



CARRIER TECHNOLOGIES INDIA LIMITED

(Formerly known as UTC Fire & Security India Limited)

CIN: U29193MH1981FLC024364

Registered Office: Unit No. 4B, 2nd Floor, The Centrum,

Lal Bahadur Shastri Marg, Kurla West, Mumbai-400070, Maharashtra, India;

Website: <https://www.carrier.com/commercial/en/in/>; Email: gpccsindialegal@carrier.com

Phone: +91-22-61700700; +91-124-4825361; Fax: +91-124-2372230

NOTICE OF THE 41th ANNUAL GENERAL MEETING

NOTICE is hereby given that the **41st (Forty First) Annual General Meeting** of members of **Carrier Technologies India Limited** (the "**Company**") will be held on **Friday, the 29th day of September, 2023 at 9.30 A.M.** through Video Conferencing ("**VC**") / Other Audio-Visual Means ("**OAVM**") to transact the following businesses:

Ordinary Business:

1. **To consider and adopt the audited financial statements of the company for the financial year ended on 31st March, 2023 and the report of the Board of Directors and Auditors thereon and in this regard to consider and if thought fit to pass the following resolution as an ordinary resolution:**

"RESOLVED THAT the audited financial statements of the company for the financial year ended on 31st March, 2023 together with the report of Board of Directors and auditors thereon be and are hereby considered and adopted."

2. **To re-appoint Mr. Karuppiah Muthalagappan (DIN: 08539111) who retires by rotation and being eligible, offers himself for re-appointment as a director of the company and in this regard to consider and if thought fit to pass the following resolution as an ordinary resolution:**

"RESOLVED THAT Mr. Karuppiah Muthalagappan (DIN: 08539111) who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the company liable to retire by rotation."

Special Business:

3. **To appoint Mr. Adiseshiah Chowdary Jakkampudi (DIN: 01109704) as an independent director on the Board of Directors of the company and in this regard to consider and if thought fit to pass the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the recommendation of nomination and remuneration committee of the company and pursuant to the provisions of Section 149 and 152 read with schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modifications and/or re-enactment thereof for the time being in force Mr. Adiseshiah Chowdary Jakkampudi (DIN: 01109704) who was appointed as an additional director, who fulfills the criterion for the independence as provided in section 149(6) of the Act, and who holds office up to the date of Annual general Meeting, be and is hereby appointed as an independent director on the Board of Directors of the company not liable to retire by rotation and to hold the office for a term of 1 (one) consecutive years effective from 16th June, 2023 to 15th June, 2024.

RESOLVED FURTHER THAT for purpose of giving effect to the above said resolution the Board of Directors or the Company Secretary of the company be and is hereby authorized to do all such acts, deeds, things, matters as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard to give effect the above said resolution.”

Registered office:

Carrier Technologies India Limited
Unit No. 4B, 2nd Floor, The Centrium,
Lal Bahadur Shastri Marg, Kurla West,
Mumbai- 400070, Maharashtra, India
CIN: U29193MH1981FLC024364
Website: <https://www.carrier.com/>
Email Id: gpccsindialegal@carrier.com
Tel: +91-22-61700700; +91-124-4825361
Fax: +91-124-2372230

By Order of the Board of Directors
For Carrier Technologies India Limited

Sd/-
Samta Jain
Company Secretary
Membership No. ACS 46162

Date: 4th September, 2023

Place: Hyderabad

NOTES

1. The Company believes that Annual General Meeting (“AGM”) is a forum which provides to the shareholders an opportunity to interact with the Board of Directors (“the Board”) and its Senior Management team. However, in view of the Covid-19 pandemic and in accordance with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 8, 2021, General Circular No. 21/2021 dated December 14, 2021 and General Circular No. 03/2022 dated May 05, 2022 and / or any other applicable notification/circular (collectively referred to as “**MCA Circulars**”) "General Circular No. 10/2022 dated 28 December 2022" issued by Ministry of Corporate Affairs (“**MCA**”) wherein MCA permitted convening the Annual General Meeting (“**AGM**” / “**Meeting**”) through Video Conferencing (“**VC**”) or Other Audio-Visual Means (“**OAVM**”), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (“**Act**”) and the rules made thereunder, the 41st AGM of the Company will be held through VC/OAVM and the members can attend and participate in the 41st AGM of the company through VC/OAVM. The deemed venue for the 41st AGM shall be the registered office of the Company i.e. Carrier Technologies India Limited, Unit No. 4B, 2nd Floor, The Centrium, Lal Bahadur Shastri Marg, Kurla West, Mumbai - 400070, Maharashtra, India.
2. The explanatory statement pursuant to Section 102 of the said Act with respect to the special business to be transacted at the 41st AGM is annexed hereto and forms part of this notice.
3. Generally, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the company. Since this 41st AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the 41st AGM of the Company and hence the Proxy Form and Attendance Slip are not annexed hereto. However, in pursuance of Sections 112 and 113 of the said Act, a body corporate if it is member of the Company can authorize such person as it thinks fit to act as its representative and such authorized person shall be entitled to exercise voting through remote e-voting or participate and e-voting in the AGM to be held through VC/OAVM.
4. Since the 41st AGM will be held through VC/OAVM, the route map of the venue of the AGM is not annexed hereto.
5. Details of Directors retiring by rotation /seeking re-appointment / appointment at the 41st AGM of the company are provided in the “**Annexure - I**” to the Notice.

DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

6. In compliance with the MCA Circulars, the Notice of the 41st AGM of the company along with the Annual Report 2022 - 2023 is being sent only through electronic mode to those members whose email addresses are registered with the company / depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company’s website <https://www.carrier.com/commercial/en/in/investor/> on the website of Registrars and Share Transfer Agent (“**R&T Agent**”) of the Company i.e. Adroit Corporate Services Private Limited (“**Adroit Share Transfer Agent**”) at <http://www.adroitcorporate.com/RandTServices.aspx>. The Notice can also be accessed from the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.
7. For receiving all communications including Annual Report from the Company electronically:
Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the company with details of folio number and attaching a self-attested copy of PAN card at gpccindialegal@carrier.com or to Registrar

& Share Transfer Agent of company i.e. Adroit Corporate Services Private Limited, 17-20, Jafferbhoy Ind. Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai - 400059, Maharashtra, India or by writing at **info@adroitcorporate.com**.

8. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, for receiving all communications (including Annual report) from the Company electronically etc. to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the company's records which will help the company and the Company's Registrars and Share Transfer Agent i.e. Adroit Corporate Services Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Adroit. For any grievances, please write to Adroit at 17-20, Jafferbhoy Ind. Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai - 400059, Maharashtra, India or by email to **info@adroitcorporate.com**.

PROCEDURE FOR JOINING THE AGM THROUGH VC/ OAVM:

9. Members will be provided with a facility to attend the 41st AGM through VC/OAVM through the CDSL e-voting system. Members may access the same at **https://www.evotingindia.com** under shareholders / members tab by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members tab where the EVSN of the Company will be displayed.
10. Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the procedure given in the instructions for shareholders for remote e-voting below after point 15.
11. Members can join the 41st AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting. The facility of participation at the 40th AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairman of the Audit Committee, Corporate Social Responsibility Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the 41st AGM without restriction on account of first come first served basis.
12. Members are encouraged to join the meeting through Laptop / I-Pad for better experience.
13. The participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches. The Members will be required to allow camera and use internet with a good speed to avoid any disturbance during the 41st AGM.
14. The Members who would like to express their views/ask questions during the 41st AGM may register themselves as a speaker by sending their request in advance at least 15 (fifteen) days prior to meeting mentioning their name, Demat account number/folio number, email id, mobile number at company email id - **gpccsindialegal@carrier.com**. Those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the meeting.
15. The members who do not wish to speak during the 41st AGM but have queries may send their queries in advance 15 (fifteen) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at company email id - **gpccsindialegal@carrier.com**. These queries will be replied to by the company suitably by email.



THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and MCA Circulars dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020, 23rd June, 2021, 8th December, 2021 and 5th May, 2022 General Circular No. 10/2022 dated 28 December 2022 and any other applicable notification/circular as applicable from time to time the Company is pleased to provide remote e-voting facility to its members to cast their votes electronically on all resolutions set forth in this notice. The shareholders may cast their votes remotely using an electronic voting system on the dates mentioned hereinbelow (“**remote e-voting**”).

For this purpose, the company has entered into an agreement with Central Depository Services (India) Limited (“**CDSL**”) for facilitating voting through electronic means as the authorized e-voting agency. The facility of casting votes by a shareholder using remote e-voting as well as the e-voting system on the date of the 41st AGM will be provided by CDSL.

- i. The remote e-voting period begins on **Thursday, 26th September, 2023 at 09:00 a.m.** and ends on **Wednesday, 28th September, 2023 at 05:00 p.m.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (“**record date**”) of **22nd September, 2023** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted electronically prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. The shareholders should log on to the e-voting website <https://www.evotingindia.com/>.
- iv. Click on Shareholders.
- v. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL’s **EASI/EASIEST** e-services, you can log-in at **<https://www.cdslindia.com>** from **Login-Myeasi** using your login credentials. Once you successfully log-in to CDSL’s **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in demat form and had logged on to **<https://www.evotingindia.com/>** and voted on an earlier voting of any company, then your existing password is to be used.
- viii. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the 8 digits of the sequence number sent by Company / Adroit Share Transfer Agent or contact Company / Adroit Share Transfer Agent.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the Company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the Depository or Company, please enter the member ID / folio number in the Dividend Bank details field as mentioned in instruction (v).

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in de-mat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for Carrier Technologies India Limited.
- xiii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xviii. If a De-mat account holder has forgotten a login password, then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- xix. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone users can download the app from the App Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE 41ST AGM ARE AS UNDER:

16. The facility for voting through electronic voting system during the 41st AGM shall be made available only to those members who would be present in the 41st AGM through VC/OAVM facility and have not casted their votes on the resolutions through remote e-voting and are otherwise not barred from doing so. The procedure for e-voting on the day of the 41st AGM is same as the instructions mentioned above for remote e-voting.
17. If any votes are cast by the shareholders through the e-voting available during the 41st AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes casted by such shareholders shall be considered invalid as the facility of e-voting during the AGM is available only to the shareholders attending the AGM.
18. Shareholders who have voted through remote e-voting will be eligible to attend the 41st AGM. However, they will not be eligible to vote at the 41st AGM. Voting rights of a shareholder / beneficial owner (in case of electronic shareholding) shall be in proportion to his/her share in the paid-up equity share capital of the Company as on the cut-off date i.e. **22nd September, 2023**.
19. The Board of Directors have appointed DMK Associates as scrutinizer to scrutinize the e-voting during 41st AGM and remote e-voting in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.



NOTE FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS:

20. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com/> and register themselves in the “Corporates” module.
21. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
22. After receiving the login details a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.
23. The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
24. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
25. Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the company at the email address - gpcssindialegal@carrier.com if they have voted from individual tab and not uploaded the same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending 41st AGM and e-voting from the e-voting system, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013, Maharashtra, India or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

For shareholders who holds shares in physical form- Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to company email address - gpcssindialegal@carrier.com or to Registrar and Transfer agent of company on email address - info@adroitcorporate.com.

For shareholders who holds shares in Demat form- Please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account Statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to company email address - gpcssindialegal@carrier.com or to Registrar and Transfer agent of company on email address - info@adroitcorporate.com.

After due verification the Company / Adroit Share Transfer Agent will forward your login credentials to your registered email address.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

26. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013 the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013 and the relevant documents referred to in the Notice will be available electronically for inspection by the Shareholders during the 41st AGM of the company. Shareholders seeking to inspect such documents can send an email to **gpccsindialegal@carrier.com**.
27. Members seeking any information with regard to the accounts or any matter to be placed at the 41st AGM are requested to write to the Company on or before 22nd September, 2023 through email on **gpccsindialegal@carrier.com**. The same will be replied by the company suitably.

OTHER INFORMATION

28. Shareholders attending the 41st AGM through VC/ OAVM shall be reckoned for the purpose of the quorum under Section 103 of the Companies Act, 2013.
29. The Company's ISIN number is INE226D01017.
30. Pursuant to notification number G.S.R. 853 (E) issued by the ministry of corporate affairs dated 10th September, 2018 which includes any modifications thereof shareholders holding shares in physical form are requested to convert their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Shareholders can contact the Company or Adroit for assistance in this regard and the Company shall facilitate dematerialization of physical shareholding.
31. The shareholders holding shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Adroit Corporate Services Private Limited, Registrar and Share Transfer Agent of the Company for consolidation into a single folio. A consolidated share certificate will be returned to such members after making requisite changes thereon.
32. In case of joint holders attending the meeting, only such joint holder whose name appears as the first holder in the order of names as per the register of members of the Company will be entitled to vote.
33. Queries proposed to be raised at the 41st AGM may please be sent to the Company at its registered office at least 7 days prior to the date of annual general meeting to enable the company to compile the information and answer them in the meeting.
34. Pursuant to Section 72 of the Companies Act, 2013, the shareholders are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination are requested to send their requests in Form No. SH-13 pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 to the Registrar and Share Transfer Agents of the Company. Shareholders holding shares in demat form may contact their respective depository participants for recording of nomination.
35. Non-resident Indian shareholders are requested to inform the Company's Registrar and Share Transfer Agent i.e. Adroit Corporate Services Private Limited immediately: (i) the particulars of the bank account maintained in India with complete name, branch, account type, account number and address of the bank if not furnished earlier; and (ii) any change in their residential status on return to India for permanent settlement.
36. The Ministry of Corporate Affairs has taken a green initiative in corporate governance by allowing paperless compliances by the companies and has issued circulars allowing companies to send official documents to their members electronically to prevent global environment degradation. In support of the green initiative your Company proposes to send the documents i.e. notice convening general meetings, annual report containing audited financial statements, directors' report, auditors' report etc. and other communications in electronic form. To support this green initiative of the government in full measure, members who have



- not registered their e-mail addresses so far are requested to register their e-mail addresses in respect of electronic holdings with the depository through their concerned depository participants. The members who hold shares in physical form are requested to register their e-mail addresses with the Company.
37. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. **22nd September, 2023** shall only be entitled to avail the facility of remote e-voting / e-voting during 41st AGM. Any person who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. 22nd September, 2023 may obtain their user ID and password for remote e-voting and e-voting during 41st AGM by sending a request to Registrar and Share transfer agent i.e. Adroit Corporate Services Private Limited at **info@adroitcorporate.com**. A person who is not a member as on the cut-off date should treat this Notice of AGM for information purposes only.
38. The scrutinizer after scrutinizing the votes casted at the 41st AGM (e-voting during 41st AGM) and through remote e-voting, will not exceeding 3 days from the conclusion of the 41st AGM, make a consolidated scrutinizer's report of the votes casted in favor or against, if any, and submit the same to the Chairman of the 41st AGM. The results declared shall be available on the website of the Company **www.carrier.com/building-solutions/en/in/investor/** and on the website of the CDSL. The resolutions will be deemed to be passed on the date of 41st AGM subject to receipt of the requisite number of votes in favor of the resolutions.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 3: To appoint Mr. Adiseshiah Chowdary Jakkampudi (DIN: 01109704) as an independent director on the Board of Directors of the company and in this regard to consider and if thought fit to pass the following resolution as an Ordinary Resolution:

Mr. Adiseshiah Chowdary Jakkampudi (DIN: 01109704) was appointed as an additional director on the Board of Directors of the company by the Board of Directors in their meeting dated 16th June, 2023 for a period of one year effective from 16th June, 2023 to 15th June, 2024 ("tenure"). The nomination and remuneration committee of the Board of Directors has recommended the appointment of Mr. Adiseshiah Chowdary Jakkampudi (DIN: 01109704) as an independent director for a period of 1 (one) effective from 16th June, 2023 to 15th June, 2024. The Board of Directors as per the recommendation of the nomination and remuneration committee considered that given his background and experience the association of Mr. Adiseshiah Chowdary Jakkampudi (DIN: 01109704) would be beneficial to the company. Accordingly, it is proposed to appoint Mr. Adiseshiah Chowdary Jakkampudi (DIN: 01109704) as an independent director of the company, not liable to retire by rotation, for a term of 1 (year) consecutive years on the Board of Directors of the company.

Notice in writing under section 160 of the Companies Act, 2013 has been received from Mr. Adiseshiah Chowdary Jakkampudi (DIN: 01109704) proposing his candidature for the office of independent director of the company.

Mr. Adiseshiah Chowdary Jakkampudi (DIN: 01109704) is not disqualified from being appointed as a director in terms of section 164 of the Companies Act 2013 and has given his consent to act as an independent director of the company. The company has also received declaration from Mr. Adiseshiah Chowdary Jakkampudi (DIN: 01109704) that he meets the criteria of independence as prescribed under section 149(6) of the Act. In the opinion of the Board of Directors Mr. Adiseshiah Chowdary Jakkampudi (DIN: 01109704) fulfils the conditions for appointment as an independent director as per Companies Act 2013.

Mr. Adiseshiah Chowdary Jakkampudi (DIN: 01109704) is independent of the management of the company. He shall be paid remuneration by way of sitting fee for attending meetings of the Board of Directors and committees thereof within limits prescribed in Companies Act, 2013. Copy of letter of appointment of Mr.

Adiseshiah Chowdary Jakkampudi (DIN: 01109704) setting out the terms and conditions of appointment is available for inspection by the members during the annual general meeting. Additional information in respect of Mr. Adiseshiah Chowdary Jakkampudi (DIN: 01109704) as required in the secretarial standard-2 is given herein below.

Mr. Adiseshiah Chowdary Jakkampudi (DIN: 01109704) is interested in the resolution set out at item number 3 of the notice. Save and except the above none of the other directors / key managerial personnel of the company / their relatives are in any way concerned or interested financially or otherwise in the resolution. This statement may also be regarded as an appropriate disclosure under the applicable provisions of the Companies Act 2013. The Board of Directors recommend the special resolution set out at item number 3 of the notice for approval by members and relevant documents related to above said resolution can be inspected at the registered office of the company during business hours up to the date of passing of above resolution.

Annexure - I

Information of directors seeking appointment/re-appointment at the forthcoming annual general meeting (pursuant to Secretarial Standards - 2 issued by The Institute of Company Secretaries of India):

Name and Designation of the Director	Mr. Karupiah Muthalagappan, Whole Time Director	Mr. Adiseshiah Chowdary Jakkampudi, Additional Director in the Category of Independent Director
Director Identification Number	08539111	01109704
Date of Birth	15/07/1984 39 years	18/02/1955 68 years
Original date of appointment	20/08/2019	16 th June, 2023
Qualifications	BE Mechanical Engineering	M. Tech from IIT Madras and MSC from SV University
Experience & expertise in specific functional area	18 years experience in sales, management, technical support and training	27 Years of experience in the fields of Information Technology, Business strategy, Administration, Corporate advisory services
Shareholding in the Company	Nil	Nil
Remuneration last drawn from company in F.Y. 2022 – 2023	Rs. 51,63,159	Nil
Number of board meetings attended during the year	Attended 4 meetings out of 4 meetings held	Nil since his appointment is after the closure of the financial year 2022 - 2023
Terms & conditions of appointment / re-appointment and remuneration	<ul style="list-style-type: none"> • Re-appointed as a Director liable to retire by rotation. • As per Nomination & Remuneration Policy forming part of Director's Report. 	<ul style="list-style-type: none"> • Appointed as Director in the category of Independent Director not liable to retire by rotation
Relationship with other director/KMP	No Relationship with other Directors / KMP	No Relationship with other Directors / KMP

Name and Designation of the Director	Mr. Karupiah Muthalagappan, Whole Time Director	Mr. Adishesiah Chowdary Jakkampudi, Additional Director in the Category of Independent Director
Directorships held in other companies	Nil	Jama Botanics Private Limited Jago Agro Products Private Limited Nature Quotient Ventures Private Limited Amara Raja Electronics Limited Euphonious Innovations Private Limited Umanita Technologies Private Limited Hvalley Innovations Private Limited AIC-SKU Confederation Lifecykul Sports Private Limited
Members / chairmanship of committees in public limited companies in India	Member of Nomination and Remuneration Committee, Corporate Social Responsibility committee.	Member of Audit and Nomination and Remuneration Committee of the Company

Registered office:
Carrier Technologies India Limited
Unit No. 4B, 2nd Floor, The Centrium,
Lal Bahadur Shastri Marg, Kurla West,
Mumbai- 400070, Maharashtra, India
CIN: U29193MH1981FLC024364
Email Id: gpccsindialegal@carrier.com

By Order of the Board of Directors
For Carrier Technologies India Limited

Sd/-
Samta Jain
Company Secretary
Membership No. ACS A46162

Date : 4th September, 2023
Place : Hyderabad