

Karnika Industries Limited

6 & 6/1, Gurgola Ghat Road, Howrah - 711 106, Phone: +91 33 2655 8101, 98302 28105

E-mail : info@karnikaindustries.com, GSTIN : 19AAJCK4601M1Z8, CIN : L17299WB2022PLC253035

Website-www.karnikaindustries.com

To,

Date- 20.08.2025

National Stock Exchange of India Ltd.,(NSE-SME EMERGE)

Exchange Plaza, 5th Floor, Plot No.C/1,

G Block, Bandra-Kurla Complex, Bandra (E),

Mumbai – 400 051.

SCRIP CODE: KARNIKA

Subject: Scrutinizer's Report of the 1st Extraordinary General Meeting of F.Y. 2025-26 pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with Voting Results.

Dear Sir/Madam,

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the details of voting results, in the prescribed format, of the businesses transacted at the 1st Extraordinary General Meeting of F.Y. 2025-26 (EGM) of the Company held on Monday, August 18, 2025 at 01:00 P.M. through video conferencing/ other audio-visual means.

The resolution set out in the Notice of AGM was passed with the requisite majority on the date of EGM i.e August 18, 2025.

The consolidated report of the Scrutinizer pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended from time to time, on remote e-voting and venue e-voting at the EGM is also enclosed.

The above-mentioned Scrutinizer's Report along with Voting Results are also being uploaded on the website of the Company i.e. <https://www.karnikaindustries.com/>.

Request you to kindly take the aforesaid information on your record.

Thanking You.

Yours Faithfully,

For Karnika Industries Limited

Muskan Mundhra

Company secretary and Compliance Officer

Membership No. -A71679



Poonam Binani
Company Secretary

19, Maharshi Debendra Road
Kolkata - 700 007
Mobile : +91 9007493201
E-mail : poonamundhra@gmail.com

**CONSOLIDATED REPORT OF SCRUTINIZER ON REMOTE E-VOTING
AND ELECTRONIC VOTING AT THE 1st EXTRAORDINARY GENERAL
MEETING OF F.Y. 2025-26 OF KARNIKA INDUSTRIES LIMITED**

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies
(Management and Administration) Rules, 2014-as amended]

To,
The Chairman
KARNIKA INDUSTRIES LIMITED
(CIN: L17299WB2022PLC253035)
6&6/1, Gurgola Ghat Road
P.O. Salkia, Howrah,
West Bengal- 711106

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 for the Extra General Meeting of Karnika Industries Limited held on Monday, August 18, 2025, at 01.00 P.M. through Video Conferencing ("VC")

I, Poonam Binani, Practicing Company Secretaries, has been appointed as the Scrutinizer by the Board of Director of Karnika Industries Limited pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process and e-voting during the EGM in respect of the below-mentioned resolutions proposed at the Extraordinary General Meeting ("AGM") of Karnika Industries Limited on Monday, August 18, 2025, at 01:00 PM through Video Conferencing ("VC"). At the request of the management, we hereby submit my combined report on e-voting as under :

1. The Company had completed the dispatch of notice to its members on 25th July, 2025 and in compliance with the MCA circulars, the Notice were sent only through electronic mode i.e. email whose e-mail ID were registered with the Company or its Registrar and Transfer Agent (RTA) as on the Cut-off date with an instruction to cast their votes through e-voting system only as provided by National Depository Services Limited (NSDL).



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2. The Company had provided e-voting facility during the Extra Ordinary General Meeting through VC / OAVM through National Securities Depository Limited ("NSDL") to its members who are holding shares as on the cut-off dated i.e. Thursday, August 11, 2025 to exercise their right to vote on any or all of the businesses specified in the Notice of EGM.
3. The facility of venue e-voting during EGM through VC / OAVM was provided by NSDL pursuant to General Circular No. 09/2024 dated 19th September 2024 read with other previous General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021, 2/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 respectively, issued by Ministry of Corporate Affairs.
4. All votes casted electronically through NSDL portal from Wednesday, 13/08/2025 at 09:00 AM (IST) up to Sunday, 18/08/2025 at 05:00 PM (IST), the last date and time fixed by the Company, for casting of votes were considered for my scrutiny.
5. After the conclusion of the EGM, the votes cast through remote e-voting and voting at the EGM were unblocked from the website of the NSDL (www.evoting.nsdl.com) on 19th August, 2025 in the presence of two witness Mr. Devanand Jhawar and Mrs. Renu Jhawar neither of whom are in the employment of the Company.
6. On completion of e-voting by the Members of the Company, the report on votes cast through e-voting was generated from NSDL.
7. The votes were reconciled with the records maintained by the Company / Registrar and Share Transfer Agent of the Company and the authorizations/proxies lodged with the Company.
8. The votes, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
9. The consolidated result of e-voting (EVEN: 134743) and is as under:

SPECIAL BUSINESS

- (A) Increase in Authorized Share Capital of the Company and consequent Alteration in Capital Clause of the Memorandum of Association of the Company.



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(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	29	95,06,700	100
E-Voting at the EGM	0	0	0
Total	29	95,06,700	100

(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	0	0	0
E-Voting at the EGM	0	0	0
Total	0	0	0

(iii) Invalid votes

Total number of members whose votes were Total number of votes declared invalid	Total number of votes declared invalid cast by them
0	0



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(B) Issue of Bonus Shares to the members of the Company

Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	29	95,06,700	100
E-Voting at the EGM	0	0	0
Total	29	95,06,700	100

(C) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	0	0	0
E-Voting at the EGM	0	0	0
Total	0	0	0

(D) Invalid votes

Total number of members whose votes were Total number of votes declared invalid	Total number of votes declared invalid cast by them
0	0



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(C) Increase in Managerial Remuneration

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	20	4,04,800	100
E-Voting at the EGM	0	0	0
Total	20	4,04,800	100

(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	0	0	0
E-Voting at the EGM	0	0	0
Total	0	0	0

(iii) Invalid votes

Total number of members whose votes were Total number of votes declared invalid	Total number of votes declared invalid cast by them
0	0



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(D) To approve material related party transaction(s) proposed to be entered into by the Company

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	21	4,06,400	100
E-Voting at the EGM	0	0	0
Total	21	4,06,400	100

(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	0	0	0
E-Voting at the EGM	0	0	0
Total	0	0	0

(iii) Invalid votes

Total number of members whose votes were Total number of votes declared invalid	Total number of votes declared invalid cast by them
0	0

10. The resolution proposed hereinabove have been passed with requisite majority

11. The remote e-voting register and other records shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in this regard and



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thereafter it will be handed over to Company Secretary as authorised by the Board of Directors for safe keeping.

12. The management of the company is responsible for ensuring compliance with the requirements of the Act and rules relating to remote e-voting prior to and during the EGM on the resolutions contained in the notice of the EGM. My responsibility as scrutinizer for the remote e-voting and e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

Thanking You,
Yours faithfully,

Poonam Binani
Practicing Company Secretary
Membership No. A33638
C.P. No. 12552
UDIN - A033638G001037894
Peer Review no. 2345/2022

Place : Kolkata
Date : 20th August, 2025

Witnesses:

1. Mr. Devanand Jhawar *Devanand Jhawar*

2. Mrs. Renu Jhawar *Renu Jhawar*

Annexure-I

Voting Results

Name of the company	Karnika Industries Limited
Total No. of Shareholders on Record date	743
No of Shareholders present in the meeting either in person or through proxy Promoter and promoter group Public	Not Applicable
No of Shareholders present in the meeting through video conferencing Promoter and promoter group: 8 Public: 17	25 (Twenty-Five)

Agenda- wise disclosure (to be disclosed separately for each agenda item)

Resolution required: (Ordinary/ Special)						Resolution no 1: Ordinary Resolution		
						To increase Authorize Share Capital from Rs. 25 crores to Rs. 70 crores		
Whether promoter/ promoter group are interested in the agenda/resolution?						Not Applicable		
Category	Mode of Voting	No. of shares held (i)	No. of votes polled (ii)	% of Votes Polled on outstanding shares (iii) = [(ii)/(i)]* 100	No. of Votes- in favor (iv)	No. of Votes- against (v)	% of Votes in favor on votes polled (vi) = [(iv)/(ii)]*100	% of Votes against on votes polled (vii) = [(v)/(ii)]*100
Promoter & Promoter Group	E-Voting	9100300	9100300	100	9100300	-	100	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
Public Non-Institutions	E-Voting	3299200	406400	12.3181	406400	-	100	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
Total		12399500	9506700	76.67002702	9506700	-	100	-

Resolution required: (Ordinary/ Special)						Resolution no 2: Ordinary Resolution		
						To issue bonus equity shares credited as fully paid to the eligible members of the Company whose names appear in the Register of Members on a 'Record Date' to be determined by the Board for this purpose, in the proportion of 4 (Four) new fully paid-up equity share of ₹ 10/- each (Rupees Ten) for every 1 (One) existing fully paid-up equity shares of ₹ 10/- (Rupees Ten) held by them.		
Whether promoter/ promoter group are interested in the agenda/resolution?						Not Applicable		
Category	Mode of Voting	No. of shares held (i)	No. of votes polled (ii)	% of Votes Polled on outstanding shares (iii) = [(ii)/(i)]* 100	No. of Votes- in favor (iv)	No. of Votes- against (v)	% of Votes in favor on votes polled (vi) = [(iv)/(ii)]*100	% of Votes against on votes polled (vii) = [(v)/(ii)]*100
Promoter & Promoter Group	E-Voting	9100300	9100300	100	9100300	-	100	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
Public Non-Institutions	E-Voting	3299200	406400	12.3181	406400	-	100	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
Total		12399500	9506700	76.67002702	9506700	-	100	-

Resolution required: (Ordinary/ Special)						Resolution no 3: Special Resolution		
						To increase Managerial Remuneration upto Rs. 10 Lakhs of Mr. Niranjana Mundhra (DIN:05254448), Managing Director, Mr. Shiv Shankar Mundhra (DIN: 02926873), Whole Time Director and Mr. Mahesh Kumar Mundhra (DIN: 08577538), Whole Time Director of the company with effect from April 01, 2025.		
Whether promoter/ promoter group are interested in the agenda/resolution?						Yes		
Category	Mode of Voting	No. of shares held (i)	No. of votes polled (ii)	% of Votes Polled on outstanding shares (iii) = [(ii)/(i)]* 100	No. of Votes- in favor (iv)	No. of Votes- against (v)	% of Votes in favor on votes polled (vi) = [(iv)/(ii)]*100	% of Votes against on votes polled (vii) = [(v)/(ii)]*100
Promoter & Promoter Group	E-Voting	9100300	0	0	0	-	100	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
Public Non-Institutions	E-Voting	3299200	404800	12.2696	404800	-	100	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
Total		12399500	404800	12.2696	404800	-	100	-

Resolution required: (Ordinary/ Special)						Resolution no 4: Ordinary Resolution		
						To approve transactions with M/s Shree Garments, a related party of the Company on such material terms and conditions, for an aggregate value not exceeding Rs. 50 Crores during the Financial Year 2025-26, and that the said Contract(s)/ arrangement(s)/ transaction(s) shall be carried out in the manner beneficial to the company and in ordinary course of business of the Company and at arm's length basis.		
Whether promoter/ promoter group are interested in the agenda/resolution?						Yes		
Category	Mode of Voting	No. of shares held (i)	No. of votes polled (ii)	% of Votes Polled on outstanding shares (iii) = [(ii)/(i)]* 100	No. of Votes- in favor (iv)	No. of Votes- against (v)	% of Votes in favor on votes polled (vi) = [(iv)/(ii)]*100	% of Votes against on votes polled (vii) = [(v)/(ii)]*100
Promoter & Promoter Group	E-Voting	9100300	0	0	0	-	100	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
Public Non-Institutions	E-Voting	3299200	406400	12.3181	406400	-	100	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
Total		12399500	406400	12.3181	406400	-	100	-