



CARNATION INDUSTRIES LTD.



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ISO 9001 : 2015

222, ACHARYA JAGADISH CHANDRA BOSE ROAD, KOLKATA-700 017, INDIA

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E-mail : info@carnationindustries.com. Web: www.carnationindustries.com.

CIN: L27209WB1983PLCO35920

Dated: 27.12.2018

The Company Secretary Listing Department The Bombay Stock Exchange Ltd. P. J. Towers, Dalal Street Mumbai – 400 001	The Company Secretary The Calcutta Stock Exchange Ltd. 7, Lyons Range Kolkata – 700 001
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Dear Sir/Madam,

Sub: Intimation of outcome of Results of Postal Ballot (including E-voting) for Sale of “Uluberia Unit and/or Warehouse”

In furtherance to our letter dated 23rd November, 2018 in relation to the intimation of dispatch of Notice of Postal Ballot to the members seeking their approval through Special Resolution for Sale of “Uluberia Unit and/or Warehouse”.

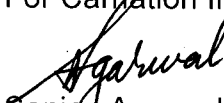
Post-closing of the voting period on 26th December, 2018, the scrutinizer has submitted its report on the results of Postal Ballot (including E-voting) on 27th December, 2018.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that the special resolution in the aforesaid Postal Ballot Notice has been passed with absolute majority by the members of the Company.

The details of voting results in the format specified under Listing Regulations and Scrutinizer report is enclosed.

Kindly take the same on record.

Yours faithfully
For Carnation Industries Limited


Sanjay Agarwal
Company Secretary

Encl: as above

Registered Office

28/1, JHEEL ROAD, P.O. SALKIA, LILUAH, HOWRAH - 711 106

CARNATION INDUSTRIES LIMITED

Record Date of Postal Ballot		16/11/2018		2023																	
Total number of shareholders on record date		2023																			
No. of shareholders voted in evoting or through postal ballot:		5		Public:		5															
Promoters and Promoter Group:		5		Public:		5															
Promoters and Promoter Group:		NIL		Public:		NIL															
Agenda- wise disclosure (to be disclosed separately for each agenda item)		Special																			
Resolution required: (Ordinary/ Special)		Special																			
Whether promoter/ promoter group are interested in the agenda/resolution?																					
Resolution required: (Ordinary/ Special)																					
Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations"),																					
Promoters / Public		Mode of voting		Total No of Shares Held		Total No of Vote polled		% of Votes on outstanding Shares		No of Votes - Favour		No of Votes - Against		% of Votes in favour on Votes Polled		% of Votes in against on Votes Polled					
		[1]		[2]		[3]=[2]/(1) * 100		[4]		[5]		[6]=[4]/(2) * 100		[7]=[5]/(2) * 100							
Resolution No.		1		Slump Sale of "Uluberia Unit and/gy Warehouse" of the Company situated at Mauza Rauta, J.L. 66, Uluberia, Howrah 711316 and 28/1, Jheel Road, Howrah-711 106 respectively.																No of Holders	
Type of Resolution		Special Resolution																			
Promoters and Promoters Group		E-voting		1509917		1509917		100.00		0		0		100.0000		0.0000				5	
		Postal Ballot		1509917		0		0.00		0		0		0.0000		0.0000					
		Poll		0		0		0.00		0		0		0.0000		0.0000					
		Total		1509917		1509917		100.00		1509917		0		100.0000		0.0000					
Public - Institutional Holders		E-voting		0		0		0.00		0		0		0.0000		0.0000					
		Postal Ballot		10900		0		0.00		0		0		0.0000		0.0000					
		Poll		0		0		0.00		0		0		0.0000		0.0000					
		Total		10900		0		0.00		0		0		0.0000		0.0000					
Public - Others		E-voting		300		300		0.02		0		0		100.0000		0.0000				2	
		Postal Ballot		1936343		0		0.00		0		0		0.0000		0.0000					
		Poll		1909		1909		0.00		1909		0		0.0000		0.0000				3	
		Total		1936343		2209		0.02		2209		0		100.0000		0.0000					
Grand Total				3457160		1512126		43.74		1512126		0		100.0000		0.0000				10	

* Same person having two DPID have been consolidated

For CARNATION INDUSTRIES LTD.

SANJAY AGARWAL
Company Secretary



SCRUTINIZER'S REPORT

[Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Rule 20 as amended by Companies (Management & Administration) Amendment Rules, 2015]

27th December, 2018

To
The Chairman
Carnation Industries Limited
28/1, Jheel Road, Liluah,
P.O. Salkia, Howrah-711106

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot & Voting through E-voting conducted pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 and Rule 20, *mutatis mutandis*, of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I, Bidisha Achari, Partner of MKB & Associates, Practicing Company Secretaries, appointed by the Board of Directors of Carnation Industries Limited (the Company) at its meeting held on 12th November, 2018 for the purpose of scrutinizing the postal ballot process and voting through e-voting conducted for seeking approval of members of the Company for the following:

Slump Sale Of Uluberia Unit and/or Warehouse of the Company situated at Mauza Rauta, Kaijuri, J.L. 66, Uluberia, Howrah- 711 316 And 28/1 Jheel Road, Liluah, P.O. Salkia, Howrah-711 106

do hereby submit my report as follows:





- (a) The notice dated 12th November, 2018 alongwith the Statement under Section 102 of the Act, setting out all material facts in respect of the resolutions mentioned therein was sent to the shareholders of the Company electronically by email and physically by other permitted means to the members whose names appear on the register of members/ list of beneficial owners as received from the National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on 16th November, 2018.
- (b) The Company has completed the dispatch of Notice and Postal Ballot forms along with postage prepaid business reply envelope by Courier and email on 23rd November, 2018. The Company also provided e-voting facility offered by National Securities Depository Limited (NSDL) to its shareholders.
- (c) The members holding shares either in physical or dematerialized form, as on the "Cut off" date i.e. 16th November, 2018 were entitled to vote on the proposed resolutions.
- (d) In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the voting period commenced on Tuesday, 27th November, 2018 at 9:00 AM and ended on Wednesday, 26th December, 2018 at 5:00 PM.
- (e) All physical ballots received up to close of Working hours i.e. 5.00 P.M on 26th December, 2018 being the last date and time fixed by the Company for receipt of the Ballot Forms, were opened on 27th November, 2018 in my presence and scrutinized by me. The votes cast through postal ballot were counted first, and thereafter, the votes cast through e-voting were unblocked in presence of Ms. Mudra Khetan and Ms. Smriti Agarwal, not in employment of the Company, who acted as witnesses in accordance with Rule 20 of the Companies (Management & Administration) Rules, 2014.
- (f) The Postal Ballot forms were scrutinized and the signatures of the members who had cast their votes were verified with their specimen signatures registered





with R & D Infotech Private Limited, Registrar & Share Transfer Agent as provided by the depositories;

- (g) Particulars of all the Postal Ballot Forms received from the Members have been entered in a register separately maintained for the purpose.
- (h) Thereafter, the details containing, inter-alia, list of the members, who voted "For" or "Against" on the resolutions were derived from the ballot forms received from the members of the Company as well as the report generated from the e-voting website of NSDL's e-voting website www.evoting.nsdl.com in respect of voting through e-voting.
- (i) The Company in aggregate has received 3 (Three) Postal Ballot forms representing 1909 equity shares of the Company.
- (j) Members representing 1510217 equity shares have cast their votes through e-voting for Resolution.

I now submit my consolidated report as under on the result of the voting through e-voting and postal ballot.

Item No. 1 -Special Resolution- Slump Sale Of Uluberia Unit And/Or Warehouse of the Company situated at Mauza Rauta, Kajjuri, J.L. 66, Uluberia, Howrah- 711 316 And 28/1 Jheel Road, Liluah, P.O. Salkia, Howrah-711 106.

Voting through e-voting		Voting through Ballots		Consolidated Voting Results		
No. of Members who voted	No. of votes cast	No. of Ballots	No. of votes cast	No. of Mem bers who voted	No. of votes cast	% of total number of valid votes cast





Voted in favour of the resolution	7	1510217	3	1909	10	1512126	100
Voted against the resolution	-	-	-	-	-	-	-
Total	7	1510217	3	1909	10	1512126	100

*Same person having two DP ID have been consolidated.

In view of the above scrutiny, I hereby certify that the Special resolutions as aforesaid, as set out in notice dated 12th November, 2018 has been approved and passed by the requisite majority.

The Postal Ballot Forms and other related papers/ registers and records have been handed over to the Company Secretary of the Company authorized by the Board to supervise the Postal Ballot process.

Thanking you,
Yours faithfully
For MKB & Associates


Bidisha Achari
Partner

[Practicing Company Secretary)
Membership No.: 48482
COP No.: 18198
FRN: P2010WB042700

Date: 27.12.2018

Place: Kolkata