



UTC FIRE & SECURITY INDIA LIMITED

CIN: U29193MH1981FLC024364

Registered Office: Unit No. 8, 1st Floor, The Centrium,

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

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

Phone: +91-22-61700700, Fax: +91-124-2372230

Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting (“EGM”) of the Shareholders of UTC Fire & Security India Limited will be held on **Thursday, 26th day of November, 2020 at 12:00 P.M. (IST)** through Video Conference (VC) / Other Audio-Visual Means (OAVM) facility to transact the following businesses:

SPECIAL BUSINESS

To consider and approve the following resolutions as Special Resolutions:

ITEM NO.1

TO APPROVE THE CHANGE IN THE NAME OF THE COMPANY AND CONSEQUENT AMENDMENT IN MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY:

“**RESOLVED THAT** pursuant to the provisions of Section 13(2), Section 14 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and subject to approval of Central Government (Registrar of Companies), consent of the shareholders by way of special resolution be and is hereby accorded to change the name of the Company from ‘UTC Fire & Security India Limited’ to ‘Carrier Technologies India Limited’ and consequently the Memorandum of Association of the Company be and is hereby altered by substituting the following Clause for existing Clause 1 thereof:

“**The name of the Company is Carrier Technologies India Limited.**”

RESOLVED FURTHER THAT the name “UTC Fire & Security India Limited” wherever appearing in Memorandum and Articles of Association and other documents and papers of the Company be substituted by the name “Carrier Technologies India Limited” upon approval of the same by the Central Government (Registrar of Companies).

RESOLVED FURTHER THAT Ms. Vasanthi Narayana (DIN: 08319835), Whole-time Director of the Company be and is hereby authorized to make application to the Central Government (Registrar of Companies) for obtaining approval for change in name of the Company and to sign and file forms and other documents with the Central Government (Registrar of Companies) and do all other acts, deeds, things and matters as are necessary to give effect to the above said resolution and to agree to such modifications, terms & conditions as may be directed by the Registrar of Companies and to modify the same accordingly as are necessary or expedient in this regard.”

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorized to issue a certified copy of resolution to the concerned parties including the Central Government (Registrar of Companies).”



ITEM NO. 2

AMENDMENT IN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

“**RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under and subject to the approval of the concerned Registrar of Companies Ministry of Corporate Affairs, consent of the shareholders by way of Special Resolution and is hereby accorded to append the following sub clause (5) after sub clause (4) of clause III (A) of the Memorandum of Association of Company:

(5) *“To carry on the business of providing outsourcing services for all processes, sub processes, transactions, activities and all other work performed by companies located in India or abroad that are part of the Carrier Global Corporation group of Companies. This includes those process or sub processes that are enabled by information technology. It also includes technical support, managed data centre, managed technical centre, any technical support services related to financial activities, training centre, web support back office, or financial analysis, scientific analysis, research work and analysis, storage, disaster recovery, accounting, invoice processing, human resources services, pay roll, inventory management, customer relationship management, enterprises resources planning and to develop software, provide consultancy, software solution and services that are normally offered by the outsourcing business and information technology services providers, the software development houses and application services providers.”*

RESOLVED FURTHER THAT Ms. Vasanthi Narayana (DIN: 08319835), Whole-time Director of the Company, be and is hereby authorized to take necessary steps to obtain confirmation of concerned Registrar of Companies, Ministry of Corporate Affairs under Section 13(9) of the Companies Act, 2013 in respect of the aforesaid alteration of Clause III of the Memorandum of Association and to agree to such modifications, terms & conditions in the new proposed sub clause as may be directed by the Registrar of Companies and to modify the same accordingly.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Ms. Vasanthi Narayana (DIN: 08319835), Whole-time Director of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form as return of appointment with the Registrar of Companies, Maharashtra.”

Date: 27.10.2020
Place: Hyderabad

By Order of the Board
For UTC Fire & Security India Limited
Name: Vasanthi Narayana
DIN: 08319835
Designation: Whole-time Director
Address: 10-2-8/1, Flat No. 502, Doulat
Dreamland Apartment, Anupama Printers,
Shantinagar, Hyderabad – 500028,
Telangana, India



NOTES:

1. The Explanatory Statement pursuant to the Section 102 of the Companies Act, 2013, in respect of the Special Businesses as set out under Item No. 1 and 2 of the above notice is annexed hereto.
2. Electronic copy of all documents referred to the accompanying Notice of the EGM will be available for inspection by the Shareholders in electronic mode on the website of the Company at <https://www.carrier.com/commercial/en/in/investor/>.
3. In view of the massive outbreak of the COVID-19 pandemic and its continuing catastrophe, the Government of India, Ministry of Corporate Affairs ('MCA') permitted conducting Extra Ordinary General Meeting ("EGM") through VC/OAVM and dispensed the personal presence of the Shareholders at the meeting. Accordingly, the MCA vide its General Circular No. 14/2020 dated 08th April, 2020, General Circular No. 17/2020 dated 13th April, 2020 (collectively referred to as 'MCA Circulars') has prescribed the procedures and manner of conducting the EGM through VC/OAVM (facility without the physical presence of the Shareholders at a common venue). In compliance with the provisions of the Companies Act, 2013 read with MCA Circulars, the EGM of the Shareholders will be held through VC/OAVM. Hence, Shareholders can attend and participate in the EGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is explained at Note No. 18 and also available on the website of the Company at <https://www.carrier.com/commercial/en/in/investor/>.
4. In line with the various circulars of MCA, the Notice of EGM is being sent only through electronic mode to those Shareholders whose valid e-mail addresses are registered with the Company/ Depositories. Shareholder may note that Notice of EGM has been uploaded on the website of the Company at <https://www.carrier.com/commercial/en/in/investor/>. The Notice can also be accessed from the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.
5. The deemed venue for EGM shall be the Regional Office of the Company i.e. C/o. of Carrier Airconditioning & Refrigeration Limited, Narsingpur, Kherki Daula Post, Gurgaon – 122004, Haryana, India and the proceedings of the EGM shall be deemed to be made thereat.
6. Pursuant to the Circular No. 14/2020 dated 08th April, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the Shareholders is not available for this EGM and therefore, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, Institutional / Corporate Shareholders are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting. Detailed procedure to participate and to cast vote has explained at Instructions for E-voting section.
7. The attendance of the Shareholders attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
8. Shareholders holding shares in electronic form are requested to intimate all changes pertaining to their bank particulars nominations, power of attorney, address, name, e-mail address, contact numbers, PAN, etc., to their Depository Participant (DP).
9. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and Adroit Corporate Services Private Limited, Registrars and Share Transfer

Agent (“RTA”) to provide efficient and better services. Shareholders holding shares in physical form are requested to intimate such changes to the Company or RTA.

10. Shareholders holding shares in physical form are requested to dematerialize their holding in order to eliminate all risks associated with physical shares. Shareholder can contact the Company or RTA for further assistance.
11. In case of joint holders attending the EGM, the Shareholder whose name appears as the first holder in the order of names as per the Register of Shareholders of the Company, will be entitled to vote.
12. 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) MCA Circulars dated 08th April, 2020, 13th April, 2020 and 05th May, 2020, the Company is providing facility of remote e-voting to its Shareholders in respect of the business to be transacted at the EGM. 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’s 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 EGM will be provided by CDSL.
13. The Company has appointed Mr. Deepak Kukreja, Partner M/s. DMK Associates to act as the Scrutinizer and Ms. Monika Kohli, Partner M/s. DMK Associates as alternate Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
14. The Scrutinizer shall, immediately after the conclusion of e-voting at the EGM, thereafter unblock the votes cast through remote e-voting and make, not exceeding 3 days of conclusion of the meeting, a consolidated Scrutinizer Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
15. The Results declared along with the Scrutinizer’s Report shall be placed on the website of the Company at <https://www.carrier.com/commercial/en/in/investor/> under the link Investor Relations and on the website of CDSL at www.evotingindia.com immediately after the declaration of Result by the Chairman or any person authorized by him in writing.
16. The Shareholders can join the EGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1,000 Shareholders on first come first served basis. This will not include large Shareholders i.e. Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the EGM without restriction on account of first come first served basis.
17. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13th April 2020, the Notice calling the EGM has been uploaded on the website of the Company at <https://www.carrier.com/commercial/en/in/investor/> under the link Investor Relations. The EGM Notice is also disseminated on the website of CDSL (agency providing Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.
18. **CDSL INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM E-VOTING SYSTEM – FOR REMOTE E-VOTING AND E-VOTING DURING EGM**

The instructions for shareholders voting electronically are as under:

1. The remote e-voting period begins on **23rd November, 2020 at 09:00 a.m.** and ends on **25th November, 2020 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 **19th November, 2020** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted electronically prior to the meeting date would not be entitled to vote at the meeting venue.
3. The shareholders should log on to the e-voting website www.evotingindia.com.
4. Click on Shareholders.
5. 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
6. Next enter the Image Verification as displayed and Click on Login.
7. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
8. If you are a first-time user follow the steps given below:

	For Shareholders 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 sequence number sent by Company/RTA or contact Company/RTA.
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 Shareholder id / folio number in the Dividend Bank details field as mentioned in instruction (5).

9. After entering these details appropriately, click on “SUBMIT” tab.
10. 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.

11. For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
12. Click on the EVSN for UTC Fire & Security Limited.
13. 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.
14. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
15. 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.
16. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
17. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
18. 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 & enter the details as prompted by the system.
19. Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

Instructions for Shareholders attending the EGM through VC/OAVM are as under:

1. Shareholder will be provided with a facility to attend the EGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under Shareholders login by using the remote e-voting credentials. The link for VC/OAVM will be available in Shareholder login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / I-Pads for better experience.
3. Further Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that 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.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance latest by **22nd November, 2020** by mentioning their name, demat account number/folio number, email id, mobile number at gpccsindialegal@carrier.com. The shareholders who do not wish to speak during the EGM but have queries may send their queries latest by **19th November, 2020** by mentioning their name, demat

account number/folio number, email id, mobile number at gpccsindialegal@carrier.com. These queries will be replied to by the company suitably by email.

6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

Instructions for Shareholders for e-voting during the EGM are as under:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for Remote e-voting.
2. Only those Shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
3. If any Votes are cast by the Shareholders through the e-voting available during the EGM and if the same Shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such Shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the Shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
5. **Note for Non – Individual Shareholders and Custodians:**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 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.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
 - 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 viz; gpccsindialegal@carrier.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending EGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at



UTC Fire & Security

A United Technologies Company

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, (CDSL) 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

ITEM NOS. 1 AND 2

The Board of Directors of the Company at its meeting held on held on 14th day of August, 2020, has, subject to the approval of the Shareholders of the Company by way of special resolutions and approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved the change in name of the Company as post the spin-off of Carrier from United Technologies Corporation, the Company was required to change the name United Technologies to Carrier.

The Board of Directors had discussed the same and is of the opinion that the name of the company be changed from 'UTC Fire & Security India Limited' to 'Carrier Technologies India Limited' along with the consequent amendment to the Memorandum of Association and Articles of Association of the Company.

Also, pursuant to the change of name, the Company is also required to append an additional Object clause in the Memorandum of Association of the Company. The Company had made application for reservation of name to Central Registration Centre, Registrar of Companies and Central Registration Centre, Registrar of Companies vide its approval letter dated 14th October, 2020 has confirmed that new name i.e. "Carrier Technologies India Limited" is available for registration.

The proposed change in name would be subject to the necessary approvals in terms of Section 4 and 13 of the Companies Act, 2013. Since the aforesaid sections requires approval of the Shareholders of the Company by way of passing Special Resolution, your Directors recommend the resolution set out in item no. 1 & 2 for your approval.

In compliance with the provisions of Section 108 of the Companies Act, 2013 and other applicable provisions, the Company is offering facility of e-voting to all Shareholders to enable them to cast their votes electronically. Shareholders are requested to follow the procedure as stated in the notes for casting of votes by e-voting.

Necessary documents in this regard are available for inspection by the Shareholders in electronic mode on the website of the Company at <https://www.carrier.com/commercial/en/in/investor/>. None of the Directors or their relatives are deemed to be concerned or interested in any way in this resolution.

By Order of the Board

Date: 27.10.2020
Place: Hyderabad

For UTC Fire & Security India Limited
Name: Vasanthi Narayana
DIN: 08319835
Designation: Whole-time Director
Address: 10-2-8/1, Flat No. 502, Doulat
Dreamland Apartment, Anupama Printers,
Shantinagar, Hyderabad – 500028,
Telangana, India