

Consolidated Scrutinizer's Report

[Pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended]

To
The Chairperson
CARRIER AIRCONDITIONING & REFRIGERATION LIMITED
Narsingpur, Kherki Daula Post, Gurgaon-122001, Haryana

Sub: Consolidated Scrutinizer's Report on e-voting (including voting by Physical ballot forms) conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

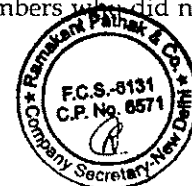
Ref: 23rd Annual General Meeting of the Equity Shareholders of Carrier Airconditioning & Refrigeration Limited held on Tuesday, the 22nd day of September, 2015 at Optus Sarovar Premiere, City Centre, 43-47, Sector-29, Gurgaon-122002

Dear Sir,

I, Ramakant Pathak, Proprietor of M/s. Ramakant Pathak & Co., Company Secretary in Practice have been appointed as Scrutinizer by the Board of Directors of Carrier Airconditioning & Refrigeration Limited ("the Company") vide resolution dated 14.08.2015 pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions passed at the 23rd Annual General Meeting of the Company held on September 22, 2015 at 12:30 P.M. at Optus Sarovar Premiere, City Centre, 43-47, Sector-29, Gurgaon-122002.

The notice dated August 14, 2015 convening Annual General Meeting of the Company along with Statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to the Shareholders in respect of the below mentioned resolution(s), proposed to be passed at the said Annual General Meeting (AGM) of the Company held on September 22, 2015 at 12:30 P.M. at Optus Sarovar Premiere, City Centre, 43-47, Sector-29, Gurgaon-122002.

The Company has availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting e-voting by the Shareholders of the Company. The Company has also provided voting by physical ballot forms to the members who did not have access to remote e-voting facility.



The Shareholders of the Company holding shares as on the "cutoff" date of September 15, 2015, were entitled to vote on the proposed resolutions as set out at item nos. 1 to 12 in the Notice of the 23rd AGM of Carrier Airconditioning & Refrigeration Limited.

The voting period for e-voting commenced on Friday, September 18, 2015 at 10:00 A.M. and ended on Monday, September 21, 2015 at 5:30 P.M. and the CDSL e-voting platform was blocked thereafter and the votes cast under e-voting facility were then unblocked in the presence of two witnesses, who are not in the employment of the Company. (Duly signed proof of witness of unblocking e-voting facility is attached as Annexure 1)

The ballot box was checked empty and was locked before initiation of ballot voting at the venue of the meeting. The same was witnessed by two members. (Duly signed proof of witness of locking of empty ballot box is attached as Annexure 2)

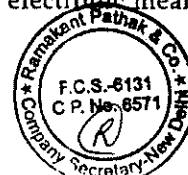
Further, after completion of the voting by physical ballot forms at the venue of the meeting, the ballot box was opened and the total numbers of ballot forms were counted. The same was witnessed by the two persons. (Duly signed proof of witness of locking of empty ballot box is attached as Annexure 3)

I have scrutinized and reviewed the voting through electronic means and in physical mode (Ballot paper) and votes tendered therein based on the data downloaded from Central Depository Services (India) Limited (CDSL) e-voting system and the ballot forms received respectively.

Following is the detail of total voting received through electronic means and physical Ballot forms.

Particulars	No. of members voted	No. of votes casted
Total voting by remote e-voting	1	1
Total no. of valid voting	1	1
Total No. of invalid voting	NIL	NIL
Total voting in physical mode(Physical ballot forms)	26	102683627
Total no. of valid voting	21	102640961
Total No. of invalid voting	5	42666
Grand Total No. of Valid Voting (including remote e-voting and in physical mode) which are counted for declaration of results.	22	102640962

Now I submit my Report as under on the result of the voting through electronic means and in physical mode in respect of the said Resolutions.



Item No. 1

Adoption of Audited statement of Profit and Loss, Balance sheet, Report of the Board of Directors and the Auditors for the year ended March 31, 2015 (Ordinary Resolution)

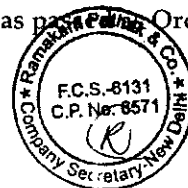
Voted in <u>FAVOUR</u> of the resolution			Voted <u>AGAINST</u> the resolution		
Number of Members voted	Number of votes cast (Shares)	% of total number of valid votes cast	Number of Members voted	Number of votes cast (Shares)	% of total number of valid votes cast
<u>Electronic Voting System</u>					
1	1	0.00%	NIL	NIL	NIL
Sub Total	1	0.00%	NIL	NIL	NIL
<u>Physical Ballot Forms</u>					
26	102683627	100%	NIL	NIL	NIL
Sub Total	102683627	100%	NIL	NIL	NIL
Grand Total	102683628	100%	NIL	NIL	NIL

Invalid votes

Total Numbers of Members whose votes were declared invalid	Total Number of votes cast by them	Reasons for considering the votes invalid
5	42666	The detail given into the Ballot forms are not matching with the Shareholders detail given by the Company

Result:

Considering the valid votes on the resolution, it is found that the vote casted in favor exceed the votes, casted against the resolution, so the resolution is considered as passed Ordinary Resolution.



Item No. 2

Declaration of dividend on Equity shares of the Company (Ordinary Resolution)

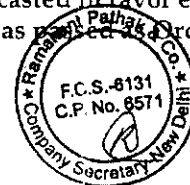
Voted in FAVOUR of the resolution			Voted AGAINST the resolution		
Number of Members voted	Number of votes cast (Shares)	% of total number of valid votes cast	Number of Members voted	Number of votes cast (Shares)	% of total number of valid votes cast
Electronic Voting System					
1	1	0.00%	NIL	NIL	NIL
Sub Total	1	0.00%	NIL	NIL	NIL
Physical Ballot Forms					
26	102683627	100%	NIL	NIL	NIL
Sub Total	102683627	100%	NIL	NIL	NIL
Grand Total	102683628	100%	NIL	NIL	NIL

Invalid votes

Total Numbers of Members whose votes were declared invalid	Total Number of votes cast by them	Reasons for considering the votes invalid
5	42666	The detail given into the Ballot forms are not matching with the Shareholders detail given by the Company

Result:

Considering the valid votes on the resolution, it is found that the vote casted in favor exceed the votes, casted against the resolution. so the resolution is considered as passed by Ordinary Resolution.



Item No. 3

Ratification of the appointment of M/s. Price Waterhouse & Co. Bangalore LLP, Chartered Accountants as the Statutory Auditors of the Company (Ordinary Resolution)

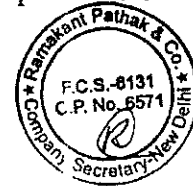
Voted in FAVOUR of the resolution			Voted AGAINST the resolution		
Number of Members voted	Number of votes cast (Shares)	% of total number of valid votes cast	Number of Members voted	Number of votes cast (Shares)	% of total number of valid votes cast
Electronic Voting System					
1	1	0.00%	NIL	NIL	NIL
Sub Total	1	0.00%	NIL	NIL	NIL
Physical Ballot Forms					
26	102683627	100%	NIL	NIL	NIL
Sub Total	102683627	100%	NIL	NIL	NIL
Grand Total	102683628	100%	NIL	NIL	NIL

Invalid votes

Total Numbers of Members whose votes were declared invalid	Total Number of votes cast by them	Reasons for considering the votes invalid
5	42666	The detail given into the Ballot forms are not matching with the Shareholders detail given by the Company

Result:

Considering the valid votes on the resolution, it is found that the vote casted in favor exceed the votes, casted against the resolution. so the resolution is considered as passed as Ordinary Resolution.



Item No. 4

Appointment of Director in place of Mr. Nanda Lakkaraju, who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)

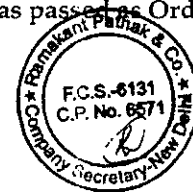
Voted in <u>FAVOUR</u> of the resolution			Voted <u>AGAINST</u> the resolution		
Number of Members voted	Number of votes cast (Shares)	% of total number of valid votes cast	Number of Members voted	Number of votes cast (Shares)	% of total number of valid votes cast
<u>Electronic Voting System</u>					
1	1	0.00%	NIL	NIL	NIL
Sub Total	1	0.00%	NIL	NIL	NIL
<u>Physical Ballot Forms</u>					
26	102683627	100%	NIL	NIL	NIL
Sub Total	102683627	100%	NIL	NIL	NIL
Grand Total	102683628	100%	NIL	NIL	NIL

Invalid votes

Total Numbers of Members whose votes were declared invalid	Total Number of votes cast by them	Reasons for considering the votes invalid
5	42666	The detail given into the Ballot forms are not matching with the Shareholders detail given by the Company

Result:

Considering the valid votes on the resolution, it is found that the vote casted in favor exceed the votes, casted against the resolution, so the resolution is considered as passed as Ordinary Resolution.



Item No. 5

Appointment of Mr. Alok Mahajan (DIN 07242284) as a director of the company (Ordinary Resolution)

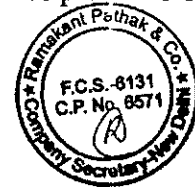
Voted in <u>FAVOUR</u> of the resolution			Voted <u>AGAINST</u> the resolution		
Number of Members voted	Number of votes cast (Shares)	% of total number of valid votes cast	Number of Members voted	Number of votes cast (Shares)	% of total number of valid votes cast
<u>Electronic Voting System</u>					
1	1	0.00%	NIL	NIL	NIL
Sub Total	1	0.00%	NIL	NIL	NIL
<u>Physical Ballot Forms</u>					
26	102683627	100%	NIL	NIL	NIL
Sub Total	102683627	100%	NIL	NIL	NIL
Grand Total	102683628	100%	NIL	NIL	NIL

Invalid votes

Total Numbers of Members whose votes were declared invalid	Total Number of votes cast by them	Reasons for considering the votes invalid
5	42666	The detail given into the Ballot forms are not matching with the Shareholders detail given by the Company

Result:

Considering the valid votes on the resolution, it is found that the vote casted in favor exceed the votes, casted against the resolution, so the resolution is considered as passed as Ordinary Resolution.



Item No. 6

Appointment of Mr. Narendra Singh Sisodia (DIN 06363951) as an Independent director of the Company (Ordinary Resolution)

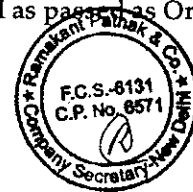
Voted in <u>FAVOUR</u> of the resolution			Voted <u>AGAINST</u> the resolution		
Number of Members voted	Number of votes cast (Shares)	% of total number of valid votes cast	Number of Members voted	Number of votes cast (Shares)	% of total number of valid votes cast
<u>Electronic Voting System</u>					
1	1	0.00%	NIL	NIL	NIL
Sub Total	1	0.00%	NIL	NIL	NIL
<u>Physical Ballot Forms</u>					
26	102683627	100%	NIL	NIL	NIL
Sub Total	102683627	100%	NIL	NIL	NIL
Grand Total	102683628	100%	NIL	NIL	NIL

Invalid votes

Total Numbers of Members whose votes were declared invalid	Total Number of votes cast by them	Reasons for considering the votes invalid
5	42666	The detail given into the Ballot forms are not matching with the Shareholders detail given by the Company

Result:

Considering the valid votes on the resolution, it is found that the vote casted in favor exceed the votes, casted against the resolution, so the resolution is considered as passed as Ordinary Resolution.



Item No. 7

Appointment of Mr. Pankaj Prakash Sahni (DIN 07132999) as an Independent director of the Company (Ordinary Resolution)

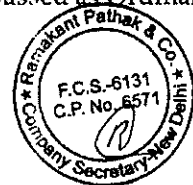
Voted in <u>FAVOUR</u> of the resolution			Voted <u>AGAINST</u> the resolution		
Number of Members voted	Number of votes cast (Shares)	% of total number of valid votes cast	Number of Members voted	Number of votes cast (Shares)	% of total number of valid votes cast
Electronic Voting System					
1	1	0.00%	NIL	NIL	NIL
Sub Total	1	0.00%	NIL	NIL	NIL
Physical Ballot Forms					
26	102683627	100%	NIL	NIL	NIL
Sub Total	102683627	100%	NIL	NIL	NIL
Grand Total	102683628	100%	NIL	NIL	NIL

Invalid votes

Total Numbers of Members whose votes were declared invalid	Total Number of votes cast by them	Reasons for considering the votes invalid
5	42666	The detail given into the Ballot forms are not matching with the Shareholders detail given by the Company

Result:

Considering the valid votes on the resolution, it is found that the vote casted in favor exceed the votes, casted against the resolution, so the resolution is considered as passed as Ordinary Resolution.



Item No. 8

Appointment of Mr. Arun Bhatia (DIN 00031279) as a Managing director of the Company (Special Resolution)

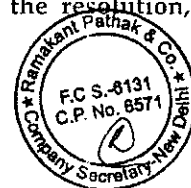
Voted in <u>FAVOUR</u> of the resolution			Voted <u>AGAINST</u> the resolution		
Number of Members voted	Number of votes cast (Shares)	% of total number of valid votes cast	Number of Members voted	Number of votes cast (Shares)	% of total number of valid votes cast
<u>Electronic Voting System</u>					
1	1	0.00%	NIL	NIL	NIL
Sub Total	1	0.00%	NIL	NIL	NIL
<u>Physical Ballot Forms</u>					
26	102683627	100%	NIL	NIL	NIL
Sub Total	102683627	100%	NIL	NIL	NIL
Grand Total	102683628	100%	NIL	NIL	NIL

Invalid votes

Total Numbers of Members whose votes were declared invalid	Total Number of votes cast by them	Reasons for considering the votes invalid
5	42666	The detail given into the Ballot forms are not matching with the Shareholders detail given by the Company

Result:

Considering the valid votes on the resolution, it is found that the vote casted in favor exceed not less than three times the number of the votes, casted against the resolution, so the resolution is considered as passed as Special Resolution.



Item No. 9

Appointment of Mr. Ashok Mirchandani (DIN 00005518) as a Whole time director of the Company (Special Resolution)

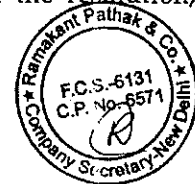
Voted in <u>FAVOUR</u> of the resolution			Voted <u>AGAINST</u> the resolution		
Number of Members voted	Number of votes cast (Shares)	% of total number of valid votes cast	Number of Members voted	Number of votes cast (Shares)	% of total number of valid votes cast
<u>Electronic Voting System</u>					
1	1	0.00%	NIL	NIL	NIL
Sub Total	1	0.00%	NIL	NIL	NIL
<u>Physical Ballot Forms</u>					
26	102683627	100%	NIL	NIL	NIL
Sub Total	102683627	100%	NIL	NIL	NIL
Grand Total	102683628	100%	NIL	NIL	NIL

Invalid votes

Total Numbers of Members whose votes were declared invalid	Total Number of votes cast by them	Reasons for considering the votes invalid
5	42666	The detail given into the Ballot forms are not matching with the Shareholders detail given by the Company

Result:

Considering the valid votes on the resolution, it is found that the vote casted in favor exceed not less than three times the number of the votes, casted against the resolution, so the resolution is considered as passed as Special Resolution.



Item No. 10

Alteration of Memorandum of Association of the Company (Special Resolution)

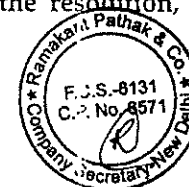
Voted in <u>FAVOUR</u> of the resolution			Voted <u>AGAINST</u> the resolution		
Number of Members voted	Number of votes cast (Shares)	% of total number of valid votes cast	Number of Members voted	Number of votes cast (Shares)	% of total number of valid votes cast
Electronic Voting System					
1	1	0.00%	NIL	NIL	NIL
Sub Total	1	0.00%	NIL	NIL	NIL
Physical Ballot Forms					
26	102683627	100%	NIL	NIL	NIL
Sub Total	102683627	100%	NIL	NIL	NIL
Grand Total	102683628	100%	NIL	NIL	NIL

Invalid votes

Total Numbers of Members whose votes were declared invalid	Total Number of votes cast by them	Reasons for considering the votes invalid
5	42666	The detail given into the Ballot forms are not matching with the Shareholders detail given by the Company

Result:

Considering the valid votes on the resolution, it is found that the vote casted in favor exceed not less than three times the number of the votes, casted against the resolution, so the resolution is considered as passed as Special Resolution.



Item No. 11

Alteration of Article of Association of the Company (Special Resolution)

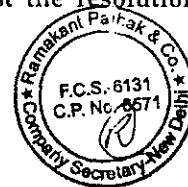
Voted in <u>FAVOUR</u> of the resolution			Voted <u>AGAINST</u> the resolution		
Number of Members voted	Number of votes cast (Shares)	% of total number of valid votes cast	Number of Members voted	Number of votes cast (Shares)	% of total number of valid votes cast
<u>Electronic Voting System</u>					
1	1	0.00%	NIL	NIL	NIL
Sub Total	1	0.00%	NIL	NIL	NIL
<u>Physical Ballot Forms</u>					
26	102683627	100%	NIL	NIL	NIL
Sub Total	102683627	100%	NIL	NIL	NIL
Grand Total	102683628	100%	NIL	NIL	NIL

Invalid votes

Total Numbers of Members whose votes were declared invalid	Total Number of votes cast by them	Reasons for considering the votes invalid
5	42666	The detail given into the Ballot forms are not matching with the Shareholders detail given by the Company

Result:

Considering the valid votes on the resolution, it is found that the vote casted in favor exceed not less than three times the number of the votes, casted against the resolution, so the resolution is considered as passed as Special Resolution.



Item No. 12

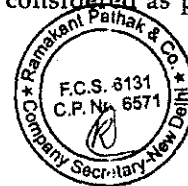
Appointment of Cost Auditor (Ordinary Resolution)

Voted in FAVOUR of the resolution			Voted AGAINST the resolution		
Number of Members voted	Number of votes cast (Shares)	% of total number of valid votes cast	Number of Members voted	Number of votes cast (Shares)	% of total number of valid votes cast
Electronic Voting System					
1	1	0.00%	NIL	NIL	NIL
Sub Total	1	0.00%	NIL	NIL	NIL
Physical Ballot Forms					
26	102683627	100%	NIL	NIL	NIL
Sub Total	102683627	100%	NIL	NIL	NIL
Grand Total	102683628	100%	NIL	NIL	NIL

Invalid votes

Total Numbers of Members whose votes were declared invalid	Total Number of votes cast by them	Reasons for considering the votes invalid
5	42666	The detail given into the Ballot forms are not matching with the Shareholders detail given by the Company

Result: Considering the valid votes on the resolution, it is found that the vote casted in favor is more than 50% of the total valid votes, so the resolution may be considered as passed as Ordinary Resolution.



The Register, ballot papers, other related documents relating to electronic voting and physical voting shall remain in our safe custody until your good self (Chairperson) considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same will be handed over to the Company Secretary of the Company for safe keeping.

Thanking you,
Yours faithfully,

For RAMAKANT PATHAK & CO.
(Company Secretaries)



Signature... *Ramakant Pathak*
(RAMAKANT PATHAK)
F.C.S., LL.B.
C.P. No: 6571

Place: Delhi
Date: 24th September, 2015

Enclosures:

1. Annexure 1
2. Annexure 2
3. Annexure 3

AK Pathak
(Annu Bhatia)
Chairman, Annual General Meeting
2015



Ramakant Pathak & Co.
(Company Secretaries)

Annexure - 1

1/25, Third Floor, Near Gurudwara, Lalita Park,
Laxmi Nagar, New Delhi-110 092
Telefax : 91-11-43053846 Mob. : 91-9899127297
Email : ramakantpathak24@yahoo.co.in
rkpathak@rkpathak.com
url : www.rkpathak.com

Date: September 22, 2015

To
The Chairperson
Carrier Airconditioning & Refrigeration Limited
Narsingpur Kherki Daula Post
Gurgaon-122001

Sub: Proof of witness of unblocking remote e-voting facility pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

Ref: 23rd Annual General Meeting of the Equity Shareholders of Carrier Airconditioning & Refrigeration Limited, held on Tuesday, 22nd September, 2015 at Optus Sarovar Premiere, City Centre, 43-47, Sector-29, Gurgaon-122002

Dear Sir,

In Compliance of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended, the scrutiniser shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses. In compliance of the same the votes casted through the remote e-voting is unblocked in presence of the following witness.

Witness 1

Sign:

(Name)..... PARMOO KUMAR JAIN
(Father's Name)..... RAJNUNATH SAINI
(Address)..... 44/110 JATAW
PANOLI DURGEE DELHI
Folio No. 300394-14752520

You are requested to kindly take note of the same.

Thanking You,

Yours Truly

For RAMAKANT PATHAK & CO.
(Company Secretaries)

Ramakant Pathak
RAMAKANT PATHAK
F.C.S., LL.B. CP. No. 6571



Witness 2

Sign:

(Name)..... PERMANAND
(Father's Name)..... Sh. H. K. Singh
(Address)..... RZ 535/24 Tagh Khabad EXLU.
Wazirpur N.D.
Folio No. 300206
10489618



Ramakant Pathak & Co.
(Company Secretaries)

Anurag - 2

1/25, Third Floor, Near Gurudwara, Lalita Park,
Laxmi Nagar, New Delhi-110 092
Telefax : 91-11-43053846 Mob. : 91-9899127297
Email : ramakantpathak24@yahoo.co.in
rkpathak@rkpathak.com
url : www.rkpathak.com

Date: September 22, 2015


To
The Chairperson
Carrier Airconditioning & Refrigeration Limited
Narsingpur Kherki Daula Post
Gurgaon-122001


Sub: Proof of witness of locking the empty ballot box

Ref: 23rd Annual General Meeting of the Equity Shareholders of Carrier Airconditioning & Refrigeration Limited, held on Tuesday, 22nd September, 2015 at Optus Sarovar Premiere, City Centre, 43-47, Sector-29, Gurgaon-122002

Dear Sir,

In Compliance of the provisions of the Companies (Management and Administration) Rules, 2014, as amended, the Scrutinizers shall lock and seal an empty ballot box in the presence of the members and proxies. In compliance of the same the polling box locked empty in presence of the following witness.

Witness 1 
Sign:
(Name)..... PARMOD KUMAR JAIN
(Father's Name)..... RANJAN NATH SAHAI
(Address)..... CHAY NAG JATEW
PANARI DIIEST R-6
Folio No.
300394-14752520

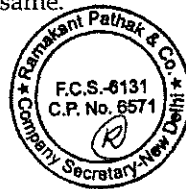
Witness 2 
Sign:
(Name)..... INDER KUMAR JAIN
(Father's Name)..... LATESH KISHANAL JAIN
(Address)..... 141/E, ADEASH NAGAR, GURGAON
Folio No. 1201410000007632
300940/10345899


You are requested to kindly take note of the same.

Thanking You,

Yours Truly,

For RAMAKANT PATHAK & CO.
(Company Secretaries)




RAMAKANT PATHAK
F.C.S., LL.B.
CP. No. 6571



Ramakant Pathak & Co.
(Company Secretaries)

Anne anne - 3

1/25, Third Floor, Near Gurudwara, Lalita Park,
Laxmi Nagar, New Delhi-110 092
Telefax : 91-11-43053846 Mob. : 91-9899127297
Email : ramakantpathak24@yahoo.co.in
rkpathak@rkpathak.com
url : www.rkpathak.com

Date: September 22, 2015

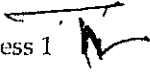
To
The Chairperson
Carrier Airconditioning & Refrigeration Limited
Narsingpur Kherki Daula Post
Gurgaon-122001


Sub: Proof of witness of opening of ballot box pursuant to the provisions of the Companies
(Management and Administration) Rules, 2014.

Ref: 23rd Annual General Meeting of the Equity Shareholders of Carrier Airconditioning &
Refrigeration Limited, held on Tuesday, 22nd September, 2015 at Optus Sarovar
Premiere, City Centre, 43-47, Sector-29, Gurgaon-122002

Dear Sir,

In Compliance of the provisions of the Companies (Management and Administration) Rules,
2014, as amended, the Scrutinizers shall open the Polling box in the presence of two persons as
witnesses after the voting process is over. In compliance of such provision the ballot box was
opened in presence of the following witness:

Witness 1
Sign: 
(Name) Pooja Singh
(Father's Name) S. GURBAX SINGH
(Address) 259/116 Arid
Folio No. 302365-10914464

Witness 2
Sign: 
(Name) DALJIT SINGH
(Father's Name) S. GURBAX SINGH
(Address) C 47 Arid Nagar
Jail Rd New Delhi
Folio No. 120586000073078


You are requested to kindly take note of the same

Thanking You,

Yours Truly,

For RAMAKANT PATHAK & CO.
(Company Secretaries)




Ramakant Pathak
F.C.S., I.L.B.
CP. No. 6571