

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 : U17299WB2022PLC253035

CERTIFIED TRUE COPY OF SPECIAL RESOLUTION PASSED IN THEIR MEETING BY THE MEMBERS OF KARNIKA INDUSTRIES LIMITED DULY CONVENED AND AT WHICH A PROPER QUORUM WAS PRESENT HELD ON FRIDAY, MARCH 31, 2023 AT 11:00AM AND CONCLUDED AT 01:00PM. AT THE REGISTERED OFFICE OF THE COMPANY AT 6&6/1, GURGOLA GHAT ROAD, SHIBPUR, HOWRAH 711 102, WEST BENGAL

Item No.1:-Shareholders Resolution for Initial Public Offer

Passed as a Special Resolution

“RESOLVED THAT in terms of Section 62 (1) (c), 23(1) (a) and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to the consent of the Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI), the Securities Contracts (Regulation) Act, 1956, as amended (“SCRA”), and the rules framed there under, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI LODR Regulations), the listing agreements to be entered into by the Company with the stock exchanges, where the equity shares of company are proposed to be listed (the “Listing Agreements”)the Foreign Exchange Management Act, 1999 (“FEMA”) as amended from time to time, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended and all other concerned authorities and departments if and to the extent necessary and such other approvals, permissions and sanctions as may be prescribed in granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include a duly authorised Committee thereof for the time being exercising the powers conferred by the Board) as its sole discretion the consent of Shareholders/ Members of the Company and are hereby accorded to the Board of Directors to create, offer, issue and allot to the public and to such person or persons, who may or may not be the Shareholders/ Members of the Company, to the general public at large and to other categories of investors viz. QIBs (FIIs, FIs, and other eligible entities as per SEBI Regulations), HNIs, Retails Investors, Employees of the Company, Non-resident Indians, Bodies Corporate or other entities as per the extant Regulations and to such other persons in one or more combinations thereof, from time to time in one or more tranches such number of Equity Shares having Face value of ₹10.00 each (Rupees Ten Only) at such premium by way of a fresh issuance of Equity Shares, out of the authorized share capital of the Company, as the Board of Directors may deem fit and proper, to create, offer, issue and allot up to ₹50 Crores and to enlist Equity Shares on the recognized Stock Exchange(s) (including SME

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platform) as the Board of Directors of the Company may deem fit and proper, as the Board or a Committee thereof may at its sole discretion decide and approve in consultation with Lead Manager (LM) on such terms and conditions including the number of shares to be issued, at par or at premium as may be finalized and approved by the Board in its absolute discretion in accordance with extant SEBI(ICDR) Regulations 2018, as amended from time to time and any other applicable statute.”

“**RESOLVED FURTHER THAT** the new equity shares so issued shall upon allotment shall have the same rights of voting as the equity shares and be treated for all other purposes *pari passu* with the existing equity shares of the Company and that the equity shares so allotted during the financial year shall be entitled to the dividend, if any declared, including other corporate benefits, if any, for the financial year in which the allotment has been made and in subsequent years.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, things and matters of whatsoever nature that may be incidental thereto, including but not limited to appointment of Lead Manager (s), Legal Advisor, Syndicate Member(s), Underwriter(s), Market Maker(s), Depository (ies), Registrars and other agencies as may be involved in or concerned in such Public issue and to remunerate all such agencies by way of commission, brokerage, fees or otherwise, by way of entering into agreement or otherwise and to settle any question, doubt or difficulty that may arise in regard to the issue, offer and allotment of the said shares,”

CERTIFIED TRUE COPY

For KARNIKA INDUSTRIES LIMITED

Niranjan Mundhra
Niranjan Mundhra
Managing Director
DIN: 05254448



Date: - March 31, 2023

Place: - Howrah

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EXPLANATORY STATEMENTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No.1:-Shareholders Resolution for Initial Public Offer

The Company intends to list its equity shares (Equity Shares) on one or more stock exchanges (including SME platform) to enable its shareholders to have a formal market place for dealing with the Company's equity shares. For this purpose, it is intended to undertake an initial public offering of the Equity Shares of the Company ("Issue"). The Company intends to undertake the Issue and list the Equity Shares at an opportune time in consultation with the book running lead managers and other advisors in relation to the Issue and subject to applicable regulatory approvals.

The Company proposes to offer, allot and/or transfer equity shares of the Company of face value of ₹10/- (the "Equity Shares") each up to an aggregate of ₹50 crore to the various categories of permitted investors who may or may not be the shareholder(s) of the Company in the initial public offer by way of book building method under SEBI ICDR Regulations. The Equity Shares, if any, allotted vide the Issue shall in all respects rank *pari passu* with the existing equity shares of the Company.

Accordingly, shares will be allotted to persons other than existing shareholders and employees of the Company pursuant to provisions of Section 62(1)(c) of Companies Act, 2013, and unlisted Public Companies (preferential Allotment) Rules 2003. It is hereby required to authorize it by passing of Special Resolution in Extra Ordinary General Meeting.

The proceeds from the Fresh Issue will be utilized for the purposes that shall be disclosed in the draft red herring prospectus to be filed with SEBI in connection with the Issue. The Board has the authority to modify the objects on the basis of the requirements of the Company, subject to applicable law. The Price at which the Equity Shares will be allotted through the Issue, as well as the price band within which bidders in the Issue will be able to put in bids for Equity Shares offered in the Issue shall be determined and finalised by the Company in consultation with the book running lead managers of the Issue in accordance with the SEBI ICDR Regulations, on the basis of the book building process.

None of the directors, managers, key managerial personnel of the Company and their respective relatives are in any way interested in the resolution except to the extent of their shareholding in the company.

CERTIFIED TRUE COPY

For KARNIKA INDUSTRIES LIMITED

Niranjan Mundhra
Managing Director
DIN: 05254448



Date: - March 31, 2023
Place: - Howrah