors of the Company at its meeting held on August 16, 2024 and Shareholders at 09th Annual General Meeting held on September 19, 2024 approved the borrowing limit of the Company up to Rs. 500 Crores (Rupees Five Hundred Crores only).

Keeping in view of the Company's existing and proposed business expansion and growth plans, the Company may require additional fund support in the form of debt fund from Banks, Financial Institutions, NBFCs or any other person including related parties.

Considering the above requirement, it is proposed to enhance the borrowing powers of the Board of Directors from Rs. 500 Crores to Rs. 1,200 Crores (Rupees One Thousand Two Hundred Crores only).

The borrowing limit and to create charges, hypothecations, mortgages/equitable mortgages, on movable and/or immovable properties is proposed to be enhanced to such an extent that the sum(s) so borrowed under this resolution and remaining outstanding at any time shall not exceed in the aggregate of Rs. 1,200 Crores (Rupees One Thousand Two Hundred Crores Only). It is, therefore, necessary for the Members to pass Special Resolutions under Section 180 and other applicable provisions of the Companies Act, 2013.

The borrowings of the Company are in general required to be secured by suitable mortgage or charge on all or any of the movable or immovable properties of the Company, in such form, manner and ranking as may be determined by the Board from time to time, in consultation with the lender(s).

Therefore, Members' approval is sought, to authorize the Board to borrow up to Rs. 1,200 Crores (Rupees One Thousand Two Hundred Crores Only) (apart from temporary loans obtained in the ordinary course of business).

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None of the Directors and/or Key Managerial Personnel or their relatives, are in any way concerned or interested, financially or otherwise, in the Special Resolutions except to the extent of their shareholding in the Company, if any.

The Board recommends the Special Resolution set out at Item No. 01 of the notice for approval by the shareholders.

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: February 12, 2026

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