

# VINOD KOTHARI & COMPANY

Practising Company Secretaries

1006-1009, Krishna Building, 224 A.J.C. Bose Road

Kolkata – 700 017, India

Phone: +91 – 33 – 2281 7715 | 1276 | 3742

email: [vinod@vinodkothari.com](mailto:vinod@vinodkothari.com)

Web: [www.vinodkothari.com](http://www.vinodkothari.com)

[www.india-financing.com](http://www.india-financing.com)

Unique Code – P1996WB042300

PAN No - AAMFV6726E

GSTIN No. - 19AAMFV6726E1ZR

UdyogAadhaar Number – WB10D0000448

## Consolidated Scrutinizer Report

To,  
The Managing Director & Chairman of 26<sup>th</sup> Annual General Meeting,  
Carrier Airconditioning & Refrigeration Limited,  
Narsinghpur, Kherki Daula Post,  
Gurgaon- 122 001, Haryana, India

**Re: Consolidated Report of Scrutinizer for 26<sup>th</sup> Annual General Meeting of the members of Carrier Airconditioning & Refrigeration Limited (“Company”) held on Thursday, September 20, 2018 at 11.30 a.m. at Fortune Select Global, Global Arcade, Mehrauli-Gurgaon Road, Sikanderpur, Sector 26, Gurugram-122002, Haryana.**

Dear Sir,

In terms of authority of the Board Resolution dated August 17, 2018, the Company has appointed Vinod Kothari & Company, Practising Company Secretaries, as the Scrutinizer for the purpose of the remote e-voting and poll process on the below mentioned Resolutions to be passed at the 26<sup>th</sup> Annual General Meeting (‘AGM’) of the Company held on Thursday, September 20, 2018 at 11.30 a.m. at Fortune Select Global, Global Arcade, Mehrauli-Gurgaon Road, Sikanderpur, Sector 26, Gurugram-122002, Haryana.

We have separately, on even date, given our reports for the results of the polling process carried at the Meeting and for the remote e-voting process, as required by Section 108 and 109 of the Companies Act, 2013 conducted at the Meeting.

We hereby submit our Consolidated Report as under:

- a. **Resolution 1: To receive, consider and adopt audited financial statements of the Company for the financial year ended March 31, 2018 and the reports of Board of Directors and Auditor(s) thereon.**



Mumbai Office: 403-406, 175 Shreyas Chambers, D. N. Road, Fort, Mumbai-400 001, Ph – 022 22614021; 022 30447498

Delhi Office: A/11, HauzKhas (Opposite Vatika Medicare), New Delhi- 110 016

# VINOD KOTHARI & COMPANY

Practising Company Secretaries  
 1006-1009, Krishna Building, 224 A.J.C. Bose Road  
 Kolkata – 700 017, India  
 Phone: +91 – 33 – 2281 7715 | 1276 | 3742  
 email: [vinod@vinodkothari.com](mailto:vinod@vinodkothari.com)  
 Web: [www.vinodkothari.com](http://www.vinodkothari.com)  
[www.india-financing.com](http://www.india-financing.com)  
 Unique Code – P1996WB042300  
 PAN No - AAMFV6726E  
 GSTIN No. - 19AAMFV6726E1ZR  
 UdyogAadhaar Number – WB10D0000448

Resolution required: Ordinary							
Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)] * 100	(4)	(5)	(6)=[(4)/(2)] * 100	(7)=[(5)/(2)] * 100
E-Voting		4065		4065	0	100	0
Poll		102683770		102683770	0	100	0
<b>Total</b>	<b>106376745</b>	<b>102687835</b>	<b>96.53</b>	<b>102687835</b>	<b>0</b>	<b>100</b>	<b>0</b>

b. Resolution 2: To confirm payment of interim dividend on equity shares of the Company.

Resolution required: Ordinary							
Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)] * 100	(4)	(5)	(6)=[(4)/(2)] * 100	(7)=[(5)/(2)] * 100
E-Voting		4065		4065	0	100	0
Poll		102683770		102683770	0	100	0
<b>Total</b>	<b>106376745</b>	<b>102687835</b>	<b>96.53</b>	<b>102687835</b>	<b>0</b>	<b>100</b>	<b>0</b>

c. Resolution 3: To appoint a Director in place of Mr. Sugeeth Kumar (DIN: 07420265), who retires by rotation and being eligible, offers himself for re-appointment.



Mumbai Office: 403-406, 175 Shreyas Chambers, D. N. Road, Fort, Mumbai-400 001, Ph: 022-22614021; 022 30447498

Delhi Office: A/11, HauzKhas (Opposite Vatika Medicare), New Delhi- 110 016

# VINOD KOTHARI & COMPANY

Practising Company Secretaries  
 1006-1009, Krishna Building, 224 A.J.C. Bose Road  
 Kolkata – 700 017, India  
 Phone: +91 – 33 – 2281 7715 | 1276 | 3742  
 email: vinod@vinodkothari.com  
 Web: www.vinodkothari.com  
 www.india-financing.com  
 Unique Code – P1996WB042300  
 PAN No - AAMFV6726E  
 GSTIN No. - 19AAMFV6726E1ZR  
 UdyogAadhaar Number – WB10D0000448

Resolution required: Ordinary							
Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]* 100	(7)= [(5)/(2)]* 100
E-Voting		4065		4065	0	100	0
Poll		102683770		102683770	0	100	0
<b>Total</b>	<b>106376745</b>	<b>102687835</b>	<b>96.53</b>	<b>102687835</b>	<b>0</b>	<b>100</b>	<b>0</b>

d. Resolution 4: To approve appointment of Ms. Vanita Bansal (DIN: 02926018) as non-executive Director of the Company

Resolution required: Ordinary							
Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)] * 100	(4)	(5)	(6)= [(4)/(2)]* 100	(7)= [(5)/(2)]* 100
E-Voting		4065		4065	0	100	0
Poll		102683770		102683770	0	100	0
<b>Total</b>	<b>106376745</b>	<b>102687835</b>	<b>96.53</b>	<b>102687835</b>	<b>0</b>	<b>100</b>	<b>0</b>

e. Resolution 5: To ratify remuneration payable to Cost Auditors of the Company for the financial year 2018-19.

Resolution required: Ordinary



Mumbai Office: 403-406, 175 Shreyas Chambers, D. N. Road, Fort, Mumbai-400 001, Ph: 022 22614021; 022 30447498

Delhi Office: A/11, HauzKhas (Opposite Vatika Medicare), New Delhi- 110 016

# VINOD KOTHARI & COMPANY

Practising Company Secretaries  
1006-1009, Krishna Building, 224 A.J.C. Bose Road  
Kolkata – 700 017, India

Phone: +91 – 33 – 2281 7715 | 1276 | 3742

email: [vinod@vinodkothari.com](mailto:vinod@vinodkothari.com)

Web: [www.vinodkothari.com](http://www.vinodkothari.com)

[www.india-financing.com](http://www.india-financing.com)

Unique Code – P1996WB042300

PAN No - AAMFV6726E

GSTIN No. - 19AAMFV6726E1ZR

UdyogAadhaar Number – WB10D0000448

Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]* 100	(7)= [(5)/(2)]* 100
E-Voting		4065		4065	0	100	0
Poll		102683770		102683770	0	100	0
<b>Total</b>	<b>106376745</b>	<b>102687835</b>	<b>96.53</b>	<b>102687835</b>	<b>0</b>	<b>100</b>	<b>0</b>

Note: Figures have been rounded off to their nearest numbers for ease of representation.

All the above Resolutions are passed with requisite majority.

The details of the remote e-voting, polling process and all other relevant records such as authorizations and proxy papers 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



Nitu Poddar  
Senior Associate  
CP No.:15113

Received  
For Carrier Airconditioning & Refrigeration Limited

Ardi Bhatia

Managing Director  
DIN : 00031279

Date: 22.09.2018

Place: New Delhi

Mumbai Office: 403-406, 175 Shreyas Chambers, D. N. Road, Fort, Mumbai-400 001, Ph – 022 22614021; 022 30447498

Delhi Office: A/11, HauzKhas (Opposite Vatika Medicare), New Delhi- 110 016