

VINOD KOTHARI & COMPANY

Practising Company Secretaries
1006-1009, Krishna Building, 224 A.J.C. Bose Road
Kolkata – 700 017, India
Phone: +91 – 33 – 2281 7715 | 1276 | 3742
email: corplaw@vinodkothari.com
Web: www.vinodkothari.com
Unique Code – P1996WB042300
PAN No - AAMFV6726E
GST No. - 07AAMFV6726E1ZW
Udyog Aadhar Number – WB10D0000448

To,
The Chairman,
Carrier Airconditioning and Refrigeration limited,
Narsinghpur, Kherki Daula Post,
NH-8, Gurgaon - 122 004,
India

Re: Consolidated Report of Scrutinizer for 27th Annual General Meeting ('AGM') of the shareholders of Carrier Airconditioning and Refrigeration Limited ('Company') held on Friday, September 20, 2019 at 11.00 A.M. at Fortune Select Global, Global Arcade, Mehrauli-Gurgaon Road, Sikanderpur, Sector 26, Gurugram-122002, Haryana.

Dear Sir,

In terms of authority of the Board Resolution dated August 13, 2019, the Company has appointed Vinod Kothari & Company, Practising Company Secretaries, having office at A-11, Hauz Khas, New Delhi- 110016, as the Scrutinizer for the purpose of scrutinizing the remote e-voting and the voting process conducted by poll on the below mentioned Resolutions passed at the 27th AGM of the Company held on Friday, September 20, 2019 at 11.00 A.M. at Fortune Select Global, Global Arcade, Mehrauli-Gurgaon Road, Sikanderpur, Sector 26, Gurugram-122002, Haryana.

In this regard, we hereby submit our report on scrutiny:

1. The Company had appointed Central Depository Services Limited ('CDSL') as the Service Provider (Agency), for the purpose of extending the facility of remote e-voting to the Members of the Company;
2. The Registrar and Share Transfer Agent (RTA) of the Company was MCS Share Transfer Agent Ltd.;
3. The cut-off date for the purposes of identifying the Members who were entitled to vote on the Resolutions placed for approval was Friday, September 13, 2019;
4. As prescribed in the aforesaid Rules, the remote e-voting facility was kept open for three days i.e from Tuesday, September 17, 2019, 9.00 A.M. till Thursday, September 19, 2019 till 5.00 P.M;

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5. At the venue of the AGM of the Company, held on September 20, 2019, the facility to vote by Poll was provided only to those members who did not participate through remote e-voting to record their votes;
6. The remote e-voting and Poll cast, including the proxies, at the AGM were reconciled with the records maintained by the RTA of the Company and the authorizations / proxies lodged with the Company;
7. After counting the votes of the voting conducted at the venue of the AGM, through voting by Poll, the votes cast through remote e-voting facility was duly unblocked by me (the undersigned) as the Scrutinizer, in the presence of Ms. Ambika Mehrotra and Ms. Tanvi Rastogi, who acted as the witnesses, as prescribed in sub-rule 4(xii) of Rule 20 of the said Rules;
8. Thereafter, we as the Scrutinizer, duly compiled the details of the remote e-voting carried out by the Members together with voting done by Poll at the venue of the AGM;

We hereby submit our Consolidated Report. In this regard, we have separately, on even date, given our reports for the results of the polling process carried at the AGM and for the remote e-voting process, as required by Section 108 and 109 of the Companies Act, 2013 conducted at the Meeting.

The summary of the results of the voting on each resolution by adding the votes received in favour and against a resolution by both the means i.e through Poll as well as remote e-voting are as under:



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Resolution No.	Votes in favour			Votes against			Invalid votes	
	No. of members who voted	No. of votes cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast
1	41	102671245	99.99	1	240	0.01	0	N.A
2	41	102671245	99.99	1	240	0.01	0	N.A
3	41	102671245	99.99	1	240	0.01	0	N.A
4	41	102671245	99.99	1	240	0.01	0	N.A
5	41	102671245	99.99	1	240	0.01	0	N.A
6	41	102671245	99.99	1	240	0.01	0	N.A
7	41	102671245	99.99	1	240	0.01	0	N.A
8	41	102671245	99.99	1	240	0.01	0	N.A
9	41	102671245	99.99	1	240	0.01	0	N.A

The consolidated results for the remote e-voting and the poll on the matter put to vote at the AGM is as under:

- a) **Resolution 1: To consider and adopt audited financial statements of the Company for the financial year ended March 31, 2019 and the reports of Board of Directors and auditors thereon.**



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Resolution required: Ordinary							
Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
E-Voting		3703		3463	240	93.52	6.48
Poll		102667782		102667782	0	100	0
Total	106376745	102671485	96.52	102671245	240	99.99	0.01

- b) Resolution 2: To confirm an Interim Dividend 27.20/- on each fully paid-up equity share of Rs. 10/- of the Company already paid to the members of the Company and consider the same as final dividend for the financial year ended March 31, 2019.

Resolution required: Ordinary							
Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
E-Voting		3703		3463	240	93.52	6.48

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Poll		102667782		102667782	0	100	0
Total	106376745	102671485	96.52	102671245	240	99.99	0.01

c) Resolution 3: To appoint Mr. Rahul Kumar Jain (DIN: 07858457) who retires by rotation and being eligible, offers himself for re-appointment as a director of the Company.

Resolution required: Ordinary							
Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)] * 100	(4)	(5)	(6) = [(4)/(2)] * 100	(7) = [(5)/(2)] * 100
E-Voting		3703		3463	240	93.52	6.48
Poll		102667782		102667782	0	100	0
Total	106376745	102671485	96.52	102671245	240	99.99	0.01

d) Resolution 4: To approve the appointment and remuneration of Ms. Nandita Luthra (DIN: 06948082) as Whole-time director of the Company

Resolution required: Special							
Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled

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	(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]* 100	(7)= [(5)/(2)]* 100
E-Voting		3703		3463	240	93.52	6.48
Poll		102667782		102667782	0	100	0
Total	10637674 5	102671485	96.52	10267124 5	240	99.99	0.01

e) Resolution 5: To appoint Mr. Har Amrit Pal Singh Dhillon (DIN: 07043895) as a director of the Company.

Resolution required: Ordinary							
Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]* 100	(7)= [(5)/(2)]* 100
E-Voting		3703		3463	240	93.52	6.48
Poll		102667782		102667782	0	100	0
Total	10637674 5	102671485	96.52	10267124 5	240	99.99	0.01

f) Resolution 6: To approve the appointment and remuneration of Mr. Chirag Baijal (DIN: 08465289) as Managing Director of the Company

Resolution required: Special

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Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]* 100	(7)= [(5)/(2)]* 100
E-Voting		3703		3463	240	93.52	6.48
Poll		102667782		102667782	0	100	0
Total	106376745	102671485	96.52	102671245	240	99.99	0.01

g) Resolution 7: To re-appoint Mr. Narendra Singh Sisodia (DIN: 06363951) as an Independent Director on the Board of Directors of the Company

Resolution required: Special

Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]* 100	(7)= [(5)/(2)]* 100
E-Voting		3703		3463	240	93.52	6.48
Poll		102667782		102667782	0	100	0

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Total	10637674 5	102671485	96.52	10267124 5	240	99.99	0.01
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h) Resolution 8: To re-appoint Mr. Pankaj Prakash Sahni (DIN: 07132999) as an Independent Director on the Board of Directors of the Company

Resolution required: Special							
Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]* 100	(7)= [(5)/(2)]* 100
E-Voting		3703		3463	240	93.52	6.48
Poll		102667782		102667782	0	100	0
Total	10637674 5	102671485	96.52	10267124 5	240	99.99	0.01

i) Resolution 9: To ratify remuneration of Cost Auditors of the Company for the financial year 2019-20

Resolution required: Ordinary							
Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled

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	(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]* 100	(7)= [(5)/(2)]* 100
E-Voting		3703		3463	240	93.52	6.48
Poll		102667782		102667782	0	100	0
Total	10637674 5	102671485	96.52	10267124 5	240	99.99	0.01

Note:

1. Figures have been rounded off to their nearest numbers for ease of representation. Further we have taken figures in percentage upto two decimal places.
2. All the above Resolutions were passed with requisite majority.
3. We have not found any invalid votes/polling papers.
4. The details of the remote e-voting, polling process and all other relevant records such as authorizations and proxy papers will be sealed and handed over to the Director/Company Secretary/Authorised Representative, authorized by the Board for safe keeping.

For Vinod Kothari & Company
Practising Company Secretaries


Bunny Sehgal
Associate
M. No. 39598
CP No. 15161
Place: Gurgaon



Acknowledgement receipt of the Report
For Carrier Airconditioning and
Refrigeration limited


Chirag Baijal
Chairman
DIN: 08465289

Place: Gurgaon
Date: September 23, 2019