

CONSOLIDATED SCRUTINIZER'S REPORT
CARRIER AIRCONDITIONING & REFRIGERATION LIMITED

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014]

TO,
THE CHAIRMAN,
CARRIER AIRCONDITIONING & REFRIGERATION LIMITED
CIN-U74999HR1992FLC036104
NARSINGPUR, KHERKI DAULA POST
GURGAON - 122001,
HARYANA, INDIA

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 Annual General Meeting of Carrier Airconditioning Refrigeration Limited ("Company") held on Friday, September 8, 2023, at 12:00 P.M. through video conferencing ('VC') / other audio visual means('OAVM').

Dear Sir,

- 1) The Board of Directors of the Company at its meeting held on Wednesday, August 09, 2023 have appointed us as Scrutinizer pursuant to 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, and all other provision as applicable, to scrutinize the remote e-voting and e-voting conducted at its Annual General Meeting ("AGM") in fair and transparent manner.
- 2) In accordance with General Circulars No. Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 2/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, 21/2021 dated December 14, 2021, 2/2022 dated May 5, 2022 and 10/2022 dated December 28, 2022 issued by Ministry of Corporate Affairs, Government of India (hereinafter referred "MCA Circulars"), physical attendance of the shareholders to the AGM venue is not required and general meeting may be held through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM").
- 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.



**DMK ASSOCIATES
COMPANY SECRETARIES**

- 4) The remote e-voting process was started on Tuesday, September 5, 2023 at 09:00 A.M. and ended on Thursday, September 7, 2023 at 5:00 P.M.
- 5) We have monitored the process of e-Voting through the scrutinizer's secured link provided by CDSL through its designated website.
- 6) On completion of the 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 me in the presence of two witnesses who were not in the employment of the company and were counted and we have downloaded the e-voting report from the website of CDSL in respect of the shareholders, who voted through the e-Voting.
- 7) We have scrutinized and reviewed the remote e-voting and e-voting facility provided to shareholders during the AGM and votes cast there in based on the data downloaded from the CDSL e-voting system.
- 8) As on September 01, 2023 i.e. the **cut-off date**, there were 5,733 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.
- 9) The Management of the Company is responsible to ensure compliance with the requirements of the relevant provisions of the Companies Act, 2013, 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 ("Notice").
- 10) Our responsibility as a Scrutinizer for the 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 the 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 AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR FINANCIAL YEAR ENDED MARCH 31, 2023, AND THE REPORT OF BOARD OF DIRECTORS AND AUDITORS THEREON

(I) VOTED IN FAVOUR OF THE RESOLUTION:



**DMK ASSOCIATES
COMPANY SECRETARIES**

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
43	102624278	99.9984

(II) VOTED AGAINST THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
9	1702	0.0016

(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

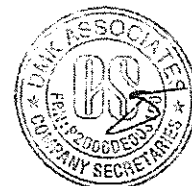
TO APPOINT MR. HAR AMRIT PAL SINGH DHILLON (DIN: 07043895) WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFER HIMSELF FOR REAPPOINTMENT AS A DIRECTOR OF THE COMPANY

(I) VOTED IN FAVOUR OF THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
43	102624278	99.9984

(II) VOTED AGAINST THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
9	1702	0.0016



(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 MS. SIMRAN THAPAR (DIN: 09026461) WHO RETIRE BY ROTATION AND BEING ELIGIBLE OFFER HERSELF 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
43	102624278	99.9984

(II) VOTED AGAINST THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
9	1702	0.0016

(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



**DMK ASSOCIATES
COMPANY SECRETARIES**

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. 1/- PER EQUITY SHARE FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

(I) VOTED IN FAVOUR OF THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
43	102624278	99.9984

(II) VOTED AGAINST THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
9	1702	0.0016

(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 REAPPOINT MR. SIRAJ AZMAT CHAUDHRY (DIN:00161853) AS AN INDEPENDENT DIRECTOR ON THE BOARD OF DIRECTORS OF THE COMPANY

(I) VOTED IN FAVOUR OF THE RESOLUTION:



**DMK ASSOCIATES
COMPANY SECRETARIES**

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
43	102624278	99.9984

(II) VOTED AGAINST THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
9	1702	0.0016

(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

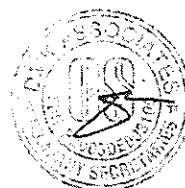
TO RATIFY REMUNERATION OF COST AUDITOR OF THE COMPANY FOR THE FINANCIAL YEAR 2023-24

(I) VOTED IN FAVOUR OF THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
43	102624278	99.9984

(II) VOTED AGAINST THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
9	1702	0.0016



(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.

- 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

**FOR DMK ASSOCIATES
COMPANY SECRETARIES**

Date: 08.09.2023
Place: New Delhi
UDIN No.: F004140E000971590



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



Signed By:
Anurag Gupta
Company Secretary
Membership No: A43500