



KNOWLEDGE MARINE & ENGINEERING WORKS LIMITED

Ship Builders, Repairers, Charterers and Marine Contractors

CIN: L74120MH2015PLC269596



Ref.: KMEW/BSE/Reg.30/2025-26/45

Date: January 30, 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 | INEOCJDO1011 |

Sub: Outcome of Board Meeting held on Friday, January 30, 2026

Dear Sir/Madam,

In terms of Regulation 30 read with Schedule III and other applicable provisions of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015, as amended (“Listing Regulations”), we hereby inform you that the Board of Directors of the Company (“Board”) at their meeting held on Friday, January 30, 2026 at the Registered Office of the Knowledge Marine & Engineering Works Limited (the “Company”) situated at Unit No 706-707, The Epicentre, W. T. Patil Marg, Off Eastern Freeway, BEST Colony, Near Shivaji Chowk, Chembur, Mumbai - 400 071, inter-alia has considered and approved:

Scheme of Amalgamation

The Scheme of Amalgamation of Two wholly-owned subsidiaries of the Company, viz., (a) Indian Ports Dredging Private Limited; and (b) Knowledge Infra Port Private Limited [hereinafter collectively referred to as the “Transferor Companies” and individually referred to as the “Transferor Company”] with Knowledge Marine & Engineering Works Limited (hereinafter referred to as the “Transferee Company”) under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with relevant rules & regulations framed thereunder.

The Scheme of Amalgamation is subject to necessary statutory and regulatory approvals, including approval of the Hon’ble National Company Law Tribunal, Mumbai Bench and other regulatory authorities, as may be required in terms of the applicable provisions of the law.

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 - 33574606 | E-mail: info@kmew.in | Website: www.kmew.in

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



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The salient features of the proposed Scheme, inter alia, are given as under:

1. The Appointed Date of the Scheme would be – April 01, 2025 or such other date as may be fixed or approved by the Hon'ble NCLT, Mumbai Bench and which is acceptable to the Board of Directors of the Companies.
2. The entire assets and liabilities of the Transferor Companies to be transferred to and recorded by the Company at their respective carrying values in the books of accounts of the Transferor Companies. All inter-company balances and investments amongst the Transferor Companies and the Company will stand cancelled as a result of the proposed Scheme.
3. The entire share capital of the Transferor Companies is held by the Company. Upon the Scheme becoming effective, no equity shares of the Company shall be allotted in lieu or exchange of the holding of the Company in the Transferor Companies and accordingly, equity shares held by the Company in the Transferor Companies shall stand cancelled on the Effective Date without any further act, instrument. or deed.

The details and information as required under Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are annexed herewith respectively.

The meeting commenced at 04:00 P.M. and concluded at 05.32 P.M. The Company will make necessary disclosures on any material developments in this regard from time to time.

Kindly take the same on your record.

Thanking you,

Yours Faithfully,

For Knowledge Marine & Engineering Works Limited

Avdhoot Kotwal
Company Secretary & Compliance Officer

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Annexure – A

Disclosure of details as required under the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024

| Sr. No. | Particulars | Description |
|---------|--|--|
| 1. | Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc. | <p><u>First Transferor Company:</u></p> <p>Indian Ports Dredging Private Limited was incorporated as a Private Limited Company under the provisions of Companies Act, 2013 on 20-March-2017 in the state of Maharashtra. The Corporate Identification Number (CIN) of the First Transferor Company as on date is U74999MH2017PTC292712. The First Transferor Company is a wholly-owned subsidiary of the Transferee Company.</p> <p><u>Second Transferor Company:</u></p> <p>Knowledge Infra Ports Private Limited was incorporated as a Private Limited Company under the provisions of Companies Act, 2013 on 15-April-2019 in the state of Maharashtra. The CIN of the Second Transferor Company as on date is U74999MH2019PTC324093. The Second Transferor Company is a wholly-owned subsidiary of the Transferee Company.</p> |

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| | <p><u>Transferee Company:</u></p> <p>Knowledge Marine & Engineering Works Limited was originally incorporated as a Private Limited Company under the provisions of the Companies Act, 2013, on the 26-October-2015, in the State of Maharashtra. The CIN of the Transferee Company as on date is L74120MH2015PLC269596. Transferee Company has listed its Equity Shares on BSE Limited and National Stock Exchange of India Limited.</p> <p>The financial details of the Companies are provided in <u>'Exhibit 1'</u>.</p> |
| 2. | <p>Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length";</p> <p>Yes. The Transferor Companies are direct wholly-owned subsidiaries of the Transferee Company and as such the said companies are related party to each other.</p> <p>However, the Ministry of Corporate Affairs has clarified vide its General Circular No. 30/ 2014 dated 17th July 2014 that transactions arising out of Compromise, Arrangements and Amalgamations dealt with under specific provisions of the Companies Act, 2013, will not fall within the purview of related party transaction in terms of Section 188 of the Companies Act, 2013.</p> |



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| | | <p>Further, pursuant to Regulation 23(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the related party transaction provisions are not applicable to the proposed Scheme and the Scheme is also exempted from the provisions of SEBI Master Circular No. SEBI/HO/CFD/POD2/P/CIR/2023/93 dated 20th June 2023. The Transferor Companies, being wholly owned subsidiaries of the Company, are proposed to be amalgamated with the Company through Scheme of Arrangement, requirement of arm's length criteria is not applicable.</p> |
| 3. | Area of business of the entity(ies); | <p>First Transferor Company: Indian Ports Dredging Private Limited (IPDPL) is primarily engaged in the business of Dredging.</p> <p>Second Transferor Company: Knowledge Infra Ports Private Limited (KIPPL) is engaged in the business of Dredging.</p> <p>Transferee Company: Knowledge Marine & Engineering Works Limited is engaged in the business of Dredging, Owning, operating and chartering of Port Ancillary Crafts, Ship building and ship repairing.</p> |



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|---------------------------------------|--|
| 4. Rationale for amalgamation/merger; | <ul style="list-style-type: none">• The merger of Transferor Companies into Transferee Company will result in acquisition of previous work experience of the Transferor Companies. This will be beneficial for Transferee Company in participating in various Tenders having similar work experience with Government, Semi-Government and Private Parties;• The merger of Transferor Companies into Transferee Company will result in operational synergies resulting in cost optimization;• The Scheme will also achieve rationalization of costs by simplification of management structure leading to better administration and cost savings;• Rationalization of the group holding structure by way of reduction in the number of entities and streamline the structure of Transferee Company;• Providing an opportunity to leverage combined assets, capabilities, experience, expertise, infrastructure of both companies enabling optimum utilization of existing resources and economies of scale;• Improved cash flows and more efficient utilization of capital, human resources and infrastructure to create a stronger base for future growth, enhance future business |
|---------------------------------------|--|

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| | | |
|----|--|--|
| | | <p>potential, and achieve greater efficiencies, productivity gains and advantages by pooling of resources of the group companies thereby significantly contributing to the future growth and maximizing shareholder's value; and</p> <ul style="list-style-type: none"> • Significant reduction in the multiplicity of legal and regulatory compliances required at present to be carried out by Transferor Companies, and greater financial strength and flexibility for the Transferee Company, which would result in maximizing overall shareholder value. |
| 5. | In case of cash consideration - amount or otherwise share exchange ratio; | <p>The entire share capital of the Transferor Companies is held by the Company (directly and jointly with the nominee shareholders). Upon the Scheme becoming effective, no shares of the Company shall be allotted in lieu or exchange of the holding of the Transferee Company in the Transferor Companies and accordingly, equity shares held in the Transferor Companies shall stand cancelled on the Effective Date without any further act, instrument, or deed.</p> |
| 6. | Brief details of change in shareholding pattern (if any) of listed entity. | <p>There will be no change in the shareholding pattern of the Company pursuant to the Scheme, as no shares are being issued by the Company in connection with the Scheme.</p> |



Exhibit – I

Financial details as on – 30 September 2025

(Amount in Rs. in Lakhs)

| <u>Particulars</u> | <u>First Transferor Company (IPDPL)</u> | <u>Second Transferor Company (KIPPL)</u> | <u>Transferee Company (KMEWL)</u> |
|--|--|---|--|
| Paid-up Equity Share Capital | 1.00 | 1.00 | 1080.10 |
| Net Worth – Equity Share Capital + Other Equity (Standalone) | 142.03 | 131.57 | 21,069.64 |
| Total Income (Revenue from Operations + Other Income) (Standalone) | Nil | Nil | 8,187.62 |

For Knowledge Marine & Engineering Works Limited

**Avdhoot Kotwal
Company Secretary & Compliance Officer**