

Date: 22.09.2017

The Secretary BSE Ltd., P.J. Towers Dalal Street Mumbai – 400 001.	The Secretary The Calcutta Stock Exchange Ltd. 6, Lyons Range Kolkata – 700 001.
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Dear Sir/Madam,

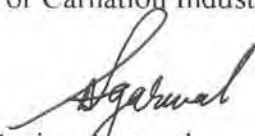
Re: Regulation 30 and Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulation 2015 – disclosure of Voting Results of the 34th Annual General Meeting of the Company held on September 22, 2017

Pursuant to Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015, we are submitting herewith the details regarding the proceeding of the 34th Annual General Meeting (“AGM”) of the Company held on Friday, 22 September, 2017 at 10.00 am at Sarat Sadan, 5, Mahatma Gandhi Road, Howrah – 711 101.

Further pursuant to Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015, given below are the details of the voting results of the business transacted at the AGM as per the prescribed format vide SEBI Circular No. CIR/CFD/CMD/8/2015 dated November 4, 2015.

We are also enclosing the consolidated report of the Scrutinizer on e-voting and voting through ballot paper. The above are also being uploaded on the Company’s website.

Yours faithfully
For Carnation Industries Limited



Sanjay Agarwal
Company Secretary

Encl: as above

CARNATION INDUSTRIES LTD.

28/1 JHEEL ROAD LILUAH, P.O. SALKIA, HOWRAH 711106

www.carnationindustries.com

Company Name	CARNATION INDUSTRIES LTD.
Date of the AGM	22.09.2017
Total number of shareholders on record date	2154
No. of shareholders present in the meeting either in person or through proxy:	20
Promoters and Promoter Group:	4
Public:	16
No. of Shareholders attended the meeting through Video Conferencing	-
Promoters and Promoter Group:	0
Public:	0

Resolution required: (Ordinary/Special) **ORDINARY - To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2017 together with the reports of the Board of Directors and auditors thereon.**

Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)-[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)-[(4)/(2)]*100	% of Votes against on votes polled (7)-[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	1509917	1509917	100.0000	1509917	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	10900	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	1936343	9798	0.5060	9798	0	100.0000	0.0000
	Poll		5	0.0003	5	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total		3457160	1519720	43.9586	1519720	0	100.0000	0.0000

Resolution required: (Ordinary/Special) **ORDINARY -To declare dividend on equity shares for the year ended March 31, 2017.**

Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)-[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)-[(4)/(2)]*100	% of Votes against on votes polled (7)-[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	1509917	1509917	100.0000	1509917	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	10900	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	1936343	9798	0.5060	9798	0	100.0000	0.0000
	Poll		5	0.0003	5	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total		3457160	1519720	43.9586	1519720	0	100.0000	0.0000

Resolution required: (Ordinary/Special) **ORDINARY - To appoint a Director in place of Mr. Suvbrata Saha (DIN: 00131180) who retires by rotation and offers himself for re appointment.**

Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)-[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)-[(4)/(2)]*100	% of Votes against on votes polled (7)-[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	1509917	936319	62.0113	936319	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	10900	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	1936343	9798	0.5060	9798	0	100.0000	0.0000
	Poll		5	0.0003	5	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total		3457160	946122	27.3670	946122	0	100.0000	0.0000



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Resolution required: (Ordinary/Special)		ORDINARY -To appoint Auditors M/s. Jain Saraogi & Co. and to fix their remuneration.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)-[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)-[(4)/(2)]*100	% of Votes against on votes polled (7)-[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1509917	1509917	100.000	1509917	0	100.0000	0.0000
	Poll		0	0.000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	10900	0	0.000	0	0	0.0000	0.0000
	Poll		0	0.000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	1936343	9798	0.5060	9798	0	100.0000	0.0000
	Poll		5	0.0003	5	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total		3457160	1519720	43.9586	1519720	0	100.0000	0.0000

FOR CARNATION INDUSTRIES LTD



Sanjay Agarwal
SANJAY AGARWAL
COMPANY SECRETARY

—**K. ARUN & CO.**

Company Secretaries

September 22, 2017

To,
Mr. Ravindra Prakash Sehgal,
Chairman,
Carnation Industries Limited.
CIN: L27209WB1983PLC035920,
28/1 Jheel Road, Liluah,
P.O. Salkia, Howrah-711106.

Dear Sir,

Sub: Consolidated Scrutinizer's Report on voting through Remote E-voting and Polling Process conducted pursuant to the provisions of Sections 108 and 109 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Amendment Rules, 2015 for the 34th Annual General Meeting of Carnation Industries Ltd held on Friday, 22nd September, 2017 at 10:00 A.M.

I, Arun Kumar Khandelia, Partner of M/s K Arun & Co., Practicing Company Secretaries, appointed by the Board of Directors of Carnation Industries Ltd ("the Company") to act as the Scrutinizer for the purpose of scrutinizing the voting process through remote e-voting and polling process conducted pursuant to the provisions of Sections 108 and 109 of the Companies Act, 2013 ("the Act") read with Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the resolutions mentioned in the Annual General Meeting ("AGM") Notice dated 11.08.2017.

The Management of the Company is responsible to ensure the compliance with the requirements of the Sections 108 and 109 of the Act read with Companies (Management and Administration) Amendment Rules, 2015. My responsibility as a Scrutinizer is only to the extent of making Scrutinizer Report for ascertaining the votes cast in "favour" or "against" for respective resolutions of the Annual General Meeting Notice.

A person whose name was recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., 15th September, 2017 was entitled to vote on the resolutions of the Annual General Meeting Notice.

The Company had engaged the services of National Securities Depository Limited (NSDL) for providing remote e-voting facility and the service provider had set up the remote e-voting



facility on its website <https://www.evoting.nsdl.com>. The Service Provider has provided a system for recording the electronic votes of the shareholders on all the items of the business sought to be transacted at the Annual General Meeting. The shareholders who were present at the venue of the meeting and had not opted to vote through the remote e-voting were provided with the facility to exercise their vote through polling papers.

I hereby submit my Report as under:

- 1 The period for remote e-voting had commenced at 09:00 a.m. on Tuesday, 19th September, 2017 and closed at 05.00 p.m. on Thursday, 21st September, 2017. At the end of the remote e-voting period, the facility was blocked by the Service Provider.
- 2 At the venue of the Annual General Meeting, the empty Ballot Box kept for voting through polling papers was locked in my presence and members who were present at the meeting. The locked Ballot Box upon completion of the voting was unlocked in my presence. After the conclusion of the counting of votes through polling papers, the votes cast through remote e-voting were unblocked in presence of 2 witnesses, Mohammad Menazuddin and Mrs. Pooja Mehra who are not in the employment of the Company. The results of remote e-voting are based on the reports generated from Service Provider website <https://www.evoting.nsdl.com>.
- 3 We have collated the votes downloaded from the remote e-voting and polling papers to declare the final results for each of the resolution forming part of the Annual General Meeting Notice and to ascertain the number of shares voted in "Favour" or "Against". The members who have abstained from the voting during the aforesaid voting process have not been considered in preparation of the Consolidated Report. The polling papers which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

I hereby submit Consolidated Scrutinizer Report as per the provisions of Section 108 and 109 of the Act read with Rule 20 and Rule 21 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, containing the results of each of the resolution of the Annual General Meeting as detailed in **Annexure**.

I hereby confirm that the Registers and Records generated from the e-voting platform of the Service Provider are being maintained in the electronic form.

The Registers and all other records/ papers relating to remote e-voting and polling process shall remain in our custody till the Chairman considers, approves and signs the Annual General Meeting Minutes and thereafter the same shall be returned.



You may accordingly declare the Result of Voting for each Resolution of the Annual General Meeting Notice as detailed in the attachment and marked as **Annexure**.

Thanking you,

Place: Kolkata
Dated: 22.09.2017



FOR K ARUN & CO
Company Secretaries

(Arun Kumar Khandelia)
Partner
C.P. No. 2270

We, the undersigned witnesses that the votes in respect of e-voting of shareholders of Carnation Industries Ltd were unblocked from e-voting website of National Securities Depository Limited (NSDL) in our presence at 11:15:25 hours on 22nd September, 2017.

Mohammad Menazuddin
233, Tiljala Road,
Kolkata-700046.

Mrs. Pooja Mehra
175 R.B.C Road, Dumdum,
Kolkata 700028

Countersigned by
FOR CARNATION INDUSTRIES LTD

Ravindra Prakash Sehgal,
Chairman
DIN: 00119477

ANNEXURE

Particulars	Number of Members voted through Remote E-voting	Number of Remote E-votes casted	Number of Members voted through Polling Papers	Number of votes casted through Polling Papers	Total No. of votes cast through Remote-voting and Polling Papers	% of total number of valid votes cast
	1	2	3	4	5=(2) + (4)	6
Item No.1 : To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 together with the Reports of the Board of Directors and Auditors thereon.						
Voted in favour of the resolution	14	1519715	1	5	15,19,720	100.00
Voted against the resolution	0	0	0	0	0	0.00
Total	14	1519715	1	5	15,19,720	100.00
Invalid /Abstain votes	0	0	2	101	101	-
Item No. 2 : To declare dividend on equity shares for the year ended March 31, 2017.						
Voted in favour of the resolution	14	1519715	1	5	15,19,720	100.00
Voted against the resolution	0	0	0	0	0	0.00
Total	14	1519715	1	5	15,19,720	100.00
Invalid /Abstain votes	0	0	2	101	101	-
Item No.3: To appoint a director in place of Mr. Suvabrata Saha (DIN 00131180) who retires by rotation and being eligible offers himself for re-appointment.						
Voted in favour of the resolution	12	946117	1	5	9,46,122	100.00
Voted against the resolution	0	0	0	0	0	0.00
Total	12	946117	1	5	9,46,122	100.00
Invalid /Abstain votes	2	573598	2	101	5,73,699	-
Item No.4: To appoint Auditors and to fix their remuneration.						
Voted in favour of the resolution	14	1519715	1	5	15,19,720	100.00
Voted against the resolution	0	0	0	0	0	0.00
Total	14	1519715	1	5	15,19,720	100.00
Invalid /Abstain votes	0	0	2	101	101	-

Place: Kolkata
Dated: 22.09.2017

For K ARUN & CO.
Company Secretaries

Arun Kumar Khandelia
Partner
C.P. No. 2270