

VINOD KOTHARI & COMPANY

Practising Company Secretaries

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[Unique Code – P1996WB042300](#)

PAN No-AAMFV6726E

GSTIN No.-19AAMFV6726E1ZR

Udyog Aadhaar Number-WB10D0000448

To

The Chairman,

Carrier Airconditioning and Refrigeration Limited

Narsingpur, Kherki Daula Post,

Gurgaon - 122 001,

Haryana, India

Sub: Consolidated Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for the Extraordinary General Meeting ('EGM') of the Equity shareholders of Carrier Airconditioning and Refrigeration Limited ('Company') held on Monday, May 10, 2021 at 2.50 P.M. through Video Conferencing ('VC')/ Other Audio Video Mode ('OVAM')

Dear Sir,

1. I, Bunny Sehgal, Associate at M/s Vinod Kothari & Company, Practising Company Secretaries, (Membership No. ACS 39598 and C.P No. 15161) have been appointed as the Scrutinizer by the Board of Directors of the Company in terms of the Resolution passed by the Board of Directors in its meeting dated March 31, 2021 for the purpose of scrutinizing the remote e-voting and e-voting during the EGM (**Collectively referred to as the 'E-voting'**) as per the provisions of Section 108 of Companies Act, 2013 (**'the Act'**) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (**'MGT Rules'**) read with amendments thereto, on the businesses contained in Notice of the EGM of the Company and 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 other applicable notifications/circulars (collectively referred to as "MCA Circulars") issued by Ministry of Corporate Affairs ("MCA").
2. In terms of Section 108 of the Act read with Rule 20 of MGT Rules, in connection with all resolutions proposed at the EGM, the Company availed services of Central Depository Services India Limited (**'CDSL'**) and provided E-voting facility to the equity shareholders of the Company by way of remote e-voting and e-voting during the EGM.
3. The management of the Company is responsible to ensure the compliance of the requirements of the Act, rules, circulars and notifications issued by the Ministry of Corporate Affairs (**'MCA'**) relating to the E-voting on the businesses set out in the Notice of the EGM. My responsibility as a Scrutinizer is restricted in making a Consolidated Scrutinizer's Report of the votes cast "IN FAVOUR" or "AGAINST" the business set out in the Notice of EGM, based on the reports generated from the e-voting system of CDSL, the authorized agency engaged by the Company.
4. The e-voting period to facilitate remote e-voting by equity shareholders of the Company as on Monday, May 03, 2021 ("Cut-off date"), remained open from Friday, May 7, 2021 (9:00 a.m. IST) to Sunday, May 9, 2021 (5:00 p.m. IST) and the CDSL remote e-voting platform was blocked thereafter.

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5. The Company had also provided the e-voting facility to the shareholders present at the EGM through VC/OAVM and who had not cast their vote earlier through remote e-voting. The shareholders of the Company holding shares as on the Cut-off date, were entitled to vote on the resolutions as contained in the Notice of the EGM. The CDSL e-voting platform was re-opened during the EGM and the same was kept open for 15 minutes after conclusion of the EGM.
6. The votes cast through the E-voting facility were unblocked by me in the presence of Ms. Anushka Vohra, and Mr. Harsh Juneja, who acted as the witnesses, as prescribed in sub-rule 4(xii) of Rule 20 of the MGT Rules. I have scrutinized and reviewed the E-voting results based on the data downloaded from the CDSL e-voting system.
7. I now submit the Consolidated Report as under:

Resolution No. 1: To approve the appointment of Statutory Auditors to fill the casual vacancy.(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
40	102666242	100.00

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
3	325	0.00

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
-	-	-

Resolution No.2: To approve the appointment and remuneration of Ms. Simran Thapar (DIN: 09026461) as Whole-time Director on the Board of Directors of the Company.(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
33	102664638	100.00

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
10	1929	0.00

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
-	-	-

8. The figures have been taken upto two decimal places.
9. In cases where votes are casted in both, remote e-voting and e-voting system at the EGM, only the vote casted in remote e-voting are taken into account in respect of such shareholder.
10. In view of the above scrutiny, I hereby certify all the above Resolutions have been passed with requisite majority on May 10, 2021.
11. The details of the E-voting along with authorizations as received, 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**

**Acknowledgement receipt of the Report
For Carrier Airconditioning and Refrigeration Limited**

**Bunny Sehgal
Associate
M. No. 39598
CP No. 15161**

**Date: 11.05.2021
Place: Ambala City**

**Chirag Baijal
Chairman
DIN: 08465289**

**Date:11.05.2021
Place: Gurgaon**