

CONSOLIDATED SCRUTINIZER'S REPORT
CARRIER AIRCONDITIONING & REFRIGERATION LIMITED

To,
The Chairman,
CARRIER AIRCONDITIONING & REFRIGERATION LIMITED
CIN-U74999HR1992FLC036104
NARSINGPUR KHERKI DAULA
GURGAON HR 122004

SUB: Consolidated Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time for the 32nd Annual General Meeting of Carrier Airconditioning Refrigeration Limited held on Friday, September 20, 2024, at 11:00 P.M. through video conferencing ('VC') / other audio visual means ('OAVM').

Dear Sir,

- 1) The Board of Directors of CARRIER AIRCONDITIONING & REFRIGERATION LIMITED (hereinafter referred as "the Company") at its meeting held on Friday, August 23, 2024 has appointed us as Scrutinizer pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and all other provision as applicable, to scrutinize the remote e-voting and e-voting conducted at Company's 32nd Annual General Meeting ("AGM") in fair and transparent manner.
- 2) In view of the Ministry of Corporate Affairs ("MCA") Circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and the subsequent circulars issued in this regard, the latest being Circular no. 09/2023 dated September 25, 2023 and other relevant circulars issued from time to time ("MCA Circulars"), the AGM was convened through Video Conferencing and the physical attendance of the Members to the AGM venue was not required.
- 3) The Company had engaged Central Depository Services (India) Limited ("CDSL") as the service provider, for extending the facility of electronic voting (Remote e-voting and e-voting facility provided during the AGM) to the shareholders of the Company.
- 4) The Remote e-voting process was started on Tuesday, September 17, 2024 at 09:00 AM and ended on Thursday, September 19, 2024 at 5.00 PM.



- 5) As on September 13, 2024 i.e. the **cut-off date**, there were 6,437 shareholders of the Company who were entitled to vote on the resolutions placed for the approval of the shareholders through remote e-voting as well as e- voting facility provided at the AGM of the Company.
- 6) We have monitored the process of e-Voting through the scrutinizer's secured link provided by CDSL through its designated website.
- 7) On completion of e-voting during the AGM, the report on e-voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked by us in the presence of two witnesses who were not in the employment of the Company. We have downloaded the e-voting report from the website of CDSL in respect of Members, who voted through e-voting and votes were counted.
- 8) We have scrutinized and reviewed the remote e-voting and e-voting facility provided to shareholders during the AGM and votes cast therein based on the data downloaded from the CDSL e-voting system.
- 9) The Management of the Company is responsible to ensure compliance with the requirements of the relevant provisions of the Companies Act, 2013 and the Rules including MCA circulars relating to remote e-voting prior to and e-voting during the AGM on the resolutions contained in the notice of the AGM.
- 10) Our responsibility as Scrutinizer for e-voting process (Remote e-voting and e-voting facility provided during the AGM) is restricted to making Consolidated Scrutinizer's Report of the votes cast "in favor" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by CDSL.
- 11) We now submit our consolidated Report as under on the result of the remote e-voting and e-voting done during the AGM in respect of the said resolutions.

ORDINARY BUSINESS

RESOLUTION NO.1- ORDINARY RESOLUTION



TO CONSIDER AND ADOPT THE STANDALONE AUDITED FINANCIAL STATEMENT OF THE COMPANY FOR FINANCIAL YEAR ENDED MARCH 31, 2024, AND THE REPORT OF BOARD OF DIRECTORS AND AUDITORS THEREON;

(I) VOTED IN FAVOUR OF THE RESOLUTION:

| Number of Members voted | Number of valid votes Cast | % of total number of valid votes cast |
|-------------------------|----------------------------|---------------------------------------|
| 50 | 10,26,25,200 | 100 |

(II) VOTED AGAINST THE RESOLUTION:

| Number of Members voted | Number of valid votes Cast | % of total number of valid votes cast |
|-------------------------|----------------------------|---------------------------------------|
| 15 | 1,618 | Negligible |

(III) INVALID VOTES OF THE RESOLUTION:

| Number of Members whose votes were declared as invalid | No. of invalid votes Cast by them |
|--|-----------------------------------|
| 0 | 0 |

RESULT

As the number of votes cast in favor of the resolution was more than number of votes cast against the resolution, we report that the Ordinary Resolution with regard to Item no. 1 as set out in the Notice of the AGM is passed in favor of the resolution with requisite majority.

RESOLUTION NO.2 - ORDINARY RESOLUTION

TO CONSIDER AND ADOPT THE CONSOLIDATED AUDITED FINANCIAL STATEMENT OF THE COMPANY FOR FINANCIAL YEAR ENDED MARCH 31, 2024, AND THE REPORT OF BOARD OF DIRECTORS AND AUDITORS THEREON

(I) VOTED IN FAVOUR OF THE RESOLUTION:

| Number of Members voted | Number of valid votes Cast | % of total number of valid votes cast |
|-------------------------|----------------------------|---------------------------------------|
| 50 | 10,26,25,200 | 100 |



(II) VOTED AGAINST THE RESOLUTION:

| Number of Members voted | Number of valid votes Cast | % of total number of valid votes cast |
|-------------------------|----------------------------|---------------------------------------|
| 15 | 1,618 | Negligible |

(III) INVALID VOTES OF THE RESOLUTION:

| Number of Members whose votes were declared as invalid | No. of invalid votes Cast by them |
|--|-----------------------------------|
| 0 | 0 |

RESULT

As the number of votes cast in favor of the resolution was more than number of votes cast against the resolution, we report that the Ordinary Resolution with regard to Item no. 2 as set out in the Notice of the AGM is passed in favor of the resolution with requisite majority.

RESOLUTION NO- 3 ORDINARY RESOLUTION

TO APPOINT MR. RAHUL JAIN (DIN:07858457) WHOLE TIME DIRECTOR WHO RETIRE BY ROTATION AND BEING ELIGIBLE, OFFER HIMSELF 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 | % of total number of valid votes cast |
|-------------------------|----------------------------|---------------------------------------|
| 49 | 10,26,25,176 | 100 |

(II) VOTED AGAINST THE RESOLUTION:

| Number of Members voted | Number of valid votes Cast | % of total number of valid votes cast |
|-------------------------|----------------------------|---------------------------------------|
| 16 | 1,642 | Negligible |



(III) INVALID VOTES OF THE RESOLUTION:

| Number of Members whose votes were declared as invalid | No. of invalid votes Cast by them |
|--|-----------------------------------|
| 0 | 0 |

RESULT

As the number of votes cast in favor of the resolution was more than number of votes cast against the resolution, we report that the Ordinary Resolution with regard to Item no. 3 as set out in the Notice of the AGM is passed in favor of the resolution with requisite majority.

RESOLUTION NO- 4 ORDINARY RESOLUTION

TO DECLARE FINAL DIVIDEND OF RS. 9.5 PER EQUITY SHARE FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

(I) VOTED IN FAVOUR OF THE RESOLUTION:

| Number of Members voted | Number of valid votes Cast | % of total number of valid votes cast |
|-------------------------|----------------------------|---------------------------------------|
| 50 | 10,26,25,200 | 100 |

(II) VOTED AGAINST THE RESOLUTION:

| Number of Members voted | Number of valid votes Cast | % of total number of valid votes cast |
|-------------------------|----------------------------|---------------------------------------|
| 15 | 1,618 | Negligible |

(III) INVALID VOTES OF THE RESOLUTION:

| Number of Members whose votes were declared as invalid | No. of invalid votes Cast by them |
|--|-----------------------------------|
| 0 | 0 |

RESULT

As the number of votes cast in favor of the resolution was more than number of votes cast against the resolution, we report that the Ordinary Resolution with regard to Item no. 4 as set out in the Notice of the AGM is passed in favor of the resolution with requisite majority.

SPECIAL BUSINESS



RESOLUTION NO. 5 - SPECIAL RESOLUTION

TO APPROVE THE APPOINTMENT AND REMUNERATION OF MS.SUNDARESAN NARAYANAN (DIN :06443519) AS MANAGING DIRECTOR OF THE COMPANY

(I) VOTED IN FAVOUR OF THE RESOLUTION:

| Number of Members voted | Number of valid votes Cast | % of total number of valid votes cast |
|-------------------------|----------------------------|---------------------------------------|
| 48 | 10,26,24,926 | 100 |

(II) VOTED AGAINST THE RESOLUTION:

| Number of Members voted | Number of valid votes Cast | % of total number of valid votes cast |
|-------------------------|----------------------------|---------------------------------------|
| 17 | 1,892 | Negligible |

(III) INVALID VOTES OF THE RESOLUTION:

| Number of Members whose votes were declared as invalid | No. of invalid votes Cast by them |
|--|-----------------------------------|
| 0 | 0 |

RESULT

As the number of votes cast in favor of the resolution were more than three times of the number of votes cast against the resolution, we report that the Special Resolution with regard to Item no. 5 as set out in the Notice of the AGM is passed in favor of the resolution with requisite majority.

RESOLUTION NO. 6 - ORDINARY RESOLUTION

TO RATIFY REMUNERATION OF COST AUDITOR OF THE COMPANY FOR THE FINANCIAL YEAR 2024-25

(I) VOTED IN FAVOUR OF THE RESOLUTION:

| Number of Members voted | Number of valid votes Cast | % of total number of valid votes cast |
|-------------------------|----------------------------|---------------------------------------|
| 48 | 10,26,24,926 | 100 |



(II) VOTED AGAINST THE RESOLUTION:

| Number of Members voted | Number of valid votes Cast | % of total number of valid votes cast |
|-------------------------|----------------------------|---------------------------------------|
| 17 | 1,892 | Negligible |

(III) INVALID VOTES OF THE RESOLUTION:

| Number of Members whose votes were declared as invalid | No. of invalid votes Cast by them |
|--|-----------------------------------|
| 0 | 0 |

RESULT

As the number of votes cast in favor of the resolution was more than the number of votes cast against the resolution, we report that the Ordinary Resolution with regard to Item no. 6 as set out in the Notice of the AGM is passed in favor of the resolution with requisite majority.

RESOLUTION NO. 7 - SPECIAL RESOLUTION

TO APPROVE THE SALE OF COMMERCIAL REFRIGERATION BUSINESS TO HAIER APPLIANCES (INDIA) PRIVATE LIMITED

(I) VOTED IN FAVOUR OF THE RESOLUTION:

| Number of Members voted | Number of valid votes Cast | % of total number of valid votes cast |
|-------------------------|----------------------------|---------------------------------------|
| 48 | 10,26,24,926 | 100 |

(II) VOTED AGAINST THE RESOLUTION:

| Number of Members voted | Number of valid votes Cast | % of total number of valid votes cast |
|-------------------------|----------------------------|---------------------------------------|
| 17 | 1,892 | Negligible |



(III) INVALID VOTES OF THE RESOLUTION:

| Number of Members whose votes were declared as invalid | No. of invalid votes Cast by them |
|--|-----------------------------------|
| 0 | 0 |

RESULT

As the number of votes cast in favor of the resolution were more than three times of the number of votes cast against the resolution, we report that the Special Resolution with regard to Item no. 7 as set out in the Notice of the AGM is passed in favor of the resolution with requisite majority.

- 10) The electronic data and other relevant records relating to e-voting & remote e-voting are under our safe custody until the chairman considers, approves and sign the minutes of AGM and the same will be handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking you
Yours Sincerely

Date: 20.09.2024
Place: Gurugram
UDIN No. F004140F001266269



FOR DMK ASSOCIATES
COMPANY SECRETARIES

(DEEPAK KUKREJA)
PARTNER
FCS, LLB., ACIS (UK), IP.
CP No.8265
FCS No. 4140
Peer Review No. 779/2020

For CARRIER AIRCONDITIONING & REFRIGERATION LIMITED

Sundaresan Narayanan
Managing Director
DIN: 06449519