

VINOD KOTHARI & COMPANY

Practising Company Secretaries
A-467, First Floor, Defence Colony,
New Delhi, 110024
Phone: +91- 11-4131 5340
email: corplaw@vinodkothari.com
Web: www.vinodkothari.com
Unique Code – P1996WB042300
PAN No-AAMFV6726E
GSTIN No.-19AAMFV6726E1ZR
Udyog Aadhaar Number-WB10D0000448

To,
Mr. Chirag Baijal
Chairman of the 29th Annual General Meeting of,
Carrier Airconditioning & Refrigeration Limited,
CIN: U74999HR1992FLC036104

Sub: Consolidated Scrutinizer's Report on remote e-voting and electronic voting carried out, 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 29th Annual General Meeting ('AGM') of the Members of Carrier Airconditioning & Refrigeration Limited ("Company") held on Thursday, the 23rd September, 2021 at 2:30 P.M through Video Conferencing ('VC').

Dear Sir,

1. I, Nitu Poddar, Partner of M/s Vinod Kothari & Company, Practising Company Secretaries, (Membership No ACS 37398 and C.P. No. 15113) have been appointed as the Scrutinizer by the Board of Directors of the Company in terms of the resolution passed in the Board Meeting dated August 24, 2021 for the purpose of scrutinizing the remote e-voting and voting through electronic system during the 29th Annual General Meeting of the Company (collectively referred to as the '**E-voting**') as per the provisions of Section 108 of Companies Act, 2013 ('**Act**') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ('**MGT Rules**') read with amendments thereto, on the businesses contained in the Notice of the said AGM of the Company.
2. In terms of section 108 of the Act read with Rule 20 of MGT Rules, the Company has availed the services of Central Depository Services (India) Limited ('**CDSL**') as the agency to provide E-voting facility.
3. The management of the Company is responsible to ensure the compliance of the requirements of the Act, rules and circulars issued by the Ministry of Corporate Affairs ('**MCA**') relating to transaction of the businesses set out in the Notice of the 29th AGM through E-voting. My responsibility as a Scrutinizer is restricted in making a Consolidated Scrutinizer's Report of the votes cast "IN FAVOUR" or "AGAINST" the businesses 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. As per the Notice of the AGM, Thursday, 16th September, 2021 is fixed as the "cut-off date" for determining the Members of the Company who are entitled to vote in this AGM.

5. The remote e-voting period to facilitate e-voting by Members of the Company as at the cut-off date commenced on Monday, 20th September at 9:00 am and ended on Wednesday, September 22, 2021 at 5.00 p.m.
6. The Company had also provided e-voting facility to the Members present at the AGM through VC and who had not cast their vote earlier through remote e-voting. The CDSL e-voting platform was re-opened during the AGM and kept open for 15 minutes after the conclusion of the AGM at 3.20 p.m.
7. Pursuant to Rule 20 (4)(xii) of the MGT Rules, I unblocked the voting on CDSL on September 23, 2021 at 3.41 p.m. in the presence of two witnesses, viz., Ms. Ridhima Jain and Mr. Harsh Juneja, both being Executives of Vinod Kothari & Company, Practising Company Secretaries. These witnesses are not in the employment of the Company. I have scrutinized and reviewed the votes cast through E-voting based on the data downloaded from the CDSL e-voting system.
8. I now submit the Consolidated Report as under:

Resolution 1: Ordinary Resolution

To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2021 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 by them	% of total number of valid votes cast
37	10,26,28,558	100%

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

Number of Members voted	Number of valid votes cast by them	% of total number of valid votes cast
7	1,603	0%

(iii) **Invalid** votes:

Number of Members voted	Number of invalid votes cast by them
-	-

Resolution 2: Ordinary Resolution

To appoint Mr. Chirag Baijal (DIN: 08465289) who retires by rotation and being eligible, offers 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 by them	% of total number of valid votes cast
37	10,26,28,558	100%

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

Number of Members voted	Number of valid votes cast by them	% of total number of valid votes cast
7	1,603	0%

(iii) **Invalid** votes:

Number of Members voted	Number of invalid votes cast by them
-	-

Resolution 3: Ordinary Resolution

To appoint MSKA & Associates, Chartered Accountants (ICAI Firm Registration Number: 105047W) as Statutory Auditors of the Company and to fix their remuneration.

(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
36	10,26,28,528	100%

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

Number of Members voted	Number of valid votes cast by them	% of total number of valid votes cast
8	1,633	0%

(iii) **Invalid** votes:

Number of Members voted	Number of invalid votes cast by them
-	-

Resolution 4: Ordinary Resolution

To declare Dividend of Rs. 0.50 per equity share for the financial year ended March 31, 2021.

(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
37	10,26,28,558	100%

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

Number of Members voted	Number of valid votes cast by them	% of total number of valid votes cast
7	1,603	0%

(iii) **Invalid** votes:

Number of Members voted	Number of invalid votes cast by them
-	-

Resolution 5: Special Resolution

To re-appoint and approve remuneration of Mr. Rahul Kumar Jain (DIN: 07858457) as 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
36	10,26,28,458	100%

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

Number of Members voted	Number of valid votes cast by them	% of total number of valid votes cast
8	1,703	0%

(iii) **Invalid** votes:

Number of Members voted	Number of invalid votes cast by them
-	-

Resolution 6: Ordinary Resolution

To ratify remuneration of Cost Auditors of the Company for the financial year 2021-22.

(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
37	10,26,28,558	100%

(ii) Voted against the resolution:

Number of Members voted	Number of valid votes cast by them	% of total number of valid votes cast
7	1,603	0%

(iii) Invalid votes:

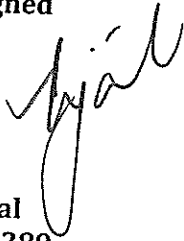
Number of Members voted	Number of invalid votes cast by them
-	-

9. Figures have been taken upto two decimal places.

10. In view of the above scrutiny, I hereby certify all the above Resolutions have been passed with requisite majority on September 23, 2021.

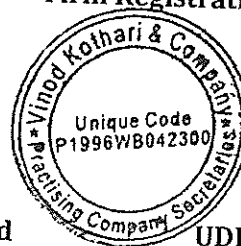
11. The electronic data and all other relevant records relating to E-voting are under my safe custody and will be shared, after the Chairman considers, approves and signs the minutes of the AGM, with Mr. Suraj Arora, Company Secretary, for safe keeping.

Countersigned



Chirag Baijal
DIN: 08465289
Chairman of 29th Annual General Meeting of
Carrier Airconditioning & Refrigeration Limited

For M/s Vinod Kothari & Company
Practising Company Secretaries
Firm Registration No.: P1996WB042300



NITU
PODDAR

Nitu Poddar
Partner

ACS: 37398
COP: 15113

UDIN: A037398C000996796

Date: September 24, 2021

Place: Gurugram

Date: September 24, 2021

Place: New Delhi