



KNOWLEDGE MARINE & ENGINEERING WORKS LIMITED

Ship Builders, Repairers, Charterers and Marine Contractors

CIN: L74120MH2015PLC269596



Ref: KMEW/SE/Reg-32/2025-26/01

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	INEOCJDO1011

Subject: Monitoring Agency Report for utilization of Preferential Issue Proceeds for the Quarter and Nine Months ended December 31, 2025 under Regulation 32 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015, as amended (“Listing Regulations”)

Dear Sir/Ma’am,

Pursuant to Regulation 32 of Listing Regulations read with SEBI Master Circular dated HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 issued on July 11, 2023 and Last updated on January 30, 2026, please find enclosed herewith the Monitoring Agency Report for utilization of proceeds of the Preferential Issue of the Knowledge Marine & Engineering Works Limited (“the Company”) for the quarter and nine months ended December 31, 2025, as mentioned in the object clause of the Offer Document dated September 17, 2025.

The Monitoring Agency Report for utilization proceeds of the Preferential Issue provided by CARE Ratings Limited (Monitoring Agency appointed for the Preferential Issue) was placed before the Audit Committee and Board of Directors for its review and same was confirmed and approved by them on their respective meeting held on February 12, 2026.

Kindly take the same on your record.

The same is available on the website of the Company at www.kmew.in.

Thanking You.

For **Knowledge Marine & Engineering Works Limited**

Kanak Kewalramani
Director & CFO
DIN: 06678703

No. CARE/HO/GEN/2025-26/1247

The Board of Directors
Knowledge Marine & Engineering Works Limited
Unit No. 706-707
The Epicentre, W.T. Patil Marg,
Off Eastern Freeway, Near Shivaji Chowk,
BEST Colony, Chembur,
Mumbai - 400071

February 12, 2026

Dear Sir/Ma'am,

Monitoring Agency Report for the quarter ended December 31, 2025 - in relation to the preferential issue of equity shares and convertible equity share warrants of Knowledge Marine & Engineering Works Limited ("the Company")

We write in our capacity of Monitoring Agency for the Preferential Issue of equity shares and convertible equity share warrants for the amount aggregating to Rs. 284.81 crore of the Company and refer to our duties cast under Regulation 162A of the Securities & Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations.

In this connection, we are enclosing the Monitoring Agency Report for the quarter ended December 31, 2025 as per aforesaid SEBI Regulations and Monitoring Agency Agreement dated December 10, 2025.

Request you to kindly take the same on records.

Thanking you,
Yours faithfully,



Raunak Modi
Assistant Director
raunak.modi@careedge.in

Report of the Monitoring Agency

Name of the issuer: Knowledge Marine & Engineering Works Limited

For quarter ended: December 31, 2025

Name of the Monitoring Agency: CARE Ratings Limited

(a) Deviation from the objects: Nil

(b) Range of Deviation: N.A.

Declaration:

We declare that this report provides an objective view of the utilization of the issue proceeds in relation to the objects of the issue based on the information provided by the Issuer and information obtained from sources believed by it to be accurate and reliable. The Monitoring Agency (MA) does not perform an audit and undertakes no independent verification of any information/ certifications/ statements it receives. This Report is not intended to create any legally binding obligations on the MA which accepts no responsibility whatsoever, for loss or damage from the use of the said information. The views and opinions expressed herein do not constitute the opinion of MA to deal in any security of the Issuer in any manner whatsoever. Nothing mentioned in this report is intended to or should be construed as creating a fiduciary relationship between the MA and any issuer or between the agency and any user of this report. The MA and its affiliates also do not act as an expert as defined under Section 2(38) of the Companies Act, 2013.

The MA or its affiliates may have credit rating or other commercial transactions with the entity to which the report pertains and may receive separate compensation for its ratings and certain credit-related analyses. We confirm that there is no conflict of interest in such relationship/interest while monitoring and reporting the utilization of the issue proceeds by the issuer, or while undertaking credit rating or other commercial transactions with the entity.

We have submitted the report herewith in line with the format prescribed by SEBI, capturing our comments, where applicable. There are certain sections of the report under the title "Comments of the Board of Directors", that shall be captured by the Issuer's Management / Audit Committee of the Board of Directors subsequent to the MA submitting their report to the issuer and before dissemination of the report through stock exchanges. These sections have not been reviewed by the MA, and the MA takes no responsibility for such comments of the issuer's Management/Board.



Signature:

Name and designation of the Authorized Signatory: Raunak Modi

Designation of Authorized person/Signing Authority: Assistant Director

1) Issuer Details:

Name of the issuer : Knowledge Marine & Engineering Works Limited
Name of the promoter/promoter group : Kanak Sujay Kewalramani, Saurabh Mukesh Daswani, Pinkesh Pritam Kewalramani, Dinesh Mohanlal Kewalramani, Sujay Mohanlal Kewalramani, Pankaj Gurbani, Bharti Mukesh Daswani,
Industry/sector to which it belongs : Engineering Services - Dredging

2) Issue Details

Issue Period : Not applicable
Type of issue (public/rights) : Preferential Issue
Type of specified securities : Equity shares (14,21,054) and Convertible equity share warrants (77,946)
IPO Grading, if any : Not applicable
Issue size (in crore) : Rs. 284.81 crore

3) Details of the arrangement made to ensure the monitoring of issue proceeds:

Particulars	Reply	Source of information / certifications considered by Monitoring Agency for preparation of report	Comments of the Monitoring Agency	Comments of the Board of Directors
Whether all utilization is as per the disclosures in the Offer Document?	Yes	CA Certificate*, Management Certificate and Letter of Offer	No issue proceeds have been utilized in Q3 FY26 and all unutilized funds are parked in fixed deposits and monitoring account with banks as on December 31, 2025.	No Comments
Whether shareholder approval has been obtained in case of material deviations# from expenditures disclosed in the Offer Document?	Not applicable	CA Certificate*, Management Certificate	Nil	No Comments
Whether the means of finance for the disclosed objects of the issue have changed?	No	CA Certificate*, Management Certificate	Nil	No Comments
Is there any major deviation observed over the earlier monitoring agency reports?	Not Applicable	Nil	This is the first Monitoring Agency report	No Comments
Whether all Government/statutory approvals related to the object(s) have been obtained?	Not applicable	CA Certificate*, Management Certificate	Nil	No Comments
Whether all arrangements pertaining to technical assistance/collaboration are in operation?	Not Applicable	CA Certificate*, Management Certificate	Nil	No Comments
Are there any favorable/unfavorable events affecting the viability of these object(s)?	No	CA Certificate*, Management Certificate	Nil	No Comments
Is there any other relevant information that may materially affect the decision making of the investors?	No	CA Certificate*, Management Certificate	Nil	No Comments

*Chartered Accountant certificate from RSSA & Associates (FRN: 120109W) dated February 03, 2026 bearing UDIN: 26145765ARZJAZ5233

#Where material deviation may be defined to mean:

- Deviation in the objects or purposes for which the funds have been raised
- Deviation in the amount of funds actually utilized by more than 10% of the amount projected in the offer documents.

4) Details of objects to be monitored:

(i) Cost of objects –

Sr. No	Item Head	Source of information / certifications considered by Monitoring Agency for preparation of report	Original cost (as per the Offer Document) in Rs. Crore	Revised Cost in Rs. Crore	Comments of the Monitoring Agency	Comments of the Board of Directors		
						Reason for cost revision	Proposed financing option	Particulars of - firm arrangements made
1	Working capital requirements for ship building contracts and operating expenses	Letter of Offer, CA Certificate*, Management Declaration	30.81	-	Nil	No Comments		
2	Capital expenditure for purchase of vessels/ships and construction of new vessels/ships	Letter of Offer, CA Certificate*, Management Declaration	183.00	-	Nil	No Comments		
3	General Corporate Purpose	Letter of Offer, CA Certificate*, Management Declaration	71.00	-	Nil	No Comments		
Total			284.81					

*Chartered Accountant certificate from RSSA & Associates (FRN: 120109W) dated February 03, 2026 bearing UDIN: 26145765ARZJAZ5233

(ii) Progress in the objects –

Sr. No	Item Head	Source of information / certifications considered by Monitoring Agency for preparation of report	Amount as proposed in the Offer Document in Rs. Crore	Amount Received (Rs. Crore)	Amount utilised in Rs. Crore			Total unutilised amount in Rs. crore	Amount yet to be received (Rs. Crore)	Comments of the Monitoring Agency	Comments of the Board of Directors	
					As at beginning of the quarter	During the quarter	At the end of the quarter				Reasons for idle funds	Proposed course of action
1	Working capital requirements for ship building contracts and operating expenses	Letter of Offer, CA Certificate, Management Declaration, Bank statements	30.81	273.70	-	-	-	273.70	11.11	No utilization in Q3 FY26.	No Comments	
2	Capital expenditure for purchase of vessels/ships and construction of new vessels/ships	Letter of Offer, CA Certificate, Management Declaration, Bank statements	183.00		-	-	-				No utilization in Q3 FY26.	No Comments
3	General Corporate Purpose	Letter of Offer, CA Certificate, Management Declaration, Bank statements	71.00		-	-	-					
Total			284.81	273.70	-	-	-	273.70	11.11			

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(iii) Deployment of unutilized proceeds:

Sr. No.	Type of instrument and name of the entity invested in	Amount invested (Rs in crore)	Maturity date	Earning	Return on Investment (%)	Market Value as at the end of quarter
A.	Fixed Deposits with Bandhan Bank	169.98				
1	FD-82000122155730/1	2.99	05-12-2027	-	7.20	-
2	FD-82000122163917/1	30.00	06-12-2026	-	7.10	-
3	FD-82000122163982/1	25.00	06-12-2026	-	7.10	-
4	FD-82000122221307/1	25.00	06-12-2026	-	7.10	-
5	FD-82000122164031/1	15.00	06-12-2026	-	7.10	-
6	FD-82000122164067/1	15.00	06-12-2026	-	7.10	-
7	FD-82000122221385/1	14.00	06-12-2026	-	7.10	-
8	FD-82000122221398/1	10.00	06-12-2026	-	7.10	-
9	FD-82000122164156/1	10.00	06-12-2026	-	7.10	-
B.	Fixed Deposits with Yes Bank	80.00				
10	FD-82000122221409/1	10.00	06-12-2026	-	7.10	-
11	FD-82000122221412/1	10.00	06-12-2026	-	7.10	-
12	FD-82000122289550/1	2.99	06-12-2027	-	7.20	-
C.	Fixed Deposits with Bank of India	24.32				
13	FD-000140600179211 /1	20.00	03-12-2026	-	6.65	-
14	FD-000140600179191 /1	30.00	03-12-2026	-	6.75	-
15	FD-000140600179201 /1	30.00	03-12-2026	-	6.75	-
16	FD-004256110009095	5.00	06-06-2026	-	6.10	-
17	FD-004256110009096	5.00	06-06-2026	-	6.10	-
18	FD-004241110002697	4.32	06-03-2026	-	5.50	-
19	FD-004241110002698	2.50	06-03-2026	-	5.50	-
20	FD-004241110002699	2.50	06-03-2026	-	5.50	-
21	FD-004241110002700	2.50	03-01-2026	-	4.50	-
22	FD-004241110002701	2.50	03-01-2026	-	4.50	-
	Total Fixed Deposits	274.30				
	Less- Accrued Interest on FD	0.62				
	Unutilized proceeds in FD	273.68				
D.	Balance in Bandhan Bank MA account number 20100076163435	0.02	-	-	-	-
	Total unutilized funds	273.70				

Verified with Chartered Accountant certificate from RSSA & Associates (FRN: 120109W) dated February 03, 2026 bearing UDIN: 26145765ARZJAZ5233

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iv) Delay in implementation of the object(s) –

Objects	Completion Date		Delay (no. of days/ months)	Comments of the Board of Directors	
	As per the offer document	Actual		Reason of delay	Proposed course of action
Working Capital Requirements	Within 3 years from receipt of funds	-	Not applicable	No Comments	
Capital expenditure for purchase and construction of vessels/ ships	Within 3 years from receipt of funds	-	Not applicable	No Comments	
General Corporate Purpose	Within 3 years from receipt of funds	-	Not applicable	No Comments	

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Note: The letter of offer specifies the timeline for implementation of the objects as 'within 3 years from receipt of funds'. The company received the funds in tranches from October 23, 2025 to October 28, 2025 and the timeline for implementation has been arrived at on a First-In-First-Out (FIFO) basis as under:

Date of Receipt of funds	Amount Received (Rs. Crore)	Timeline for utilisation	Amount utilized till December 31, 2025 (Rs. Crore)
October 23, 2025	10.00	October 22, 2028	-
October 27, 2025	250.00	October 26, 2028	-
October 28, 2025	13.70	October 27, 2028	-
Yet to be received	11.11	Yet to be received	-
Total	284.81		-

5) Details of utilization of proceeds stated as General Corporate Purpose (GCP) amount in the offer document:

Sr. No	Item Head [^]	Amount in Rs. Crore	Source of information / certifications considered by Monitoring Agency for preparation of report	Comments of Monitoring Agency	Comments of the Board of Directors
N.A.	N.A.	N.A.	N.A.	N.A.	No Comments

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[^] Section from the offer document related to GCP: N.A. as the offer document does not contain details about general corporate purposes.

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Disclaimers to MA report:

a) This Report is prepared by CARE Ratings Ltd (hereinafter referred to as "**Monitoring Agency/MA**"). The MA has taken utmost care to ensure accuracy and objectivity while developing this Report based on the information provided by the Issuer and information obtained from sources believed by it to be accurate and reliable. The views and opinions expressed herein do not constitute the opinion of MA to deal in any security of the Issuer in any manner whatsoever.

b) This Report has to be seen in its entirety; the selective review of portions of the Report may lead to inaccurate assessments. For the purpose of this Report, MA has relied upon the information provided by the management /officials/ consultants of the Issuer and third-party sources like internal auditor which is peer reviewed audit firm/peer reviewed audit firm appointed by the Issuer believed by it to be accurate and reliable.

c) Nothing contained in this Report is capable or intended to create any legally binding obligations on the MA which accepts no responsibility, whatsoever, for loss or damage from the use of the said information. The MA is also not responsible for any errors in transmission and specifically states that it, or its directors, employees do not have any financial liabilities whatsoever to the users of this Report.

d) The MA and its affiliates do not act as a fiduciary. The MA and its affiliates also do not act as an expert to the extent defined under Section 2(38) of the Companies Act, 2013. While the MA has obtained information from sources it believes to be reliable, it does not perform an audit and undertakes no independent verification of any information/ certifications/ statements it receives from internal auditor which is peer reviewed audit firm/peer reviewed audit firm (or from peer reviewed CA firms), lawyers, chartered engineers or other experts, and relies on in its reports.

e) The MA or its affiliates may have other commercial transactions with the entity to which the report pertains. As an example, the MA may rate the issuer or any debt instruments / facilities issued or proposed to be issued by the issuer that is subject matter of this report. The MA may receive separate compensation for its ratings and certain credit-related analyses, normally from issuers or underwriters of the instruments, facilities, securities or from obligors.