



CERTIFIED TRUE COPY OF RESOLUTION PASSED IN THE 163RD MEETING OF BOARD OF DIRECTORS OF CARRIER AIRCONDITIONING & REFRIGERATION LIMITED (COMPANY) HELD ON THURSDAY THE 19TH DAY OF MARCH 2026 AT THE REGISTERED OFFICE OF THE COMPANY AT NARSINGPUR, KHERKI DAULA POST, DELHI- JAIPUR HIGHWAY, GURGAON-122004 HARYANA, INDIA AND THROUGH VIDEO CONFERENCING AND OTHER AUDIO-VISUAL MEANS.

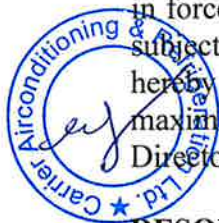
Item No. 08: To approve appointment of Mr. Naveen Kumar Prabhakaran [PAN: APKPK9923P] as Whole-Time Director of the Company:

“RESOLVED THAT pursuant to the provisions of Section 161, 196, 197, 203, Schedule V and other applicable provisions of the Companies Act, 2013 read with rules framed thereunder, Articles of Association of the Company, and other applicable laws, if any (including any statutory modification(s) or re-enactment(s) thereof), for the time being in force, and based on the recommendation of Nomination & Remuneration Committee, and subject to the allotment of Directors’ Identification Number (‘DIN’), the consent of Board be and is hereby accorded to appoint Mr. Naveen Kumar Prabhakaran [PAN: APKPK9923P] as an Additional Director in the capacity of Whole-time Director and Key Managerial Personnel of the Company, who shall hold the office till the upcoming Annual General Meeting of the Company, with effect from the date of allotment of DIN to him.

RESOLVED FURTHER THAT pursuant to the provisions of Section 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 reads with rules framed thereunder and Articles of Association of the Company, and other applicable laws, if any (including any statutory modification(s) or re-enactment(s) thereof), for the time being in force, and based on the recommendation of Nomination & Remuneration Committee, and subject to the allotment of Directors’ Identification Number (‘DIN’) and approval of members in the general meeting, the consent of Board be and is hereby accorded to appoint Mr. Naveen Kumar Prabhakaran [PAN: APKPK9923P] as a Whole-time Director and Key Managerial Personnel of the Company for a term of 5 years (‘‘Tenure’’) with effect from the date of allotment of DIN to him on such terms & conditions as placed before the Board and initialed for the purpose of identification.

RESOLVED FURTHER THAT pursuant to the provisions of Section 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 reads with rules framed thereunder and Articles of Association of the Company, and other applicable laws, if any (including any statutory modification(s) or re-enactment(s) thereof), for the time being in force, and based on the recommendation of Nomination & Remuneration Committee, and subject to the approval of the members in the general meeting, the consent of Board be and is hereby accorded to approve the remuneration to Mr. Naveen Kumar Prabhakaran upto maximum of ₹ 2 Crore (Rupees Two Crore Only) per annum during his Tenure as Whole-time Director and Key Managerial Personnel of the Company.

RESOLVED FURTHER THAT where in any financial year during the Tenure of Mr. Naveen Kumar Prabhakaran, the Company has no profits or its profits are inadequate, the remuneration



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subject to the aforesaid ceiling shall be paid to Mr. Naveen Kumar Prabhakaran as minimum remuneration.

RESOLVED FURTHER THAT absolute authority/ liberty is hereby given to the Board of Directors of the Company to revise the remuneration and/or any other terms as may be agreed between the Board and Mr. Naveen Kumar Prabhakaran from time to time, during his tenure, subject to ceiling of remuneration mentioned in the aforesaid resolution.

RESOLVED FURTHER THAT Mr. Naveen Kumar Prabhakaran shall perform such duties and functions as may be delegated to him from time to time, subject to the control and superintendence of the Board of Directors and that a power of attorney may be executed in favor of Mr. Naveen Kumar Prabhakaran as Whole-time Director of the Company and Mr. Sundaresan Narayanan (DIN: 06443519), Managing Director, and/or any other director of the Company has been authorized to execute, sign, seal, register and deliver such Power of Attorney.

RESOLVED FURTHER THAT any director of the Company be and is hereby authorized to do all such deeds, matters and things in his absolute discretion as may be considered necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto, and such person shall have absolute power to accept any modification in terms & conditions of appointment of Mr. Naveen Kumar Prabhakaran on behalf of the Board and acceptable to Mr. Naveen Kumar Prabhakaran in the best interests of the Company.

RESOLVED FURTHER THAT any director or Chief Financial Officer or Company Secretary or Finance Controller of the Company be and are hereby severally authorized to do all such necessary acts, deeds as may be required to give effects to this resolution and/or do filings with the office of the Registrar of Companies and issue certified true copies thereof as and when required.”

For and on behalf of

Carrier Airconditioning & Refrigeration Limited


Hkta
Company Secretary

Date: April 15, 2026