



CARRIER TECHNOLOGIES INDIA LIMITED
(Formerly known as 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: gpccsindialegal@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 Members of Carrier Technologies India Limited will be held on **Monday, 10th May, 2021 at 12:00 P.M. (Indian Standard Time)** through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following businesses:

SPECIAL BUSINESS

1. To approve the appointment of Statutory Auditors to fill the casual vacancy and in this regard to consider and if thought fit to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 139(8)(i) of the Companies Act, 2013 as amended from time to time read with the Companies (Audit and Auditors Rules, 2014) (“**the Rules**”), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to recommendation made by the Board of Directors of the Company, M/s. MSKA & Associates, Chartered Accountants (Firm Registration No. 105047W), be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. B S R & Associates LLP (ICAI Firm Registration No. 116231W/W - 10024) Chartered Accountants.

RESOLVED FURTHER THAT M/s. MSKA & Associates, Chartered Accountants (Firm Registration No. 105047W) be and are hereby appointed as statutory auditors of the Company from the conclusion of this Extraordinary General Meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2021 at a remuneration of Rs. 16,25,000/- (Rupees Sixteen Lakhs Twenty Five Thousand Only) plus out of pocket expenses on actual basis and applicable taxes.

RESOLVED FURTHER THAT for purpose of giving effect to the above said resolution the Board of Directors 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.

RESOLVED FURTHER THAT any Director or Chief Financial Officer or Company Secretary of the Company be and is/are hereby severally authorized to file necessary e-forms, papers with statutory authorities including to Registrar of Companies as may be required under law to give effect the above said resolution.”



NOTES:

1. In Accordance with General Circular No. 14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020 and/or any other applicable notification/circular (collectively referred to as “**MCA Circulars**”) issued by Ministry of Corporate Affairs (“**MCA**”) permitted convening the Extraordinary General Meeting (“**EGM**” / “**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 and the rules made thereunder the EGM of the Company will be held though VC/OAVM and the members can attend and participate in the EGM of the Company through VC/OAVM. The deemed venue for the EGM shall be the regional office of the Company i.e. Narsingpur, Kherki Daula Post, Gurgaon-122004, Haryana, India.
2. The explanatory statement pursuant to Section 102 of the Companies Act 2013 with respect to the special business to be transacted at the EGM is annexed hereto and forms part of this notice.
3. Generally, a member entitled to attend and vote at the EGM 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 EGM of the Company 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 EGM of the Company and hence the Proxy Form and Attendance Slip are not annexed hereto. However, in pursuance of Section 112 and 113 of the Act representatives of the members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the meeting held through VC/OAVM.
4. Since the EGM will be held through VC/OAVM, the route map of the venue of the EGM is not annexed hereto.

DISPATCH OF NOTICE OF EGM THROUGH ELECTRONIC MODE:

5. In compliance with the MCA Circulars Notice of the EGM of the Company along with the Explanatory Statement (“**Notice of EGM**”) 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 of EGM is also available on the Company’s website www.carrier.com/building-solutions/en/in/investor/ and also on the website of CDSL at www.evotingindia.com.
6. For receiving all communications (including Notice of EGM) from the Company electronically:
 - a) Members holding shares in physical mode and who have not registered / updated their email addresses 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 gpcssindialegal@carrier.com or to Registrar & Share Transfer agent of Company i.e. Adroit Corporate Services Private Limited, 17-20, Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol, Andheri (E), Mumbai – 400059, Maharashtra, India, E-Mail: info@adroitcorporate.com.
 - b) Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participant.



PROCEDURE FOR JOINING THE EGM THOROUGH VC/ OAVM:

7. Members will be provided with a facility to attend the EGM through VC/OAVM through the CDSL e-voting system. Members may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
8. 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 in point 16.
9. Members can join the EGM 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 EGM 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 EGM without restriction on account of first come first served basis.
10. Members are encouraged to join the meeting through Laptops / IPads for better experience.
11. 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.
12. The Members will be required to allow camera and use internet with a good speed to avoid any disturbance during the EGM.
13. The Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 15 days prior to meeting mentioning their name, Demat account number/folio number, email id, mobile number at Company email id gpcssindialegal@carrier.com. Those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the meeting.
14. The members who do not wish to speak during the EGM but have queries may send their queries in advance 15 days prior to meeting mentioning their name, Demat account number/folio number, email id, mobile number at Company email id gpcssindialegal@carrier.com. These queries will be replied by the Company suitably by email.

INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

15. Pursuant to the provisions of Section 108 of the Companies Act read with rule 20 of the Companies (Management and Administration) Rules, 2014 and MCA Circulars dated 8th April, 2020, 13th April, 2020, 15th June, 2020, 28th September, 2020 and 31st December, 2020 and any other applicable notification/circular 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 of EGM. The members may cast their votes remotely using an electronic voting system on the dates mentioned herein below (“**remote e-voting**”).



16. 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.
17. The **voting period** begins on **Friday, May 7, 2021 at 09:00 a.m.** and ends on **Sunday, May 9, 2021 at 5:00 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 Friday, April 30, 2021** may cast their votes electronically. The remote e-voting module shall be disabled by CDSL for remote voting thereafter.
- i. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
 - ii. The shareholders should log on to the e-voting website www.evotingindia.com.
 - iii. Click on “Shareholders” module.
 - iv. 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.

- v. Next enter the image verification as displayed and Click on Login.
- vi. 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.
- vii. 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) 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. 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).

- viii. After entering these details appropriately, click on “SUBMIT” tab.
- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in Demat 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.

- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for Carrier Technologies India Limited.
- xii. 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.
- xiii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiv. 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.
- xv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xvii. If a Demat account holder has forgotten the 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.
- xviii. Members 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 and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE EGM ARE AS UNDER:

18. The facility for voting through electronic voting system during the EGM shall be made available only to those members who are present in the EGM 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 EGM is same as mentioned in the instructions above for remote e-voting.
19. If any votes are casted by the shareholders through the e-voting available during the EGM and if the same members 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 EGM is available only to the shareholders attending the EGM.



20. 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. Voting rights of a member / 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. **Friday, April 30th, 2021**.
21. The Board of Directors have appointed **DMK Associates, practicing Company Secretaries**, New Delhi as scrutinizer to scrutinize the e-voting during EGM and remote e-voting process 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:

22. 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.
23. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
24. 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.
25. 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 votes.
26. 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.
27. Alternatively Non Individual shareholders are required to send the relevant Board Resolution / Authority letter etc. to the Scrutinizer at the email address deepak.kukreja@dmkassociates.in and/or to the Company at the email address gpcscindialegal@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 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).

28. 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.

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

29. 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



gpccsindialegal@carrier.com or to Registrar and Transfer agent of Company on email address info@adroitcorporate.com.

30. 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 gpccsindialegal@carrier.com or to Registrar and Transfer agent of Company [on email info@adroitcorporate.com](mailto:info@adroitcorporate.com).
31. After due verification, the Company / RTA will forward your login credentials to your registered email address.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

32. The relevant documents referred to in the Notice of EGM will be available electronically for inspection by the members during EGM of the Company on the website of the Company at www.carrier.com/building-solutions/en/in/investor/ and can also be inspected at the regional office of the Company during business hours up to the date of passing of above said resolution. Members seeking to inspect such documents can write to Company at gpccsindialegal@carrier.com.
33. Members seeking any information with regard to any matter to be placed at the EGM, are requested to write to the Company on or before April 30, 2021 through email on gpccsindialegal@carrier.com. The same will be replied by the Company suitably.

OTHER INFORMATION:

34. Members attending the EGM through VC/ OAVM shall be reckoned for the purpose of the quorum under section 103 of the Companies Act.
35. The Company's ISIN number is INE226D01017.
36. The members who hold 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.
37. In case of joint holders attending the EGM 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 shall be entitled to attend and vote.
38. Pursuant to Section 72 of the Act the members 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 Transfer agents of the Company. Members holding shares in Demat form may contact their respective depository participants for recording of nomination.
39. Non-resident Indian members 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.



40. 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.
41. The register of members and the share transfer register of the Company will remain closed from **Tuesday, May 4, 2021 till Monday May 10, 2021** (both days inclusive) for the purpose of EGM. The cut-off date to determine the eligibility for the purpose of remote e-voting and e-voting during EGM is **Friday, April 30, 2021**.
42. 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. **Friday, April 30, 2021** shall only be entitled to avail the facility of remote e-voting / e-voting during EGM. 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. **Friday, April 30, 2021** may obtain their user ID and password for remote e-voting and e-voting during EGM by sending a request to registrar & 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 EGM for information purposes only.
43. The scrutinizer after scrutinizing the votes casted at the EGM (e-voting during EGM) and through remote e-voting, will not exceeding 3 days from the conclusion of the EGM, make a consolidated scrutinizer's report of the votes casted in favor or against, if any, the resolution and submit the same to the chairman of the EGM. 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 EGM 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. 1

M/s. B S R & Associates, LLP (ICAI Firm Registration No. 116231 W/W – 100024), Chartered Accountants, were appointed as Statutory Auditors of the Company pursuant to resolution passed by members of the Company in the Annual General Meeting held on 14th December, 2017 to hold office of Statutory Auditor for a period of 5 years. M/s. B S R & Associates have completed Statutory Audit till 31st March, 2020 and issued the audit report on 30th November, 2020.

Further, M/s. BSR & Associates LLP, Chartered Accountants have tendered their resignation from the position of Statutory Auditors vide their letter dated 23rd March, 2021 resulting into a casual vacancy in the office of Statutory Auditors of the Company as per Section 139(8) of the Companies Act, 2013.

Further pursuant to the provisions of Section 139 (8) of the Companies Act any casual vacancy in the office of Statutory Auditor shall be filled by the Board of Directors within thirty days and such appointment shall also be approved by the Company at a general meeting convened within three months of the recommendation of the Board and they shall hold the office till the conclusion of the next annual general meeting.

As per the recommendations of audit committee, the Board of Directors in their meeting held on April 6, 2021 proposed to appoint M/s. MSKA & Associates Chartered Accountants, (ICAI Firm Registration Number: 105047W) as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. B S R & Associates Chartered Accountants, (FRN.: 116231W /W-100024) till the conclusion of the next annual general meeting.

M/s. MSKA & Associates Chartered Accountants (ICAI Firm Registration Number: 105047W) have conveyed their consent to be appointed as Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members would be within the limits prescribed under the Companies Act, 2013.

Accordingly, the Board recommends the resolution set out at item number 1 of the Notice of EGM for appointment of Statutory Auditors to fill casual vacancy i.e. to appoint M/s. MSKA & Associates, Chartered Accountants (ICAI Firm Registration Number: 105047W) as Statutory Auditor, as an Ordinary Resolution for consideration and approval by members of the Company.

The relevant documents referred to in the Notice of EGM will be available electronically for inspection by the members during EGM of the Company on the website of the Company at www.carrier.com/building-solutions/en/in/investor/ and can also be inspected at the regional office of the Company during business hours up to the date of passing of above said resolution. Members seeking to inspect such documents can write to Company at gpccsindialegal@carrier.com.

None of the Directors, Key Managerial Persons or their relatives, in any way concerned or interested in the said resolution.



<p>Registered Office: Carrier Technologies India Limited (Formerly known as UTC Fire & Security India Limited) CIN: U29193MH1981FLC024364 Regd. Office: Unit No. 8, 1st Floor, The Centrium, Lal Bahadur Shastri Marg, Kurla West, Mumbai- 400070, India Website: https://www.carrier.com/commercial/en/in/investor/; E-mail: gpccsindialegal@carrier.com Tel: +91-124- 4825361 Fax: +91-124-2372230</p> <p>Date: 13th April, 2021 Place: Gurugram</p>	<p>By order of the Board of Directors For Carrier Technologies India Limited</p> <p style="text-align: right;"><i>Sd/-</i></p> <p style="text-align: right;">Anurag Gupta Company Secretary Membership No.: ACS 43500</p>
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