



UTC Fire & Security

A United Technologies Company

UTC FIRE & SECURITY INDIA LIMITED

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Transcript of the Extra Ordinary General Meeting dated 26th November, 2020

Welcome Address – Sh. Srinivas Kotni

I welcome the members to the Extra-Ordinary General Meeting of the Company. This meeting is being held through video conference in accordance with the circulars issued by the Ministry of Corporate Affairs. For safety reasons, each of us is in a different location. Before we start the main proceedings of the meeting, **I request Shri. Muthalagappan Karuppiah - Whole Time Director** of the Company to introduce himself and my colleagues on the video conference and proceed further.

Shri. Muthalagappan Karuppiah: Good morning everyone. I am Muthalagappan Karuppiah. I am the Whole Time Director of UTC Fire & Security India Limited. I am in Bangalore in my home.

Joined with me are:

1. Mr. Sanjiv Goel - Independent Director of the Company.
2. Mr. Farokh Madan - Non-Executive Director of the Company
3. Ms. Uma Varadarajan – Chief Financial Officer of the Company
4. Mr. Anurag Gupta - Company Secretary of the Company.

Apart from them, we also have senior management joining from their respective locations along with **Mr. Deepak Kukreja**, Partner DMK Associates, Company Secretaries.

With the permission of Chair, I declare that we have the requisite quorum present through video conference to conduct the proceedings of this meeting. Participation of members through video conference is being reckoned for the purpose of quorum as per the circulars issued by MCA and Section 103 of the Companies Act, 2013. The quorum being present, I call this meeting to order.

I now request **Mr. Anurag Gupta, Company Secretary**, to provide general instructions to the members regarding participation in this meeting.

Anurag Gupta - Company Secretary:

Hi, Good Morning everyone. Members may note that this Extra-Ordinary General Meeting is being held through video conference in accordance with the Companies Act 2013 and circulars issued by the Ministry of Corporate Affairs. Facility for joining this meeting through video conference or other audio-visual means is made available for the members on a first-come-first-served basis. The notice of the EGM has already been uploaded on the website - <https://www.carrier.com/commercial/en/in/investor/>.

As the EGM is being held through video conference, the facility for appointment of proxies by the members was not applicable and hence the proxy register for inspection is not available.

The Company had provided the facility to cast the votes electronically, on all resolutions set forth in the Notice. Members who have not cast their votes yet electronically and who are participating in this meeting will have an opportunity to cast their votes during the meeting through the e-voting system provided by CDSL.

Thank you very much.

Request all directors to elect Chairman of this Meeting. (Sh. Srinivas Kotni was elected as the Chairman of the Meeting).

Chairman: Sh. Srinivas Kotni

Thank you, Mr. Anurag.

Dear Shareholders,

Good Afternoon,

On behalf of UTC Fire & Security India Limited, Board of Directors, I am happy to welcome you all to the Extra-Ordinary General Meeting (“EGM”) of your company.

As you know that post the spin-off of Carrier from United Technologies Corporation, the company is now required to change the name United Technologies to Carrier and accordingly the company has applied with the Ministry of Corporate Affairs (“MCA”) for name change with the new name - **Carrier Technologies India Limited** and the same has been now reserved by the MCA. The purpose of conducting this EGM is therefore to request you all to approve the change the name of the company and for amending the MOA, AOA and the Object Clause of the Company.

With this I would like to conclude my speech. On behalf my colleagues on the Board I wish to express our thanks to all our members, all business associates and employees at all levels for their untiring efforts in ensuring all round operational performance and we look forward your continued support in the future as well.

The Company has taken all feasible efforts under the current circumstances to enable members to participate through video conference and vote at the EGM. I thank all the members, colleagues on the Board and the management team for joining this meeting over video conference. I hope all of you are safe and are in good health.

As the Notice is already circulated to all the members, I take the Notice convening the meeting as read.

Before we proceed, I am pleased to bring to your notice that, as required under the Companies Act, 2013, the Company had provided you all the facility to cast your vote electronically, on all resolutions set forth in the Notice. Members who have not cast their vote electronically and who are participating in this meeting will have an opportunity to cast their votes through the e-voting system provided by CDSL. Members may please note that there will be no voting by show of hands.

I now take up the resolutions as set forth in the Notice (We can take questions from the shareholder).

1. To approve the Change in the Name of the Company and consequent amendment in the Memorandum and Articles of Association of the Company.
2. To approve the amendment in the Object Clause of the Memorandum of Association of the Company.

Members may note that the voting on the CDSL platform will continue to be available for the next 15 minutes. Therefore, members who have not cast their vote yet are requested to do so. The Board of Directors has appointed Mr. Deepak Kukreja, Partner, DMK Associates, Practicing Company Secretary, as the scrutinizer to supervise the e-voting process. Further, I hereby authorize Mr. Anurag Gupta, the Company Secretary, to declare the result of the voting and place the results on the website of the Company at the earliest. The resolutions, as set forth in the Notice, shall be deemed to be passed today subject to receipt of requisite number of votes.

Thank you all for attending the meeting and I hereby declare the proceedings as closed.

We would like to extend vote of thanks to all the shareholders and Board Members for participation in the meeting and we look forward your continuous support in the future. Thank you so much.

Mr. Anurag Gupta, Company Secretary then mentioned that there was shareholder named Mr. Aspi Bhesania who had registered himself as a speaker.

Mr. Aspi Bhesania, Shareholder:

Can you hear me?

Can you see me?

At the first, I would like to ask the CDSL Moderator not to mute me till the questions are answered by the Shareholders. Before I could ask a similar question, the moderator muted me.

Now, I would like to know how is the quorum today and how much is required?

Mr. Srinivas Kotni:

Anurag, please answer the question.

Anurag Gupta:

The requisite quorum is 15 and we have 15 members.

Mr. Aspi Bhesania, Shareholder:

On the notice of the meeting, when I dialed the no. mentioned in the notice, no one picked up. I tried calling up on the Gurgaon no., but no one picked up. The Company Secretary should also provide his cell no.

Now you are changing the no. of the company to Carrier. Will it be the same as Carrier? What is your business? Will it be the air conditioning business?

Ms. Sumita Dass, Assistant Director – Legal:

Sir, the business remains the same.

Mr. Aspi Bhesania, Shareholder:

Okay, so you are merging the business with Carrier. Okay, I request you to keep dedicated shareholder's meeting every time but do not hold the meeting at the end of the September as there are so many meetings. You can hold the meeting in June / July.

Mr. Srinivas Kotni:

Okay, Mr. Bhesania, we will consider that.

Mr. Aspi Bhesania, Shareholder:

Okay, and Mr. Gupta can call me later on and give me his no.

Thank You.

Mr. Srinivas Kotni:

Anurag, have we received any other request from any other shareholder.

Mr. Anurag Gupta:

No, sir.

Mr. Srinivas Kotni:

Mr. Deepak Kukreja, will you be declaring the results of the e-voting today itself?

Mr. Deepak Kukreja, Scrutinizer:

15 minutes prior, I will take the report from CDSL system and at the end of the date I will give the result and give the report to the company.

Mr. Srinivas Kotni:

Any other formalities left for the EGM?

Mr. Anurag Gupta:

There are no formalities left.

Mr. Srinivas Kotni:

Therefore, we can declare the meeting as closed.

Mr. Deepak Kukreja:

The voting will continue for another 15 minutes. All the Directors can now leave the meeting.

The meeting concluded at IST 12:45 P.M. after conclusion of e-voting.

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- 2) This transcript has been edited for the purpose of clarity and better reading.