

# VINOD KOTHARI & COMPANY

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New Delhi, 110024  
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Unique Code: [P1996AYB042300](https://www.mca.gov.in/unique-code)

To,  
Mr. Chirag Bajjal  
Chairman of the 30<sup>th</sup> Annual General Meeting of,  
Carrier Airconditioning & Refrigeration Limited,  
CIN: U74999HR1992FLC036104

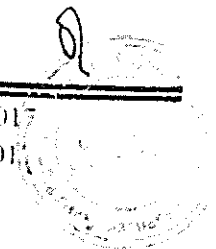
**Sub: Consolidated Scrutinizer's Report on remote e-voting and electronic voting carried out, pursuant to the provisions of Section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for the 30th Annual General Meeting ('AGM') of the Members of Carrier Airconditioning & Refrigeration Limited ("Company") held on Wednesday, the 21st September, 2022 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 3, 2022 for the purpose of scrutinizing the remote e-voting and voting through electronic system during the 30<sup>th</sup> 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 30<sup>th</sup> 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, Wednesday, 14<sup>th</sup> September, 2022 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 Sunday, 18<sup>th</sup> September, 2022 at 9:00 A.M. and ended on Tuesday, 20<sup>th</sup> September, 2022 at 5.00 P.M.

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Kolkata: 1006 - 1009, Krishna Building, 224, A.J.C. Bose Road, Kolkata - 700 017  
Mumbai Office: 403-406 175 Shreyas Chambers, D.N. Road, Fort, Mumbai - 400001



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 thirty minutes after the conclusion of the AGM at 4.05 P.M.
7. Pursuant to Rule 20 (4)(xii) of the MGT Rules, I unblocked the voting on CDSL on September 21, 2022 at 4.43 P.M. in the presence of two witnesses, viz., Ms Anushka Vohra and Mr. Lovish Jain, being Manager and Executive respectively, 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, 2022 and the report of Board of Directors and Auditors thereon.

(i) Voted in favour of the resolution:

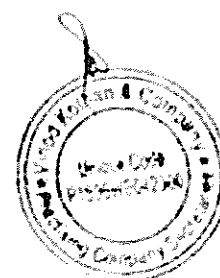
Number of Members voted	Number of valid votes cast by them	% of total number of valid votes cast
32	10,26,67,023	100%

(ii) Voted against the resolution:

Number of Members voted	Number of valid votes cast by them	% of total number of valid votes cast
10	1704	0%

(iii) Invalid votes:

Number of Members voted	Number of valid votes cast by them	% of total number of valid votes cast



**Resolution 2: Ordinary Resolution**

To appoint Mr. Pritesh Agrawal (DIN: 08757017) 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
32	10,26,67,023	100%

(ii) Voted against the resolution:

Number of Members voted	Number of valid votes cast by them	% of total number of valid votes cast
10	1704	0%

(iii) Invalid votes:

Number of Members voted	Number of valid votes cast by them	% of total number of valid votes cast
-	-	-

**Resolution 3: Ordinary Resolution**

To declare dividend of Rs. 1 per equity share for the financial year ended March 31, 2022.

(i) Voted in favour of the resolution:

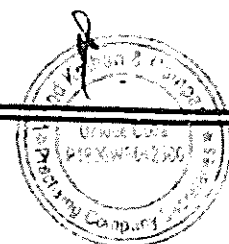
Number of Members voted	Number of valid votes cast by them	% of total number of valid votes cast
32	10,26,67,023	100%

(ii) Voted against the resolution:

Number of Members voted	Number of valid votes cast by them	% of total number of valid votes cast
10	1704	0%

(iii) Invalid votes:

Number of Members voted	Number of valid votes cast by them	% of total number of valid votes cast
-	-	-



**Resolution 4: Ordinary Resolution**

To appoint Mr. Siraj Azmat Chaudhry (DIN: 00161853) as independent 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
32	10,26,67,023	100%

(ii) Voted against the resolution:

Number of Members voted	Number of valid votes cast by them	% of total number of valid votes cast
10	1704	0%

(iii) Invalid votes:

Number of Members voted	Number of valid votes cast by them	% of total number of valid votes cast
-	-	-

**Resolution 5: Ordinary Resolution**

To ratify remuneration of cost auditors of the Company for the financial year 2022-23.

(i) Voted in favour of the resolution:

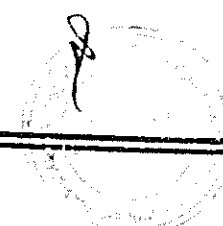
Number of Members voted	Number of valid votes cast by them	% of total number of valid votes cast
32	10,26,67,023	100%

(ii) Voted against the resolution:

Number of Members voted	Number of valid votes cast by them	% of total number of valid votes cast
10	1704	0%

(iii) Invalid votes:

Number of Members voted	Number of valid votes cast by them	% of total number of valid votes cast
-	-	-



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 21, 2022.
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 Director/ Chairman/ Company Secretary/ authorised person for safe keeping.

Countersigned



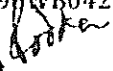
Chirag Baijal

DIN: 08465289  
Chairman of 30th Annual General Meeting of  
Carrier Airconditioning & Refrigeration Limited



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



  
Nitu Poddar  
Partner  
ACS: 37398  
COP: 15113  
UDIN: A037398D001015210

Date: 22.09.2022  
Place: Gurugram

Date: September 21, 2022  
Place: New Delhi