



## UTC FIRE & SECURITY INDIA LIMITED

CIN: U29193MH1981FLC024364

Registered Office: Unit No. 8, 1st Floor, The Centrium,

Lal Bahadur Shastri Marg, Kurla West, Mumbai-400070, Maharashtra, India;

Website: <https://www.carrier.com/commercial/en/in/investor/>; Email: [gpccsindialegal@carrier.com](mailto:gpccsindialegal@carrier.com)

Phone: +91-22-61700700, Fax: +91-124-2372230

### NOTICE OF THE 38<sup>th</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the **38<sup>th</sup> (Thirty Eighth) Annual General Meeting** of members of **UTC Fire & Security India Limited** (the “company”) will be held on **Monday, 28<sup>th</sup> December, 2020 at 12.00 P.M.** through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business (es):

#### **Ordinary Business:**

1. To consider and adopt audited financial statements of the company for the financial year ended on 31<sup>st</sup> March, 2020 and the report of the Board of Directors and auditors thereon and in this regard to consider and if thought fit to pass the following resolution as an ordinary resolution:

“**Resolved that** the audited financial statements of the company for the financial year ended on 31<sup>st</sup> March, 2020 together with the report of Board of Directors and auditors thereon be and are hereby considered and adopted.”

2. To re-appoint Mr. Farokh Phiroz Madan (**DIN: 07412324**) who retires by rotation and being eligible, offers himself for re-appointment as a director of the company and in this regard to consider and if thought fit to pass the following resolution as an ordinary resolution:

“**Resolved that** Mr. Farokh Phiroz Madan (**DIN: 07412324**) who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the company liable to retire by rotation.”

#### **Special Business:**

3. To approve the appoint of Mr. Sanjiv Goel (**DIN: 06710444**) as an independent director on the Board of Directors of the company and in this regard to consider and if thought fit to pass the following resolution as an ordinary resolution:

“**Resolved that** pursuant to the recommendation of nomination and remuneration committee of the company and pursuant to the provisions of section 149 and 152 read with the schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification and/or re-enactment thereof for the time being in force Mr. Sanjiv Goel (DIN: 06 710444), who was appointed as an additional director, who fulfills the criterion for the independence as provided in section 149(6) of the Act, and who holds office up to the date of Annual general Meeting, be and is hereby appointed as an independent director on the Board of Directors of the company not liable to retire by rotation and to hold the office for a term of 2 (two) consecutive years effective from 25<sup>th</sup> March, 2020 to 24<sup>th</sup> March, 2022.

**Resolved further that** for the purpose of giving effect to the above said resolution the Board of Directors of the company be and is hereby authorized to do all such acts, deeds, things, matters as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard to give effect the above said resolution.”

**Registered office:**

**UTC Fire & Security India Limited**  
Unit No. 8, 1st Floor, The Centrium,  
Lal Bahadur Shastri Marg, Kurla West,  
Mumbai- 400070, Maharashtra, India  
CIN: U29193MH1981FLC024364  
Email Id: [gpcssindialegal@carrier.com](mailto:gpcssindialegal@carrier.com)

By Order of the Board of Directors  
For **UTC Fire & Security India Limited**

Sd/-  
Anurag Gupta  
Company Secretary  
Membership No. ACS 43500

Date: 01.12.2020

Place: Gurugram

**NOTES:**

1. In accordance with General Circular No. 20/2020 dated 5th May, 2020 read together with General Circular No. 14/2020 dated 8<sup>th</sup> April, 2020 and General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020 and/or any other applicable notification/circular (collectively referred to as “MCA Circulars”) issued by Ministry of Corporate Affairs (“MCA”) permitted convening the Annual General Meeting (“AGM” / “Meeting”) 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 MCA Circulars, provisions of the Companies Act, 2013 and the rules made thereunder, the 38<sup>th</sup> AGM of the Company will be held though held though VC/OAVM and the members can attend and participate in the 38<sup>th</sup> AGM of the company through VC/OAVM. The deemed venue for the 38<sup>th</sup> AGM shall be the registered office of the Company i.e. UTC Fire & Security India Limited Unit No. 8, 1st Floor, The Centrium, Lal Bahadur Shastri Marg, Kurla West, Mumbai- 400070, Maharashtra, India.
2. The explanatory statement pursuant to section 102 of the Companies Act, 2013 with respect to the special business to be transacted at the 38<sup>th</sup> AGM is annexed hereto and forms part of this notice.
3. Generally, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the company. Since this 38<sup>th</sup> AGM is being held through VC/OAVM pursuant to the MCA circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the 38<sup>th</sup> AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
4. Since the 38<sup>th</sup> AGM will be held through VC/OAVM, the route map of the venue of the AGM is not annexed hereto.
5. Details of Directors retiring by rotation /seeking appointment at the 38<sup>th</sup> AGM of the company are provided in the “**Annexure**” to the Notice.

**DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:**

6. In compliance with the MCA Circulars, Notice of the 38<sup>th</sup> AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those members whose email addresses are registered with the

company / depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website <https://www.carrier.com/commercial/en/in/investor/> on the website of Registrars and Share Transfer Agent (R&T Agent) of the company i.e. on the website of Registrars and Share Transfer Agent (R&T Agent) of the company i.e. Adroit Corporate Services Private Limited. The Notice can also be accessed from the website of CDSL (agency for providing the Remote e-Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com).

7. For receiving all communications including Annual Report from the company electronically:

Members holding shares in physical mode and who have not registered / updated their email address with the company are requested to register / update the same by writing to the company with details of folio number and attaching a self-attested copy of PAN card at [gpcssindialegal@carrier.com](mailto:gpcssindialegal@carrier.com) or to registrar & share transfer agent of company i.e. Adroit Corporate Services Pvt. Ltd. ("Adroit"), 17-20, Jafferbhoy Ind. Estate, 1<sup>st</sup> Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai 400059, India. or by email to [info@adroitcorporate.com](mailto:info@adroitcorporate.com).

8. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, for receiving all communications (including Annual report) from the Company electronically etc. to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the company's records which will help the company and the company's registrars and transfer agents i.e. Adroit Corporate Services Pvt. Ltd. ("Adroit") to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Adroit. For any grievances, please write to Adroit at 17-20, Jafferbhoy Ind. Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai - 400059, Maharashtra, India or by email to [info@adroitcorporate.com](mailto:info@adroitcorporate.com).

#### **PROCEDURE FOR JOINING THE AGM THROUGH VC/ OAVM:**

9. Members will be provided with a facility to attend the 38<sup>th</sup> AGM through VC/OAVM through the CDSL e-voting system. Members may access the same at <https://www.evotingindia.com> under shareholders / members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of company will be displayed.
10. Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the procedure given in the instructions for shareholders for remote e-voting below after point 15.
11. Members can join the 38<sup>th</sup> AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting. The facility of participation at the 38<sup>th</sup> AGM through VC/ OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairman of the Audit Committee, Corporate Social Responsibility Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the 38<sup>th</sup> AGM without restriction on account of first come first served basis.
12. Members are encouraged to join the meeting through Laptops / IPads for better experience.
13. The participants 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. The Members will be required to allow camera and use internet with a good speed to avoid any disturbance during the 38<sup>th</sup> AGM.

14. The Members who would like to express their views/ask questions during the 38<sup>th</sup> AGM may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, Demat account number/folio number, email id, mobile number at company email id [gpccsindialegal@carrier.com](mailto:gpccsindialegal@carrier.com). Those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the meeting.
15. The members who do not wish to speak during the 38<sup>th</sup> AGM but have queries may send their queries in advance 15 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at company email id - [gpccsindialegal@carrier.com](mailto:gpccsindialegal@carrier.com). These queries will be replied to by the company suitably by email.

**THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:**

Pursuant to the provisions of section 108 of the Companies Act read with rule 20 of the Companies (Management and Administration) Rules, 2014 and MCA Circulars dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020 and 5<sup>th</sup> May, 2020 as amended from time to time the company is pleased to provide remote e-voting facility to its members to cast their votes electronically on all resolutions set forth in this notice. The members may cast their votes remotely using an electronic voting system on the dates mentioned herein below (“remote e-voting”).

For this purpose, the company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means as the authorized e-voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the 38<sup>th</sup> AGM will be provided by CDSL.

- i. The remote e-voting period begins on **25<sup>th</sup> December, 2020 at 09:00 a.m.** and ends on **27<sup>th</sup> December at 05:00 p.m.** During this period member of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, **21<sup>st</sup> December, 2020** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Members who have already voted electronically prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. The shareholders should log on to the e-voting website <https://www.evotingindia.com/>.
- iv. Click on Shareholders.
- v. Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login-Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- viii. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li><li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (5).</li></ul>

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in de-mat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for UTC Fire & Security Limited on which you choose to vote Click on the relevant EVSN for.

- xiii. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xv. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xvi. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xviii. If a De-mat account holder has forgotten a login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

**INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE 38<sup>TH</sup> AGM ARE AS UNDER:**

- 16. The facility for voting through electronic voting system during the 38<sup>th</sup> AGM shall be made available only to those members who would be present in the 38<sup>th</sup> AGM through VC/OAVM facility and have not casted their votes on the resolutions through remote e-voting and are otherwise not barred from doing so. The procedure for e-voting on the day of the 38<sup>th</sup> AGM is same as the instructions mentioned above for remote e-voting.
- 17. If votes are casted by the shareholders through the e-voting available during the 38<sup>th</sup> AGM and if the same member have not participated in the meeting through VC/OAVM facility, then the votes casted by such shareholders shall be considered invalid as the facility of e-voting during the AGM is available only to the shareholders attending the AGM.
- 18. Shareholders who have voted through remote e-voting will be eligible to attend the 38<sup>th</sup> AGM. However they will not be eligible to vote at the 38<sup>th</sup> AGM. Voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his/her share in the paid-up equity share capital of the company as on the cut-off date i.e., **Monday, 21<sup>st</sup> December, 2020**.
- 19. The Board of Directors have appointed DMK Associates, practicing company secretaries, New Delhi as scrutinizer to scrutinize the e-voting during 38<sup>th</sup> AGM and remote e-voting in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

**NOTE FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS:**

- 20. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <https://www.evotingindia.com/> and register themselves in the “Corporates” module.



21. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
22. After receiving the login details a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.
23. The list of accounts linked in the login should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
24. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
25. Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the company at the email address - [gpccindialegal@carrier.com](mailto:gpccindialegal@carrier.com) if they have voted from individual tab and not uploaded the same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending 38<sup>th</sup> AGM and e-voting from the e-voting system, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to company ID - [gpccindialegal@carrier.com](mailto:gpccindialegal@carrier.com) or [info@adroitcorporate.com](mailto:info@adroitcorporate.com).

For Demat shareholders- please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to company ID - [gpccindialegal@carrier.com](mailto:gpccindialegal@carrier.com) or [info@adroitcorporate.com](mailto:info@adroitcorporate.com). After due verification the Company / RTA will forward your login credentials to your registered email address.

**PROCEDURE FOR INSPECTION OF DOCUMENTS:**

26. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under section 189 of the Companies Act, and the relevant documents referred to in

the Notice will be available electronically for inspection by the members during the 38<sup>th</sup> AGM of the company. Members seeking to inspect such documents can send an email to [gpcsindialegal@carrier.com](mailto:gpcsindialegal@carrier.com).

27. Members seeking any information with regard to the accounts or any matter to be placed at the 38<sup>th</sup> AGM are requested to write to the Company on or before Friday, December 18, 2020 through email on [gpcsindialegal@carrier.com](mailto:gpcsindialegal@carrier.com). The same will be replied by the company suitably.

### **OTHER INFORMATION**

28. Members attending the 38<sup>th</sup> AGM through VC/ OAVM shall be reckoned for the purpose of the quorum under Section 103 of the Companies Act.
29. The company's ISIN number is INE226D01017.
30. Pursuant to notification number G.S.R. 853 (E) issued by the ministry of corporate affairs dated 10<sup>th</sup> September, 2018 which includes any modifications thereof members holding shares in physical form are requested to convert their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the company or Adroit for assistance in this regard and company shall facilitate dematerialization of physical shareholding.
31. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the company, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such members after making requisite changes thereon.
32. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names as per the register of members of the company will be entitled to vote.
33. Queries proposed to be raised at the annual general meeting may please be sent to the company at its registered office at least 7 days prior to the date of annual general meeting to enable the company to compile the information and answer them in the meeting.
34. The register of members and share transfer register will remain closed from **Tuesday, 22<sup>nd</sup> December, 2020 to Monday, 28<sup>th</sup> December, 2020** (both days inclusive) for the purpose of 38<sup>th</sup> Annual General Meeting. The cut-off date to determine the eligibility for the purpose of voting through electronic means and voting at the 38<sup>th</sup> AGM is **Monday, 21<sup>st</sup> December, 2020**.
35. Members seeking any information with regard to the accounts are requested to write to the company at least seven day before the date of 38<sup>th</sup> Annual General Meeting so as to enable the management to keep the information ready at the meeting.
36. Members desirous of making a nomination in respect of their shareholding in the company as permitted under section 72 of the Act are requested to submit details to the company in the prescribed form SH-13 for this purpose.
37. Electronic copy of the notice of the 38<sup>th</sup> AGM of the company indicating the process and manner of remote e-voting and e-voting during AGM is being sent to all the members who have registered their email addresses with the company/depository participants for communication purposes.



38. In compliance with the provision of section 108 of the Companies Act read with rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereof the company is providing its members with the facility for providing voting by electronic means and the business may be transacted through such voting ("remote e-voting").
39. Pursuant to section 107 of the Act read with rule 20 of the Companies (Management and Administration) Rules, 2014 and amendment thereof and as per secretarial standards-2 the company is providing the facility of remote e-voting to the members to exercise their right to vote. Members may cast their votes remotely using electronic voting system on the dates mentioned herein above. Further, the facility of voting through electronic voting system will also be made available at the Meeting ("e-voting during AGM") and members attending the AGM who have not cast their vote(s) by remote e-voting will be able to vote at the AGM through e-voting during AGM.
40. The members can opt for only one mode of voting i.e. remote e-voting or e-voting during AGM. In case of voting by both the modes vote casted through remote e-voting will be considered final and voting through e-voting during AGM will not be considered. The members who have casted their vote by remote e-voting may also attend the AGM through VC/OAVM.
41. The company has engaged the services of central depository services limited (CDSL) as the agency to provide e-voting facility.
42. Detailed instruction to exercise e-voting are given on a separate sheet dispatched with annual report forms an integral part of notice.
43. In case of any query pertaining to e-voting please visit Help & FAQ's section available on [www.cdslindia.com](http://www.cdslindia.com).
44. The board has appointed DMK Associates (Mr. Deepak Kukreja, Partner), Company Secretaries having office at 31/36, Basement, Old Rajinder Nagar, New Delhi-110060 as scrutinizer to scrutinize the e-voting during AGM and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
45. The voting rights of members for remote e-voting and e-voting during AGM at the meeting shall be in proportion to the paid up value of their shares in the equity share capital of the company as on cut-off date i.e. **Monday, 21<sup>st</sup> December, 2020**.
46. A person whose name is 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. **Monday, 21<sup>st</sup> December, 2020** shall only be entitled to avail the facility of remote e-voting / e-voting during AGM.
47. The scrutinizer, after scrutinizing the votes casted at the meeting (e-voting during AGM) and through remote e-voting, will not exceeding 3 days of conclusion of the meeting, make a consolidated scrutinizer's report of the votes cast in favour or against, if any, and submit the same to the chairman of the meeting. The results declared shall be available on the website of the company <https://www.carrier.com/building-solutions/en/in/investor> and on the website of CDSL. The resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour of the resolutions.
48. Any person who acquires shares of the company and become member of the company after dispatch of the notice and holding shares as on the cut-off date i.e. **Monday, 21<sup>st</sup> December, 2020** may obtain their

user ID and password for remote e-voting and for e-voting during AGM by sending a request to Adroit at [info@adroitcorporate.com](mailto:info@adroitcorporate.com).

49. Non-resident Indian members are requested to inform the company's registrar & share transfer agent Adroit immediately: (i) the particulars of the bank account maintained in India with complete name, branch, account type, account number and address of the bank if not furnished earlier; and (ii) any change in their residential status on return to India for permanent settlement.
50. The ministry of company affairs has taken a 'Green initiative in Corporate Governance' by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including annual report can be sent by e-mail to its members. To support this green initiative of the government in full measure, members who have not registered their e-mail addresses so far are requested to register their e-mail addresses in respect of electronic holdings with the depository through their concerned depository participants. Members who hold shares in physical form are requested to register their e-mail addresses with the company.
51. The requirement to place the matter relating to appointment of auditors for ratification by members at every annual general meeting is done away with vide notification dated May 7, 2018 issued by Ministry of Corporate Affairs, New Delhi. Accordingly no resolution is proposed for ratification of appointment of statutory auditors i.e. BSR & Associates LLP (116231 W/W- 100024) who has been appointed as statutory auditors of the company in the Annual General Meeting of the company held on December 14, 2017 for a period of five years.

The following explanatory statement pursuant to section 102 of the Companies Act, 2013 (Act) set out all the material facts relating to the business mentioned in item number 3 of the accompanying notice of annual general meeting.

#### Annexure

Name and Designation of the Director	Mr. Farokh Phiroz Madan Non-Executive Director	Mr. Sanjiv Goel Independent Director
Director Identification Number	07412324	06710444
Date of Birth (Age in years)	17 <sup>th</sup> April, 1971 (48 Years)	19 <sup>th</sup> March, 1965 (55 years)
Original date of appointment	12 <sup>th</sup> March, 2019	25 <sup>th</sup> March, 2020
Qualifications	Master of Management Science, Marketing, BE Mechanical Engineering	Education: B. Com (Delhi University) LL.B, LL.M. (Meerut University). Diploma in Corporate Laws - Indian Law Institute New Delhi 110001

Experience & expertise in specific functional area	Experience: 23 years Expertise: Sales, Marketing & Strategy	Experience: 25 years Expertise: Advocate
Shareholding in UTC Fire & Security India Limited	Nil	Nil
Remuneration sought to be paid	Nil	Sitting fees of Rs. 30,000/- per board meeting and per committee meeting
Remuneration last drawn from UTC Fire & Security India Limited	Nil	Rs. 30,000/- per board meeting and per committee meeting
Number of board meetings attended during the year	Nil	Nil He was appointed Independent Director with effect from 25 <sup>th</sup> March, 2020)
Terms & conditions of appointment/re-appointment and remuneration	Appointed as Non-Executive Director  -As per Nomination & Remuneration Policy forming part of Director's Report	Appointed as Independent Director not liable to retire by rotation  -As per Nomination & Remuneration Policy forming part of Director's Report
Relationship with other director/KMP	No Relationship with other Director/KMP	No Relationship with other Director/KMP
Directorships held in other companies	Nil	Nil*
Members/chairmanship of committees in public limited companies in India	UTC Fire & Security India Limited  Member- Audit Committee and Stakeholder Relationship Committee and Corporate Social Responsibility committee	UTC Fire & Security India Limited  Member- Nomination and Remuneration Committee and Audit Committee

\*Mr. Sanjiv Goel was a Director in Pushup Consultants Private Limited at the time of his appointment on 23<sup>rd</sup> March, 2020. However, he has resigned from the position of Director on 2<sup>nd</sup> May, 2020.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

**Item No. 3: To approve the appointment of Mr. Sanjiv Goel (DIN: 06710444) as an independent director on the Board of Directors of the company:**

Mr. Sanjiv Goel (DIN: 06710444) was appointed as an additional director on the Board of Directors of the company by the Board of Directors in their meeting dated 23<sup>rd</sup> March, 2020 for a period of two years effective from 25<sup>th</sup> March, 2020 to 24<sup>th</sup> March, 2022 (“tenure”).

The nomination and remuneration committee of the Board of Directors has recommended the appointment of Mr. Sanjiv Goel (DIN: 06710444) as an independent director for a period of 2 (two) consecutive years effective from 25<sup>th</sup> March, 2020 to 24<sup>th</sup> March, 2022. The Board of Directors as per the recommendation of the nomination and remuneration committee considered that given his background and experience the association of Mr. Sanjiv Goel (DIN: 06710444) would be beneficial to the company.

Accordingly, it is proposed to appoint Mr. Sanjiv Goel (DIN: 06710444) as an independent director of the company, not liable to retire by rotation, for a term of 2 (two) consecutive years on the Board of Directors of the company. Notice in writing under section 160 of the Companies Act, 2013 has been received from Mr. Sanjiv Goel (DIN: 06710444) proposing his candidature for the office of independent director of the company. Mr. Sanjiv Goel (DIN: 06710444) is not disqualified from being appointed as a director in terms of section 164 of the Companies Act 2013 and has given his consent to act as an independent director of the company. The company has also received declaration from Mr. Sanjiv Goel (DIN: 06710444) that he meets the criteria of independence as prescribed under section 149(6) of the Act.

In the opinion of the Board of Directors Mr. Sanjiv Goel (DIN: 06710444) fulfils the conditions for appointment as an independent director as per Companies Act 2013. Mr. Sanjiv Goel (DIN: 06710444) is independent of the management of the company. He shall be paid remuneration by way of sitting fee for attending meetings of the Board of Directors and committees thereof within limits prescribed in Companies Act, 2013. Copy of letter of appointment of Mr. Sanjiv Goel (DIN: 06710444) setting out the terms and conditions of appointment is available for inspection by the members during the annual general meeting.

Additional information in respect of Mr. Sanjiv Goel (DIN: 06710444) as required in the secretarial standard-2 is given herein below. Mr. Sanjiv Goel (DIN: 06710444) is interested in the resolution set out at item number 3 of the notice. Save and except the above none of the other directors / key managerial personnel of the company / their relatives are in any way concerned or interested financially or otherwise in the resolution. This statement may also be regarded as an appropriate disclosure under the applicable provisions of the Companies Act 2013.

The Board of Directors recommend the special resolution set out at item number 3 of the notice for approval by members and relevant documents related to above said resolution can be inspected at the registered office of the company during business hours up to the date of passing of above resolution.

**Registered office:**  
**UTC Fire & Security India Limited**  
Unit No. 8, 1st Floor, The Centrum,  
Lal Bahadur Shastri Marg, Kurla West,  
Mumbai- 400070, Maharashtra, India  
CIN: U29193MH1981FLC024364  
Email Id: [gpccsindialegal@carrier.com](mailto:gpccsindialegal@carrier.com)

By Order of the Board of Directors  
For **UTC Fire & Security India Limited**

Sd/-  
Anurag Gupta  
Company Secretary  
Membership No. ACS 43500

Date: 01.12.2020

Place: Gurugram

### VOTING THROUGH ELECTRONIC MEANS

Name of the Sole / First Named Member:	
Address of Sole / First Named Member:	
DP Id/ Client Id*	
Registered Folio No.	
Joint Holder(s), if any	
No. of Equity shares held	

Dear Member,

**Subject: Process and manner for availing Remote E-voting facility**

Pursuant to provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management & Administration) Amendment Rules, 2015, and MCA Circulares dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020 and 5<sup>th</sup> May, 2020, the company is pleased to offer remote e-voting facility to the members to cast their votes electronically at the **38<sup>th</sup> Annual General Meeting of the company to be held on Monday, December 28, 2020 at 12:00 P.M.** through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”). The company has engaged the services of Central Depository Services Limited (“CDSL”) to provide remote e-voting and e-voting during AGM. Remote e-voting means the facility to cast votes by a member using electronic voting system. The remote e-voting facility is available at the link <https://www.evotingindia.com>.

The electronic voting particulars are set out below:

<b>EVSN (E-voting Sequence Number)</b>	<b>User ID:</b>	<b>Password / Sequence No:</b>

The remote e-voting facility will be available during the following period:

<b>Commencement of remote e-voting</b>	<b>End of remote e-voting</b>
December 25, 2020 from 09:00 A.M.	December 27, 2020 at 05:00 P.M.