



# ANNUAL REPORT

**2021-22**

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# DEAR SHAREOWNERS,

While Carrier Global Corporation became an independently listed company on April 3<sup>rd</sup> 2020 on NYSE (New York Stock exchange), we in India completed our second fiscal year successfully executing on our growth initiatives. We have accelerated technological & digital innovation while delivering results to our stakeholders through the Covid 19 disruptions to life & businesses.

Carrier India started the 'Make in India' journey almost 34 years ago & has been creating solutions for the people, sustainably & is uniquely positioned to carry on this legacy forward as India becomes a beacon of hope & growth across global economies.

Amid the disruptions to the supply chains & the broad-based inflation, Carrier India delivered strong performance along with year-over-year growth. In spite of the Covid wave in the first quarter of the fiscal year we worked together with our stakeholders including employees, dealer partners & vendors to serve our customers while collaborating to support the well being of all in the Carrier community.

The air borne nature of the Covid 19 virus also shone the light on the Indoor Environment Quality & Carrier led the conversations & solutions through our 'Healthy Buildings' initiative. Besides the progressive work on managing the quality of indoor air, Carrier continued the leadership in effective & connected cold chain that preserves, protects & extends the supply of vaccines and food.

**Chirag Baijal**  
Managing Director

# NOTICE OF THE 30<sup>TH</sup>

## ANNUAL GENERAL MEETING



**NOTICE** is hereby given that the 30th (Thirtieth) Annual General Meeting of members of Carrier Airconditioning & Refrigeration Limited (the "company") will be held on Wednesday, September 21, 2022 at 2.30 P.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 March 31, 2022 and the report of Board of Directors and Auditors thereon 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** the audited financial statements of the company for the financial year ended March 31, 2022 together with the report of Board of Directors and Auditors thereon be and are hereby considered and adopted."

2. To appoint Mr. Pritesh Agrawal (DIN: 08757017) who retires by rotation and being eligible, offers himself for re-appointment as a director of the company 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** Mr. Pritesh Agrawal (DIN: 08757017) who retires by rotation and being eligible, offers himself for re-appointment be and is hereby re-appointed as a director of the company liable to retire by rotation."

3. To declare Dividend of Rs. 1 per equity share for the financial year ended March 31, 2022 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** dividend of Rs. 1 per equity share of Rs. 10 each as recommended by the Board

of Directors be and is hereby declared for the financial year ended March 31, 2022 and shall be paid to members of the company whose names appear in the register of members as on September 14, 2022 and the same be paid out of the profits of the company.

### SPECIAL BUSINESS:

4. To appoint Mr. Siraj Azmat Chaudhry (DIN: 00161853) as independent director on the Board of Directors of the company and in this regard to consider and if thought fit to pass, with or without modification(s), the following resolution as Ordinary Resolution:

**"Resolved that** pursuant to the recommendation of nomination and remuneration committee of the company and pursuant to the provisions of section 149, 150 and 152 read with schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modifications and/or re-enactment thereof for the time being in force Mr. Siraj Azmat Chaudhry (DIN: 00161853) who was appointed as an additional director of the company and who fulfills the criterion for independence as provided in Section 149(6) of the Act, and who holds office up to the date of the annual general meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a period of (2) two consecutive years with effect from November 29, 2021 to November 28, 2023 and not liable to retire by rotation.

**Resolved further that** for the 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 to give effect the above said resolution."



5. To ratify remuneration of cost auditors of the company for the financial year 2022-23 and in this regard to consider and if though fit to pass, with or without modification(s), the following resolution as an ordinary resolution:

**“Resolved that** pursuant to the provisions of section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 including any statutory modification and/or re-enactment thereof for the time being in force the remuneration of Jain Sharma and Associates, Cost Accountants (Firm Registration No. 000270) who have been appointed as cost auditors by the Board of Directors on the recommendation of audit committee to conduct the audit of the cost records of the company, as per the scope

of work approved by the Board of Directors for the financial year 2022-23 at the remuneration of Rs. 3,45,800/- (Rupees Three Lakh Forty-Five Thousand and Eight Hundred only) excluding out of pocket expenses and taxes applicable as determined by the Board of Directors be and is hereby ratified.

**Resolved further that** any director or chief financial officer or company secretary of the company be and is hereby severally authorized to do all such necessary acts, deeds as may be required to give effect to this resolution including but not limited to making necessary filings with office of Registrar of Companies and to issue certified true copy of this resolution as and when required.”

**Registered Office:**

**Carrier Airconditioning & Refrigeration Limited**

**CIN: U74999HR1992FLC036104**

**Regd. Office:** Narsingpur, Kherki Daula Post,  
Gurgaon – 122001, Haryana

**Website:** [www.carrierindia.com](http://www.carrierindia.com)

**E-mail:** [secretarial@carrier.com](mailto:secretarial@carrier.com)

**Tel: +91-124-4825500**

**Fax: +91-124-2372230**

**Date:** August 3, 2022

**Place:** Gurugram

By order of the Board of Directors

For **Carrier Airconditioning & Refrigeration Limited**

**Sd/-**

**Pritesh Agrawal**

Whole-time Director &

Chief Financial Officer

DIN: 08757017

# 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 General Circular No. 19/2021 dated December 8, 2021, and General Circular No. 21/2021 dated December 14, 2021, and General Circular No. 2/2022 dated May 5, 2022 and/or any other applicable notification/circular (collectively referred to as "MCA Circulars") issued by Ministry of Corporate Affairs ("MCA") wherein MCA permitted convening of 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 and the rules made thereunder the 30th AGM of the company will be held through VC/OAVM and the members can attend and participate in the 30th AGM of the company through VC/OAVM. The deemed venue for the 30th AGM of the company shall be the registered office of the company i.e., Narsingpur, Kherki Daula Post, Gurugram-122001, 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 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 30th AGM 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 30th AGM 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 Companies Act 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, for participate in the AGM through VC/OAVM facility and e-voting during the AGM.
4. Since the 30th 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 appointment at this Meeting are provided in the notes and Explanatory Statement to the Notice.  
**DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:**
6. In compliance with the MCA Circulars Notice of the 30th AGM of the company along with the Annual Report 2021-22 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 2021- 22 will also be available on the company's website [www.carrier.com/building-solutions/en/in/investor/](http://www.carrier.com/building-solutions/en/in/investor/) and on the website of Registrars and Share Transfer Agent of the company i.e. MCS Share Transfer Agent Limited ("MCS Share Transfer Agent") at <http://www.mcsregistrars.com/downloads.php> and also on the website of Central Depository Services (India) Limited (CDSL) , agency appointed for providing the remote e-voting and e-voting systems during the 30th AGM at [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 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 [secretarial@carrier.com](mailto:secretarial@carrier.com) or to Registrar & Share Transfer agent of company i.e. MCS Share Transfer Agent Limited, F-65, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi -110020 at [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com).

Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participant which is mandatory while e-voting and joining virtual meetings through Depository.

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

8. Members will be provided with a facility to attend the 30th 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 company will be displayed after successful login as per the instructions mentioned for e-voting.
9. 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.
10. Members can join the 30th AGM through VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting. The facility of participation at the 30th 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 30th AGM without restriction on account of first come first served basis.
11. Members are encouraged to join the meeting through Laptops / iPad for better experience.
12. 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.

13. The Members will be required to allow camera and use internet with a good speed to avoid any disturbance during the 30th AGM.
14. 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 to the company at [secretarial@carrier.com](mailto:secretarial@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 30th AGM 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 to the company at [secretarial@carrier.com](mailto:secretarial@carrier.com). These queries will be replied by the company suitably by email.

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

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 and 5th May, 2020, 15th June, 2020, 28th September 2020, 31st December 2020, 23rd June, 2021, 8th December, 2021 and 5th May 2022 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 of AGM. The members 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 member using remote e-voting as well as the e-voting system on the date of the 30<sup>th</sup> AGM will be provided by CDSL.



The voting period begins on 18th September 2022 at 9.00 a.m. and ends on 20th September 2022 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 14th September 2022 may cast their votes electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.

Despite availability of e-voting facility it has been observed that the participation by the public non- institutional shareholders/retail shareholders is at a negligible level. Currently there are multiple e-voting service providers (ESPs) providing e-voting facility in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords

by the shareholders. In order to increase the efficiency of the voting process pursuant to a public consultation it has been decided to enable e-voting to all the Demat account holders by way of a single login credential, through their Demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their votes without having to register again with the ESPs, thereby not only facilitating seamless authentication but also enhancing ease and convenience of participation in e-voting process. Accordingly, individual shareholders holding securities in Demat mode can vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their Demat accounts in order to access e-Voting facility.

**The Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with Central Depository Services India Limited (CDSL)	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user ID and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting their vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are also links provided to access the system of all e-voting Service Providers i.e., CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN Number from an e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered mobile &amp; email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting service providers.</li> </ol>

Individual Shareholders holding securities in Demat mode with National Securities Depository Limited (NSDL)	<ol style="list-style-type: none"> <li>1. If the user is already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a personal computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen digit demat account number hold with NSDL), Password/OTP and a verification code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.	

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL	
Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**For Members holding shares in Physical Form and other than individual shareholders holding shares in Demat.**

- iii. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iv. Click on “Shareholders” module.
- 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 [www.evotingindia.com](http://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	<p>Enter your 10 Digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by company/ MCS Share Transfer Agent or contact company/ MCS Share Transfer Agent at <a href="mailto:secretarial@carrier.com">secretarial@carrier.com</a> or <a href="mailto:admin@mcsregistrars.com">admin@mcsregistrars.com</a>.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <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. 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.
- 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 Airconditioning & Refrigeration 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 Demat account holder has forgotten the 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. 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 30<sup>th</sup> AGM ARE AS UNDER:**

16. The facility for voting through electronic voting system during the 30th AGM shall be made available only to those members who are present in the 30th 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 30th AGM is same as per instructions mentioned above for remote e-voting.

17. If any votes are cast by the shareholders through the e-voting available during the 30th AGM 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 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 30th AGM. However, they will not be eligible to vote at the 30th AGM. 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., 14<sup>th</sup> September 2022.
19. The Board of Directors have appointed Vinod Kothari & Company practicing company secretaries, New Delhi as scrutinizer to scrutinize the e-voting during 30<sup>th</sup> AGM 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:**

20. Non-Individual shareholders i.e., other than Individuals, HUF, NRI etc. and Custodians are required to log on to [www.evotingindia.com](http://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 mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their votes.
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 [secretarial@carrier.com](mailto:secretarial@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 30<sup>th</sup> 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, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 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 at [secretarial@carrier.com](mailto:secretarial@carrier.com) or to Registrar and Transfer agent of company by email at [admin@mcsregistrars.com](mailto:admin@mcsregistrars.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) by email to company at [secretarial@carrier.com](mailto:secretarial@carrier.com) or to Registrar and Transfer Agent of company by email at [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com).

After due verification the company / MCS 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 members during the 30<sup>th</sup> AGM of the company. Members seeking to inspect such documents can send an email to [secretarial@carrier.com](mailto:secretarial@carrier.com)
27. Members seeking any information with regard to the accounts or any matter to be placed at the 30<sup>th</sup> AGM are requested to write to the company on or before 7<sup>th</sup> September 2022 through email on [secretarial@carrier.com](mailto:secretarial@carrier.com) The same will be replied by the company suitably.

**IEPF RELATED INFORMATION:**

28. Pursuant to the provisions of section 124 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“IEPF Rules, 2016”) the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF) constituted by the Central Government.
29. As per the provisions of IEPF (Uploading of information regarding unpaid and unclaimed

amounts lying with companies) Rules, 2012 the company has uploaded the details of unpaid and unclaimed dividend amounts lying with the company on its website and the same can be accessed through the web-link: [www.carrier.com/building-solutions/en/in/investor/](http://www.carrier.com/building-solutions/en/in/investor/). The said details have also been uploaded on the website of investor education and protection fund and can be accessed through the link: [www.iepf.gov.in](http://www.iepf.gov.in).

30. The members who have not yet encashed their dividend warrant(s) for such period may send their request for revalidation of dividend warrant(s) or issue of duplicate dividend warrant(s) as the case may be to the company well before the due date of transfer to IEPF. Unclaimed amount of final dividend declared by the company for the financial year 2009-10 and 2014-15 was transferred to the Investor Education and Protection Fund in the year 2017 and 2021 respectively within the prescribed time.
31. Attention of the members is also drawn to the provisions of section 124(6) of the Companies Act, 2013 which require a company to transfer all the shares in respect of which dividend has not been paid or claimed for seven (7) consecutive years or more in the name of IEPF authority. In accordance with the aforesaid provision of the Companies Act read with IEPF Rules, 2016 as amended from time to time the company has already taken necessary action for transfer of all shares in respect of which dividend declared has not been paid or claimed by the members for seven (7) consecutive years or more. Members are advised to visit the web-link: [www.carrier.com/building-solutions/en/in/investor/](http://www.carrier.com/building-solutions/en/in/investor/) to ascertain details of shares transferred in the name of IEPF authority.

**INTIMATION FOR COMPULSORY TRANSFER OF EQUITY SHARES TO THE INVESTOR EDUCATION AND PROTECTION FUND ("IEPF") SUSPENSE ACCOUNT**

As you are aware, dividend declared by the Company is remitted either electronically or by sending dividend warrants to the registered address of the eligible shareholders.

As per Section 124(5) of the Companies Act,

2013, any dividend remaining unpaid/ unclaimed for a period of seven (7) years is required to be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has regularly uploaded on its website and also on the website of the Ministry of Corporate Affairs, Government of India, full details of such unpaid or unclaimed dividends before transferring to IEPF.

Further, Section 124 (6) requires that all the shares in respect of which unpaid/unclaimed dividend has been transferred to IEPF, shall also be transferred to IEPF. Ministry of Corporate Affairs has notified "Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016" which have come into force from September 7, 2016. The said Rules, amongst other matters, contain provisions for transfer of all shares in respect of which dividend has not been paid/claimed for seven consecutive years or more, in the name of IEPF Suspense Account.

We request you to claim the dividends for financial year 2016-17 and onwards if unclaimed by making an application along with (a) copy of PAN card (b) a cancelled cheque of your registered bank account and (c) the original un-encashed Dividend warrant or a duly filled in indemnity bond available on the website of the Company and send it to Registrar and Transfer Agents of Company i.e., MCS Share Transfer Agent Limited, F-65, 1st Floor, Okhla Industrial Area, Phase- I, New Delhi-110020. In case you fail to claim the above dividend, all your shares (whether held in physical or electronic form) will be transferred as per the said Rules by the Company to IEPF Suspense Account in the name of the Company.

As per the above mentioned Rules shares held in physical form are liable to be transferred to IEPF Suspense Account, by issuing duplicate share certificates and upon issue of such duplicate share certificates, the original share certificate(s) which stand registered in your name will be deemed cancelled and non- negotiable.

In case shares are held in Demat form and are liable to be transferred to IEPF Suspense Account, the Company will give Delivery Instruction Slip



to the Depository for transfer of shares to IEPF Suspense Account in the name of the Company.

However, you can claim from IEPF Authority, both unclaimed dividend amount and the shares transferred to IEPF Suspense Account by making an application in Form IEPF-5 online and sending the physical copy of the same duly signed (as per registered specimen signature) along with requisite documents enumerated in the said Form IEPF-5 to the Company at its registered office or to MCS Share Transfer Agent Limited, Registrar and Transfer Agent of the Company at F-65, 1st Floor, Okhla Industrial Area, Phase- I, New Delhi-110020 for verification of your claim. The Company shall send a verification report to IEPF Authority for payment of the unclaimed dividend amount and transfer of the relevant shares back to the credit of the shareholder.

In case the company do not hear anything on this intimation we shall, with a view to complying with the requirements of the said Rules, transfer

To the Company  
**Carrier Airconditioning & Refrigeration Limited**  
(U74999HR1992FLC036104)  
Narsingpur, Kherki Daula post,  
Gurugram – 122001, Haryana, India  
**Phone:** 0124 4825500  
**Fax:** + 91 124 2372230  
**Email:** [secretarial@carrier.com](mailto:secretarial@carrier.com)  
**Website:** <http://www.carrierindia.com>

the shares to IEPF Suspense Account in the name of the company by the due date as per procedure stipulated in the Rules, without any further notice. Please note that no claim shall lie against the company or against MCS Share Transfer Agent Limited, Registrar and Transfer Agents of the company in respect of unclaimed dividend amount and shares transferred to IEPF authority/ suspense account in the name of the company pursuant to the said Rules.

The IEPF Rules and the application form (Form IEPF-5), as prescribed by the Ministry of Corporate Affairs, are available on the website of the company at <https://www.carrier.com/commercial/en/in/investor/> unclaimed dividends/ and also on the website of the Ministry of Corporate Affairs at [www.iepf.gov.in](http://www.iepf.gov.in). Please feel free to contact the company/ MCS Share Transfer Agent Limited in case you have any queries at their following address/email/ telephone number:

To the Registrar and Transfer Agents  
**MCS Share Transfer Agent Limited,**  
(U67120WB2011PLC165872),  
F-65, 1st Floor, Okhla Industrial Area,  
Phase- I, New Delhi – 110020  
**Tel No.** +91 11 41406149  
**Email id:** [bonds@mcsregistrars.com](mailto:bonds@mcsregistrars.com)  
[admin@mcsregistrars.com](mailto:admin@mcsregistrars.com)  
**Website:** [www.mcsregistrars.com](http://www.mcsregistrars.com)

## **DIVIDEND RELATED INFORMATION**

Subject to approval of members at the 30th AGM the dividend will be paid within timelines prescribed under law to the members whose names appear in the company's register of members as on the record date and in respect of the shares held in dematerialised mode, to the members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date. Payment of dividend shall be made through electronic mode to the members who have updated their bank account details. Dividend warrants / demand drafts will be dispatched to the registered address of the members who have not updated their bank account details. Members are requested to register / update their complete bank details and PAN:

- (a) with their Depository Participant(s) with which they maintain their Demat accounts, if shares are held in dematerialised mode, by submitting forms and documents as may

be required by the Depository Participant(s); and

- (b) with the company/MCS Share Transfer Agent by emailing at [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com) if shares are held in physical mode by submitting: (i) scanned copy of the signed request letter which shall contain member's name, folio number, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details) (ii) self-attested copy of the PAN card and (iii) cancelled cheque leaf.

### **TAX DEDUCTIBLE AT SOURCE / WITHHOLDING TAX:**

Pursuant to the requirement of Income Tax Act, 1961, the company will be required to withhold taxes at the prescribed rates on the dividend paid to its shareholders. The withholding tax rate would vary depending on the residential status of the shareholder and documents submitted by shareholder with the company/ MCS Share Transfer Agent / Depository Participant.

#### **A. Resident Shareholders:**

##### **A.1. Tax Deductible at Source for Resident Shareholders**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Withholding tax rate</b>	<b>Documents required (if any) / Remarks</b>
1.	Valid PAN updated in the company's register of members	10%	No document required. If dividend does not exceed Rs. 5,000/-, no TDS/ withholding tax will be deducted. Also, please refer note (v) below.
2.	No PAN/Valid PAN not updated in the company's register of members		TDS/ Withholding tax will be deducted, regardless of dividend amount, if PAN of the shareholder is not registered with the company/ MCS Share Transfer Agent / Depository Participant. All the shareholders are requested to update, on or before September 14, 2022, their PAN with their Depository Participant (if shares are held in electronic form) and company / MCS Share Transfer Agent (if shares are held in physical form). Please quote all the folio numbers under which you hold your shares while updating the records. Please also refer note (v) below.
3.	Availability of lower/ nil tax deduction certificate issued by Income Tax Department u/s 197 of Income TaxAct, 1961	Rate specified in the certificate	Lower tax deduction certificate obtained from Income Tax Authority to be submitted on or before September 14, 2022

A.2. No Tax Deductible at Source on dividend payment to resident shareholders if the Shareholders submit following documents as mentioned in column no. 4 of the below table with the Company / MCS Share Transfer Agent / Depository Participant on or before September 14, 2022.

Sr. No.	Particulars	Withholding tax rate	Documents required (if any) / Remarks
1.	Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs) / Other Non- Resident shareholder	20% (plus applicable surcharge and cess) or tax treaty rate, whichever is beneficial	FPI registration certificate in case of FIIs / FPIs. To avail beneficial rate of tax treaty following tax documents would be required: 1. Tax Residency certificate issued by revenue authority of country of residence of shareholder for the year in which dividend is received 2. PAN or declaration as per Rule 37BC of Income Tax Rules, 1962 in a specified format. 3. Form 10F filled & duly signed 4. Self-declaration for non-existence of permanent establishment/ fixed base in India (Note: Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non-Resident shareholder and review to the satisfaction of the Company)
2.	Indian Branch of a Foreign Bank	NIL	Lower tax deduction certificate u/s 195(3) obtained from Income Tax Authority Self-declaration confirming that the income is received on its own account and not on behalf of the Foreign Bank and the same will be included in taxable income of the branch in India
3.	Availability of Lower/ NIL tax deduction certificate issued by Income Tax Authority	Rate specified in certificate	Lower tax deduction certificate obtained from Income Tax Authority
4.	Any non-resident shareholder exempted from WHT deduction as per the provisions of Income Tax Act or any other law such as The United Nations (Privileges and Immunities) Act 1947, etc.	NIL	Necessary documentary evidence substantiating exemption from WHT deduction

(i) The Shareholders will be able to download Form 26AS from the Income Tax Department's website <https://incometaxindiaefiling.gov.in>

(ii) The aforesaid documents such as Form 15G/ 15H documents under sections 196, 197A, FPI Registration Certificate, Tax Residency Certificate, Lower Tax certificate etc. can be sent on email [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com) and [secretarial@carrier.com](mailto:secretarial@carrier.com) on or before September 14, 2022 to enable the company to determine the appropriate TDS / withholding tax rate applicable. Any communication



on the tax determination/deduction received after September 13, 2022 shall not be considered. Formats of Form 15G / Form 15H are available on the website of the company and can be downloaded from the link <https://www.carrier.com/commercial/en/in/investor/unclaimed-dividends/>

- (iii) Application of TDS rate is subject to necessary verification by the company, of the shareholder details as available in register of members as on the record date and other documents available with the company/ MCS Share Transfer Agent.
- (iv) In case TDS is deducted at a higher rate an option is still available with the shareholder to file the return of income and claim an appropriate refund.
- (v) No TDS will be deducted in case of resident individual shareholders who furnish their PAN details and whose dividend does not exceed Rs. 5,000/-. However, where the PAN is not updated in Company/ MCS Share Transfer Agent / Depository Participant records or in case of an invalid PAN, the Company will deduct TDS u/s 194 without considering the exemption limit of Rs. 5,000/-.
- (vi) All the shareholders are requested to update their PAN with their Depository Participant (if shares are held in electronic form) and Company / MCS Share Transfer Agent (if shares are held in physical form) against all their folio holdings on or before September 14, 2022.
- (vii) In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the shareholder, such shareholder will be responsible to indemnify the company and also provide the company with all information / documents and co-operation in any appellate proceedings. This communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Shareholders should consult their tax advisors for requisite action to be taken by them.

## **OTHER INFORMATION**

- 32. Members attending the 30th AGM through VC/ OAVM shall be reckoned for the purpose of the quorum under section 103 of the Companies Act.
- 33. The company's ISIN number is INE040I01011.
- 34. 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 MCS Share Transfer Agent Ltd. 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.
- 35. In case of joint holders 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.
- 36. Pursuant to section 72 of the Companies Act, 2013 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.
- 37. Non-resident Indian members are requested to inform the company's Registrar and Share Transfer Agent i.e., MCS Share Transfer Agent 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.
- 38. 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.

39. The register of members and the share transfer register of the company will remain closed from September 15, 2022 till September 21, 2022 (both days inclusive) for the purpose of 30th AGM. The cut-off date to determine the eligibility for the purpose of voting through electronic means and e-voting during the 30th AGM is September 14, 2022.
40. 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., September 14, 2022 shall only be entitled to avail the facility of remote e-voting / e-voting during 30th 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., September 14, 2022 may obtain their user ID and password for remote e-voting and e-voting during 30th AGM by sending a request to Registrar and Share transfer agent i.e., MCS Share Transfer Agent Limited at [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com). A person who is not a member as on the cut-off date should treat this Notice of AGM for information purposes only.
41. The scrutinizer after scrutinizing the votes casted at the 30th AGM (e-voting during 30th AGM) and through remote e-voting, will not exceeding

3 days from the conclusion of the 30th 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 30th 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 30th AGM subject to receipt of the requisite number of votes in favor of the resolutions.

42. Additional information in respect of Mr. Pritesh Agrawal (DIN: 08757017) as per the secretarial standard is given herein below:
  - i. Name & Designation of the Director: Mr. Pritesh Agrawal, Whole-time Director
  - ii. Director Identification Number: 08757017
  - iii. Date of Birth (Age in years) August 16, 1976 (45 years)
  - iv. Original Date of Appointment: June 8, 2020
  - v. Qualifications: Chartered Accountant and Company Secretary.
  - vi. Experience & expertise in specific functional area: 20 plus years varied experience across manufacturing and service sectors - Airconditioning and Refrigeration, Elevators, Security Systems, Pharmaceuticals, Cement and Plastics. Worked extensively on Financial Planning, Controllership, Business finance, Taxes and Treasury aspect in various finance positions
  - vii. Shareholding in the company: Nil
  - viii. Remuneration last drawn from company in FY 2021-22: 1,15,40,887/-
  - ix. Number of board meetings attended during the financial year: Three (3)
  - x. Terms & conditions of appointment/ re-appointment and remuneration: Appointed

as a whole- time director liable to retire by rotation as per nomination & remuneration policy forming part of director's report

- xi. Relationship with other director/KMP: No relationship with other director/KMP
- xii. Directorships held in other companies: Nil
- xiii. Members/Chairmanship of committees in public limited companies in India: Carrier Airconditioning & Refrigeration Limited – member of audit committee, stakeholder relationship committee and corporate social responsibility committee.

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

**Item No. 4: To appoint Mr. Siraj Azmat Chaudhry (DIN: 00161853) as Independent Director on the Board of Directors of the company:**

- (i) Name & Designation of the Director: Mr. Siraj Azmat Chaudhry, Independent Director
- (ii) Director Identification Number: 00161853
- (iii) Date of Birth (Age in years): January 8, 1967 (55 years)
- (iv) Original Date of Appointment: November 29, 2021
- (v) Qualifications: MPIB, International Business Management from Indian Institute of Foreign Trade and Commerce graduate from Shri Ram College of Commerce.
- (vi) Experience & expertise in specific functional area: With over 30 years of experience Mr. Siraj Azmat Chaudhry is an industry expert, thought leader, innovator and a leading voice in the agriculture and food industry.

(vii) Terms & conditions of appointment/re-appointment and remuneration: Appointed as a non-executive Independent Director and is not liable to retire by rotation as per nomination & remuneration policy forming part of director's report.

(viii) Relationship with other director/KMP: No relationship with other director/KMP

(ix) Shareholding in the company: Nil

(x) Remuneration last drawn from company in FY 2021-22: 2,40,000/- (sitting fees)

(xi) Number of board meetings attended during the financial year: Three (3)

(xii) Directorships held in other companies: 8 (Eight)

(xiii) Members/Chairmanship of committees in public limited companies in India: 12 (Twelve)

The Board of Directors has appointed Mr. Siraj Azmat Chaudhry (DIN: 00161853) as Independent Director of the company for a period of 2 (two) years with effect from November 29, 2021 to November 28, 2023.

Mr. Siraj Azmat Chaudhry has given a declaration to the Board that he meets the criterion of independence as provided in Section 149(6) of Companies Act, 2013. His brief resume is stated herein below. Copy of the letter of appointment is available for inspection by members at the Registered Office of the Company.

Mr. Siraj Azmat Chaudhry is an industry expert, thought leader, innovator and a leading voice in the agriculture and food industry. He is an important voice on issues concerning agriculture, food safety, and Nutrition. He has worked extensively with industry, the social sector, and the Government on transformational and numerous nation-building

projects. He currently serves as Director of National Commodities Management Services Limited (NCML) and the Co-chair of the National Committee for Agriculture at FICCI and a member of CDC Group's Food & Agriculture Advisory Council. Mr. Siraj serves as an Independent Director on the boards of Tata Consumers Products Ltd., Tata Coffee Ltd., Dhanuka Agritech, and Jubilant Ingrevia Ltd. He also serves as additional director on the board of Bikaji Foods International Limited. He has, in the past, been an Independent Director on the Board of IndusInd Bank. He was the Chairman of Cargill India, the Indian arm of Cargill Inc., where he led the build and expansion of Cargill's Food Business in India.

It is proposed to seek members approval for resolution given in item number 4 for appointment of Mr. Siraj Azmat Chaudhry (DIN: 00161853) as independent director of the company with effect from November 29, 2021.

The Board of Directors recommends the resolution set out at item number 4 of the Notice of AGM to approve the appointment of Mr. Siraj Azmat Chaudhry (DIN: 00161853) as independent director on the Board of Directors of the company for two years with effect from November 29, 2021.

The relevant documents referred to in the Notice of 30th AGM will be available electronically for inspection by the members during 30th AGM of the company on the website of the company at [www.carrier.com/building-solutions/en/in/investor/](http://www.carrier.com/building-solutions/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 [secretarial@carrier.com](mailto:secretarial@carrier.com).

Mr. Siraj Azmat Chaudhry (DIN: 00161853) is interested in the resolution set out at item number 4 of the notice. 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.

**Item No. 5: To ratify remuneration of cost auditors of the company for the financial year 2022-23:**

In terms of the provisions of section 148(3) of the Companies Act, 2013 read with rule 14 of the Companies (Audit & Auditors) Rules, 2014 the remuneration payable to the cost auditors shall be fixed by the Board of Directors of the company on the recommendation of the audit committee and the same shall be subsequently ratified by the members of the company at a general body meeting.

The Board of Directors of the company on the recommendation of the audit committee have approved the remuneration of Jain Sharma & Associates, Cost Accountants (Firm Registration Number 000270) as cost auditors of the company to conduct the audit as per the scope of work approved by the Board of Directors of the cost records of the company for the financial year 2022-23 at a remuneration of Rs. 3,45,800/- (Rupees Three Lakh Forty-Five Thousand and Eight Hundred Only) excluding out of pocket expenses and taxes as applicable.

Accordingly, the consent of the members is sought by passing an ordinary resolution as set out at item number 5 of the notice for ratification of the remuneration payable to the cost auditors for the financial year 2022-23.



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/building-solutions/en/in/investor/](http://www.carrier.com/building-solutions/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 [secretarial@carrier.com](mailto:secretarial@carrier.com).

None of the directors/key managerial personnel/their relatives are in any way concerned or interested financially or otherwise in this resolution.

Registered Office:

**Carrier Airconditioning & Refrigeration Limited**

CIN: U74999HR1992FLC036104

Regd. Office: Narsingpur, Kherki Daula Post,  
Gurugram – 122001, Haryana

**Website:** [www.carrierindia.com](http://www.carrierindia.com)

**E-mail:** [secretarial@carrier.com](mailto:secretarial@carrier.com)

**Tel:** +91-124 4825500

**Fax:** +91-124-2372230

**Date:** August 3, 2022

**Place:** Gurugram

By order of the Board of Directors

**For Carrier Airconditioning & Refrigeration Limited**

**Sd/-**

**Pritesh Agrawal**

Whole-time Director &

Chief Financial Officer

DIN: 08757017