

VINOD KOTHARI & COMPANY

Practising Company Secretaries
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Unique Code – P1996WB042300

PAN No-AAMFV6726E

GSTIN No.-19AAMFV6726E1ZR

Udyog Aadhaar Number-WB10D0000448

To

The Chairman,

Carrier Airconditioning and Refrigeration limited

Narsinghpur, Kherki Daula Post,

NH-8, Gurgaon - 122 004,

India

Sub: Consolidated Scrutinizer's Report on E-voting conducted pursuant to the provisions of Section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for the 28th Annual General Meeting ('AGM') of the Equity shareholders of Carrier Airconditioning and Refrigeration Limited ('Company') held on Wednesday, December 16, 2020 at 2.30 P.M. through Video Conferencing ('VC')/ Other Audio Video Mode ('OVAM')

Dear Sir,

1. I, Bunny Sehgal, Associate at M/s Vinod Kothari & Company, Practising Company Secretaries, (Membership No. ACS 39598 and C.P No. 15161) have been appointed as the Scrutinizer by the Board of Directors of the Company in terms of the Resolution by the Board of Directors in its meeting dated November 12, 2020 for the purpose of scrutinizing the remote e-voting and e-voting during the AGM (**Collectively referred to as the 'E-voting'**) as per the provisions of Section 108 of Companies Act, 2013 (**'the Act'**) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (**'MGT Rules'**) read with amendments thereto on the businesses contained in Notice of the 28th AGM of the Company.
2. In terms of Section 108 of the Act read with Rule 20 of MGT Rules in connection with all resolutions proposed at the 28th AGM, the Company availed services of Central Depository Services Limited (**'CDSL'**) and provided E-voting facility to the equity shareholders of the Company by way of remote e-voting and e-voting during the AGM.
3. The management of the Company is responsible to ensure the compliance of the requirements of the Act, rules, circulars and notifications issued by the Ministry of Corporate Affairs (**'MCA'**) relating to the E-voting on the businesses set out in the Notice of the 28th AGM. My responsibility as a Scrutinizer is restricted in making a consolidated Scrutinizer's Report of the votes cast "IN FAVOUR" or "AGAINST" the business set out in the Notice of AGM, based on the reports generated from the e-voting system of CDSL, the authorized agency engaged by the Company.
4. The e-voting period to facilitate remote e-voting by equity shareholders of the Company as at the "cut-off date" remained open from Sunday, December 13, 2020 (9:00 am IST) to Tuesday, December 15, 2020 (5:00 pm IST) and the CDSL remote e-voting platform was blocked thereafter.
5. The Company had also provided the e-voting facility to the shareholders present at the AGM through VC/OAVM and who had not cast their vote earlier through remote e-voting. The shareholders of the Company holding shares as on the "cut-off" date of Wednesday, December 09, 2020 were entitled to vote on the resolutions as contained in the Notice of the AGM. The CDSL e-voting platform was re-opened during the AGM and kept open for 15 minutes after conclusion of the AGM.

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6. The votes cast through the E-voting facility were unblocked by me in the presence of Ms. Smriti Wadhera, Company Secretary and Ms. Shaifali Sharma, Company Secretary who acted as the witnesses, as prescribed in sub-rule 4(xii) of Rule 20 of the MGT Rules. I have scrutinized and reviewed the E-voting results based on the data downloaded from the CDSL e-voting system.
7. I now submit the Consolidated Report as under:

Resolution No. 1: To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2020 and the reports of Board of Directors and Auditor(s) thereon.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
40	102623844	100.00

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
8	1604	0.00

(iii) Invalid votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
-	-	-

Resolution No.2: To appoint Ms. Nandita Luthra (DIN: 06948082) who retires by rotation and being eligible, offers herself for re-appointment as a director of the Company.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
39	102623444	100.00

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
9	2004	0.00

(iii) Invalid votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
-	-	-

Resolution 3: To approve the appointment and remuneration of Mr. Pritesh Agarwal (DIN: 08757017) as a Whole-time director on the Board of Directors of the Company.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
39	102623494	100.00

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
9	1954	0.00

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
-	-	-

Resolution 4: To ratify the remuneration of Cost Auditors of the Company for the financial year 2020-21.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
40	102623844	100.00

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
8	1604	0.00

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
-	-	-

8. Figures have been taken upto two decimal places.
9. In view of the above scrutiny, I hereby certify all the above Resolutions have been passed with requisite majority on December 16, 2020.
10. The details of the E-voting along with authorizations as received, will be sealed and handed over to the Director/Company Secretary/Authorised Representative, authorized by the Board for safe keeping.

For Vinod Kothari & Company
Practising Company Secretaries
 BUNNY Digitally signed by
 SEHGAL BUNNY SEHGAL
Date: 2020.12.16
19:12:34 +05'30'
Bunny Sehgal
 Associate
 M. No. 39598
 CP No. 15161

Date: 16.12.2020
 Place: New Delhi

Acknowledgement receipt of the Report
For Carrier Airconditioning and Refrigeration limited


 Chirag Baijal
 Chairman
 DIN: 08465289

Date: 16.12.2020
 Place: Gurgaon