

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, Narsinghpur, Haryana, India – 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 34th Annual General Meeting of CARRIER AIRCONDITIONING & REFRIGERATION LIMITED held on Friday, September 25, 2026 at 12.00 P.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 August 24, 2026 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 provisions as applicable, to scrutinize the remote e-voting and e-voting conducted at Company's 34th 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. 03/2025 dated September 22, 2025 ("**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 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 22, 2026 at 09:00 A.M. and ended on Thursday, September 24, 2026 at 05.00 P.M.
- 5) As on September 18, 2026 i.e. the **cut-off date**, there were 7,419 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 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.
- 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.
- 8) The Management of the Company is responsible to ensure compliance with the requirements of (i) the Act and Rules made thereunder and 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 favour" 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 FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026 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
60	10,26,22,641	99.99

(II) VOTED AGAINST THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
20	5,376	0.1

(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. SUNDARESAN NARAYANAN (DIN: 06443519), MANAGING 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
60	10,26,22,641	99.99

(II) VOTED AGAINST THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
20	5,376	0.1

(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 favour 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 favour of the resolution with requisite majority.

RESOLUTION NO. 3- ORDINARY RESOLUTION

TO APPOINT MSKA AND ASSOCIATES LLP, CHARTERED ACCOUNTANTS AS THE STATUTORY AUDITORS OF THE COMPANY FOR A FURTHER TERM OF 4 YEARS AND IN THIS REGARD TO CONSIDER AND IF THOUGH FIT TO PASS, WITH OR WITHOUT MODIFICATION(S).

(I) VOTED IN FAVOUR OF THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
60	10,26,22,641	99.99

(II) VOTED AGAINST THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
20	5,376	0.1

(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 favour 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 favour of the resolution with requisite majority.

SPECIAL BUSINESS

RESOLUTION NO. 4 – SPECIAL RESOLUTION

TO APPROVE THE APPOINTMENT OF MR. NAVEEN KUMAR PRABHAKARAN (DIN: 11640805) 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
60	10,26,22,641	99.99

(II) VOTED AGAINST THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
20	5,376	0.1

(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. 4 as set out in the Notice of the AGM is passed in favor of the resolution with requisite majority.

RESOLUTION NO. 5-ORDINARY RESOLUTION

TO RATIFY REMUNERATION OF COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2026-27.

(I) VOTED IN FAVOUR OF THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
59	10,26,22,640	99.99

(II) VOTED AGAINST THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
21	5,377	0.1

(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 favour of the resolution were more than number of votes cast against the resolution, we report that the Ordinary resolution with regard to Item no. 5 as set out in the Notice of the AGM is passed in favour 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.

Date: 28.09.2026
Place : New Delhi
UDIN No.: F004140H001627795

**FOR DMK ASSOCIATES
COMPANY SECRETARIES**
**Deepak
Kukreja**  Digitally signed by
Deepak Kukreja
Date: 2026.09.28
11:18:54 +05'30'
(DEEPAK KUKREJA)
PARTNER
PHD, FCS, LLB., ACIS (UK), IP.
CP No. 8265
FCS No. 4140
Peer Review No. 6896/2025

For CARRIER AIRCONDITIONING & REFRIGERATION LIMITED

**Sundaresan
Narayanan**  Digitally signed by
Sundaresan
Narayanan
Date: 2026.09.28
12:03:35 +05'30'
Sundaresan Narayanan
Managing Director
DIN: 06443519