

**ANNUAL REPORT
2021-22**



Carnation Industries Ltd.

BOARD OF DIRECTORS

Dr. Sephali Roy
Mr. Ravindra Prakash Sehgal
Mr. Suvobrata Saha
Mr. Subir Chatterjee
Mr. Arun Kumar Bose

- Chairman & Independent Director
- Managing Director
- Joint Managing Director
- Independent Director
- Non-Executive Director

REGISTERED OFFICE

9/C, Kumar Para Road
2nd Floor, Liluah
Howrah - 711 204
CIN No: L27209WB1983PLC035920

CORPORATE OFFICE

222, A. J. C. Bose Road
1st Floor, Room No. 7 & 8
Kolkata – 700 017
Phone: (033) 2287 8229
E-Mail: info@carnationindustries.com
Website: www.carnationindustries.com

CHIEF FINANCIAL OFFICER

Mr. Somnath Pradhan

COMPANY SECRETARY

Mr. Sanjay Agarwal

REGISTRAR AND SHARE TRANSFER AGENT

R & D Infotech Private Limited
15C, Naresh Mitra Sarani
Kolkata – 700 026
Phone: (033) 2419 2641/2419 2642
Email: info@rdinfotech.net

AUDITORS

M/s. Jain Saraogi & Co.
Chartered Accountants
1, Crooked Lane
Kolkata-700 069

BANKERS

State Bank of India
Punjab National Bank
IDBI Bank

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NOTICE

Notice is hereby given that the 39th Annual General Meeting of the Members of Carnation Industries Limited will be held on **Wednesday 28th September, 2022 at 11 A.M.** through Video Conferencing (VC) /Other Audio-Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2022 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Suvabrata Saha (DIN: 00131180) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to provisions of Sections 139, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the recommendation of the Audit Committee and the Board of Directors, M/s Jain Saraogi & Co, Chartered Accountants (Firm Regn. No. 305004E), 1 Crooked Lane, Kolkata 700 069 be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of the 39th Annual General Meeting to the conclusion of the 44th Annual General Meeting, i.e. for a further term of 5(five) years, on such remuneration as may be fixed by the Board of Directors of the Company from time to time plus applicable service tax and reimbursement of out of pocket expenses incurred by them for the purpose of audit.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters, filings and things which may deem necessary in this behalf.”

By Order of the Board of Directors

Place : Kolkata
Date : 12th August, 2022

(Sanjay Agarwal)
Company Secretary

NOTES

1. In view of the outbreak of the COVID-19 pandemic, social distancing is a norm to be followed, and the Ministry of Corporate Affairs(MCA) has pursuant to Circular No.14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021 and Circular No. 2/2022 dated May 5, 2022 (MCA Circulars) permitted holding of the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of the Members at a common venue in accordance with the requirements as provided. The Securities and Exchange Board of India (SEBI) has also, vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 January 15, 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (SEBI Circulars), granted relaxation in respect of sending physical copies of annual report to shareholders and requirement of proxy for general meetings held through electronic mode.
2. Accordingly, in compliance with the applicable provisions of the Companies Act, 2013, the SEBI ((Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with MCA Circulars and the SEBI Circulars, this Annual General Meeting (AGM/Meeting) has been convened through VC/ OAVM and Members can attend and participate in this AGM through VC/OAVM only, as arranged by the Company with National Securities Depository Ltd. (NSDL). The venue of the AGM shall be deemed to be the Registered Office of the Company.
3. ALTHOUGH, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF/HERSELF, but since this AGM is being held through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') the physical attendance of members is dispensed with. Accordingly, the facility for appointment of proxy to attend and cast vote for the Members is not available for this AGM and hence the proxy form, attendance slip and route map are not annexed to this Notice of this AGM, in terms of the MCA Circulars and the SEBI Circulars.
4. However, Body Corporates / Institutional Investors who are Members of the Company are entitled to appoint authorized representatives pursuant to Section 113 of the Act to attend the AGM through VC / OAVM and participate thereat and cast their votes through e-Voting.
5. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. In line with MCA Circulars and SEBI Circulars, dispensing of /with the requirement of printing and sending physical copies of the Annual Report, the Notice of this AGM and the Annual

Report for the F.Y. 2021-2022 have been sent via electronic mode only, to those Members whose e-mail addresses are registered with the Company / the Registrar and Share Transfer Agent (RTA), R & D Infotech Private Limited / the Depositories/ Depository Participants.

7. In compliance with the aforesaid MCA Circulars and SEBI Circular, the Notice of the AGM along with the Annual Report 2021-2022 have been uploaded on the website of the Company at www.carnationindustries.com/investors. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the Notice and Annual Report are also available on the website of NSDL i.e. www.evoting.nsdl.com.
8. Members who have already registered their e-mail addresses are requested to get their e-mail addresses updated/ validated with their Depository Participants /the Company's RTA to enable servicing of notices/documents/ Annual Reports electronically to their e-mail address. Members who have not registered can get their e-mail addresses or Members holding shares in the physical form can register their e-mail addresses with the Company or the Registrar and Share Transfer Agent (RTA) of the Company by quoting their folio number and name to investor@carnationindustries.com or by visiting the weblink: info@rdinfotech.net as the case may be, for receiving all communication, including Annual Report, Notices and Documents through e-mail.
9. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Saturday 24th September, 2022 to Wednesday 28th September, 2022 (both days inclusive) for the purpose of the AGM.
10. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 ("Explanatory Statement") in relation to Item No. 3 to be transacted at the Meeting is annexed hereto and forms part of the Notice convening this AGM.
11. Information pursuant to Section 196(4) of the Companies Act, 2013 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards – 2 with respect to Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting is annexed to the Notice.
12. As mandated by SEBI, Members holding shares in electronic form are requested to submit their Permanent Account Number (PAN) to their Depository Participants with whom, they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company, along with a self-attested photocopy of the PAN Card.
13. Members holding shares in physical form are requested to get their shares dematerialized, since as mandated by SEBI, requests for transfer of shares in physical form (except in case of transmission or transposition of shares) shall not be processed.

14. The Company has transferred the unpaid or unclaimed dividends declared upto the financial year 2013-2014, within the due date to the Investor Education and Protection Fund (the IEPF) established by the Central Government as per Section 124 of the Companies Act, 2013. Members who have not yet encashed their dividend warrant(s) for the financial years ended 31st March, 2015 onwards, are requested to make their claim to the Company accordingly, without any delay. Members wishing to claim dividends, which remain unclaimed, are requested to write to the Company Secretary & Compliance Officer at the Registered Office or to the Registrar and Share Transfer Agent of the Company. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on the website of the Company. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund on due dates. The due date for transfer of the unclaimed/unpaid dividend for the subsequent years to IEPF are as follows:

Dividend for the Financial Year Ended	Due Date for the transfer to IEPF
March 31, 2015	November 3, 2022
March 31, 2016	November 3, 2023
March 31, 2017	October 29, 2024

15. Unclaimed dividend for the financial year ended 31st March, 2015 and the shares in respect of which dividend entitlements remain unclaimed for seven consecutive years will be due for transfer to the Investor Education and Protection Fund of the Central Government.
16. (a) Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit and Refund) Rules, 2016, as amended, the Company had, during the financial year 2017-2018, transferred to the IEPF Authority all shares in respect of which dividend has remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer. Details of shares transferred to IEPF Authority are available on the website of the Company and the same can be accessed through the weblink: <https://www.carnationindustries.com/investors>. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the weblink: www.iepf.gov.in.
- (b) Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/investors are advised to visit the weblink: <https://iepf.gov.in/iepfa/refund.html> or contact M/s. R & D Infotech Private Limited for lodging claim for refund of shares and/or dividend from the IEPF Authority.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. **Members may access the facility by following the steps mentioned below for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join General Meeting” menu against Company’s name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed.** Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush. Further Members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for a better experience. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
3. Please note that Participating Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches. Participating Members are requested to keep their device under ‘Mute’ mode, except for pre-registered speakers, when invited to speak at the Meeting.
4. Members who would like to express their views/or ask questions during the AGM may register themselves as a speaker, mentioning their name, demat account number/folio number, e-mail id, mobile number by sending e-mail to investor@carnationindustries.com from their registered e-mail address on or before Wednesday, 21st day of September, 2022. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting with regard to the Accounts or any matter to be placed at the Meeting. Further, Members who would like to seek any information with regard to the Accounts or any matter to be placed at the Meeting are requested to write to the Company in advance within the aforesaid date and time, by following the similar process as stated above. The same will be replied by the Company suitably.
5. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/camera along with good internet speed.
6. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

7. The Members whose names are 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. Wednesday, 21st September, 2022 shall be entitled to avail the facility of remote e-Voting of the facility of e-Voting during the Meeting and are requested to join the AGM through VC/OAVM mode, by following the procedure mentioned in the Notice. Persons who are not Members as on the cut-off date should treat this Notice for information purposes only.
8. The facility to attend the AGM through VC/OAVM will be available for 30 minutes before the scheduled time of the commencement of the Meeting and may not close earlier than 30 minutes after the commencement of the Meeting.

E-VOTING

In terms of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide facilities for Members to exercise their right to vote on resolutions proposed, in respect of the business to be transacted at the Meeting by electronic means, through remote e-Voting system prior to the AGM and through e-Voting system during the AGM. For this purpose, the Company has engaged the services of National Securities Depository Limited (NSDL), as the authorized agency for providing the said facilities of the remote e-Voting as well the e-Voting on the date of the AGM.

The remote e-Voting period begins at 9 A.M. on Sunday, 25th September, 2022 and ends at 5 P.M. on Tuesday, 27th September, 2022. The remote e-voting module shall be disabled by NSDL for voting thereafter.

INSTRUCTIONS FOR REMOTE E-VOTING

Process to vote electronically using NSDL e-Voting system

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system at <https://www.evoting.nsdl.com>





Step 2: Cast your vote electronically on NSDL e-Voting system.

Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting and joining virtual Meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with NSDL	1) Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. This will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	2) If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com/ . Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
	4) Shareholders/Members can also download NSDL Mobile App “ NSDL Speede ” facility by scanning the QR code mentioned below for seamless voting experience.
	<p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1) Existing users who have opted for Easi / Easiest, they can login through their User ID and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.
	2) After successful login of Easi/Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.
	3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration .
	4) Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, and you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.