

## 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/>; Email: [gpccsindialegal@carrier.com](mailto:gpccsindialegal@carrier.com)

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

### NOTICE OF THE 39<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the **39<sup>th</sup> (Thirty Ninth) Annual General Meeting** of members of **Carrier Technologies India Limited** (the "**Company**") will be held on Friday, the **31<sup>st</sup> day of December, 2021 at 11.00 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, 2021 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, 2021 together with the report of Board of Directors and auditors thereon be and are hereby considered and adopted."

2. To re-appoint Ms. Vasanthi Narayana (**DIN: 08319835**) who retires by rotation and being eligible, offers herself 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** Ms. Vasanthi Narayana (**DIN: 08319835**) who retires by rotation and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a director of the company liable to retire by rotation."

3. To appoint M/s. MSKA & Associates, Chartered Accountants (ICAI Firm Registration Number: 105047W) as Statutory Auditors of the company and to fix their remuneration 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 provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder including any statutory modifications and/or re-enactment thereof for the time being in force M/s. MSKA & Associates Chartered Accountants (ICAI Firm Registration Number: 105047W) be and are hereby appointed as Statutory Auditors of the company for a period of five years from the conclusion of this 39th Annual General Meeting until the conclusion of 44th Annual General Meeting of the company on such remuneration as may be decided by the Board of Directors of the company on the recommendation of Audit Committee from time to time.

**Resolved further that** any director or chief financial officer or company secretary of the company be and is/are hereby severally authorized to do all such necessary acts, deeds as may be required to give effect to this resolution including doing necessary filings with the office of Registrar of Companies and/or any other statutory authorities as may be required and issue certified true copy of this resolution as and when required."

#### Special Business:

4. To approve the appointment and remuneration of Mr. Veera Venkata Prakash Bodla (DIN: 09178187) as managing director of the company and in this regard to consider and if thought fit to pass the following resolution as special resolution:

**“Resolved that** pursuant to the recommendation of nomination and remuneration committee and approval of Board of Directors of the company and pursuant to provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other applicable rules including any statutory modifications and/or re-enactment thereof for the time being in force and subject to such other approvals as may be required approval of members of the company be and is hereby accorded by way of special resolution for the appointment of Mr. Veera Venkata Prakash Bodla (DIN: 09178187) as managing director of the company for a period of 5 (five) years with effect from 3rd August, 2021 to 2nd August, 2026 (“tenure”).

**Resolved further that** pursuant to applicable provisions of Companies Act, 2013 approval of members of the company be and is hereby accorded by way of special resolution to pay remuneration to Mr. Veera Venkata Prakash Bodla (DIN: 09178187) up to maximum of Rs. 6,00,00,000/- (Rupees Six Crores only) per annum during his tenure with the company as may be approved by the Board of Directors and acceptable to Veera Venkata Prakash Bodla (DIN: 09178187) from time to time in compliance with Schedule V and other applicable provisions of the Companies Act, 2013.

Resolved further that in event of no profit or inadequate profit in any financial year during his tenure, absolute authority / liberty is hereby given to the Board of Directors of the company by this special resolution to approve / ratify the remuneration and/or any other term of appointment of Mr. Veera Venkata Prakash Bodla (DIN: 09178187) as may be agreed between the Board of Directors and Mr. Veera Venkata Prakash Bodla (DIN: 09178187) from time to time subject to ceiling of remuneration mentioned in above said resolution in compliance with applicable provisions of the Companies Act, 2013.

**Resolved further that** Mr. Veera Venkata Prakash Bodla (DIN: 09178187) shall perform such duties and functions as may be delegated to him from time to time subject to the control and superintendence of the Board of Directors of the Company.

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 are hereby severally authorized to do all such acts, deeds and things including e-filing of necessary forms, papers with statutory authorities including to registrar of companies as may be necessary and to apply and seek approval of appropriate statutory authorities if any required under law to give effect the above said resolution and issue certified true copy of this resolution as and when required.”

**Registered office:**

**Carrier Technologies India Limited,**  
Unit No. 8, 1<sup>st</sup> Floor, The Centrium,  
Lal Bahadur Shastri Marg, Kurla West,  
Mumbai- 400070, Maharashtra, India  
CIN: U29193MH1981FLC024364  
Website: <https://www.carrier.com/>  
Email Id: [gpccindialegal@carrier.com](mailto:gpccindialegal@carrier.com)  
Tel: +91-22-61700700; +91-124-4825361  
Fax: +91-124-2372230

Date: 4<sup>th</sup> December, 2021

Place: Gurugram

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

Sd/-

**Anurag Gupta**

Company Secretary

Membership No. ACS 43500

## NOTES:

1. 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 and General Circular No. 39/2020 dated December 31, 2020 and General Circular No. 02/2021 dated January 13, 2021 and/or any other applicable notification/circular (collectively referred to as "**MCA Circulars**") 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 39th AGM of the Company will be held though held though VC/OAVM and the members can attend and participate in the 39th AGM of the company through VC/OAVM. The deemed venue for the 39th AGM shall be the registered office of the Company i.e. Carrier Technologies India Limited, Unit No. 8, 1st 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 39<sup>th</sup> 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 39th 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 39th 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 Ac, 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 39<sup>th</sup> 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 39<sup>th</sup> AGM of the company are provided in the "**Annexure**" to the Notice.

### **DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:**

6. In compliance with the MCA Circulars, the Notice of the 39<sup>th</sup> AGM of the company along with the Annual Report 2020-21 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 2020-21 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](http://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](mailto: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](mailto: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](mailto:info@adroitcorporate.com).

**PROCEDURE FOR JOINING THE AGM THROUGH VC/ OAVM:**

9. Members will be provided with a facility to attend the 39th 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 39<sup>th</sup> 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 39th 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 39th 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 39th AGM.
14. The Members who would like to express their views/ask questions during the 39<sup>th</sup> 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 - [gpccindialegal@carrier.com](mailto:gpccindialegal@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 39th 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 - [gpccindialegal@carrier.com](mailto:gpccindialegal@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 and 5th May, 2020, 15th June, 2020, 28th September, 2020 and 31st December, 2020 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 herein below (“**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 39th AGM will be provided by CDSL.

- i. The remote e-voting period begins on **28<sup>th</sup> December, 2021 at 09:00 a.m.** and ends on **30<sup>th</sup> December, 2021 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 **24<sup>th</sup> December, 2021** 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"> <li>• 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.</li> </ul>
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"> <li>• 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).</li> </ul>

- 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 39TH AGM ARE AS UNDER:**

16. The facility for voting through electronic voting system during the 39th AGM shall be made available only to those shareholders who would be present in the 39th 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 39th 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 39th 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 39th AGM. However, they will not be eligible to vote at the 39th 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. **24<sup>th</sup> December, 2021**.
19. The Board of Directors have appointed DMK Associates (Mr. Deepak Kukreja, Partner), Company Secretaries having office at 31/36, Basement, Old Rajinder Nagar, New Delhi-110060 as scrutinizer to scrutinize the e-voting during 39th 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](mailto: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](mailto: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 - [gpccindialegal@carrier.com](mailto:gpccindialegal@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 39th 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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 39<sup>th</sup> AGM of the company. Shareholders seeking to inspect such documents can send an email to gpcssindialegal@carrier.com.
27. Members seeking any information with regard to the accounts or any matter to be placed at the 39<sup>th</sup> AGM are requested to write to the Company on or before **24<sup>th</sup> December, 2021** through email on gpcssindialegal@carrier.com. The same will be replied by the company suitably.

#### **OTHER INFORMATION**

28. Shareholders attending the 39<sup>th</sup> 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 10<sup>th</sup> 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 39<sup>th</sup> 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. The register of members and share transfer register will remain closed from **25<sup>th</sup> December, 2021 till 31<sup>st</sup> December, 2021** (both days inclusive) for the purpose of 39th AGM. The cut-off date to determine the eligibility for the purpose of voting through electronic means and e- voting at the 39<sup>th</sup> AGM is **24<sup>th</sup> December, 2021**.
38. 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. **24<sup>th</sup> December, 2021** shall only be entitled to avail the facility of remote e-voting / e-voting during 39th 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. **24<sup>th</sup> December, 2021** may obtain their user ID and password for remote e-voting and e-voting during 39<sup>th</sup> AGM by sending a request to Registrar and Share transfer agent i.e. Adroit Corporate Services Private Limited at [info@adroitcorporate.com](mailto: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.
39. The scrutinizer after scrutinizing the votes casted at the 39<sup>th</sup> AGM (e-voting during 39<sup>th</sup> AGM) and through remote e-voting, will not exceeding 3 days from the conclusion of the 39th 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 39<sup>th</sup> AGM. The results declared shall be available on the website of the Company [www.carrier.com/building-solutions/en/in/investor/](http://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 39<sup>th</sup> AGM subject to receipt of the requisite number of votes in favor of the resolutions.

**Annexure**

Name and Designation of the Director	Ms. Vasanthi Narayana Wholetime Director	Mr. Veera Venkata Prakash Bodla
Director Identification Number	08319835	09178187
Date of Birth (Age in years)	24 <sup>th</sup> November, 1976 (45 Years)	21 <sup>st</sup> April, 1970 (51 years)
Original date of appointment	12 <sup>th</sup> March, 2019	3 <sup>rd</sup> August, 2021
Qualifications	<ul style="list-style-type: none"> <li>• MBA from Osmania University</li> <li>• Advanced Management Program from IIMB</li> <li>• Lead Certification from Stanford School of Business</li> </ul>	<ul style="list-style-type: none"> <li>• BS in Computer Science from Osmania University</li> <li>• MS Computer Science from Iowa State University, USA</li> <li>• MBA in International Business &amp; Marketing from Santa Clara University</li> <li>• Advanced Diploma in AI / ML from Purdue University, USA</li> </ul>
Experience & expertise in specific functional area	Experience: 23 years Expertise: HR	Experience: 20 years Expertise: International Business and Marketing.
Shareholding in the Company	Nil	Nil
Remuneration last drawn from company in F.Y. 2020-21	Rs. 74,69,447/-	Rs. 3,06,35,531/-
Number of board meetings attended during the year	Three (3)	Nil He was appointed as Additional Director and Managing Director w.e.f. 3 <sup>rd</sup> August, 2021
Terms & conditions of appointment / re-appointment and remuneration	<ul style="list-style-type: none"> <li>- Appointed as Whole-time Director liable to retire by rotation.</li> <li>- As per Nomination &amp; Remuneration Policy forming part of Director's Report</li> </ul>	<ul style="list-style-type: none"> <li>- Appointed as a Managing Director liable to retire by rotation.</li> <li>- As per Nomination &amp; Remuneration Policy forming part of Director's Report.</li> </ul>
Relationship with other director/ KMP	No Relationship with other Director / KMP	No Relationship with other Director / KMP
Directorships held in other companies	Nil	Nil
Members / chairmanship of committees in public limited companies in India	Carrier Technologies India Limited Member- Stakeholder Relationship Committee and Chairman Corporate Social Responsibility Committee	Nil

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

**Item No. 4: To approve the appointment and remuneration of Mr. Veera Venkata Prakash Bodla (DIN: 09178187) as managing director of the company:**

The Board of Directors of the company in their meeting held on 3<sup>rd</sup> August, 2021 on the recommendation of the nomination & remuneration committee appointed Mr. Veera Venkata Prakash Bodla (DIN: 09178187) as additional director of the company with effect from 3<sup>rd</sup> August, 2021. The Board of Directors also appointed him as Managing Director of the company subject to approval of members for a period of 5 (five) years with effect from 3<sup>rd</sup> August, 2021 to 2<sup>nd</sup> August, 2026 on terms and conditions of appointment including remuneration as recommended by nomination and remuneration committee and approved by the Board of Directors the company.

It is proposed to seek member's approval for resolution given in item number 4 above for the appointment and remuneration payable to Mr. Veera Venkata Prakash Bodla (DIN: 09178187) as Managing Director of the company in terms of applicable provisions of the Companies Act, 2013. Mr. Veera Venkata Prakash Bodla (DIN: 09178187) shall get remuneration maximum up to ₹ 6,00,00,000/- (Rupees Six Crores only) per annum in compliance with applicable provisions of Companies Act, 2013.

Mr. Veera Venkata Prakash Bodla (DIN: 09178187) satisfies all other conditions set out in Part-I of Schedule V, Section 196 (3) of the Companies Act, 2013 and eligible for his appointment. He is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013. Notice in writing under Section 160 of the Companies Act, 2013 is received from Mr. Veera Venkata Prakash Bodla (DIN: 09178187) signifying his candidature for the office of the managing director of the company. The above may also be treated as a written memorandum setting out the terms of appointment of Mr. Veera Venkata Prakash Bodla (DIN: 09178187) under Section 190 of the Companies Act.

Further in the event of no profit or inadequate profit in any financial year during the currency of his tenure absolute authority/liberty is sought in favour of Board of Directors of the company by way of special resolution to approve/ratify the remuneration of Mr. Veera Venkata Prakash Bodla (DIN: 09178187) subject to ceiling of remuneration of ₹ 6,00,00,000/- (Rupees Six Crores Only) per annum for a period not exceeding three years during which no profit or inadequacy in profit remains in the company.

The Board of Directors recommends the special resolution set out at item number 4 of the Notice of AGM to approve the appointment and remuneration of Mr. Veera Venkata Prakash Bodla (DIN: 09178187) as Managing Director on the Board of Directors of the Company for five years with effect from 3<sup>rd</sup> August, 2021.

The relevant documents referred to in the Notice of AGM will be available electronically for inspection by the members during AGM of the company on the website of the company at [www.carrier.com/buildingsolutions/en/in/investor/](http://www.carrier.com/buildingsolutions/en/in/investor/) and can also be inspected at the registered 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](mailto:gpccsindialegal@carrier.com).

Mr. Veera Venkata Prakash Bodla (DIN: 09178187) is interested in the resolution set out at item number 4 of the Notice of AGM. 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.

**Registered office:**

**Carrier Technologies India Limited**

Unit No. 8, 1<sup>st</sup> Floor, The Centrium,  
Lal Bahadur Shastri Marg, Kurla West,  
Mumbai- 400070, Maharashtra, India  
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Website: <https://www.carrier.com/>  
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Tel: +91-22-61700700; +91-124-4825361  
Fax: +91-124-2372230

Date: 4<sup>th</sup> December, 2021

Place: Gurugram

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

Sd/-  
**Anurag Gupta**  
Company Secretary  
Membership No. ACS 43500