

VINOD KOTHARI & COMPANY

Practising Company Secretaries

1006-1009, Krishna Building, 224 A.J.C. Bose Road

Kolkata – 700 017, India

Phone: +91 – 33 – 2281 7715 |33 – 2281 3742| 4001 0157

email: corplaw@vinodkothari.com

Web: www.vinodkothari.com

Unique Code – P1996WB042300

PAN No - AAMFV6726E

GSTIN No. - 07AAMFV6726E1ZW

Udyog Aaddhar Number – WB10D0000448

FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

The Managing Director and Chairman,

Adjourned 25th Annual General Meeting of Equity Shareholders of

Carrier Airconditioning and Refrigeration Limited,

Narsinghpur, Kherki Daula Post,

Gurgaon - 122 001

Re: Report of Scrutinizer for Adjourned 25th Annual General Meeting of the members of Carrier Airconditioning and Refrigeration Limited held on Wednesday, September 27, 2017 at Narsinghpur, Kherki Daula Post, Gurgaon - 122 001 at 10.00 A.M which was originally called on Wednesday, September 20, 2017 at Lemon Tree Premier, Leisure Valley 2, Plot No. 43-47, Near City Centre, Sector 29, Gurugram-122001, At 11:30 A.M..

Dear Sir,

In terms of authority of the Board Resolution dated August 21, 2017, the Company has appointed Vinod Kothari & Company, Practising Company Secretaries, as the scrutinizer for the purpose of scrutinizing the remote e-voting and the polling process on the below mentioned Resolutions to be passed at the 25th Annual General Meeting of the Company or in any adjournments thereof, called on Wednesday, September 20, 2017 at Lemon Tree Premier, Leisure Valley 2, Plot No. 43-47, Near City Centre, Sector 29, Gurugram-122001, At 11:30 A.M. However, as the Company was not able to comply with the requirement of quorum, the meeting was adjourned to September 27, 2017, at Narsinghpur, Kherki Daula Post, Gurgaon - 122 001 at 10.00 A.M where the voting process was duly conducted.

We hereby submit our Report on polling process:

Mumbai Office: 403-406, 175 Shreyas Chambers, D. N. Road, Fort, Mumbai-400 001, Ph – 022

22614021; 022 30447498

Delhi Office: A/11, Hauz Khas(Opposite Vatika Medicare), New Delhi-



40016, Ph – 01 41315340

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1. After the time fixed for closing of the poll by the Chairman, ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in the presence two witnesses, viz., Mr. Dheeraj Kumar Sharma, Associate at Vinod Kothari and Company and Mr. Baljeet Singh, officer at MCS Share Transfer Agents Limited. These witnesses are not in the employment of the Company. Thereafter, the poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. I did not find any poll papers invalid.
4. The result of the Poll is as under:

1. **Resolution 1: To receive, consider and adopt audited financial statements of the Company for the financial year ended March 31, 2017 and 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.**

(i) Voted in favour of the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	102618739	100

(ii) Voted against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

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Udyog Aaddhar Number – WB10D0000448

(iii) Invalid votes:

Numbers of members present and voting (in person or by proxy)	Total number of votes cast by them
0	0

2. **Resolution 2: To confirm payment of Interim Dividend on equity shares 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.**

(i) Voted in favour of the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	102618739	100

(ii) Voted against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Numbers of members present and voting (in person or by proxy)	Total number of votes cast by them
0	0

3. **Resolution 3: To appoint M/s. B S R & Associates LLP, Chartered Accountants (Firm Registration No: 116231W/W-100024), as Statutory Auditors of the Company and to fix their remuneration and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

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(i) Voted in favour of the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	102618739	100

(ii) Voted against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Numbers of members present and voting (in person or by proxy)	Total number of votes cast by them
0	0

4. **Resolution 4: To appoint a Director in place of Mr. Arun Bhatia (DIN:00031279), who retires by rotation and being eligible, offers himself for re-appointment and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution**

(i) Voted in favour of the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	102618739	100

(ii) Voted against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast

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Arun

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0	0	0
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(iii) Invalid votes:

Numbers of members present and voting (in person or by proxy)	Total number of votes cast by them
0	0

5. **Resolution 5: Appointment of Mr. Rahul Jain (DIN: 07858457) as Whole-time 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 Special Resolution:**

(i) Voted in favour of the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	102618739	100

(ii) Voted against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Numbers of members present and voting (in person or by proxy)	Total number of votes cast by them
0	0

6. **Resolution 6: Re-appointment of Mr. Nanda Kishore Lakkaraju (DIN: 05233356) as Whole-time 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 Special Resolution:**

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Udyog Aaddhar Number – WB10D0000448

(i) Voted in favour of the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	102618739	100

(ii) Voted against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Numbers of members present and voting (in person or by proxy)	Total number of votes cast by them
0	0

7. **Resolution 7: Alteration of Article of Association 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 Special Resolution:**

(i) Voted in favour of the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	102618739	100

(ii) Voted against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

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Udyog Aaddhar Number – WB10D0000448

(iii) Invalid votes:

Numbers of members present and voting (in person or by proxy)	Total number of votes cast by them
0	0

8. **Resolution 8: Ratification of remuneration payable to Cost Auditors of the Company for the Financial Year 2017-18 and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

(i) Voted in favour of the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	102618739	100

(ii) Voted against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Numbers of members present and voting (in person or by proxy)	Total number of votes cast by them
0	0

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Udyog Aaddhar Number – WB10D0000448

5. A Compact Disc (CD) containing a list of equity shareholders who voted “FOR”, “AGAINST” for each of the resolutions along with the poll papers and all other relevant records will be sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Place: New Delhi
Date: September 28, 2017

For Vinod Kothari & Company
Practising Company Secretaries



Aman Nijhawan
Associate
CP no.: 15768

Mumbai Office: 403-406, 175 Shreyas Chambers, D. N. Road, Fort, Mumbai-400 001, Ph – 022 22614021; 022 30447498

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email: vinod@vinodkothari.com

Web: www.vinodkothari.com

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Unique Code - P1996WB042300

PAN No - AAMFV6726E

GSTIN No. - 19AAMFV6726E1ZR

UdyogAadhaar Number - WB10D0000448

Date: September 28, 2017

To,
The Chairman of Adjourned 25th Annual General Meeting,
Carrier Airconditioning and Refrigeration Limited,
Narsingpur, Kherki Daula Post,
Gurgaon - 122 001, Haryana,
India

Re: Consolidated Report of Scrutinizer for Adjourned 25th Annual General Meeting of the members of Carrier Airconditioning and Refrigeration Limited held on Wednesday, September 27, 2017 at Narsingpur, Kherki Daula Post, Gurgaon- 122001 at 10.00 A.M which was originally called on Wednesday, September 20, 2017 at Lemon Tree Premier, Leisure Valley 2, Plot No. 43-47, Near City Centre, Sector 29, Gurugram-122001, At 11:30 A.M.

Dear Sir,

In terms of authority of the Board Resolution dated August 21, 2017, the Company has appointed Vinod Kothari & Company, Practising Company Secretaries, as the Scrutinizer for the purpose of scrutinizing the remote e-voting and polling process on the below mentioned Resolutions to be passed at the 25th Annual General Meeting of the Company or in any adjournments thereof, called on Wednesday, September 20, 2017 at Lemon Tree Premier, Leisure Valley 2, Plot No. 43-47, Near City Centre, Sector 29, Gurugram-122001, At 11:30 A.M. However, as the Company was not able to comply with the requirement of quorum, the meeting was adjourned to September 27, 2017, at Narsingpur, Kherki Daula Post, Gurgaon - 122 001 at 10.00 A.M where the voting process was duly conducted.

We have separately, on even date, given our report for the results of the polling process carried at the meeting, as required by Section 108 and 109 of the Companies Act, 2013 conducted at the Adjourned 25th Annual General Meeting.

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

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GSTIN No. - 19AAMFV6726E1ZR

UdyogAadhaar Number – WB10D0000448

After the time fixed for closing of the poll by the Chairman, ballot box kept for polling was locked in the presence of Mr. Aman Nijhawan, authorised by Vinod Kothari & Company, with due identification marks placed by him.

The locked ballot box was subsequently opened in the presence two witnesses, viz., Mr. Dheeraj Kumar Sharma, Associate at Vinod Kothari and Company and Mr. Baljeet Singh, officer at MCS Share Transfer Agents Limited. These witnesses are not in the employment of the Company.

We hereby submit our Consolidated Report as under:

- Resolution 1: To receive, consider and adopt Audited Financial Statements of the Company for the financial year ended 31st March, 2017 and report of Board of Directors and Auditor(s) 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.**

Resolution required: Ordinary							
Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
E-Voting	106376745	1103	96.47%	1103	0	100%	0
Poll		102618739		102618739	0	100%	0
Total		102619842		102619842	0	100%	0

- Resolution 2: To confirm payment of Interim Dividend on equity shares 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.**

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UdyogAadhaar Number – WB10D0000448

Resolution required: Ordinary							
Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
E-Voting	106376745	1103	96.47%	1103	0	100%	0
Poll		10261873 9		102618739	0	100%	0
Total		10261984 2		102619842	0	100%	0

3. Resolution 3: To appoint M/s. B S R & Associates LLP, Chartered Accountants (Firm Registration No: 116231W/W-100024), as Statutory Auditors of the Company and to fix their remuneration and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

Resolution required: Ordinary							
Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
E-Voting	10637674	1103	96.47%	1103	0	100%	0
Poll		10261873		102618739	0	100%	0

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UdyogAadhaar Number – WB10D0000448

	5	9					
Total		10261984 2		102619842	0	100%	0

4. Resolution 4: To appoint a Director in place of Mr. Arun Bhatia (DIN:00031279), who retires by rotation and being eligible, offers himself for re-appointment and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

Resolution required: Ordinary							
Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
E-Voting	10637674	1103	96.47%	1103	0	100%	0
Poll	5	10261873 9		102618739	0	100%	0
Total		10261984 2		102619842	0	100%	0

5. Resolution 5: Appointment of Mr. Rahul Jain (DIN: 07858457) as Whole-time 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 Special Resolution:

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 UdyogAadhaar Number – WB10D0000448

Resolution required: Special							
Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
E-Voting	10637674 5	1103	96.47%	1103	0	100%	0
Poll		10261873 9		102618739	0	100%	0
Total		10261984 2		102619842	0	100%	0

6. Resolution 6: Re-appointment of Mr. Nanda Kishore Lakkaraju (DIN: 05233356) as Whole-time 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 Special Resolution:

Resolution required: Special							
Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
E-Voting	10637674	1103	96.47%	1103	0	100%	0
Poll		10261873		102618739	0	100%	0

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Delhi Office: A/11, HauzKhas (Opposite Vatika Medicare), New Delhi-110 016



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 UdyogAadhaar Number – WB10D0000448

	5	9					
Total		10261984 2		102619842	0	100%	0

7. **Resolution 7: Alteration of Article of Association 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 Special Resolution:**

Resolution required: Special							
Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
E-Voting	106376745	1103	96.47%	1103	0	100%	0
Poll		10261873 9		102618739	0	100%	0
Total		10261984 2		102619842	0	100%	0

8. **Resolution 8: Ratification of remuneration payable to Cost Auditors of the Company for the Financial Year 2017-18 and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

Mumbai Office: 403-406, 175 Shreyas Chambers, D. N. Road, Fort, Mumbai-400 001, Ph +91 22 22614021; 022 30447498

Delhi Office: A/11, HauzKhas (Opposite Vatika Medicare), New Delh



VINOD KOTHARI & COMPANY

Practising Company Secretaries
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Kolkata – 700 017, India
Phone: +91 – 33 – 2281 7715 | 1276 | 3742
email: vinod@vinodkothari.com
Web: www.vinodkothari.com
www.india-financing.com
Unique Code – P1996WB042300
PAN No - AAMFV6726E
GSTIN No. - 19AAMFV6726E1ZR
UdyogAadhaar Number – WB10D0000448

Resolution required: Ordinary							
Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
E-Voting	106376745	1103	96.47%	1103	0	100%	0
Poll		102618739		0	100%	0	
Total		102619842		0	100%	0	

Note: Figures have been rounded off to their nearest numbers for ease of representation.

All the above Resolutions are passed with requisite majority.

The details of the remote e-voting, polling process and all other relevant records such as authorizations and proxy papers will be sealed and handed over to the Director/Company Secretary/Authorised Representative, authorized by the Board for safe keeping.

Place: New Delhi

Date: 28th September, 2017

For Vinod Kothari & Company
Practising Company Secretaries



Aman Nijhawan
Associate
CP No.: 15768

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