

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

Date:26.05.2026

To,
Manager - Listing Compliance
National Stock Exchange of India Limited
'Exchange Plaza'. C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report as per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith copy of Annual Secretarial Compliance Report for the financial year ended 31st March, 2026 as issued by Mrs. Poonam Binani, Practicing Company Secretary and the Secretarial Auditor of the Company.

Kindly take the same on records.

Thanking you

For Karnika Industries Limited

Muskan Mundhra
Company Secretary and Compliance Officer
Membership No.-A71679

Encl: A/a



Poonam Binani
Company Secretary

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

Annual Secretarial Compliance Report of KARNIKA INDUSTRIES LIMITED for the year ended 31st March, 2026

[Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

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

I have conducted the review of the Secretarial Compliance Audit of the applicable SEBI (Securities and Exchange Board of India) Regulations and the circulars / guidelines issued thereunder for the Financial Year ended 31st March, 2026 for Karnika Industries Limited ("the Company"). The audit was conducted in a manner that provided me with a reasonable basis for evaluating the statutory compliances and expressing my opinion thereon.

I, Poonam Binani, Practicing Company Secretary have examined:

- (a) all the documents and records made available to me and explanation provided by the Company.
- (b) the filings / submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document / filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2026 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("SEBI LODR Regulations");
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations");
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI SAST Regulations");
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - [Not Applicable since there was no reportable event during the period under review] ;





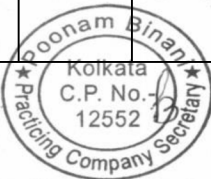
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021- [Not Applicable since there was no reportable event during the period under review] ;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2021 - [Not Applicable since there was no reportable event during the period under review] ;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("SEBI PIT Regulations");
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 ("SEBI DP Regulations");

and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that during the Review Period :

- (a) The listed entity has complied with the provisions of the above Regulations and circulars / guidelines issued thereunder except in respect of matters specified below:

No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount (₹)	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Submission of Corporate Governance Report for the quarter ended 30 th September, 2025	a) Regulation on 17(1) of SEBI (LODR) Regulations, 2015	The Company does not have proper Board composition pursuant to Regulation 17(1)(c) of SEBI LODR Regulations	NSE Limited	Clarification	One third/ Half of the board is not Independent	NA	NSE had raised query on composition of Board of Directors	The Chairman of the Company was an Executive Director till 29.09.2025. However, with effect from 01.10.2025, the Chairman is a Non-Executive Director, and accordingly, the composition of the Board is correct and fully compliant with Regulation 17.	N.A.
		(b) Regulations 19 and 20 – Committee Compositions	Committee Compositions	NSE Limited	Clarification	Committee Compositions	NA	NSE had raised a query on Nomination and Remuneration Committee Composition a) Number of member is less than three	It was the first Quarter of the Company i.e., 30.09.2025 by which the said Corporate Governance disclosures are applicable to the Company and the filings for the Quarter ended 30.09.2025 for	N.A.



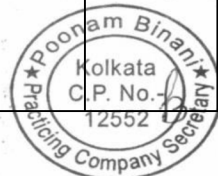


								<p>b) All Corporate members are Governance were not Non-Executive Directors an inadvertent</p> <p>c) Half of the technical/ members are excel/XBRL-related not issue, the details of Independent the Committee compositions were</p> <p>d) Chairperson not reflecting in the of the report submitted, Committee not though the Independent Committees are properly constituted and fully compliant with Regulations 19 and 20. We have had refiled the Corporate Governance Report to correct the said error.</p>		
2	Submission of Corporate Governance Report for the quarter ended 31 st December, 2025	a) Regulation 17(1) of SEBI (LODR) Regulations, 2015	The Company does not have proper Board composition pursuant to Regulation 17(1)(c) of SEBI LODR Regulations	NSE Limited	Clarification	Half of the board is not Independent	NA	NSE had raised query on composition of Board of Directors	Regulation 17(1) of the SEBI (LODR) Regulations, 2015 recognises the position of a Non-Executive Chairperson and prescribes Board composition requirements accordingly. Mrs. Kirti Taparia was appointed as Independent Non-Executive Chairperson of the Board in compliance with the Companies Act, 2013 and SEBI LODR Regulations. The Chairperson was an Executive Director up to 29.09.2025 and	





									became Non-Executive effective 01.10.2025. Accordingly, the Board composition has been compliant with Regulation 17 from that date, including the requirement of minimum one-third Independent Directors throughout the relevant period.	
		(b) Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,	Committee Compositions	NSE Limited	Clarification	Committee Compositions	NA	NSE had raised a query on 1) Change in Composition as Shiv Shankar Mundhra is not part of September Corporate Governance. 2) Two third of the members are not Independent	In response to the query the Company had refiled the Corporate Governance Report to rectify the aforesaid typographical error and bring the correct facts on record.	N.A.
		(c)The composition of Board and Audit Committee is not in line with SEBI (Listing obligations and disclosure requirements	Contradictory Affirmations with regards to Board and Audit.	NSE Limited	Clarification	Contradictory Affirmations with regards to Board and Audit.	NA	NSE has raised a query on composition of Board and Audit Committee	the Board of Directors and Audit Committee both are duly constituted in line with the SEBI (Listing obligations and disclosure requirements) Regulations, 2015. In view of the above clarification, the timely corrective action undertaken, and the Company's overall	N.A.





		ents) Regulations, 2015 while the Company has stated as Compliant in the section of affirmation.								compliance status, we respectfully request the Exchange to take a lenient view in the matter and to kindly not initiate any penal action or levy any fines.	
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- (b) During the year under review, the Company allotted 49,598,000 bonus shares to the eligible members of the Company holding equity shares of ₹ 10/- (Rupees Ten) each of the Company whose names appear in the Register of Members on a 'Record Date' i.e., 29th August, 2025 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.
- (c) The listed entity was not required to take any action with regard to compliance with the observations made in previous reports as the same was not applicable because the report became applicable pursuant to issue of bonus shares dated 1st September, 2025, the paid-up capital exceeded 25 crores in spite of being listed on SME PLATFORM we have to continue main board compliance.

Sr. No.	Observations/Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2025	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Details of violation/deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable						





(e) We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/ No/NA)	Observations/Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	YES	
2.	Adoption and timely Updation of the Policies: <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entitiesAll the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI.	YES	
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none">The listed entity is maintaining a functional website.Timely dissemination of the documents/ information under a separate section on the website.Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/section of the website	YES	
4	Disqualification of Director(s): None of the director(s) of the listed entity is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity	None of the Directors are disqualified	
5	Details related to subsidiaries of listed entities: (a) Identification of material subsidiary companies. (b) Disclosure requirement of material as well as other subsidiaries.	YES	The Company has one unlisted private material subsidiary i.e. KIDCITY SOLUTIONS PRIVATE LIMITED.
6	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per policy of preservation of documents and archival policy prescribed under	YES	





	SEBI LODR Regulations, 2015.		
7	Performance Evaluation: The listed entity has conducted performance evaluation of the board, independent directors and the committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	YES	
8	Related Party Transactions: (a) The listed entity has obtained prior approval of audit committee for all related party transactions; (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the audit committee.	(a) YES (b) NOT APPLICABLE	
9	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	YES	
10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	
11	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	Yes, except in the matters as stated in this compliance report	
12	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with	YES	Resignation of statutory auditors from material subsidiary on 2 nd February, 2026





Poonam Binani
Company Secretary

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

	paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.		
13	Additional Non-compliances, if any: No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.	Yes, except in the matters as stated in this compliance report	

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place :Kolkata
Date :21st May, 2026



Poonam Binani

Poonam Binani
Practicing Company Secretary
Membership No. A33638
C.P. No. 12552
UDIN - A033638H000437481
Peer Review no. 2345/2022