

CONSOLIDATED SCRUTINIZER'S REPORT
CARRIER AIRCONDITIONING & REFRIGERATION LIMITED

To,
The Chairman,
Carrier Airconditioning & Refrigeration Limited
CIN- U74999HR1992FLC036104
Regd. Off.: Narsingpur, Kherki Daula Post, Delhi-
Jaipur Highway, Gurugram, 122004, Haryana

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 33rd Annual General Meeting of Carrier Airconditioning & Refrigeration Limited held on Friday, September 26, 2025 at 11.00 A.M. (IST) through Video Conferencing/Other Audio Visual Means.

Dear Sir,

- 1) The Board of Directors of Carrier Airconditioning & Refrigeration Limited (hereinafter referred as "**the Company**") at its meeting held on 25th August, 2025 has appointed us as the 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 33rd 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 and the subsequent circulars issued in this regard, the latest being Circular no. 09/2024 dated September 19, 2024 ("**MCA Circulars**") and other relevant circulars issued from time to time, the AGM was convened through Video Conferencing and the physical attendance of the Members to the AGM venue was not required.
- 3) The Company has 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 September 23, 2025 at 09:00 A.M. and ended on September 25, 2025 at 5.00 P.M.

- 5) As on September 19, 2025 i.e. the **cut-off date**, there were 6,816 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) 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.
- 7) 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.
- 8) The Management of the Company is responsible to ensure compliance with the requirements of the Act and Rules made thereunder including MCA circulars relating to remote e-voting and e-voting during the AGM on the resolutions contained in the Notice of the AGM.
- 9) 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 of AGM, based on the reports generated from the e-voting system provided by CDSL.
- 10) 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 AUDITED FI NANCIAL STATEMENTS OF THE COMPANY FOR THE FI NANCIAL YEAR ENDED MARCH 31, 2025 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
47	10,26,29,005	99.9999

(II) VOTED AGAINST THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
2	41	0.0001

(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 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 RE-APPOINT MR. HAR AMRIT PAL SINGH DHILLON (DIN: 07043895) NON-EXECUTIVE DIRECTOR, 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	% of total number of valid votes cast
46	10,26,28,755	99.9997

(II) VOTED AGAINST THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
3	291	0.0003

(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 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 DECLARE FINAL DIVIDEND OF RS. 35.50/- PER EQUITY SHARE FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025,

(I) VOTED IN FAVOUR OF THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
48	10,26,29,105	99.9999

(II) VOTED AGAINST THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
2	41	0.0001

(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 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.

SPECIAL BUSINESS:

RESOLUTION NO.4- SPECIAL RESOLUTION

TO APPROVE THE APPOINTMENT OF MR. HITESH KHANNA (DIN: 11162300) AS WHOLE-TIME 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
46	10,26,28,755	99.9997

(II) VOTED AGAINST THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
3	291	0.0003

(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 three time more than number of votes cast against the resolution, we report that the Special 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.

RESOLUTION NO. 5 – SPECIAL RESOLUTION

TO APPROVE THE APPOINTMENT OF MR. MUNISH KUMAR (DIN: 11178604) AS WHOLE-TIME 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
46	10,26,28,755	99.9997

(II) VOTED AGAINST THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
3	291	0.0003

(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 three time more than 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- SPECIAL RESOLUTION

TO APPROVE THE RE-APPOINTMENT OF MS. SIMRAN THAPAR (DIN: 09026461) AS WHOLE-TIME 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
47	10,26,29,005	99.9999

(II) VOTED AGAINST THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
2	41	0.0001

(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 three times more than number of votes cast against the resolution, we report that the Special 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- ORDINARY RESOLUTION

TO APPROVE THE APPOINTMENT OF MS. SHAN JAIN (DIN: 09661574) AS INDEPENDENT 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
45	10,26,28,355	99.9993

(II) VOTED AGAINST THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
4	691	0.0007

(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 number of votes cast against the resolution, we report that the Ordinary 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.

RESOLUTION NO.8- SPECIAL RESOLUTION

TO INCREASE IN BORROWING LIMITS OF THE COMPANY UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013;

(I) VOTED IN FAVOUR OF THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
45	10,26,28,546	99.9994

(II) VOTED AGAINST THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
5	600	0.0006

(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 three times more than the number of votes cast against the resolution, we report that the Special Resolution with regard to Item no. 8 as set out in the Notice of the AGM is passed in favor of the resolution with requisite majority.

RESOLUTION NO.9- ORDINARY RESOLUTION

TO RATIFY REMUNERATION OF COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2025-26;

(I) VOTED IN FAVOUR OF THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
44	10,26,28,296	99.9992

(II) VOTED AGAINST THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
5	750	0.0008

(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 number of votes cast against the resolution, we report that the Ordinary Resolution with regard to Item no. 9 as set out in the Notice of the AGM is passed in favor of the resolution with requisite majority.

RESOLUTION NO.10- SPECIAL RESOLUTION

TO RATIFY SALE OF COMMERCIAL REFRIGERATION BUSINESS;

(I) VOTED IN FAVOUR OF THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
47	10,26,29,005	99.9999

(II) VOTED AGAINST THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
2	41	0.0001

(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 three times more than number of votes cast against the resolution, we report that the Special Resolution with regard to Item no. 10 as set out in the Notice of the AGM is passed in favor of the resolution with requisite majority.

- 11) The electronic data and other relevant records relating to remote e-voting & e- voting during the AGM 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.

**FOR DMK ASSOCIATES
COMPANY SECRETARIES**

Date: 26.09.2025

Place : New Delhi

UDIN No.: F004140G001352949

**(DEEPAK KUKREJA)
PARTNER
FCS, LLB., ACIS (UK), IP.
CP No.8265
FCS No. 4140
Peer Review No. 6896/2025**

For CARRIER AIRCONDITIONING & REFRIGERATION LIMITED

**Sundaresan Narayanan
Managing Director
DIN: 06443519**