



CARRIER AIRCONDITIONING & REFRIGERATION LIMITED

2024-25
ANNUAL REPORT

About Carrier

Carrier is a global leader in intelligent climate and energy solutions, pioneering sustainable innovations in climate technologies. Founded by Willis Carrier, the inventor of modern air conditioning, we have been shaping industries and enhancing lives for over a century. Grounded in our purpose, we continue to lead through relentless innovation and a deep commitment to customer success, delivering cutting-edge solutions that bring comfort, safety and sustainability to life. Carrier. For the World We Share.





OUR PURPOSE

Enhancing the lives we live
and the world we share.

Our why – reason to exist and the impact we want
to have on the world.

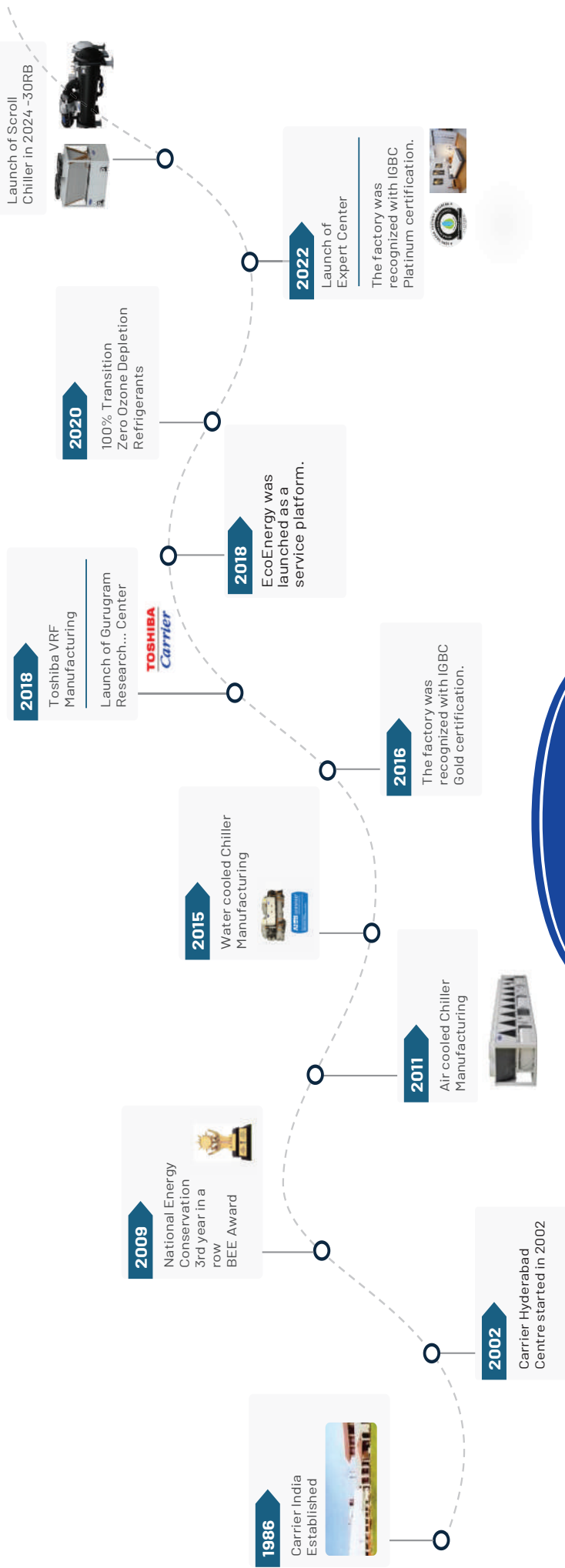


OUR VISION

To be the global leader in intelligent
climate and energy solutions.

Our aspiration – who we want to become, what we
aspire to achieve in the future.

Key Milestones



ABOUND



TOSHIBA

FOR THE WORLD WE SHARE

At Carrier, our purpose is clear – **enhancing the lives we live and the world we share.**

And every day, we are taking action. Reinventing the industry we pioneered more than 120 years ago. Creating breakthrough solutions that improve the human condition. Rethinking indoor environments to help people thrive today while building a more sustainable tomorrow. Reimagining homes and buildings to foster resilience. Connecting the cold chain to move food and lifesaving medicine around the globe. Strategically innovating to address the world's most critical challenges.

We have transformed our business and portfolio while delivering results along the way. Now, as a stronger and more focused Carrier, we are entering the next phase of our journey. We are deepening customer centricity and accelerating innovation, guided by a clear purpose and vision, and driven by bold action. Because what we do matters.

With every product, every system and every solution, we are uniquely positioned to create a better future – for people, for our planet and for generations to come. **For the World We Share.**

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BOARD'S REPORT

Dear Members,

Your Board of Directors are pleased to present the 33rd Annual Report on the business and operations of your Company along with audited financial statements and Auditor's report thereon for the financial year ended March 31, 2025 ("Financial Year" or "Year Under Review").

The Company's financial performance for the year ended March 31, 2025 is summarized below:

1. Financial Performance:

(In INR Lacs)

Particulars	March 31, 2025	March 31, 2024
Revenue from operations	249,612	213,114
Other Income	4,741	2,858
Total Income	254,353	215,972
Total Expenses	226,829	198,427
Profit before tax from continuing operations	27,524	17,545
Tax Expense	7,131	4,367
Tax related to earlier years	147	-
Profit for the year from continuing operations(A)	20,246	13,178
Profit for the year from discontinuing operations(B)	25,013	1,874
Profit for the year (A+B)	45,259	15,052
Other comprehensive income for the year (C)	52	-341
Total comprehensive income for the year (A) + (B)+ (C)	45,311	14,711
Basic Earnings per Share*	42.55	14.15

* Nominal Value per share Rs. 10

2. State of Affairs of the Company and outlook:

During the financial year ended March 31, 2025, your Company has total net revenue from operations of Rs. 263,009 Lakh as against Rs. 235,315 Lakh in the previous financial year. Profit before tax for the financial year ended March 31, 2025 was Rs. 57,150 Lakh as against Rs. 20,049 Lakh in the previous financial year. Total comprehensive income for the financial year ended March 31, 2025 was Rs. 45,311 Lakh against Rs. 14,711 Lakh in the previous financial year.

Your Company did its best to safeguard the business interest of our customers without compromising the health & safety of our employees, channel partners, or service franchisees.

Product Range

Carrier

Cassettes
(1.5 -4TR)



Floor Standing Units (Tower)
(2-4TR)



Ducted Units (FS / Inverter)
(3-16.5TR/ 7-22 HP)



30XF AC Screw chiller
(750-2500 kW)



30RB (FS) AC Scroll chiller
(63 ~ 1952 kW)



19MV – MagB Centrifugal chiller
(1005 – 2461 kW)



39S Ceiling AHU



39k Modular AHU



Terminal Units



FCU



VRF System
(8-114HP)



Side discharge VRF System
(4-16 HP)



DX AHU



30KA/V (FS / VFD) AC Screw chiller
(340 - 1484 kW)



19DV - Oil free Centrifugal chiller
(1055 – 3969 kW)



19XR (FS / VFD) Centrifugal chiller
(1055 – 10548 kW)



30XWV (VFD) WC Screw chiller
(567 – 1772 kW)



30XW (FS) WC Screw chiller
(250 – 1756 kW)



Light Commercial



Cooling Only 2.25 TR capacity



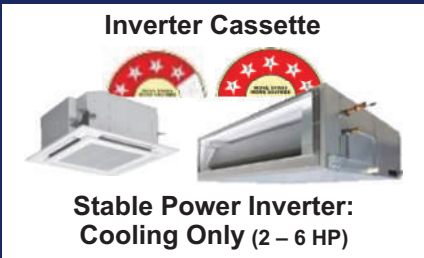
Cooling Only 1-2 TR



Heating and Cooling 1-2 TR



Fixed speed Cooling Only 1-2 TR



Inverter Cassette
Stable Power Inverter:
Cooling Only (2 – 6 HP)

VRF



Mini SMMS 7
(4-6 HP)

Mini SMMS
(4-12 HP)



SMMS 7 (8-60 HP)
SMMS e (8-60 HP)



Indoor Units



*NFC Wave Tool

An update on the performance of your Company's main business segments is mentioned herein below:

A. HVAC Airconditioning:

Your company is pleased to report robust double-digit growth in FY 2024–25, a testament to our expanding footprint and strategic momentum in the Commercial HVAC segment.

This performance reflects our ability to capture growing market demand, deliver innovative solutions, and strengthen customer trust across key verticals. Our continued investment in product excellence and service capabilities has positioned us as a preferred partner in the industry driving both revenue and relevance.

In 2024, VRF market grew as an airconditioning solution due to its benefits of better efficiencies and higher flexibility. We grew faster than the market, increasing our share in this segment. We have been able to retain our presence in the Light Commercial segment and further increase our market share. In the applied category Carrier strengthened its position by virtue of its strong local chiller portfolio.

We have continued our focus on localized manufacturing by launching the Toshiba 4/5 Star Inverter Cassettes with high efficiencies and lesser refrigerant charge by using Micro Channel Heat Exchanger & green refrigerants thereby preserving the environment with greater responsibility. To strengthen our portfolio further we have introduced 3 Star Carrier Inverter Floor Standing machines to meet the cooling requirements of large spaces.

Carrier launched its new XPower VRF series- standalone module up to 38 HP capacity (combination up to 114 HP) in heat pump and combined capacities upto 90 HP in cooling only series. It has a high efficiency compressor with EVI technology and has a bluetooth enabled tool for easy installation and service. The product has been gaining good traction and has strengthened our VRF positioning in the market thereby winning large projects ahead of our competitors.

This year Applied Business made significant progress in expanding its product portfolio, with a strategic emphasis on sustainability and advanced cooling technologies and continued driving business growth.

Launch of 19XR Centrifugal Chillers We introduced our locally manufactured 19XR Centrifugal Chillers from our state-of-the-art manufacturing facility in Gurugram. This launch marks a key milestone in our commitment to delivering high-efficiency, sustainable solutions tailored for diverse needs across commercial, Industrial and Infrastructure segment.

Expansion into Data Center Solutions As part of our strategic growth in the data center segment, we launched the 30XF Z range of chillers specifically engineered to meet the demanding cooling requirements of modern data centers from our overseas factory. These advanced air-cooled process chillers deliver reliable, energy-efficient performance tailored to the evolving operational needs of this sector.

The 30XF Z series is the first in its category to receive Eurovent-Certified Performance for free cooling, offering data center operators independently verified performance metrics. Designed for high-temperature applications, these systems provide accurate projections of annual energy consumption under variable load conditions, ensuring greater operational transparency and long-term efficiency.

The 19MV In-House Magnetic Bearing Centrifugal Chillers are now available in capacities ranging from 200 to 1100 TR. Designed for high performance and sustainability, 19MV is available with low Global Warming Potential (GWP) refrigerants including R-1234ze, R-515B, and R-513A alongside conventional R-134a. The 19MV offers advanced cooling solutions with a broad operating range and minimal environmental impact.

These innovations reflect Applied Business's ongoing commitment to integrating sustainability into every facet of our operations and product offerings.

To re-affirm our vision of Customer Centricity, we have successfully leveraged market insights through our influencer engagement initiatives, including Green Nxt, Samvaad, Pratham, and Parichay. These events have strengthened our industry network and enabled meaningful connections with key stakeholders and veterans, reinforcing our commitment to deliver industry-leading HVAC solutions tailored to the dynamic needs of the market.

Our teams remain fully dedicated to placing customers at the core of everything we do, consistently striving to deliver a differentiated and seamless customer experience that builds trust and strengthens our brand reputation.

We have initiated localization programmes localized manufacturing for Commercial Applied, VRF, and Light Commercial products in India. Our acquisition of Toshiba in 2022 has accelerated this process through concurrent engineering across geographies.

Our training center in Gurugram is now operational, providing hands-on training for our colleagues, especially for advanced products like VRF. This center helps in installation and troubleshooting. Training Center/GuruCool programme for internal and external training, focusing on skill upgrades and collaboration. Key account customers frequently visit our Expert Center in Gurugram, boosting their confidence in our brand. Our team offers expert advice on the latest HVAC technology, making the center a valuable resource for customers.

Further to address and increase the reach your company launched **GuruCool**, which is a **Technical Competency Certification** Program specific to the Sales & Service employees. Comprehensive technical curricula designed specifically to different product verticals are assigned to the employees successful completion which will certify them as **SPECIALISTS or EXPERTS**. 4 such curricula are launched and related training sessions are in progress.

Our Gurugram factory has received Platinum certification from the Indian Green Building Council (IGBC) for maintaining green building standards. This includes using renewable energy, solar power, rainwater harvesting, and more.

In the fiscal year 2024-25, we outgrew market growth across segments. We saw a surge in demand for government projects, with significant contributions from Airports, Metro Rail, and Railway Stations. Government initiatives like the "Smart Cities Mission" and the "Amrit Bharat Station Scheme" further stimulated the VRF & Chillers market.

Market penetration extended to the private sector, with notable projects in data centers, commercial office spaces, healthcare, museums, and sports complexes. Our strategic positioning solidified our standing as a leading player in the VRF market. We made a mark in the high-end residential market with significant associations, leading to good growth YoY.

We can achieve enhanced productivity by integrating manufacturing, warehousing, and dispatch processes at a single location. This will lead to better operational efficiency through the consolidation of our Supply Chain, Engineering, and Manufacturing teams. Additionally, we will ensure unified compliance with Factory regulations, Quality Control Orders (QCO), and Bureau of Indian Standards (BIS). This strategic approach positions us for continued growth and excellence in the industry for years to come.

Your company is riding on strong Backlog (Wins in the System) had a better than market and the initial momentum gave advantage for overall YoY growth in VRF. Because of Political changes there was shift in the sectors where the investment were seen. The government segment started the year with a slow start, however the condominium segment took the charge to give mileage to Airconditioning industry apart from special applications like Data Centers and ongoing Infrastructure projects.

Your company launched new generation of VRF in the market with all new and superior specification which are first of its kind and are unique in the industry. The product is now higher reliability with backup mechanism and also has built in redundancy. Your company invested in launch of the new

generation by conducting events at PAN India location. The theme of the event was GreeNext focusing on Sustainability and the new generation has all the requisites to compliment the building Green requirement. The ability to perform at higher ambient were further improved in the new product range. The new generation did help in winning big Condominium projects in East and North part of India where the high rise apartments were back in demand. Not only that, with governments focus and special consideration for Data centers, your company made a mark with some big names setting up the facilities for the international players in India. Your company also went on with keeping its strong footprint in the infra projects with back to back wins in upcoming airports and renovation of railway stations. The reference in these segments not only helped in giving confidence in the brands product quality but also recognition on account of ability to for the scheduled completion of such large and critical projects.

Your company always believes in growth thru trainings and the year training center was upgraded with new generation of VRF. A total of 6000 manhours of training, both internal (Carrier Employees) and external (Channel Employees) were completed concentrating more on the technology and hands on experience on the product. These trainings were not only held in the training center but also in the field and at the branch office levels ensuring that the local issues are addressed and thus resolved.

The Commercial Applied Business entered into new growing segment of renewable energy with Large Centrifugal Chiller solutions. The local manufacturing capability coupled with focus around increased coverage in Tier II Towns enabled grow the Screw Chiller business by over 13%. This success around Screw Chillers encouraged us to expand capability to Scroll Chillers which also saw the volumes double up once we began them manufacturing from our Gurgaon facility. We plan to grow the business faster by penetrating into the faster growing Tier II geographies and sharper focus on growing segments like Healthcare and Renewables with our wide Portfolio and Customized Solutions ability.

The company's dedication to sustainability, customer satisfaction, and technological advancement remains unwavering as we venture into the future with optimism and determination.

B. SERVICE:

In line with the Sustainability and growth initiatives of the organization, the aftermarket team has undertaken various initiatives such as Retrofits, Upgrades, Capture, and Recapture of Carrier as well as Third Party Chillers. Our focus on Renewals, Conversions, and Capture for adding installed base under coverage has remained strong. Additionally, we have continued to prioritize Recapture and Retrofits/Upgrades of chillers and ancillary equipments, supported by BluEdge Service Offerings for HVAC installations. These initiatives aim to enhance the efficiency of the equipment and provide better solutions.

Furthermore, our focus has been on digital solutions to provide trends that help reduce failures, gain insights, and share Performance/Operation trends. These digital solutions are integral to our strategy for improving the reliability and efficiency of our equipments.

C. TOTALINE:

Totaline, the business with a legacy of growing YOY on double digit with revenue growth of 17%, has proven to be the bench mark for the competition in driving the Parts sales. Price realization and channel management was the key strategy, along with the main focus for the business support in 2024 was the supply chain and inventory management as lots of govt. regulations were the biggest challenge to manage right inventory levels with minimum cost on logistics, timely availability and assessing the risk management was the top priority to grow the business and parallelly planning for 2025 to keep the momentum. New products with high revenue were added which will support the business to grow in coming years.

D. TRANSICOLD:

For over 25 years, Carrier Transicold India has been a leader in providing advanced refrigeration solutions for vans and trucks across the country. We have actively engaged in various initiatives led by government ministries, aimed at enhancing food security and raising awareness about the importance of a well-established cold chain infrastructure. Our contributions extend beyond innovation, with a strong focus on industry collaboration, education, training, and participation in national committees to foster a sustainable and resilient cold chain ecosystem.

Our commitment to sustainability is central to our business strategy. We continue to develop cutting-edge technologies and services that support the decarbonization of transport refrigeration. Our focus is to reduce the environmental impact of our products while maintaining the highest levels of efficiency and performance.

The truck and trailer refrigeration market in India has witnessed consistent growth over the past decade, driven by technological advancements, favorable government policies, and a growing demand for temperature-controlled transportation in critical sectors such as food, pharmaceuticals, and agriculture. Looking ahead, this market is expected to continue expanding, supported by infrastructure improvements and the increasing demand for perishable goods, all within a framework of heightened environmental consciousness and sustainability.

Carrier Transicold India is the preferred supplier of transport refrigeration systems to leading third-party logistics providers and truck manufacturers. Our reputation for reliable products, key account relationships, and comprehensive aftermarket support has allowed us to strengthen our position in the market. With a service network that spans over 90 locations across the country, we ensure our customers receive prompt and reliable service, wherever they are. In addition, we conduct regular trainings to help our customers optimize their operations, reduce costs, and increase service reliability and efficiency.

This year we introduced the new range of large truck units called Supra A Series which exemplifies this approach, featuring a revolutionary design that integrates mechanical and electrical subsystems to enhance both product compactness and operational efficiency. The result is a quieter, lighter, and more efficient unit, delivering superior performance even in the most demanding conditions. This innovation provides a versatile and environmentally responsible solution, ideal for the evolving needs of the transport and logistics industry.

For smaller vans we also recently introduced the Citimax D Series, which offers faster cooling, lighter weight, and smarter technology. It also delivers enhanced operational efficiency compared to its predecessors, incorporating environmentally responsible features that help companies meet their sustainability goals. The Citimax D Series is a reliable, efficient solution designed to address the modern challenges of temperature-sensitive transportation.

Carrier Transicold also leverages the power of technology to offer enhanced visibility and connectivity across cold chain operations. The Lynx Fleet platform integrates refrigeration equipment telematics, machine learning, and real-time data analytics to enable customers to make faster, data-driven decisions. This solution helps improve the efficiency, safety, and sustainability of supply chains, particularly for temperature-sensitive cargo such as food, medicine, and vaccines. With an open API, Lynx Fleet can seamlessly integrate with customers' existing transport management systems, providing a flexible and scalable solution.

Carrier Transicold continues to build strong partnerships with key industry stakeholders, including government agencies and trade organizations. We are an active member of the Confederation of Indian Industry (CII) Cold Chain Committee and the National Center for Cold Chain Development (NCCD), working closely with these bodies to promote cold chain adoption and enhance industry standards.

Members of our team regularly participate in industry conferences and forums, contributing thought leadership on critical issues such as reducing food loss and increasing farmers' income through better market access and connectivity.

Carrier Transicold India remains dedicated to providing efficient and sustainable cold chain solutions. We offer not only sophisticated refrigeration equipment but also tailored solutions engineered to meet the specific needs of the Indian market. Our deep understanding of local conditions, combined with our extensive after-sales support network, ensures that our products and services continue to deliver exceptional value to our customers.

E. ADVANTEC:

At Carrier India, we have begun actively exploring the Cooling as a Service (CaaS) model, aligning with India's growing adoption of the subscription economy. Our current offerings are twofold. First, we collaborate with partners who are core Energy as a Service (EaaS) operators, providing them with comprehensive support that includes energy audits, high-efficiency chillers, and our proprietary Chiller Plant Optimizer (CPO)—an embedded AI technology that ensures confidence in the solutions being delivered. This model is applicable across both Carrier and competitor legacy sites, enabling a clear decarbonization pathway where the EaaS or CaaS operator funds, operates, and guarantees energy savings, backed by Carrier's technical capabilities and long-term service commitment. Second, we are piloting a CAPEX-based model in which partners fund the entire project, while Carrier assumes responsibility for energy audits, performance commitments, plant operations, and deployment of embedded AI-driven CPOs. This approach allows customers to achieve their decarbonization goals without upfront investment, positioning Carrier as a trusted technology partner and solutions provider to the financing entity, while ensuring recurring revenue and full project execution by Carrier's own team.

Digitally Enabled Life Cycle Solutions: Powering Service Modernisation 2.0

Carrier India's AdvanTEC team is redefining service excellence through the evolution of Service Modernisation 2.0—an integrated approach that blends digital intelligence with deep domain expertise. This transformation is anchored in three strategic pillars:

1. Expanding Energy Audits Beyond Boundaries

Our energy audit capabilities now extend beyond the legacy Carrier installed base to include third-party systems, enabling us to deliver tailored Energy Conservation Measures (ECMs) across diverse HVAC ecosystems. This inclusive approach is helping customers unlock significant energy savings and sustainability gains

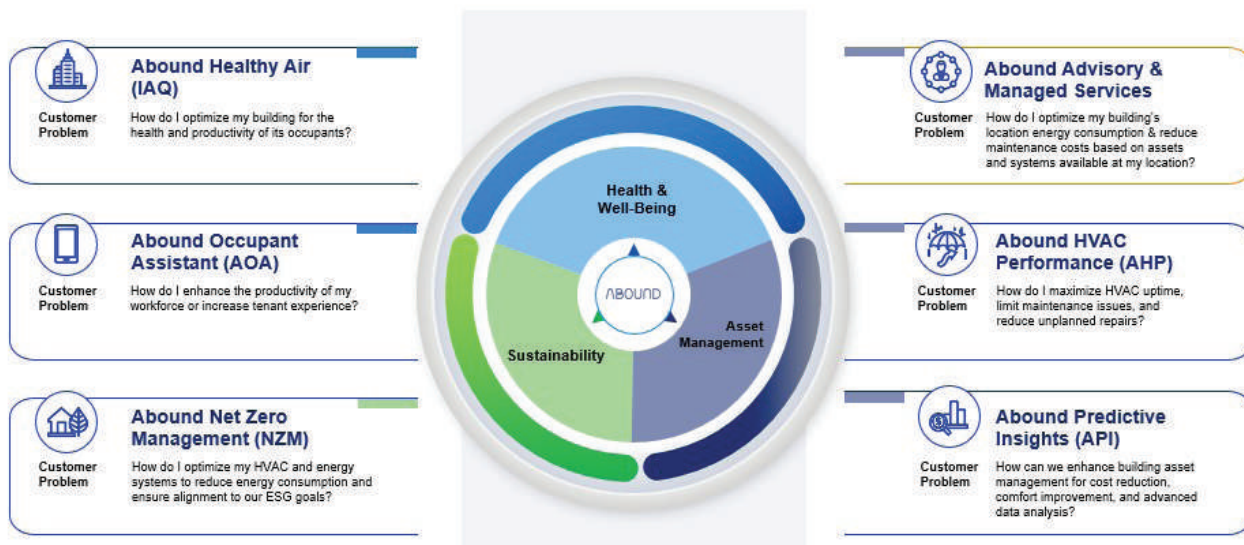
2. Carving Out a Controls Vertical for Building-Wide Intelligence

Recognizing the growing demand for intelligent infrastructure, Carrier has established a dedicated controls vertical. This unit focuses not only on plant room edge solutions but also on building-level automation through platforms like i-Vu®, delivering seamless integration, fault detection, and energy optimization

3. Predictive AI with Abound™: From Insight to Action

The adoption of Abound™ Predictive Insights marks a leap toward proactive service. By integrating AI with building automation systems, Carrier enables real-time diagnostics, trend analysis, and actionable recommendations—empowering customers to reduce downtime, extend asset life, and improve operational efficiency

Carrier About Solutions



Together, these innovations are shaping a smarter, more sustainable future for buildings—one where Carrier's lifecycle solutions are not just reactive, but predictive, inclusive, and intelligent.

3. Environment, Health & Safety:

At Carrier India, we are committed to developing impactful solutions for our community, stakeholders, and the environment. Our dedication is centered on creating a world where safety and health are paramount, achieved through continuous improvement across our operations.

The Carrier 2030 Environmental, Social, and Governance (ESG) goals drive our organization forward, fostering societal progress within our core competencies and local communities. Through sustainable initiatives, including designing and building industry-leading innovative products, Carrier aims to reduce carbon footprints in manufacturing and amongst customers.

Reflecting on FY 2024-25, it was a significant year for Carrier. As we look ahead, our commitment to prioritizing the health and safety of our environment only grows stronger. Some of the highlights include:

- Several initiatives were taken to increase awareness towards leading indicator like stop Work, Near Miss & Potential hazard were taken, resulting to overall increase to 750 nos. (34 Stop Work / 7 Near Miss / 709 Potential hazards) were reported by employees as well as Contractor technicians against 95 nos. of overall 2023, which is a great sign of alertness.
- Sustainability & compliances: Carrier India**



- Leadership field EHS connect with Carrier & contractor technician via Inspection & Audits, overall **306 nos.** of Management audits were conducted by Carrier India in 2024, which are Digitally tracked via Enablon Inspection App & Action plans also recorded & assigned.



- EHS Policy & Safety Message released by **Mr. Sundaresan Narayanan Managing Director – CHVAC India** to Plan India Employees & the same were framed & fixed all across branches & warehouses which clearly describe our goal & commitment towards Environment, Health & Safety.



- Celebration of Events like World Environment Day (5th June) & National Safety Day all across Carrier India Branches, wherein Employees participated in Quiz & Plan a sapling contest:

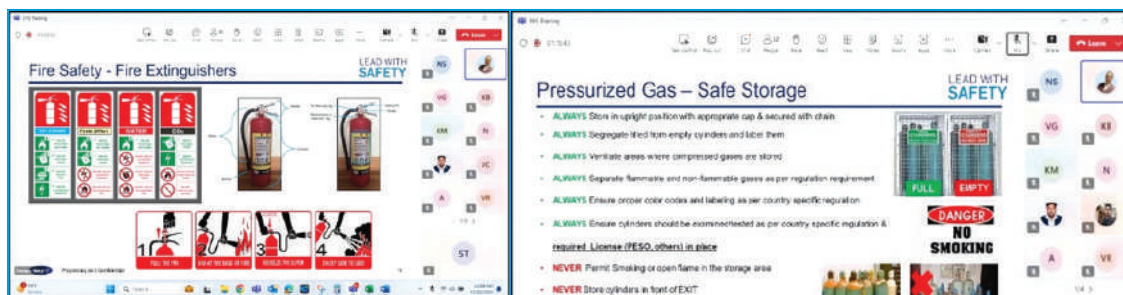




- We extend heartfelt thanks to our 65+ Carrier Technicians and 5000+ channel technicians for their dedication to promoting safe work practices in the field. Let us continue to prioritize the health and safety of our employees across all aspects of business & they are the utmost important for us, as they are the face of the company, initiated 5+session by Service teams at contractor doorstep & covered 40+ technician on 9 safety commitment & safe work processes.



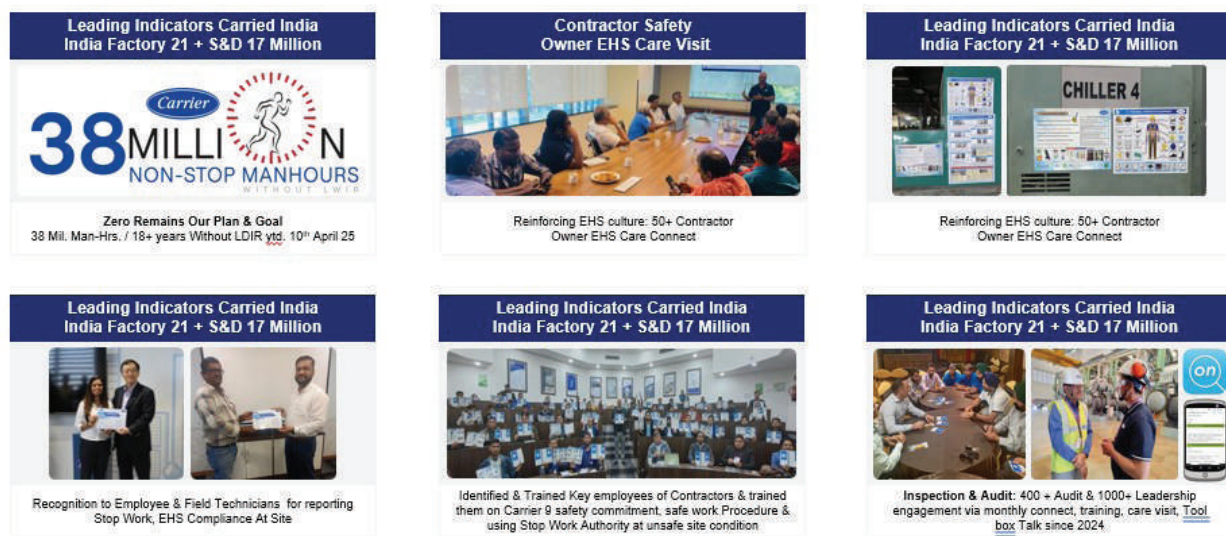
- Warehouse Safety Session of 3rd party (TVSSCS) : Conducted EHS refresher session on warehouse safety of 27 team members (3rd party) maintaining Carrier warehouses Pan India, covered topics like: Material handling & Storage, Fire Safety, Pressurized gas & Chemical storage handling, Electrical safety, PPE usage inspection, as well as Stop work authority & potential hazard reporting



- Carrier India (HVAC) has clocked more than 17+ years and 38 million man-hours with zero fatalities, serious injuries, LWIR, TRIR ytd and this is possible considering team efforts & leadership approach all across business divisions & various platforms available to report any potential hazard like Enablon Go app, Monthly office inspection, customer Jobsite due diligence etc.

Safety as Culture

LEAD WITH
SAFETY



4. Reserves:

The Board of Directors did not propose to transfer any amount to the reserves during the Year Under Review.

5. Share Capital:

The authorized share capital of the Company is Rs. 110,00,00,000 divided into 11,00,00,000 equity shares having face value of Rs. 10/- each. The issued, subscribed, and paid-up capital of the Company is Rs. 106,37,67,450 divided into 10,63,76,745 equity shares having face value of Rs. 10/- each.

There was no change in the share capital of the Company during the Year Under Review.

6. Change in the nature of business if any:

There were no changes in the nature of business of the Company during the Year Under Review.

7. Dividend:

The Board of Directors of your Company declared an interim dividend at the rate of Rs. 26.50/- per equity share during the financial year 2024-25 aggregating to **Rs. 281,89,83,742.50/-** (Rupees Two Hundred Eighty-One Crore Eighty-Nine Lakh Eighty-Three Thousand Seven Hundred and Forty-Two and Fifty Paise Only).

Further, the Board of Directors of your Company are pleased to recommend a final dividend at the rate of Rs. 35.50/- per equity share during the financial year 2024-25 aggregating to **Rs. 377,63,74,447.50/-** (Rupees Three Hundred Seventy Seven Crore Sixty Three Lakh Seventy Four Thousand Four Hundred Forty Seven and Five Zero Paise). The aforesaid Dividend shall be subject to approval of the shareholders of the Company in the 33rd Annual General Meeting.

8. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future:

No significant and material orders had been passed by the regulator or courts or tribunals impacting the going concern status and Company's operations in future.

9. **The names of companies which have become or ceased to be its subsidiaries, joint ventures, or associate companies during the year:**

During the Year Under Review, **Kiddel Technologies India Private Limited ("KTIPL")** ceased to be the wholly owned subsidiary of the Company w.e.f. 21 June 2024.

During the Year Under Review, KTIPL did not commence any business. The Statement containing salient features of the financial statements of KTIPL in Form AOC-1 is attached as **Annexure-A**.

Further, the Company does not have any other subsidiary, joint venture, or associate company as on March 31, 2025.

10. **Compliance certificate with respect to Downstream Investment**

During the Year Under Review, the Company has not made any Downstream Investment(s) under the FEMA Regulations and has obtained a certificate from Statutory Auditors certifying the same.

11. **Changes in Board of Directors and Key Managerial Personnel:**

During the Year Under Review, and till the date of this report the following changes have occurred in the composition of Board of Directors and Key Managerial Personnel of the Company:

S. No.	Name of Director/KMP	Designation	Date of Appointment	Date of Cessation	Mode of Cessation
1	Mr. Anurag Gupta	Company Secretary	January 01, 2023	June 11, 2024	Resignation
2	Ms. Ekta	Company Secretary	June 12, 2024	-	-
3	Mr. Pritesh Agrawal	Whole Time Director	June 08, 2020	November 27, 2024	Resignation
4	Mr. Pritesh Agrawal	Chief Financial Officer	March 25, 2020	November 27, 2024	Resignation
5	Mr. Alfred Thomas	Chief Financial Officer	January 01, 2025	-	-
6	Mr. Rahul Jain	Whole Time Director	June 27, 2017	March 21, 2025	Resignation
7	Mr. Narendra Singh Sisodia	Independent Director	March 27, 2015	March 26, 2025	Retirement
8	Ms. Shan Jain	Independent Director	June 17, 2025	-	-
9	Mr. Hitesh Khanna	Whole Time Director	June 19, 2025	-	-
10	Mr. Munish Kumar	Whole Time Director	July 02, 2025	-	-

- Mr. Anurag Gupta (PAN: AXLPG6714B) had resigned from the position of Company Secretary with effect from June 11, 2024. The Board of Directors appointed Ms. Ekta (PAN: ACOPE5176F) as Company Secretary of the Company with effect from June 12, 2024 in his place.
- Mr. Pritesh Agrawal (DIN: 08757017) had resigned from the position of Whole-Time Director & Chief Financial Officer with effect from November 27, 2024. The Board of Directors appointed Mr. Alfred Thomas (PAN: AELPT0124R) as Chief Financial Officer with effect from January 01, 2025 in his place.
- Mr. Rahul Jain (DIN: 07858457) had resigned from the position of Whole-Time Director & Factory Occupier with effect from March 21, 2025. The Board of Directors had also appointed Mr. Hitesh Khanna (DIN: 11162300) as factory occupier in his place.
- Mr. Narendra Singh Sisodia (DIN: 06363951) had completed his 2 (two) terms of 5 (five) consecutive years as an Independent Director of the Company, and consequently, his office as an independent director had expired with effect from March 26, 2025.
- The Board of Directors had appointed Ms. Shan Jain (DIN: 09661574) as an additional Director in the category of independent director for a term of 2 years with effect from June 17, 2025, subject to the approval of the members at the ensuing AGM.

- vi. The Board of Directors had also appointed Mr. Hitesh Khanna (DIN: 11162300) as an additional Director in the category of whole-time director for a term of 5 years with effect from June 19, 2025, subject to the approval of the members at the ensuing AGM.
- vii. The Board of Directors had also appointed Mr. Munish Kumar (DIN: 11178604) as an additional Director in the category of whole-time director for a term of 5 years with effect from July 02, 2025 subject to the approval of the members at the ensuing AGM.
- viii. Further, in accordance with the articles of association of the Company and relevant provisions of the Companies Act, 2013, Mr. Har Amrit Pal Singh Dhillon (DIN: 07043895), Non-Executive Director, is liable to retire by rotation at the 33rd Annual General Meeting and being eligible, offers himself for re-appointment at the 33rd Annual General Meeting of the Company. This shall not constitute a break in his office and his existing role in Board of Directors of the Company.

12. Number of meetings of the Board of Directors:

During the Year Under Review, the Company had 7 (seven) meetings of the Board of Directors in accordance with the provisions of section 173 of Companies Act, 2013 and other applicable laws on June 11, 2024, June 20, 2024, August 23, 2024, September 23, 2024, September 27, 2024, November 25, 2024, and March 17, 2025. The provisions of Companies Act, 2013 and Secretarial Standard 1 for meetings of Board of Directors issued by The Institute of Company Secretaries of India were adhered to while considering the time gap between two meetings. The attendance of the Board members at the board meetings during the financial year 2024-25 is as below:

S. No.	Name of the Directors and Director Identification Number	Category of Directorship	No. of Board Meetings during tenure of respective Board Member	
			Held	Attended
1	Mr. Sundaresan Narayanan	Managing Director	7	4
2	Mr. Narendra Singh Sisodia	Independent Director (till March 26, 2025)	7	7
3	Ms. Simran Thapar	Whole-time Director	7	7
4	Mr. Rahul Jain	Whole-time Director (till March 21, 2025)	7	6
5	Mr. Har Amrit Pal Singh Dhillon	Non-Executive Director	7	5
6	Mr. Pritesh Agrawal	Whole-time Director (till Nov 27, 2024)	6	4
7	Mr. Siraj Azmat Chaudhry	Independent Director	7	7

13. Directors' Responsibility Statement:

In terms of the provisions of section 134(3)(c) read with section 134(5) of the Companies Act, 2013 the Board of Directors of the Company confirms that:

- (a) In the preparation of the annual accounts for the financial year ended March 31, 2025, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- (b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of profit of the Company for that period.
- (c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (d) The Directors had prepared the annual accounts on a going concern basis.
- (e) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

14. Secretarial Standards:

The applicable secretarial standards issued by the Institute of Company Secretaries of India i.e. SS-1 and SS-2 relating to 'Meetings of the Board of Directors' and 'General Meetings' respectively have been duly complied with by the Company.

15. Declaration of independence by Independent Directors:

The Company has received necessary declarations from each Independent Director under Section 149(7) of the Companies Act, 2013, that they meet the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and the Board of Directors of the Company have taken the declarations in their record.

Further, all the Independent Directors of the Company have complied with the requirement of inclusion of their names in the Databank of Independent Directors maintained by Indian Institute of Corporate Affairs and passed/exempted from the online proficiency self-assessment test conducted by the Indian Institute of Corporate Affairs.

Further, the Board after taking these declarations/disclosures on record and acknowledging the veracity of the same, concluded that the Independent Directors of the Company are the persons of integrity and possess relevant expertise and experience (including the proficiency) and are Independent of the Management.

16. Annual Performance Evaluation:

In compliance with the provisions of the Companies Act, 2013, the Board of Directors had carried out an annual performance evaluation of Independent Directors and its Committees, individual Directors and its own performance for the financial year 2024-25. The Independent Directors assessed the performance of Non-Independent Directors and other Directors of the Company, as well as of the Board as a whole, for the financial year 2024-25 and timeliness of flow of information between management and the Board. The manner of performance evaluations was based on parameters including but not limited to knowledge of business/operations of the Company, effective participation in board/Committee meetings, independence, their value addition/ contribution to Company's objectives and plans, efficient discharge of their responsibilities, governance, trust & confidentiality, and other relevant parameters. It was further acknowledged that board, every individual Director, and Committees of the board contribute its best in the overall growth of the organization and the Independent Directors of the Company are the persons of integrity and possess relevant expertise and experience (including the proficiency) and are Independent of the Management.

17. Corporate Social Responsibility (CSR):

Your Company is committed to the belief that it exists not just to run business and generate profits but also to fulfill its duties as a responsible corporate citizen. Your Company recognizes its need to deliver value to the society which is the reason for its existence. Your Company's most important responsibility is to fulfill the expectations of stakeholders and to continuously improve social, environmental, and economic performance while ensuring the sustainability and operational success of your Company. Your Company has undertaken activities as per the CSR policy and the details thereof are given in **Annexure "C"** forming an integral part of this report. Your Company will continue to support projects that are consistent with the policy. The CSR policy formulated by the Corporate Social Responsibility Committee and approved by the Board of Directors can be accessed at <https://www.carrier.com/commercial/en/in/investor/corporate-social-responsibility/>

18. Nomination and Remuneration Policy:

The Board of Directors has on the recommendation of the Nomination and Remuneration Committee framed a policy for selection and appointment of Directors, key managerial personnel, senior management, and their remuneration including criterion for determining qualifications, positive attributes, independence of a Director and other matters provided under section 178(3) of the Companies Act, 2013. The policy formulated by Nomination and Remuneration Committee is attached as **Annexure "D"** forming an integral part of this report and is also available on <https://www.carrier.com/building-solutions/en/in/investor>.

19. Annual Return:

As required under section 134(3)(a) of the Companies Act, 2013, the draft annual return for the financial year ended March 31, 2025 as required under section 92(3) of the Companies Act, 2013 has been placed on the Company's website and can be accessed at www.carrier.com/building-solutions/en/in/investor/.

The signed copy of the Annual Return shall be available on the website of the Company after the same is filed with the Registrar of Companies.

20. Audit Committee:**Composition of Audit Committee:**

The Audit Committee reviews and looks into the matters prescribed under the Companies Act, 2013 or rules made thereunder, as amended from time to time. During the year, all the recommendations made by the Audit Committee were accepted by the Board. The constitution of the Committee is as follows:

- Mr. Siraj Azmat Chaudhry, Independent Director (Chairperson w.e.f. June 17, 2025);
- Ms. Simran Thapar, Whole-time Director¹ (Member w.e.f. November 25, 2024);
- Ms. Shan Jain, Independent Director² (Member w.e.f. June 17, 2025);
- Mr. Narendra Singh Sisodia, Independent Director³ (Chairperson till March 26, 2025);
- Mr. Pritesh Agrawal, Whole-Time Director & CFO⁴ (Member till November 27, 2024).

Meetings and Attendance:

During the financial year under review 6 (six) meetings of Audit Committee were held on June 11, 2024, June 20, 2024, August 23, 2024, September 27, 2024, November 25, 2024, and March 17, 2025. The attendance of the members of Audit Committee meetings during the financial year 2024-25 is as below:

Name of the Members	No. of Meetings	
	Held	Attended
Mr. Narendra Singh Sisodia	6	6
Mr. Siraj Azmat Chaudhry	6	6
Mr. Pritesh Agrawal	5	3
Ms. Simran Thapar	1	1
Ms. Shan Jain	0	0

21. Nomination and Remuneration Committee:**Composition of Nomination and Remuneration Committee:**

The Nomination and Remuneration Committee review and looks into the matters prescribed under the Companies Act, 2013 or rules made thereunder, as amended from time to time. The constitution of the Committee is as follows:

- Mr. Siraj Azmat Chaudhry, Independent Director (Chairman of the Committee);
- Mr. Har Amrit Pal Singh Dhillon, Non-Executive Director;
- Ms. Shan Jain, Independent Director⁵ (Member of the Committee w.e.f. June 17, 2025);
- Mr. Narendra Singh Sisodia, Independent Director⁶; (Member of the Committee till March 26, 2025).

¹ Ms. Simran Thapar was appointed as Member of the Audit Committee with effect from November 25, 2024.

² Ms. Shan Jain was appointed as member of the Audit Committee with effect from June 17, 2025.

³ Mr. Narendra Singh Sisodia had retired from the office of Independent Director, Member of Audit Committee; Member of Nomination & Remuneration Committee; Member of CSR Committee; and Member of Stakeholders' Relationship Committee after completion of 2 terms of 5 consecutive years with effect from March 26, 2025.

⁴ Mr. Pritesh Agrawal had resigned as Whole-Time Director, Member of Audit Committee, Member of CSR Committee, and Member of Stakeholders' Relationship Committee and CFO with effect from November 27, 2024.

⁵ Ms. Shan Jain was appointed as member of the Nomination and Remuneration Committee with effect from June 17, 2025.

⁶ Mr. Narendra Singh Sisodia had retired from the office of Independent Director, Member of Audit Committee; Member of Nomination & Remuneration Committee; Member of CSR Committee; and Member of Stakeholders' Relationship Committee after completion of 2 terms of 5 consecutive years with effect from March 26, 2025.

Meetings and Attendance:

During the Year under review, 3 (three) meetings of Nomination and Remuneration Committee were held as on June 11, 2024, November 25, 2024, and March 17, 2025. The attendance of members of Nomination and Remuneration Committee meetings held during the financial year 2024-25 is as below:

Name of the Members	No. of Meetings	
	Held	Attended
Mr. Siraj Azmat Chaudhry		
Mr. Narendra Singh Sisodia	3	3
Mr. Har Amrit Pal Singh Dhillon	3	2
Ms. Shan Jain	0	0

22. Corporate Social Responsibility Committee:**Composition of Corporate Social Responsibility Committee:**

The Corporate Social Responsibility Committee reviews and looks into the matters prescribed under the Companies Act, 2013 or rules made thereunder, as amended from time to time. The constitution of the Committee is as follows:

- Mr. Siraj Azmat Chaudhry, Independent Director (Chairman of the Committee);
- Mr. Sundaresan Narayanan, Managing Director;
- Ms. Simran Thapar, Whole-Time Director⁷; (Member of the Committee w.e.f. March 27, 2025);
- Mr. Narendra Singh Sisodia, Independent Director⁸ (Member of the Committee till March 26, 2025);
- Mr. Pritesh Agrawal, Whole-Time Director & Chief Financial Officer⁹ (Member of the Committee till November 27, 2024).

Meetings and Attendance:

During the Year under review, 2 (two) meetings of Corporate Social Responsibility Committee were held on August 23, 2024, and March 17, 2025. The attendance of the members of Corporate Social Responsibility at the meetings during the financial year 2024-25 are as below:

Name of the Members	No. of Meetings	
	Held	Attended
Mr. Siraj Azmat Chaudhry	2	2
Mr. Narendra Singh Sisodia	2	2
Mr. Pritesh Agrawal	1	1
Mr. Sundaresan Narayanan	2	1
Ms. Simran Thapar	1	1

⁷ Ms. Simran Thapar was appointed as member of the Corporate Social Responsibility Committee with effect from March 27, 2025;

⁸ Mr. Narendra Singh Sisodia had retired from the office of Independent Director, Member of Audit Committee; Member of Nomination & Remuneration Committee; Member of CSR Committee; and Member of Stakeholders' Relationship Committee after completion of 2 terms of 5 consecutive years with effect from March 26, 2025.

⁹ Mr. Pritesh Agrawal had resigned as Whole-Time Director, Member of Audit Committee, Member of CSR Committee, and Member of Stakeholders' Relationship Committee and CFO with effect from November 27, 2024.

23. Stakeholder Relationship Committee:

Composition of Stakeholder Relationship Committee:

The Stakeholders' Relationship Committee reviews and looks into the matters prescribed under the Companies Act, 2013 or rules made thereunder, as amended from time to time. The constitution of the Committee is as follows:

- Mr. Har Amrit Pal Singh Dhillon, Non-Executive Director (Chairman of the Committee w.e.f. March 27, 2025)
- Ms. Simran Thapar, Whole-Time Director¹⁰ (Member of the Committee w.e.f. November 25, 2024);
- Mr. Siraj Azmat Chaudhry, Independent Director¹¹ (Member of the Committee w.e.f. March 27, 2025);
- Mr. Narendra Singh Sisodia, Independent Director¹² (Chairman of the Committee till March 26, 2025)
- Mr. Pritesh Agrawal, Whole-time Director & Chief Financial Officer¹³ (Member of the Committee till November 27, 2024).

Meetings and Attendance:

During the period under review 1 (one) meeting of Stakeholder's Relationship Committee was held on March 17, 2025 with following members:

Name of the Members	No. of Meetings	
	Held	Attended
Mr. Narendra Singh Sisodia	1	1
Mr. Pritesh Agrawal	0	0
Mr. Har Amrit Pal Singh Dhillon	1	1
Ms. Simran Thapar	1	1
Mr. Siraj Azmat Chaudhry	0	0

24. Statutory Auditor and their Report:

Pursuant to the provisions of section 139 of the Companies Act, 2013 and rules framed thereunder MSKA & Associates, Chartered Accountants (Firm Registration Number: 105047W) were appointed as statutory auditors of the Company for a term of 5 (five) consecutive years i.e. from conclusion of 29th Annual General Meeting till conclusion of 34th Annual General Meeting of the Company. MSKA & Associates, Chartered Accountants (Firm Registration Number: 105047W) have confirmed their eligibility and qualification required under the Companies Act, 2013 for holding the office of statutory auditors of the Company.

The Statutory Auditors have submitted their Report on the Financial Statements of the Company, which forms part of the Annual Report for the financial year ended March 31, 2025. The Auditor's Report read together with the notes to Accounts is self-explanatory and therefore, in the opinion of the Directors, do not call for any further explanation.

There are no qualifications, reservations, adverse remarks or disclaimer in the auditor's report on financial statements of the Company for the financial year ended March 31, 2025. Hence no explanation or comments of the Board of Directors are required in this matter.

25. Cost Auditors and their report:

As per the requirement of Central Government and pursuant to section 148 of the Companies Act, 2013 and rules made thereunder, as amended from time to time, your Company maintains the cost records accounts and carries out an audit of cost records relating to manufacturing activities. The Board of

¹⁰ Ms. Simran Thapar was appointed as member of the Stakeholders' Relationship Committee with effect from November 25, 2024.

¹¹ Mr. Siraj Azmat Chaudhry was appointed as member of the Stakeholders' Relationship Committee with effect from March 27, 2025.

¹² Mr. Narendra Singh Sisodia had retired from the office of Independent Director, Member of Audit Committee; Member of Nomination & Remuneration Committee; Member of CSR Committee; and Member of Stakeholders' Relationship Committee after completion of 2 terms of 5 consecutive years with effect from March 26, 2025.

¹³ Mr. Pritesh Agrawal had resigned as Whole-Time Director, Member of Audit Committee, Member of CSR Committee, and Member of Stakeholders' Relationship Committee and CFO with effect from November 27, 2024.

Directors of the Company had appointed Jain Sharma & Associates, Cost Accountants (Firm Registration Number - 000270) as cost auditor to audit the cost accounts of the Company for the financial year 2024-25 and remuneration of Jain Sharma & Associates was ratified by the members of the Company at their 32nd Annual General Meeting held on September 20, 2024. The cost audit report for the financial year 2024-25 was filed with the Ministry of Corporate Affairs within prescribed time.

For the financial year ended March 31, 2025, the cost auditor submitted their report to the Board of Directors in Board Meeting. The Board of Directors took note of the same and said report was filed with the Ministry of Corporate Affairs within prescribed time. There are no qualifications in cost auditors report on the cost accounts of the Company for the financial year ended March 31, 2025.

26. Secretarial Auditor and their report:

The Board of Directors of your Company appointed DMK Associates, Practicing Company Secretaries as the secretarial auditor of the Company for financial year 2024-25 in terms of section 204 of the Companies Act, 2013 and rules framed there under. The report of the secretarial audit is attached as Annexure "E" and forms an integral part of this report. There are no qualifications in secretarial audit report for the financial year ended March 31, 2025. Hence no explanation or comments of the Board of Directors is required in this matter.

27. Internal Auditor and their report:

Pursuant to the provisions of Section 138 of Companies Act, 2013 read with rules framed thereunder, the Board of Directors had appointed Mr. Sourabh Wadhwa as internal auditor of the Company. Mr. Wadhwa had conducted internal audit of the functions and activities of the Company for the financial year 2024-25 and submitted his report to the Audit Committee, which was further reviewed by the Board of Directors.

28. Deposits:

The Company has not accepted any deposits covered under Chapter V of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014, as amended from time to time, and as such no amount of principal or interest was remained unpaid or unclaimed as at the end of the Year Under Review. There was no default in repayment of deposits or payment of interest thereon during the year under review.

Further, there are no deposits in the Company which are not in compliance with the requirements of Chapter V of the Companies Act, 2013.

Further, the details of exempted deposits accepted by the Company during the Period under review, has been provided in the financial statements of the Company.

29. Registrar and Share Transfer Agent

Link Intime India Private Limited is the Registrar and Share Transfer Agent ('RTA') of the Company. During the Period Under Review, the name of the RTA was changed to MUFG Intime India Private Limited. The details of the RTA are as follows:

MUFG Intime India Pvt. Ltd
Noble Heights, 1st Floor, Plot No. NH-2, C-1 Block,
LSC Near Savitri Market, Janakpuri, New Delhi – 110058
Tel No. +91 11 – 49411000
Email id: delhi@in.mpms.mufig.com
Website: <https://in.mpms.mufig.com/>

30. Internal Financial Controls:

A strong internal control culture is prevalent in the Company. The internal auditor monitors the compliance with the objective of providing to the Board of Directors an Independent and reasonable assurance on the adequacy and effectiveness of the organization's governance processes. In the opinion of the Board of Directors the existing internal control framework is adequate and commensurate to the size and nature of the business of the Company.

Our People & Culture

At Carrier, we strive to connect our people to our purpose, our culture and to each other. The Carrier Way is our foundation, our north star. It defines our vision, values and cultural behaviors that allow us to create a workplace where we work and win, together, and always with a focus on delivering excellence, the right way.

Carrier is a global employer of choice, focused on attracting, developing and retaining world-class talent, and fostering an inclusive culture rich in global diversity. We develop and deploy best-in-class programs and practices, provide enriching career opportunities, listen to employee feedback and always challenge ourselves to do better.

Carrier





The Carrier Way

Purpose

Our **why** – our reason for being, the impact we have on the world.

Enhancing the Lives We Live and the World We Share

Vision

Our **ambition** – who we aspire to be, where we are going.

To be the Global Leader in Intelligent Climate and Energy Solutions

Values

Our **absolutes** – the guiding principles for everything we do.

**Respect | Integrity | Inclusion
Innovation | Excellence**

Culture

Our **behaviors** – how we work and win together.

Passion for Customers
We win when our customers win.

Play to Win
We strive to be #1 in everything we do.

Choose Speed
We focus and move with a bias for action.

Dare to Disrupt
We innovate and pursue sustainable solutions.

Collaborate to Achieve Results
We work as one team to perform, with integrity.

Build Best Teams
We empower world-class teams, enriched by diversity.

31. Human Resources:

The Carrier Way is the foundation of everything your Company does. It defines our vision, reaffirms our values, describes the behaviors that create a winning culture, and establishes how we work and win together. Your Company introduced a series of new education courses to reinforce behaviors in The Carrier Way that are critical to our success, such as having a passion for customers, respect and building the best teams. Your company introduced initiatives for all employees & people managers to understand The Carrier Way better & lead by example.

Your Company focused on Diversity, Equity and Inclusion in line with Carrier Global' s D&I goals. Your Company conducted several sessions to create awareness, in addition to forums that have been created for employees to come together and share their thoughts.

In alignment with The Carrier Way and focus on building best teams, the Company worked towards ensuring that we hire the right talent and nurture talent within the organization by offering opportunities for learning, growth and capability building. Your Company conducted multiple skill building training and learning sessions for our employees to support them in their development journey basis feedback and requirement of the employees. Your Company also partnered with leading external organizations to conduct sessions for its stakeholders to keep them abreast with latest market developments and best practices. Your company remains dedicated to listening to its employees, reviewing their feedback through various channels including in-person connects and taking action to achieve continuous improvement. Your Company conducted "Pulse" which is a global engagement survey and highlighted the improvements made in response to employees feedback.

Your Company have also partnered with a leading organization to provide counselling support to employees & their family members on confidential basis and has been conducting various Wellness and Engagement sessions for the employees.

Your company has also onboarded new talent from college under the early talent Campus program to have fresh and new perspective in the workforce.

Your Board of Directors would like to place on record their appreciation for the commitment and efficient services rendered by all employees of the company without whose wholehearted efforts the overall satisfactory performance of the company would not have been possible.

32. Disclosure as required under The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The Company has complied with provisions relating to the constitution of Internal Complaints Committee under Sexual Harassment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has an anti-sexual harassment policy in line with the requirement of the Sexual Harassment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the Year under review, the details regarding the matters related to sexual harassment are as follows:

Sr. No.	Particulars	Details
I.	Number of complaints of sexual harassment received in the year;	Nil
ii.	Number of complaints disposed of during the year;	Nil
iii.	Number of cases pending for more than ninety days	Nil

33. Compliance of the provisions relating to the Maternity Benefit Act 1961:

During the Period under Review, the Company has complied with the provisions relating to the Maternity Benefit Act 1961.

34. Conservation of Energy, Technology Absorption, Research & Development, Foreign Exchange Earning & Outgo:

The particulars as prescribed under section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 and amendments made thereto for the financial year ended March 31, 2025, are set out in the **Annexure “F”**, and form an integral part of this report.

35. Particulars of Loans, Guarantees or Investments under section 186:

Details of loans, guarantees and investment covered under the provisions of section 186 of the Companies Act, 2013 read with the rules framed thereunder, as amended from time to time, are given in the notes to the financial statements. The Company has complied with the requirements of section 186 of the Companies Act, 2013 read with the rules framed thereunder, as amended from time to time.

36. Particulars of Contracts or Arrangements with Related Parties:

All the related party transactions that were entered into during the financial year under review were in the ordinary course of business and on arm's length basis in compliance with the applicable provisions of the Companies Act, 2013. No materially significant related party transactions which required the approval of members, were entered into by the Company during the Period under review. Further, all related party transactions entered into by the Company are placed before the Audit Committee for its approval.

The related party transactions are disclosed in notes of the financial statements.

The particulars of the contracts or arrangements entered into by the Company with related parties as referred to in Section 134(3)(h) read with section 188(1) of the Act and rules framed thereunder, in the Form No. AOC-2 are annexed and marked as Annexure-B.

37. Enterprise Risk Management Policy:

In today's economic environment, risk management is a very important part of business. Your Company's risk management is embedded in business. The Company has formulated and implemented a mechanism for risk management and has developed an enterprise risk management policy. Risks are classified in different categories such as financial risks, operational risks, market risks, business, and compliance related risks. These risks are reviewed on a periodic basis and controls are put in place and mitigation planned with identified process owners and defined timelines. The risks are considered while preparing the annual business plan for the year. The Enterprises Risk Management policy is available on the website of the Company at www.carrier.com/building-solutions/en/in/investor/.

38. Reporting of frauds by auditors:

During the year under review, neither the statutory auditors nor the secretarial/Internal/Cost auditor has reported to the Audit Committee, under Section 143 (12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's report.

39. Vigil Mechanism:

Your Company follows the Carrier Code of Ethics which allows any stakeholder including directors, officers, and employees to report suspected or actual violations without fear of retaliation. In addition, any stakeholder can also report any violation to the compliance officer designated within your Company or to Chairman of Audit Committee. Further there is also a system of reporting any suspected/ actual violation through confidential mails or telephonic call. The policy on code of ethics is available on the website of the Company at www.carrier.com/building-solutions/en/in/investor/. All such matters are disclosed to management as a standard worldwide practice.

40. Material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and date of the report:

During the year under review, the Company undertook a significant strategic transaction involving the sale of its commercial refrigeration business to Haier Appliances (India) Private Limited ("purchaser").

While the transaction was initially approved by shareholders at a consideration of INR 333 Crore in 32nd Annual General Meeting as a matter of abundant precaution, material changes in the transaction terms—including a reduction in gross margins—impacted the valuation.

Accordingly, the Board, in its meeting held on September 27, 2024, resolved to revisit the terms approved at the earlier meeting held on August 23, 2024 and authorized continued negotiations with the purchaser. The transaction was subsequently executed as going concern, on a slump sale basis for a revised consideration of INR 265 Crore.

As the revised consideration was lower than that previously approved by shareholders, the Board resolved to place the revised transaction before the shareholders for ratification at the 33rd Annual General Meeting. This change has had a material impact on the financial position of the Company and is disclosed in accordance with applicable provisions of the Companies Act, 2013.

41. General:

Your directors state that no disclosure or reporting is required in respect of the following matters as there were no transactions on these matters during the year under review.

- i. There is no proceeding pending under the Insolvency and Bankruptcy Code, 2016.
- ii. There was no instance of one-time settlement with any Bank or Financial Institution.

42. Acknowledgement:

Your Board of Directors wish to express their gratitude to the Company's dealers, suppliers, bankers, auditors, customers, central and state government departments for their continued guidance, support, help and encouragement they extend to the Company. Your directors also like to place on record their sincere appreciation to business associates and employees at all levels for their unstinting efforts in ensuring all round operational performance. Last but not the least; your directors would also like to thank valuable shareholders and other stakeholders for their support and contribution and look forward for your continued support in the future.

**By order of the Board of Directors
For Carrier Airconditioning & Refrigeration Limited**

Date: August 25, 2025
Place: Gurugram

Sd/
Sundaresan Narayanan
Managing Director
DIN: 06443519

Sd/
Simran Thapar
Whole-time Director
DIN: 09026461

ANNEXURE "A"

Form No. AOC-1

[Pursuant to first proviso to sub-section (3) of section 129 read
with rule 5 of Companies (Accounts) Rules, 2014]

Statement containing salient features of the financial statement of subsidiaries or associate companies or Joint ventures

Part A- Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in INR)

S. No.	Particulars	Details
1.	Name of the Subsidiary	Kiddel Technologies India Private Limited
2.	The date since when subsidiary was acquired	February 11, 2024 (Incorporation date)
3.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	April 01, 2024 to June 20, 2024
4.	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	INR

**Kiddel Technologies India Private Limited ceased to be a subsidiary of the Company as it was sold as a going concern to KFI UK Limited with effect from June 20, 2024.*

	Financial Details as on March 31, 2025	Amount in INR
5.	Share capital	20,37,00,000
6.	Reserves and surplus	-
7.	Total assets	20,37,00,000
8.	Total Liabilities	20,37,00,000
9.	Investments	-
10.	Turnover	-
11.	Profit before taxation	-
12.	Provision for taxation	-
13.	Profit after taxation	-
14.	Proposed Dividend	-
15.	Extent of shareholding (in percentage)	100%

- Names of subsidiaries which are yet to commence operations - 0
- Names of subsidiaries which have been liquidated or sold during the year- 1 (Kiddel Technologies India Private Limited)

Part B: Associates and Joint Ventures

(Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures)

Name of Associates or Joint Ventures	Name
1. Latest audited Balance Sheet Date	-
2. Date on which the Associate or Joint Venture was associated or acquired	-
3. Shares of Associate or Joint Ventures held by the company on the year end	-
No.	-
Amount of Investment in Associates or Joint Venture	-
Extent of Holding (in percentage)	-
4. Description of how there is significant influence	-
5. Reason why the associate/Joint venture is not consolidated.	-
6. Net worth attributable to shareholding as per latest audited Balance Sheet	-
7. Profit or Loss for the year	-
i. Considered in Consolidation	-
ii. Not Considered in Consolidation	-

- Names of associates or joint ventures which are yet to commence operation- Nil.
- Names of associates or joint ventures which have been liquidated or sold during the year- Nil

By order of the Board of Directors
For Carrier Airconditioning & Refrigeration Limited

Date: August 25, 2025
Place: Gurugram

Sd/
Sundaresan Narayanan
Managing Director
DIN: 06443519

Sd/
Simran Thapar
Whole-time Director
DIN: 09026461

ANNEXURE "B"

Form No. AOC-2

[Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014]

1. Details of contracts or arrangements or transactions not at arm's length basis:

There were no contracts or arrangements or transactions entered into during the year ended March 31, 2025, which were not at arm's length basis.

2. Details of material contracts or arrangement or transactions at arm's length basis:

There were no material contracts or arrangements or transactions for the year ended March 31, 2025.

By order of the Board of Directors
For Carrier Airconditioning & Refrigeration Limited

Date: August 25, 2025
Place: Gurugram

Sd/
Sundaresan Narayanan
Managing Director
DIN: 06443519

Sd/
Simran Thapar
Whole-time Director
DIN: 09026461

Corporate Social Responsibility



CSR Projects

Sustainability

Green Your School

An annual initiative empowering students across India to transform their campuses into sustainable spaces through innovative green projects

6,000+
Schools

\$200k
in Grants

1.5M+
Students

18
Years



Environment

United For Air

A community-driven campaign raising awareness about air pollution in Gurugram through real-time monitoring, public engagement, and educational outreach

UFA APP, Website & Social Media

4,600+
App downloads

Community engagements

#6
Composting workshops

#6
Recycling workshops

#5
Plantation drives



Skill Development

Job Oriented Vocational Skill Training

Carrier India partners with institutes like Don Bosco and LMTI to equip youth with future-ready HVAC skills through hands-on training and certified programs



Jamia Millia Islamia
Polytechnic



National Small-Scale Industries

Hands-on training and support



Setting Up/Upscaling Training Labs



Curriculum Development and Practical Product Training



Internship and Placement Opportunities



ANNEXURE "C"

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY

1. A brief outline of the Company's Corporate Social Responsibility policy:

In adherence to Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended, the Company has an approved CSR Policy. In accordance with the primary CSR philosophy of the group and the specified activities under Schedule VII of the Companies Act, 2013, the CSR activities of the Company cover certain thrust areas such as promoting education including special education and employment enhancing vocation skills especially among children, women, and the differently abled, livelihood enhancement projects Promoting Health Care including preventive health care and sanitation environmental sustainability.

The Corporate Social Responsibility Policy of the Company is available on the website of the Company <https://www.carrier.com/commercial/en/in/investor/corporate-social-responsibility/>.

2. The composition of CSR Committee:

The composition of Corporate Social Responsibility Committee is as follows:

S. No.	Name	Designation	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Siraj Azmat Chaudhry	Chairman	2	2
2.	Mr. Narendra Singh Sisodia ¹⁴	Member	2	2
3.	Mr. Sundaresan Narayanan	Member	2	1
4.	Mr. Pritesh Agrawal ¹⁵	Member	1	1
5.	Ms. Simran Thapar ¹⁶	Member	1	1

3. Provide the web-link where Composition of CSR Committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company:

<https://www.carrier.com/commercial/en/in/investor/corporate-social-responsibility/>

4. Provide the executive summary along with web-link(s) of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable. **Not Applicable.**

5. (a) Average net profit of the Company as per section 135(5): The Average Net Profit of last three financial years preceding the reporting financial year (i.e. 2023-24, 2022-23, and 2021-22) calculated in accordance with Section 135 of the Companies Act, 2013 is **INR 1,32,75,47,000**
- (b) Two percent of average net profit of the Company as per section 135(5): **INR 2,65,50,940**
- (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: **Nil.**
- (d) Amount required to be set off for the financial year, if any: **Nil¹⁷**
- (e) Total CSR obligation for the financial year (5b+5c-5d): **INR 2,65,50,940**
6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): **INR 2,60,30,392**
- (b) Amount spent in Administrative Overheads – **INR 5,20,608**
- (c) Amount spent on Impact Assessment, if applicable - **Not Applicable**

¹⁴Mr. Narendra Singh Sisodia had retired from the office of Independent Director, Member of Audit Committee; Member of Nomination & Remuneration Committee; Member of CSR Committee; and Member of Stakeholders' Relationship Committee after completion of 2 terms of 5 consecutive years with effect from March 26, 2025.

¹⁵Mr. Pritesh Agrawal had resigned as Whole-Time Director, Member of Audit Committee, Member of CSR Committee, and Member of Stakeholders' Relationship Committee and CFO with effect from November 27, 2024.

¹⁶Ms. Simran Thapar was appointed as member of the Corporate Social Responsibility Committee with effect from March 27, 2025;

¹⁷Excess amount spent last year has not been utilized for set-off during the year.

(d) Total amount spent for the Financial Year (6a+6b+6c)- **INR 2,65,51,000**

(e) CSR amount spent or unspent for the financial year: **INR 2,65,51,000 and Nil**

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the fund	Amount	Date of transfer
INR 2,65,51,000	Not Applicable		Not Applicable		

(f) Excess amount for set off, if any

S. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the Company as per section 135(5)	2,65,50,940
(ii)	Total amount spent for the Financial Year	2,65,51,000
(iii)	Excess amount spent for the financial year [(ii)-(i)]	60
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NA
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	60

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:

1	2	3	4	5	6		7	8
Sr. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (in Rs.)	Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (in Rs.)	Amount Spent in the Financial Year (in Rs)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years (in Rs)	Deficiency, if any
					Amount (in Rs)	Date of Transfer		
1	FY-1							
2	FY-2							
3	FY-3							

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: **Yes**

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registration Number, if applicable	Name	Registered address
1	Air Conditioning Unit - I	110016		10,37,440	CSR00000216	United Way Delhi	2/27, Gound Floor, Sarva Priya Vihar, New Delhi, 110016
2	Air Conditioning Unit - II	110016		21,60,986	CSR00000216	United Way Delhi	2/27, Gound Floor, Sarva Priya Vihar, New Delhi, 110016
3	Unwind Training Room Chair	110016		3,66,980	CSR00000216	United Way Delhi	2/27, Gound Floor, Sarva Priya Vihar, New Delhi, 110016
4	Projector	110016		12,990	CSR00000216	United Way Delhi	2/27, Gound Floor, Sarva Priya Vihar, New Delhi, 110016
5	Smart Board	110016		1,01,480	CSR00000216	United Way Delhi	2/27, Gound Floor, Sarva Priya Vihar, New Delhi, 110016
6	Smart Board	110016		1,01,480	CSR00000216	United Way Delhi	2/27, Gound Floor, Sarva Priya Vihar, New Delhi, 110016
7	Almirah	110016		35,848	CSR00000216	United Way Delhi	2/27, Gound Floor, Sarva Priya Vihar, New Delhi, 110016
8	Almirah	110016		79,532	CSR00000216	United Way Delhi	2/27, Gound Floor, Sarva Priya Vihar, New Delhi, 110016
9	Jack Table	110016		39,766	CSR00000216	United Way Delhi	2/27, Gound Floor, Sarva Priya Vihar, New Delhi, 110016
10	Scaffolding	110016		31,877	CSR00000216	United Way Delhi	2/27, Gound Floor, Sarva Priya Vihar, New Delhi, 110016

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub-section (5) of section 135: **Not Applicable**

By order of the Board of Directors
For Carrier Airconditioning & Refrigeration Limited

Date: August 25, 2025
Place: Gurugram

Sd/
Sundaresan Narayanan
Managing Director
DIN: 06443519

Sd/
Simran Thapar
Whole-time Director
DIN: 09026461

ANNEXURE "D"

NOMINATION AND REMUNERATION POLICY

The Board of Directors of Carrier Airconditioning & Refrigeration Limited, the ("Company") constituted the "Nomination and Remuneration Committee" at its Meeting held on March 27, 2015, with immediate effect, consisting of three Non-Executive Directors of which not less than one-half are Independent Directors.

1. OBJECTIVE

The Nomination and Remuneration Committee ("Committee") and this Policy shall be in compliance with section 178 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder. The Key Objectives of the Committee would be as under:

- i. To formulate the criteria for determining qualifications, positive attributes and independence of a Director.
- ii. To identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
- iii. To recommend to the board, appointment and removal of Director, KMP and Senior Management Personnel.

2. DEFINITIONS

- i. 'Act' means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.
- ii. 'Board' means Board of Directors of the Company.
- iii. 'Directors' mean Directors of the Company.
- iv. 'Key Managerial Personnel' means:
Chief Executive Officer or the Managing Director or the Manager; Whole-time Director;
Chief Financial Officer;
Company Secretary; and
Such other officer as may be prescribed.
- v. 'Senior Management' mean personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management one level below the Executive Directors, including the Functional Heads.

3. ROLE OF THE COMMITTEE

- i. **Matters to be dealt with pursued and recommended to the board by the Nomination and Remuneration Committee**
 - a. **The Committee shall:**
 - Formulate the criteria for determining qualifications, positive attributes and independence of a Director.
 - Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
 - Recommend to the board, appointment and removal of Director, KMP and Senior Management Personnel.

ii. Policy for appointment and removal of Directors, KMPs and Senior Management Personnel

a. Appointment criteria and qualifications

- i. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the board his / her appointment.
- ii. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment.

b. Term / Tenure

I. Managing /Whole-time Director:

The Company shall appoint or re-appoint any person as its Managing Director or Whole-time Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

II. Independent Director:

An Independent Director shall hold office for a term up to five consecutive years on the board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

c. Evaluation

The Committee shall carry out evaluation of performance of the Directors at regular intervals (yearly).

d. Removal

Due to reasons, for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend to the board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

e. Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company.

iii. Policy relating to the Remuneration for the Managing/ Whole-time Director, KMP and Senior Management Personnel

a. General:

- i. The remuneration / compensation / commission etc. to the Managing / Whole-time Director, KMP and Senior Management Personnel will be as per the Company Policies. The Committee shall recommend the same to the board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- ii. The remuneration and commission to be paid to the Managing / Whole-time Director shall be in accordance with the percentage / slabs / conditions laid down in the Articles of Association of the Company and as per the provisions of the Act.

- iii. Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the board which should be within the limits approved by the Shareholders in the case of Managing/ Whole-time Director.
 - iv. Where any insurance is taken by the Company on behalf of its Managing Director/ Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.
- b. Remuneration to Managing /Whole-time Director, KMP and Senior Management Personnel:**
- i. Remuneration**
The Managing / Whole-time Director, KMP and Senior Management Personnel shall be eligible for a monthly remuneration as per the Company Policies, as may be approved by the board on the recommendation of the Committee and subject to member's approval and central government approval, to the extent required. The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be as per the Company Policies.
 - ii. Minimum Remuneration:**
If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing / Whole-time Directors in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.
 - iii. Provisions for excess remuneration:**
If any Managing /Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.
- c. Remuneration to Non- Executive / Independent Director:**
- i. Sitting Fees:**
The Independent Director may receive remuneration by way of fees for attending meetings of board or Committee thereof. Provided that the amount of such fees shall not exceed Rs One Lac per meeting of the board or Committee, or such amount as may be prescribed by the Central Government from time to time.

4. MEMBERSHIP

- i. The Committee shall consist of a minimum 3 non-executive directors, not less than one-half of them being Independent.
- ii. Minimum (2) members (in person or through any audio-visual means) shall constitute a quorum for the Committee meeting.
- iii. Term of the Committee shall be continued unless terminated by the Board of Directors.

5. CHAIRPERSON

- ii. Chairperson of the Committee shall be appointed by the board.
- ii. In the absence of the Chairperson, the members of the Committee present at the meeting shall choose one amongst them to act as Chairperson.

- iii. Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

6. FREQUENCY OF MEETINGS

The meeting of the Committee shall be held at such regular intervals as may be required.

7. COMMITTEE MEMBERS' INTERESTS

- i. A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- ii. The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

8. SECRETARY

The Company Secretary of the Company shall act as Secretary of the Committee.

9. MINUTES OF COMMITTEE MEETING

Proceedings of all meetings must be recorded in minutes and signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee Meetings will be tabled at the subsequent board and Committee meeting.

10. MODIFICATION OF POLICY

The Committee may modify this Policy unilaterally at any time. Modification may be necessary, among other reasons, to maintain compliance with the rules and regulations imposed by the Regulatory authorities.

**By order of the Board of Directors
For Carrier Airconditioning & Refrigeration Limited**

Date: August 25, 2025
Place: Gurugram

Sd/
Sundaresan Narayanan
Managing Director
DIN: 06443519

Sd/
Simran Thapar
Whole-time Director
DIN: 09026461

FORM NO. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

*[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,
The Members
CARRIER AIRCONDITIONING & REFRIGERATION LIMITED
CIN: U74999HR1992FLC036104
Narsingpur, Kherki Daula Post,
Delhi-Jaipur Highway, Gurugram, Narsinghpur,
Gurgaon, Narsinghpur, Haryana, India, 122004

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **CARRIER AIRCONDITIONING & REFRIGERATION LIMITED (hereinafter called the "Company")**. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2025 ("**Audit Period**") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter along with **Annexure A** attached to this report.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2025 according to the provisions of:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company during the Audit Period according to the provisions of:

- (i) The Companies Act, 2013 (the "**Act**") and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; (**Not applicable to the company during the Audit Period**).
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment ("**FDI**"), Overseas Direct Investments ("**ODI**") and External Commercial Borrowings ("**ECB**"). (**No fresh ECB & FDI was received and no ODI was made by the Company during the Audit Period**);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'), as amended from time to time:-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (**Not applicable to the Company during the Audit Period**);
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (**Not applicable to the Company during the Audit Period**);

- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(Not applicable to the Company during the Audit Period);**
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 **(Not applicable to the Company during the Audit Period);**
 - e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Shares) Regulations, 2021 **(Not applicable to the Company during the Audit Period);**
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client **(Not applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent);**
 - g) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018, **(Not applicable to the Company during the Audit Period);** and
 - h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, **(Not applicable to the Company during the Audit Period).**
- (vi) We further report that, our examination and reporting with respect to compliance of the below mentioned specific Law, as identified and confirmed by the management, has been conducted on a test-check basis:
- The Bureau of Energy Efficiency (Particulars and Manner of their Display on Labels of Room Air Conditioners) Regulations, 2009.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards on meeting of Board of Directors (SS-1) and on General Meeting (SS-2) issued by the Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**"), if any. **(Not applicable to the Company during the Audit Period).**

During the audit period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

Based on the information received and records maintained, we further report that:

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
2. In pursuance to the provisions of the Act, adequate notices and shorter Notice, as the case may be, were given to all the directors to schedule the Board Meetings along with agenda and detailed notes on agenda and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting in compliance of the Act.
3. All decisions at Board Meetings and Committee Meetings have been carried out with requisite majority and recorded in the Minutes of the meetings. Further, as informed and verified from minutes, no dissent was given by any director in respect of the resolutions passed in the Board and the Committee Meeting.

Based on the compliance mechanism established by the Company **we further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company has not incurred any specific event / action that can have major bearing on the Company's affairs in pursuance of above referred laws, rules, regulations, guidelines, standards etc. subject to the following:

We further report that during the audit period the Company has not incurred any specific event / action that can have major bearing on the Company's affairs in pursuance of above referred laws, rules, regulations, guidelines, standards etc. subject to the following:

1. The members of the Company, as a matter of abundant precaution and good corporate governance, passed a Special Resolution under Section 180(1)(a) of the Act at the Annual General Meeting held on September 26, 2024, approving the sale of the commercial refrigeration business to Haier Appliances (India) Private Limited for a consideration of not less than INR 333 crore, (excluding taxes) on a slump sale basis. Subsequently, due to material changes in the transaction terms, including a reduction in gross margins impacting the valuation, the Board, at its meeting held on September 27, 2024, resolved to revisit the terms approved at the earlier meeting held on August 23, 2024 and authorised continued negotiations with the purchaser subsequent to which slump sale was executed. As the revised consideration was lower than that approved by the members in the AGM, the Board has resolved to place the revised transaction before the shareholders for ratification at the ensuing general meeting.

Place: New Delhi
Date: August 25, 2025

UDIN: F004140G001077619

FOR DMK ASSOCIATES
COMPANY SECRETARIES

Sd/-
DEEPAK KUKREJA
FCS, LLB., ACIS (UK), IP
PARTNER
CP No 8265
FCS No. 4140
Peer Review No. 6896/2025

ANNEXURE "F"

Report on Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo as required to be disclosed under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014

A. CONSERVATION OF ENERGY

- Diesel & PNG consumption for DG sets from 01.04.2024 to 31.03.2025- Diesel consumption 1.3 Lakh Liter & PNG consumption is 2.75 Lakhs SCM (including use for paint shop)
- Energy consumption reduction from EE motors from 01.04.2024 to 31.03.2025- 11K (Kwh) saved.

Power fuel consumption

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
1. Electricity		
(a) Purchased		
Units (in Lakhs)	31.65	31.42
Total amount (in Lakhs)	281.47	279.01
Rate/unit (Rs)	8.89	8.88
(b) Own generation		
(i) Through diesel generator		
Units (in Lakhs)	10.11	4.9
Units per liter of diesel oil	3.6	3.25
Cost/unit (Rs)	21.07	22.9
(ii) Through steam turbine/generator		
Units	-	-
Units per litre of fuel oil/gas	-	-
Cost/unit (Rs)	-	-
2. Coal		
Quantity (Tonnes)	-	-
Total cost (Rs)	-	-
Average rate (Rs)	-	-
3. Furnace oil		
Quantity (K. ltrs.)	-	-
Total amount (Rs)	-	-
Average rate (Rs)	-	-
4. Other/internal generation (SOLAR)		
Quantity (Unit) (in Lakhs)	5.15	5.84

B. TECHNOLOGY ABSORPTION

(a) Research and Development (R&D)

- (i) Specific areas in which R&D carried out by the Company:
- 1st time ever, launch of India manufactured Centrifugal chillers range, enabling cost competitiveness and localization content, which is expected to help better sales and better margins in the segment,
 - Introduction of new range in light commercial segment, Slimpac products (floor standing) with lower GWP refrigerant (R32) & labeling as per BEE energy efficiency regulation is expected to drive incremental sales/ margins in this segment.

- Readiness for launch of new 4-way Cassette range with highest star ratings as per BEE labeling regulation, enabling cost competitiveness and localization content, which is expected to help better sales and better margins in the segment.
- Expanded R&D center infrastructure & labs with scaling up & development of talent in various segments to build capabilities for more design & development from India center.
- Enabling qualification of the various products like new range of VRF outdoors and IDUs for launch in India market, with compliance to the regulations etc.
- 1st time labeling of complete chiller range as per new BEE star labeling regulation.
- Development of advanced controllers for enabling the connectivity of the products.
- Design innovation in the light commercial products range with advanced technology & components enabling cost competitiveness in the segment.
- Qualification & development of additional parts of commercial segment enabling cost competitiveness in the segment.
- Development of ASME compliant new Heat Exchangers as per the latest revision of the code.
- Development of product range in light commercial & chillers for export markets.
- Setting up technical team in Gurgaon for supporting data center vertical in Asia region.
- Targeted orientation & talent development programs for building of design capabilities in India center.

(ii) Benefits derived as a result of the above R&D:

- Substantial increase in the rate of product launches from India (number of products per year).
- Incremental revenue & margins for newly introduced products.
- Manufacturing of more products locally to support make in India initiative.
- Launch of more efficient products, in accordance with BEE regulation.
- Competitive advantages in terms of cost and additional revenue generation.
- Sustainable solutions for ESG goals as products have higher energy efficiency, lower GWP refrigerant that too with 40% reduction in refrigerant consumption.
- Readiness for Indian regulations like- QCO- make in India, BEE star labeling program.
- Better supply chain situation (lower import content & reduction of materials quantities like -copper / refrigerant / packaging etc).
- Improvement in the performance and reliability of products.
- Added capabilities in the Gurgaon center for execution of more design & development from India.

Addition of lab capabilities & capacity enhancement to support more products development from India centre.

(iii) Future plan of action:

- Develop new products for competitiveness & leadership in the segments where we play.
- Develop new technologies & leverage latest technology to be number 1 play in the market.
- Plan to develop new products/ comply existing products to new regulations like – upgrade in BEE star labelling table of every segment, QCO regulation etc)
- Focus on the high growth segments and launch specific solutions to cater requirement of that market.
- Increase in localization content & reduction of cost/lead time for customers.

- Use of advanced tools & digitization in the R&D processes for better productivity, bring agility in design cycle & management of design data
- Identify areas for opportunity to improve quality/reliability of the parts & products.
- Execution of the product development strategy and expansion of R&D capabilities
- Work with Standards & regulatory bodies to develop or refine the standards & regulation for betterment of HVAC industry.

(iv) Expenditure on R&D:

During the period under review, the Company has incurred following expenditure on R&D:

- Capital : Rs 6,35,59,235
- Recurring : Rs 13,09,41,522
- Total : Rs.19,45,00,757
- Total R&D expenditure as a percentage of turnover: 0.74

(b) Technology absorption, adaptation, and innovation

(i) **Efforts, in brief, made towards technology absorption, adaptation and innovation:** Technology transfer and absorption for water cooled centrifugal chillers & new cassette range for cost and lead time reduction to help in gaining market share.

(ii) **Benefits derived as a result of the above efforts, e.g., product improvement, cost reduction, product development, import substitution etc.**

The above stated efforts have resulted in localization content, cost competitiveness, compliance to India regulation, labeling as per BEE regulation, apart from benefit in cost/lead time reduction. Also, this will help in increasing revenue and profitability.

(iii) **In case of imported technology (imported during last 5 years reckoned from the beginning of the financial year 2010), following information may be furnished:** Not applicable

C. FOREIGN EXCHANGE EARNINGS & OUTGO:

The foreign exchange earned in terms of actual inflows and actual outgo during the financial year is given below:

S. No.	Foreign Exchange Earnings and Outgo	2024-25	2023-24
1.	Earnings in foreign exchange	2,537	5,583
2.	Expenditure in foreign currency*	9,197	8,066
3.	CIF Value of Import	96,827	78,910

*Excluding provision

By order of the Board of Directors
For Carrier Airconditioning & Refrigeration Limited

Date: August 25, 2025
Place: Gurugram

Sd/
Sundaresan Narayanan
Managing Director
DIN: 06443519

Sd/
Simran Thapar
Whole-time Director
DIN: 09026461

Information regarding Production, Purchase, Sales and Closing Stock

(a) Production, Sale and Stock – Manufactured Goods

Products	Opening Stock		Production	Closing Stock	
	Qty (No's)	Amount	Qty (No's)	Qty (No's)	Amount
Compressor					
Current Year	30	@	-	30	@
Previous Year	39	2	-	30	@
Room Airconditioners					
Current Year	17,858	6,595	1,06,116	16,340	7,628
Previous Year	4,856	2,922	53,844	17,858	6,595
AHU/ FCU & Chillers					
Current Year	983	2,695	5,209	603	1,156
Previous Year	764	1,627	7,724	983	2,695
Condenser/Evaporator Module					
Current Year	1,179	551	11,724	208	84
Previous Year	1,080	595	9,315	1,179	551
Freezers / Cold Room Systems					
Current Year	2	2	162	12	91
Previous Year	2	5	1	2	2
Cylinder & Gas & Fluid					
Current Year	593	10	63,434	-	-
Previous Year	698	120	56,029	593	10
Nozzle & Valve					
Current Year	18	@	173	1	@
Previous Year	18	@	846	18	@
Suppression Accessories					
Current Year	2	@	1,563	-	@
Previous Year	-	@	67	2	@

		Compressor	Room Airconditioners ##	AHU/ FCU & Chillers	Condenser/ Evaporator Module	Freezers / Cold Room Systems
Sale #						
Current Year	Qty(Nos)	-	1,07,465	5,589	12,695	152
	Amount	-	71,398	19,332	7,077	82
Previous Year	Qty(Nos)	9	40,837	7,505	9,216	1
	Amount	-	36,230	17,745	6,368	4

		Cylinder & Gas & Fluid	Nozzle& Valve	Suppression Accessories
Sale #				
Current Year	Qty(Nos)	64,027	190	1,565
	Amount	1,206	9	396
Previous Year	Qty(Nos)	56,135	846	65
	Amount	1,805	45	8

@ Amount is below the rounding off norm adopted by the Company.

The unit sales quantities include Inventory adjustments as well.

Excludes 169 Room Air Conditioners (Previous Year 5) capitalised during the year.

(b) Purchase, Sales and Stock – Traded Goods

Products	Opening Stock		Purchase		Sale *		Closing Stock	
	Qty (No's)	Amount	Qty (No's)	Amount	Qty (No's)	Amount	Qty (No's)	Amount
Room Airconditioners					**			
Current Year	22,468	8,101	1,09,827	31,531	99,134	39,837	33,042	9,970
Previous Year	22,276	8,836	1,33,379	45,192	1,32,886	56,200	22,468	8,101
AHU/FCU & Chillers								
Current Year	472	542	5,231	9,005	4,410	10,761	1,293	665
Previous Year	74	109	3,731	6,814	3,333	8,999	472	542
Stabilizers & others					***			
Current Year	35,900	773	1,25,361	3,645	1,33,563	5,255	27,680	961
Previous Year	35,242	1,173	74,281	3,236	73,529	3,904	35,900	773
Truck Refrigeration								
Current Year	666	5,320	4,709	14,001	3,290	17,406	2,085	5,073
Previous Year	549	4,251	3,110	15,827	2,993	18,972	666	5,320
Freezers & System								
Current Year	567	507	110	164	677	1,039	-	-
Previous Year	751	1,287	1,074	1,023	1,258	2,864	567	507
Condenser/Evaporator								
Current Year	27	23	194	501	221	460	-	-
Previous Year	47	38	506	1,675	526	2,185	27	23
Cylinder								
Current Year	425	185	64	56	473	247	16	13
Previous Year	119	87	672	375	366	474	425	185
Nozzle & Valve								
Current Year	556	76	1,526	121	2,060	204	22	17
Previous Year	414	57	2,358	225	2,216	309	556	76
Spares								
Current Year	#	9,835	#	32,785	#	41,453	#	10,710
Previous Year	#	10,481	#	27,777	#	34,965	#	9,835

* The unit sales quantities include Inventory adjustments as well.

** Excludes 119 Room Air Conditioners (Previous Year 301) capitalised during the year.

*** Excludes 18 (Previous Year 94) Stabilisers capitalised during the year.

@ Amount is below the rounding off norm adopted by the Company.

The Company also trades in spares and components. However, at the time of purchase of these items, it is not known whether these will be used for captive consumption or for sale. Such items are large in number, which differ in size and nature and it is not practicable to furnish quantitative details thereof.

Cost of Material Consumed

	Quantity	Amount	Quantity	Amount
Aluminium (Kgs)	6,12,029	1,849	3,88,927	1,165
Compressor (Nos)	51,053	14,744	38,243	11,939
Copper (Kgs/Nos)	38,95,381	8,807	24,69,813	6,205
Motors (Nos)	1,08,530	3,163	88,127	2,273
Refrigerant / Gas (Kgs)	2,27,086	1,027	2,61,672	2,293
Valve (Nos)	2,44,277	1,631	2,26,332	1,592
Electrical Parts (Nos)	17,60,400	4,680	14,06,341	4,353
IDU/ODU	1,15,640	13,197	-	-
Others*		19,335		17,611
Total	70,14,396	68,433	48,79,455	47,431

*Includes inventory adjustments and consumption for internal use. It is not practicable to furnish quantitative information of other raw materials and components consumed in view of the large number of items which differ in size and nature, each being less than 10% in value of the total.

Includes consumption of consumables which are consumed with raw material. The value of such consumables is not material and hence same is not shown separately.

Value of imported and indigenous raw materials, components

	Current Year		Previous Year	
	%	Amount	%	Amount
Imported	42	28,882	38	17,944
Indigenous	58	39,551	62	29,487
Total	100	68,433	100	47,431

By order of the Board of Directors
For Carrier Airconditioning & Refrigeration Limited

Date: August 25, 2025
Place: Gurugram

Sd/
Sundaresan Narayanan
Managing Director
DIN: 06443519

Sd/
Simran Thapar
Whole-time Director
DIN: 09026461



Financial Section



INDEPENDENT AUDITOR'S REPORT

To the Members of Carrier Airconditioning & Refrigeration Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Carrier Airconditioning & Refrigeration Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2025, and the Statement of Profit and Loss, including Other Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including summary of material accounting policies and other explanatory information (hereinafter referred to as the "financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, and its profit (including other comprehensive income), changes in equity and cash flows for the year ended on that date.

BASIS FOR OPINION

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Financial Statements' section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the Director's report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial

controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

We give in "Annexure A" a detailed description of Auditor's responsibilities for Audit of the Financial Statements.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of Sub-section (11) of Section 143 of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated in the paragraph 2(h) (vi) below on reporting under Rule 11(g).
 - (c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, the Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors as on March 31, 2025, taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2025, from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) The reservation relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2(b) above on reporting under Section 143(3)(b) and paragraph 2 (h) (vi) below on reporting under Rule 11(g).
 - (g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure C".
 - (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 14, 28 and 29 to the financial statements.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company– Refer Note 44(ii) to the financial statements.
- iv.
 - a. The Management has represented that, to the best of it's knowledge and belief, as disclosed in the Note 44(vii) to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - b. The Management has represented, that, to the best of its knowledge and belief, as disclosed in the Note 44(viii) to the financial statements, no funds have been received by the Company from any person or entity, including foreign entities (Funding Parties), with the understanding, whether recorded in writing or otherwise, as on the date of this audit report, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - c. Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, and according to the information and explanations provided to us by the Management in this regard nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided under (a) and (b) above, contain any material misstatement.
- v.
 - a. The final dividend paid by the Company during the year in respect of the same declared for the previous year is in accordance with section 123 of the Companies Act 2013 to the extent it applies to payment of dividend.
 - b. The interim dividend declared and paid by the Company during the year is in accordance with section 123 of the Companies Act 2013
 - c. The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend -Refer Note 27 to the financial statements.
- vi.
 - a. Based on our examination which included test checks:

 The Company has used an accounting software for maintaining its books of account, which has a feature of recording the audit trail (edit log) facility, except that audit trail feature was not enabled throughout the year for certain relevant tables and also not enabled at the database level to log any direct changes as explained in Note 46 to the financial statements.

 Further, where enabled, the audit trail feature has operated for the relevant transactions recorded in the accounting software. Also, during the course of our audit, we did not come across any instance of the audit trail feature being tampered with.

- b. With respect to software for managing procurement and payroll processing, which is managed and maintained by a third-party software service provider as explained in Note 46 to the financial statements. However, in absence of adequate coverage in independent service auditors report we are unable to comment whether the software has a feature of recording audit trail (edit log) facility and whether the same has operated throughout the year for all relevant transactions recorded in the software or whether there is any instance of audit trail feature being tampered with.

Additionally, the audit trail feature of the prior year has been preserved by the Company as per the statutory requirements for record retention to the extent it was enabled and recorded in the previous year.

3. In our opinion, according to information and explanations given to us, the remuneration paid by the Company to its directors is within the limits laid prescribed under Section 197 read with Schedule V of the Act and the Rules thereunder.

For M S K A & Associates
Chartered Accountants
ICAI Firm Registration No. 105047W

Vinod Gupta
Partner
Membership No. 503690
UDIN: 25503690BMNTBQ3109

Place: Gurugram
Date: August 25, 2025

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT ON EVEN DATE ON THE FINANCIAL STATEMENTS OF CARRIER AIRCONDITIONING & REFRIGERATION LIMITED FOR THE YEAR ENDED MARCH 31, 2025.

Auditor's Responsibilities for the Audit of the Financial Statements

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management and Board of Directors.
- Conclude on the appropriateness of Management and Board of Director's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

For M S K A & Associates
Chartered Accountants
ICAI Firm Registration No. 105047W

Vinod Gupta
Partner
Membership No. 503690
UDIN: 25503690BMNTBQ3109

Place: Gurugram
Date: August 25, 2025

ANNEXURE B TO INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF CARRIER AIRCONDITIONING & REFRIGERATION LIMITED FOR THE YEAR ENDED MARCH 31, 2025.

Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report

- i. (a) A. The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment and relevant details of Right-of-Use assets.
 B. The Company has maintained proper records showing full particulars of intangible assets.
- (b) Property, Plant and Equipment and Right-of-Use assets were physically verified by the management according to a phased programme designed to cover all items over a period of 3 years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of Property, plant and equipment, and Right-of-Use assets have been physically verified by Management during the year. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us, the title deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) as disclosed in the financial statements are held in the name of the Company.
- (d) According to the information and explanations given to us, the Company has not revalued its Property, Plant and Equipment (including Right-of-Use assets) and its Intangible Assets during the year. Accordingly, the provisions stated under clause 3(i)(d) of the Order are not applicable to the Company.
- (e) According to the information and explanations given to us, no proceeding has been initiated or pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988, as amended and Rules made thereunder. Accordingly, the provisions stated under clause 3(i)(e) of the Order are not applicable to the Company.
- ii. (a) The inventory (excluding stocks with third parties and stocks-in-transit) has been physically verified by the management during the year. In respect of inventory lying with third parties, these have substantially been confirmed by them and in respect of goods in transit, the goods have been substantially received subsequent to the year end. No discrepancies were noted in respect of these confirmations. In our opinion, the frequency, coverage and procedure of such verification is reasonable and appropriate, having regard to the size of the Company and the nature of its operations. The discrepancies noticed on physical verification of inventory as compared to book records were not 10% or more in aggregate for each class of inventory.
- (b) The Company has not been sanctioned any working capital limits during the year on the basis of security of current assets. Accordingly, the provisions stated under clause 3(ii)(b) of the Order are not applicable to the Company.
- iii. According to the information and explanations provided to us, the Company has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. The Company has made investments in the wholly owned subsidiary company ('Kiddel Technologies India Private Limited'). Accordingly, the provisions stated under clause 3(iii)(a), (c) to (f) of the Order are not applicable to the Company.
- iv. According to the information and explanations given to us, the Company has not granted any loans, provided any guarantee or security to the parties covered under provisions of Section 185 of the Act. Accordingly, the provisions stated under clause 3(iv) of the Order insofar as it relates to Section 185 of the Act, is not applicable to the Company. The Company has complied with the provisions of Section 186 of

the Act, in respect of investments made by the Company during the year in the wholly owned subsidiary company amounting to Rs. 1,200 lacs.

- v. According to the information and explanations given to us, the Company has neither accepted any deposits from the public nor any amounts which are deemed to be deposits, within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under. Accordingly, the requirement to report under clause 3(v) of the Order is not applicable to the Company.
- vi. Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Act in respect of its products. We have broadly reviewed the same, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii. (a) According to the information and explanations given to us and the records examined by us, in our opinion, undisputed statutory dues including Goods and Services Tax, Provident Fund, Professional Tax, Income-Tax, Duty of Customs, Cess, and other statutory dues have generally been regularly deposited by the Company with appropriate authorities in all cases during the year. No undisputed amounts payable in respect of these statutory dues were outstanding as at March 31, 2025, for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and the records examined by us, statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2025, on account of any dispute, are as follows:

Name of the Statute	Nature of the dues	Amount (Rs. in lacs)	Amount paid (Rs. in lacs)	Period to which amount relates	Forum where dispute is pending
Income tax					
Income tax Act, 1961	Income tax	63	-	2006-07	Assistant commissioner of Income-tax
Income tax Act, 1961	Income tax	8,101	-	2016-17 to 2019-20, 2021-22 & 2023-24	Commissioner of Income tax (Appeals)
Income tax Act, 1961	Income tax	87*	79@	2000-01 & 2013-14	Income tax appellate tribunal
Income tax Act, 1961	Income tax	538	-	2020-21	Commissioner of Income tax (Appeals)
Sales tax/Value added tax/Goods and Service tax					
Sales tax/ Value added tax Act of various states	Sales tax/ Value added tax	4,754	410	1988-90, 1992-93, 1994-95 to 2007-08, 2009-10 to 2019-20	Appellate authorities of various states
Sales tax/ Value added tax Act of various states	Sales tax/ Value added tax	330	142	1997-2002, 2004-10, 2011-12, 2012-13, 2014-15 and 2017-18	Sales tax Appellate tribunal of various states
Sales tax/ Value added tax Act of various states	Sales tax/ Value added tax	169	79	1989-90, 1995-97, 1998-2002 and 2003-06	High Courts of various states

Name of the Statute	Nature of the dues	Amount (Rs. in lacs)	Amount paid (Rs. in lacs)	Period to which amount relates	Forum where dispute is pending
Sales tax/ Value added tax Act of Kerala	Sales tax/ Value added tax	46	18	2002-03	Supreme Court
Goods and Service tax Act, 2017	Goods and Service tax	2,302	113	2017-20	Appellate authorities of various states
Central Excise duty					
Central Excise Act, 1944	Excise duty	5	-	2002-08	Commissioner of Excise (Appeals)
Custom duty					
Customs Act, 1962	Custom duty	870	-	1998-00 & 2020-23	Commissioner of Customs
Customs Act, 1962	Custom duty	479	-	2014-15 & 2018-24	Assistant Commissioner of Customs
Service tax					
Finance Act, 1994	Service tax	9	2	1997-02	Assistant Commissioner of Central Excise
Finance Act, 1994	Service tax	3,832	-	2010-18	Commissioner of Excise and Service tax (Appeals)
Finance Act, 1994	Service tax	3,819	143	2006-15	Central Excise and Service tax Appellate Tribunal
Finance Act, 1994	Service tax	10,184	-	2005-12	Hon'ble High Court (department has gone into appeal)
Local Area Development tax/Entry tax					
Local Area Development Tax Act, 2000	Local area development tax	53	-	2000-08	Supreme court
Local Area Development Tax Act, 2000	Local area development tax	3,415	-	2008-2018	High Court
The West Bengal Tax on Entry of Goods into Local Area Act, 2012	Entry tax	67	-	2015-2018	Supreme court

* Rs. 8 lacs represent tax impact due to reduction in business loss and unabsorbed depreciation for the period 2000-01.

@ Represents tax impact on account of addition in taxable income adjusted from refund payable to the Company.

- viii. According to the information and explanations given to us, there are no transactions which are not recorded in the books of account which have been surrendered or disclosed as income during the year in Income-tax Assessment under the Income Tax Act, 1961. Accordingly, the requirement to report as stated under clause 3(viii) of the Order is not applicable to the Company.
- ix. The Company does not have any loans or borrowings and repayment to lenders during the year. Accordingly, the provisions stated in paragraph 3(ix) (a) to (f) of the Order is not applicable to the Company.
- x. (a) In our opinion and according to the information and explanations given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the reporting requirement under clause 3(x)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partly, or optionally convertible) during the year. Accordingly, the requirements to report under clause 3(x)(b) of the Order is not applicable to the Company.
- xi. (a) Based on our examination of the books and records of the Company and according to the information and explanations given to us, we report that no material fraud by the Company or no material fraud on the Company has been noticed or reported during the year in the course of our audit.
- (b) During the year no report under Section 143(12) of the Act, has been filed by secretarial auditor or by us in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year and shared with us for reporting under this clause, while determining the nature, timing, and extent of audit procedures.
- xii. The Company is not a Nidhi Company. Accordingly, the provisions stated under clause 3(xii)(a) to (c) of the Order are not applicable to the Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act, where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable Indian accounting standards.
- xiv. (a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till the date of our audit report for the period under audit.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, in our opinion, during the year, the Company has not entered into non-cash transactions with directors or persons connected with its directors and accordingly, the requirement to report on clause 3(xv) of the Order is not applicable to the Company.
- xvi. (a) The Company is not required to be registered under Section 45 IA of the Reserve Bank of India Act, 1934 (2 of 1934) and accordingly, requirements to report under clause 3(xvi)(a) of the Order is not applicable to the Company.
- (b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities during the year and accordingly, the provisions stated under clause 3 (xvi)(b) of the Order are not applicable to the Company.

- (c) In our opinion and according to information and explanations given to us, neither Company nor any company in the group, is a Core investment Company (CIC) as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report under clause 3 (xvi)(c) to (d) of the Order is not applicable to the Company.
- xvii. Based on the overall review of financial statements, the Company has not incurred cash losses in the current financial year and in the immediately preceding financial year. Accordingly, the requirement to report under clause 3(xvii) of the Order is not applicable to the Company.
- xviii. There has been no resignation of the statutory auditors during the year. Accordingly, the reporting under clause 3(xviii) of the Order is not applicable to the Company.
- xix. According to the information and explanations given to us and based on our examination of financial ratios (as disclosed in note 43 to the financial statements), ageing and expected date of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans, and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. (a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a Fund as specified in Schedule VII of the Act as disclosed in note 35 to the financial statements.
- (b) There are no ongoing projects and accordingly reporting under Clause 3(xx)(b) of the Order is not applicable to the Company.
- xxi. The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements. Accordingly, no comment in respect of the said Clause has been included in the report.

For M S K A & Associates
Chartered Accountants
ICAI Firm Registration No. 105047W

Vinod Gupta
Partner
Membership No. 503690
UDIN: 25503690BMNTBQ3109

Place: Gurugram
Date: August 25, 2025

ANNEXURE C TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF CARRIER AIRCONDITIONING & REFRIGERATION LIMITED FOR THE YEAR ENDED MARCH 31, 2025

Referred to in paragraph 2(g) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the Members of Carrier Airconditioning & Refrigeration Limited on the Financial Statements for the year ended March 31, 2025

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to financial statements of Carrier Airconditioning & Refrigeration Limited ("the Company") as of March 31, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Opinion

In our opinion, the Company, has, in all material respects, an adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2025, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ('ICAI').

Managements' and Board of Director's Responsibility for Internal Financial Controls

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by ICAI. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls With reference to Financial Statements

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls With reference to financial statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For M S K A & Associates
Chartered Accountants
ICAI Firm Registration No. 105047W

Vinod Gupta
Partner
Membership No. 503690
UDIN: 25503690BMNTBQ3109

Place: Gurugram
Date: August 25, 2025

Carrier Airconditioning & Refrigeration Limited
Balance Sheet as at March 31, 2025
(All amounts in Rs. Lacs, unless otherwise stated)

	Note	As at March 31, 2025	As at March 31, 2024
ASSETS			
Non-current assets			
Property, plant and equipment	3	7,131	7,195
Right-of-use assets	4.1	2,092	1,963
Capital work-in-progress	4.2	3,298	512
Intangible assets	4	777	1,216
Financial assets			
Investments	5.1	1	1
Loans	5.2	545	256
Others	5.3	249	290
Income tax assets (net)	6	1,076	1,578
Deferred tax assets (net)	7	5,839	6,004
Other non-current assets	8	3,278	2,176
Total non-current assets		24,286	21,191
Current assets			
Inventories	9	42,212	37,879
Financial assets			
Investments in subsidiary (held for sale)	10.1	-	837
Trade receivables	10.2	38,276	33,192
Cash and cash equivalents	10.3	48,052	41,989
Loans	10.4	115	288
Others	10.5	5,023	3,386
Other current assets	11	6,826	4,966
Total current assets		1,40,504	1,22,537
Assets of a disposal group classified as held for sale	37(a)	-	4,603
TOTAL ASSETS		1,64,790	1,48,331
EQUITY AND LIABILITIES			
Equity			
Equity share capital	12	10,638	10,638
Other equity	13	47,295	40,273
Total equity		57,933	50,911
Liabilities			
Non-current liabilities			
Financial liabilities			
Lease liabilities	31	1,391	1,338
Provisions	14	7,191	6,896
Other non-current liabilities	15	560	334
Total non-current liabilities		9,142	8,568
Current liabilities			
Financial liabilities			
Lease liabilities	31	855	748
Trade payables	16.1		
a) total outstanding dues of micro and small enterprises; and		1,871	1,539
b) total outstanding of creditors other than micro and small enterprises		76,923	67,165
Other current financial liabilities	16.2	2,556	1,534
Other current liabilities	17	12,313	10,467
Provisions	18	3,197	2,780
Total current liabilities		97,715	84,233
Liabilities of a disposal group classified as held for sale	37(a)	-	4,619
Total liabilities		1,06,857	97,420
TOTAL EQUITY AND LIABILITIES		1,64,790	1,48,331

Summary of material accounting policies

2

The notes referred above form an integral part of these financial statements.
As per our report of even date attached.

For MSKA & Associates

Chartered Accountants
ICAI Firm Registration No. 105047W

**For and on behalf of the Board of Directors of
Carrier Airconditioning & Refrigeration Limited
CIN U74999HR1992FLC036104**

Sd/-

Vinod Gupta

Partner
Membership No: 503690
Place: Gurugram
Date: August 25, 2025

Sd/-

Sundaresan Narayanan
Managing Director
DIN No. 06443519

Place: Gurugram
Date: August 25, 2025

Sd/-

Alfred Thomas
Chief Financial Officer

Place: Gurugram
Date: August 25, 2025

Sd/-

Simran Thapar
Whole Time Director
DIN No. 09026461
Place: Gurugram
Date: August 25, 2025

Sd/-

Ekta
Company Secretary
Membership No: A72724
Place: Gurugram
Date: August 25, 2025

Carrier Airconditioning & Refrigeration Limited
Statement of Profit and Loss for the year ended March 31, 2025
(All amounts in Rs. Lacs, unless otherwise stated)

	Note	Year ended March 31, 2025	Year ended March 31, 2024
Continuing Operations:			
Income			
Revenue from operations	19	2,49,612	2,13,114
Other income	20	4,741	2,858
Total income		2,54,353	2,15,972
Expenses			
Cost of materials consumed		64,573	43,525
Purchase of traded goods (Including spares)		88,789	92,815
Changes in inventories of finished goods, stock-in -trade and work-in-progress	21	(2,312)	(4,489)
Employee benefits expense	22	18,723	17,737
Finance costs	23	229	211
Depreciation and amortization expense	24	2,783	2,474
Other expenses	25	54,044	46,154
Total expenses		2,26,829	1,98,427
Profit before tax from continuing operations		27,524	17,545
Tax expense from continuing operations			
Current tax	7	6,985	5,263
Deferred tax	7	147	(896)
Tax related to earlier years	7	146	-
Total Tax expense from continuing operations		7,278	4,367
Profit for the year from continuing operations (A)		20,246	13,178
Discontinued Operations:			
Profit before tax from discontinued operations	37	1,323	2,504
Profit from sale of discontinued businesses	37	28,303	-
Tax expense on above	37	4,613	630
Profit for the year from discontinued operations (B)		25,013	1,874
Profit for the year C=(A+B)		45,259	15,052
Other comprehensive income/(loss) (D)			
(i) Items that will not be reclassified to profit or (loss) in subsequent years	34	70	(456)
(ii) Income tax related to items that will not be reclassified to profit or (loss)	7	(18)	115
Other comprehensive income for the year, net of taxes E=(C+D)		52	(341)
Total comprehensive income for the year (C+E)		45,311	14,711

Earning per share (in Rs.)

Nominal value of share INR 10 [previous year INR 10]

Continuing Operations

Basic	26	19.04	12.39
Diluted	26	19.04	12.39

Discontinued Operations

Basic	26	23.51	1.76
Diluted	26	23.51	1.76

Continuing and Discontinued operations

Basic	26	42.55	14.15
Diluted	26	42.55	14.15

Summary of material accounting policies

2

The notes referred above form an integral part of these financial statements.
As per our report of even date attached.

For MSKA & Associates

Chartered Accountants

ICAI Firm Registration No. 105047W

For and on behalf of the Board of Directors of
Carrier Airconditioning & Refrigeration Limited
CIN U74999HR1992FLC036104

Sd/-

Vinod Gupta

Partner

Membership No: 503690

Place: Gurugram

Date: August 25, 2025

Sd/-

Sundaresan Narayanan

Managing Director

DIN No. 06443519

Place: Gurugram

Date: August 25, 2025

Sd/-

Alfred Thomas

Chief Financial Officer

Place: Gurugram

Date: August 25, 2025

Sd/-

Simran Thapar

Whole Time Director

DIN No. 09026461

Place: Gurugram

Date: August 25, 2025

Sd/-

Ekta

Company Secretary

Membership No: A72724

Place: Gurugram

Date: August 25, 2025

Carrier Airconditioning & Refrigeration Limited
Statement of Cash Flows for the year ended March 31, 2025
(All amounts in Rs. Lacs, unless otherwise stated)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Cash flows from operating activities :		
Profit before tax from continuing operations	27,524	17,545
Profit before tax from discontinued operations	1,323	2,504
Adjustments for :		
Depreciation and amortization expense	2,798	2,492
Share based payments	7	5
Profit on sale of property, plant and equipment's (net)	(17)	(21)
Interest on lease liabilities	180	185
Interest income on fixed deposits and income tax refund	(2,653)	(1,622)
Provision for inventory obsolescence	530	525
Allowance for doubtful debts and advances	1,030	150
MTM loss/ (gain) on forward contracts	137	10
Unrealised (gain)/ loss on foreign exchange fluctuations	200	28
Liabilities and provisions no longer required written back	(1,348)	(748)
Operating profit before change in assets and liabilities	29,711	21,053
Adjustments for :		
Decrease/(increase) in other current and non current assets	(3,208)	(125)
Decrease/(increase) in current and non current loans	(272)	5
Decrease/(increase) in inventories	(6,199)	(5,227)
Decrease/(increase) in current and non current financial assets -other	(1,324)	(186)
Decrease/(increase) in current financial assets- trade receivables	(6,481)	(3,620)
Increase/(decrease) in current financial liabilities - trade payables	11,650	19,830
Increase/(decrease) in current and non current financial liabilities - others	574	42
Increase/(decrease) in other current and non current liabilities	3,555	533
Increase/ (decrease) in current and non-current provisions	417	1,345
Cash generated from operating activities	28,423	33,650
Income tax paid, net of refund and interest thereon	(11,277)	(6,338)
Net cash generated from operating activities (A)	17,146	27,312
Cash flow from investing activities :		
Purchase of property, plant and equipment	(4,780)	(1,755)
Purchase of property, plant and equipment from fellow subsidiary*	-	(1,837)
Proceeds from sale of property, plant and equipment / intangible assets	23	24
Interest received on deposits	2,578	1,401
Interest received on income tax refund	14	-
Proceeds from sale of discontinued businesses	31,769	-
Investment in subsidiary	(1,200)	(837)
Net cash flow generated / (used) in investing activities (B)	28,404	(3,004)
Cash flow from financing activities :		
Payment of lease liabilities	(1,131)	(1,090)
Dividend paid	(38,337)	(1,071)
Net cash used in financing activities (C)	(39,468)	(2,161)
Net (decrease) / increase in cash and cash equivalents during the year (A+B+C)	6,082	22,147
Cash and cash equivalents at the beginning of the year	41,989	19,835
Add: Re-instatement (loss)/ gain on balance in EEFC account	(19)	7
Cash and Cash Equivalents at close of the year	48,052	41,989

* Refer note 45

Carrier Airconditioning & Refrigeration Limited
Statement of Cash Flows for the year ended March 31, 2025
(All amounts in Rs. Lacs, unless otherwise stated)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Cash and cash equivalents consists of the following	As at 31 March 2025	As at 31 March 2024
Bank balance		
-in current account	3,599	1,486
-in deposit account	44,453	40,503
	48,052	41,989
Movement in financial liabilities		Lease liabilities
As at 31 March 2023		2,503
Loan taken during the year		-
Repayment during the year		-
Other non cash transactions		
Lease acquisition during the year		498
Lease terminated during the year		(10)
Interest expense during the year		185
Payment during the year		(1,090)
As at 31 March 2024		2,086
Loan taken during the year		-
Repayment during the year		-
Other non cash transactions		
Lease acquisition during the year		1,182
Lease terminated during the year		(71)
Interest expense during the year		180
Payment during the year		(1,131)
As at 31 March 2025		2,246

1. The cash flow statement have been prepared in accordance with "Indirect Method" as set out on Ind AS-7 on "Statement on Cash Flows " as notified under Section 133 of the Companies Act 2013, read with relevant rules thereunder.

Summary of material accounting policies (refer note 2)

The notes referred above form an integral part of these financial statements.

As per our report of even date attached

For MSKA & Associates

Chartered Accountants
ICAI Firm Registration No. 105047W

**For and on behalf of the Board of Directors of
Carrier Airconditioning & Refrigeration Limited
CIN U74999HR1992FLC036104**

Sd/-

Vinod Gupta

Partner

Membership No: 503690

Place: Gurugram

Date: August 25, 2025

Sd/-

Sundaresan Narayanan

Managing Director

DIN No. 06443519

Place: Gurugram

Date: August 25, 2025

Sd/-

Alfred Thomas

Chief Financial Officer

Place: Gurugram

Date: August 25, 2025

Sd/-

Simran Thapar

Whole Time Director

DIN No. 09026461

Place: Gurugram

Date: August 25, 2025

Sd/-

Ekta

Company Secretary

Membership No: A72724

Place: Gurugram

Date: August 25, 2025

Carrier Airconditioning & Refrigeration Limited
Statement of Changes in Equity for the year ended March 31, 2025
(All amounts in Rs. Lacs, unless otherwise stated)

a. Equity share capital

	Number	Amount
As at March 31, 2023	10,63,76,745	10,638
Changes in equity share capital during the year	-	-
As at March 31, 2024	10,63,76,745	10,638
Changes in equity share capital during the year	-	-
As at March 31, 2025	10,63,76,745	10,638

b. Other equity

	Reserves and Surplus					Other comprehensive income	Total
	Capital reserve	Reserves on business combination	General reserve	Retained earnings	Share options outstanding account	Re-measurement gain/(loss) on defined benefit obligations	
Balance as at March 31, 2023	1	657	895	24,495	573	-	26,621
Profit for the year				15,052	-	(341)	14,711
Transfer to retained earnings	-	-	-	(341)	(233)	341	(233)
Dividend paid during the year (Refer Note 27)	-	-	-	(1,064)	-	-	(1,064)
Share based payments (Refer Note 42)	-	-	-	233	5	-	238
Balance as at March 31, 2024	1	657	895	38,375	345	-	40,273
Profit for the year				45,259	-	52	45,311
Transfer to retained earnings	-	-	-	52	(4)	(52)	(4)
Dividend paid during the year (Refer Note 27)	-	-	-	(38,296)	-	-	(38,296)
Share based payments (Refer Note 42)	-	-	-	4	7	-	11
Balance as at March 31, 2025	1	657	895	45,394	348	-	47,295

Summary of material accounting policies (refer note 2)

The notes referred above form an integral part of these financial statements.

As per our report of even date attached

For MSKA & Associates

Chartered Accountants

ICAI Firm Registration No. 105047W

For and on behalf of the Board of Directors of

Carrier Airconditioning & Refrigeration Limited

CIN U74999HR1992FLC036104

Sd/-

Vinod Gupta

Partner

Membership No: 503690

Place: Gurugram

Date: August 25, 2025

Sd/-

Sundaresan Narayanan

Managing Director

DIN No. 06443519

Place: Gurugram

Date: August 25, 2025

Sd/-

Alfred Thomas

Chief Financial Officer

Place: Gurugram

Date: August 25, 2025

Sd/-

Simran Thapar

Whole Time Director

DIN No. 09026461

Place: Gurugram

Date: August 25, 2025

Sd/-

Ekta

Company Secretary

Membership No: A72724

Place: Gurugram

Date: August 25, 2025

1 Corporate Information

Carrier Airconditioning & Refrigeration Limited, ("Carrier" or "the Company") is a public limited company incorporated on July 6, 1992 having CIN U74999HR1992FLC036104, principally engaged in the business of providing air-conditioning and refrigeration solutions in India. It manufactures/imports both commercial and light commercial air conditioning and refrigeration equipment and sells the same in Indian/overseas market.

The Company has been incorporated on under the provisions of Indian Companies Act, and is domiciled in India. The registered office of the Company is located at Narsingpur, Kherki Daula Post, Gurugram 122001, Haryana.

2 Basis for preparation and measurement of financial statements

a) Statement of Compliance with Ind AS

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013 ('the Act') and the relevant provisions of the Act.

The financial statements are authorised for issue by the Company's Board of Directors on August 25, 2025.

b) Basis of measurement

The financial statements have been prepared on a historical cost basis, except for the following items:

- a. Certain financial assets and liabilities (including derivative instruments) - measured at fair value (refer note 2(g)(5)).
- b. Other financial assets and liabilities - measured at amortised cost (refer note 2(g)(5)).
- c. Net defined benefit (asset)/ liability - measured at fair value of plan assets less present value of defined benefit obligations.

The Company has prepared the financial statements on the basis that it will continue to operate as a going concern.

c) Functional and presentation currency

The functional currency of the Company is the Indian rupee. These financial statements are presented in Indian rupees (rounded off to lacs) unless otherwise stated. Also refer note 2 (g)(11) for accounting policy in respect of accounting for foreign currency transactions.

d) Significant accounting judgments, estimates and assumptions

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses and the accompanying disclosures including those of contingent liabilities if any. Actual results could differ from these estimates.

e) Assumptions and estimation uncertainties

- (i) measurement of useful life, residual values and impairment of property, plant and intangible assets
- (ii) impairment of financial assets and non-financial assets
- (iii) recognition and measurement of provisions and contingencies, key assumptions about the likelihood and magnitude of an outflow of resources
- (iv) recognition and estimation of tax expense including deferred tax

Measurement of fair values

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. The Company has an established control framework with respect to the measurement of fair values. The finance team has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values, and reports directly to the Chief Financial Officer.

Finance team regularly review significant unobservable inputs and valuation adjustments. If third party information is used to measure fair values then the finance team assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified.

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

f) Current and non-current classification

The Company presents assets and liabilities in the balance sheet based on current / non-current classification.

An asset is classified as current when it satisfies any of the following criteria:

- it is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle.
- it is held primarily for the purpose of being traded;
- it is expected to be realized within 12 months after the reporting date; or
- it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

A liability is classified as current when it satisfies any of the following criteria:

- it is expected to be settled in the Company's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is due to be settled within 12 months after the reporting date; or
- the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current assets/liabilities include current portion of non-current financial assets/liabilities respectively. All other assets/ liabilities are classified as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Operating cycle

Based on the nature of the operations and the time between the acquisition of assets for processing and their realisation in cash or cash equivalents, the Company has ascertained its operating cycle as less than 1 year for the purpose of current/non-current classification of assets and liabilities.

g) **Summary of material accounting policies**

1) **Property, plant and equipment and depreciation**

Recognition and measurement

Property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises the purchase price, including import duties and other non-refundable purchase taxes, and any directly attributable cost of bringing the asset to its working condition for its intended use and estimated cost of dismantling and removing the item and restoring the site on which it is located. Any trade discounts and rebates are deducted in arriving at the purchase price.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment. Likewise, on initial recognition expenditure to be incurred towards major inspections and overhauls are required to be identified as a separate component and depreciated over the expected period till the next overhaul expenditure.

Subsequent expenditure and disposal

Subsequent expenditure is capitalised to the property, plant and equipment's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of a property, plant and equipment is replaced, the carrying amount of the replaced part is derecognised.

Any gain or loss from disposal of a property, plant and equipment is recognised in Statement of profit and loss.

Depreciation

Depreciation is provided on a pro-rata basis on the straight line method over the useful lives as prescribed under Schedule II to the Companies Act, 2013 and are tabulated as below. These lives are also reflective of the management's estimate of the useful lives of the Company's property, plant & equipment.

Particulars	Useful Life (Years)
Buildings	30
Plant & machinery	15
Furniture & fixtures	10
Computers and office equipment	3 – 5
Vehicles	8

However in case of certain assets of the Company which have useful lives different from Schedule II, the useful lives are mentioned below:

- Tools are depreciated over a period of one to five years based on the technical evaluation of estimated useful life done by the Management.
- Leasehold improvements are depreciated over primary period of lease or the useful life of the asset, whichever is lower.
- Property, plant and equipments costing less than INR 187,500 (equivalent USD 2,500) each are fully depreciated in the year of purchase.

Depreciation on additions (disposals) is provided on pro-rata basis i.e. from (upto) the date on which asset is ready for use (disposed off).

The asset's residual values, depreciation method and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

2) **Intangible assets and amortisation**

Recognition and measurement

Intangible assets that are acquired by the Company are measured initially at cost. After initial recognition, an intangible asset is carried at its cost less accumulated amortisation and accumulated impairment loss, if any.

Subsequent expenditure and disposal

Subsequent expenditure is capitalised only when it increases the future economic benefits from the specific asset to which it relates.

Amortisation

Intangible assets of the Company are amortized using the straight-line method over the estimated useful life or the tenure of the respective software license, whichever is lower. The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly.

Particulars	Useful Life (Years)
SAP & SAP related upgradations	10
Computer Software	6
Technical- know how	3

3) **Impairment of property, plant and equipment and Intangible assets**

The carrying amounts of assets are reviewed at each reporting date if there is any indication of impairment based on internal/external factors. An impairment loss is recognised wherever the carrying amount of an asset (or cash generating unit) exceeds its recoverable amount. The recoverable amount is the greater of the asset's (or cash generating unit's) net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined net of depreciation or amortisation, if no impairment loss had been recognised.

4) Inventories

Inventories are valued at lower of cost and net realizable value. Material costs are determined using the weighted average method. Cost of inventories comprises all costs of purchase and other costs incurred in bringing the inventory to their present location and condition. Costs in case of work in progress and finished goods include material costs, conversion costs and appropriate production overheads incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs to make the sale. Raw materials, components and other supplies held in production of finished products are not written down below cost except in case where material prices have declined and it is estimated that the cost of the finished product will exceed their net realisable value. The comparison of cost and net realisable value is done on a item by item basis.

Provision for excess inventory and inventory obsolescence is determined based on Management's estimate.

5) Financial instruments

i) Recognition and initial measurement

All financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit or loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

ii) Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at

- amortised cost;
- FVOCI – debt investment;
- FVOCI – equity investment; or
- FVTPL

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measure at FVOCI if it meets both of the following conditions and is not designated as at FVTPL.

- the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets: Business model assessment

The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management, for instance the stated policies and objectives for the portfolio, frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;
- prepayment and extension features;

Financial assets: Subsequent measurement and gains and losses

Financial assets at FVTPL - These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

Financial assets at amortised cost - These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

Debt investments at FVOCI - These assets are subsequently measured at fair value. Interest income under the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Equity investments at FVOCI - These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit or loss.

Financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held- for- trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

iii) Derecognition

Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognized.

Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss.

iv) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

v) Modification of financial assets and liabilities

Financial assets:

If the terms of a financial asset are modified, the Company evaluates whether the cash flows of the modified asset are substantially different. If the cash flows are substantially different, then the contractual rights to cash flows from the original financial asset are deemed to have expired. In this case, the original financial asset is derecognized and a new financial asset is recognized at fair value.

If the cash flows of the modified asset carried at amortized cost are not substantially different, then the modification does not result in derecognition of the financial asset. In this case, the Company recalculates the gross carrying amount of the financial asset and recognizes the amount arising from adjusting the gross carrying amount as a modification gain or loss in profit or loss.

Financial Liabilities:

The Company derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss.

vi) Impairment

Impairment of financial instruments

The Company recognises loss allowances for expected credit losses on financial assets measured at amortised cost.

At each reporting date, the Company assesses whether financial assets carried at amortised cost and debt securities at Fair value through profit and loss (FVTPL) are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or being past due for 90 days or more;
- the restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise;
- it is probable that the borrowers will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

The Company measures loss allowances at an amount equal to lifetime expected credit losses, except for the following, which are measured as 12 month expected credit losses.

- debt securities that are determined to have low credit risk at the reporting date; and
- other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses.

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Company is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward-looking information.

The Company assumes that the credit risk on a financial asset has increased significantly if it is more than 90 days past due.

The Company considers a financial asset to be in default when:

- the borrower is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realising security (if any is held); or
- the financial asset is 90 days or more past due.

Measurement of expected credit losses

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).

The Company follows "simplified approach" for recognition of impairment loss allowance on trade receivables. Under the simplified approach, the company recognises impairment loss allowances based on life time ECLs at each reporting date, right from initial recognition.

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

Presentation of allowance for expected credit losses in the balance sheet

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

vii) Income/loss recognition

• Interest income

Interest income from debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. While calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

6) **Leases**

The Company as a lessee

The Company's lease asset classes primarily consist of leases for office premises and car leases. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense.

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term.

ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised. The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option. Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

The Company as a lessor

When the Company acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. To classify each lease, the Company makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease. As part of this assessment, the Company considers certain indicators such as whether the lease is for the major part of the economic life of the asset. The Company recognises lease payments received under operating leases as income on a straight-line basis over the lease term as part of 'other income'.

The accounting policies applicable to the Company as a lessor in the comparative period were not different from Ind AS 116.

7) **Asset retirement obligations**

Asset retirement obligations are provided for those operating lease arrangements where the Company has a binding obligation at the end of the lease period to restore the leased premises in a condition similar to inception of lease. The estimated future costs of decommissioning are reviewed annually and adjusted as appropriate. Changes in the estimated future costs are added to or deducted from the cost of the asset and depreciated prospectively over the remaining useful life.

8) Provisions

A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, in respect of which a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Provisions are reviewed by the management at each reporting date and adjusted to reflect the current best estimates. The unwinding of the discount is recognised as finance cost. Expected future operating losses are not provided for.

A provision for warranties is recognised when the underlying products or services are sold. The provision is based on technical evaluation, historical warranty data and a weighting of all possible outcomes by their associated probabilities.

9) Contingent liabilities

Contingent liabilities are disclosed in respect of possible obligations that have arisen from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the enterprise. When there is a possible obligation or present obligation where the likelihood of an outflow is remote, no disclosure or provision is made.

10) Revenue recognition

Revenue is recognized based on the price specified in the contract with customers, net of returns, rebates and discounts. Revenue excludes Goods & Services Tax, where applicable on the supply of goods and services. The Company recognizes revenue when the Company performs its obligations to its customers and the amount of revenue can be measured reliably and recovery of the consideration is probable and specific criteria have been met for each of the company's activities as described below:

(i) Sale of products

Revenue from sale of goods is recognized when control of the goods has transferred when the goods have been delivered to the customer and there is no unfulfilled obligation that could affect the customer's acceptance of the goods. Delivery occurs when the goods have been shipped to the customer location, the risks of obsolescence and loss have been transferred to the customer and the customer has accepted the goods in accordance with the sales contract.

For contracts that allow the customers to avail the discount/incentives, the Company estimates the value of discount/incentives based on the terms of the scheme and past experience of the Company. No element of financing is deemed present as the sales are made with credit terms, which vary from 30 days to 90 days, which is consistent with market practice. The Company's obligation to repair or replace faulty products under the standard warranty terms is recognized as a provision.

A receivable is recognized when the goods are delivered and accepted by the Customer as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

A contract liability is recognized where payments received from the customers exceed the goods sold by the Company.

(ii) Income from services

Income from services rendered is recognized based on agreements/arrangements with the customers on the performance of service. Revenue from services is recognized in the accounting period in which the services are rendered. Revenue is recognised to the amount to which the Company has a right to invoice.

If the services rendered by the Company exceed the payment, a contract asset is recognized. If the payments exceed the services rendered, a contract liability is recognized.

Annual Maintenance Contracts

Revenue from annual maintenance contracts is recognized on a pro-rata basis.

Repairs and Installation Jobs

Revenue from repairs and installation jobs is recognised in profit or loss in proportion to the stage of completion of the transaction at the reporting date. The stage of completion is assessed by reference to the costs incurred, that best reflects the services performed to date.

Contract revenue includes the initial amount agreed in the contract plus any variations in contract work, claims and incentive payments, to the extent that it is probable that they will result in revenue and can be measured reliably.

If the outcome of a contract can be estimated reliably, contract revenue is recognised in profit or loss in proportion to the stage of completion of the contract. The stage of completion is assessed by reference to the costs incurred, that best reflects the services performed to date. Otherwise, contract revenue is recognised only to the extent of contract costs incurred that are likely to be recoverable.

Contract costs are recognised as expenses as incurred unless they create an asset related to future contract activity. An expected loss on a contract is recognised immediately in profit or loss.

(iii) Interest income, commission income

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable. Commission and insurance claims are accounted for as and when the amounts receivable can be reasonably determined.

(iv) Multiple deliverable arrangements

When two or more revenue generating activities or deliverables are provided under a single arrangement, each deliverable that is considered to be a separate unit of account is accounted for separately. The allocation of consideration from a revenue arrangement to its separate units of account is based on the relative fair value of each unit. If the fair value of the delivered item is not reliably measurable, then revenue is allocated based on the difference between the total arrangement consideration and the fair value of the undelivered item.

11) Accounting for Foreign currency transactions

Foreign currency transactions in currencies other than the functional currency are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains or losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in the Statement of profit and loss.

12) Income tax

Income tax expense comprises current and deferred tax. It is recognised in Statement of profit and loss except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised in equity or in other comprehensive income.

Current tax

Current tax comprises of the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of earlier years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes, if any. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax assets and liabilities are offset only when they relate to income taxes levied by the same tax authority on the same taxable entity, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and tax bases/amounts used for taxation purposes.

Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognised for deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

13) Employee benefits

i) *Short-term employee benefits*

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, short-term bonus and ex-gratia. The undiscounted amount of short-term employee benefits to be paid in exchange for employee services is recognised as an expense as the related service is rendered by employees.

ii) *Post-employment benefits*

a) *Defined contribution plan*

A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions and has no obligation to pay any further amounts. The Company has defined contribution plans for post retirement employment benefits' namely provident fund, superannuation fund, employee state insurance scheme and employee pension scheme. The Company makes specified monthly contributions towards these schemes. The Company's contributions are recorded as an expense in the Profit or loss during the period in which the employee renders the related service. If the contribution already paid is less than the contribution payable to the scheme for service received before the balance sheet date, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to a reduction in future payment or a cash refund.

b) *Defined benefit plan*

The Company provides for gratuity, a defined benefit plan covering its employees. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Company. The Company contributes Gratuity liabilities to the Carrier Aircon Limited Employees Group Gratuity Scheme (the Trust). Trustees administer contributions made to the Trusts and contributions are invested in a scheme with the Life Insurance Corporation of India. Liabilities with regard to this is determined by actuarial valuation, performed by an external actuary, at each Balance Sheet date, using the projected unit credit method. This defined benefit plan exposes the Company to actuarial risks, such as longevity risk, currency risk, interest rate risk and market risk. The Company recognizes the net obligation of a defined benefit plan in its Balance Sheet as an asset or liability. Gains and losses through re-measurements of the net defined benefit liability/ (asset) are recognized in other comprehensive income and are not reclassified to profit or loss in subsequent periods. The actual return of the portfolio of plan assets, in excess of the yields computed by applying the discount rate used to measure the defined benefit obligation is recognized in other comprehensive income. The effect of any plan amendments is recognized in net profit in the Statement of Profit and Loss.

c) *Other long-term employee benefit obligations – Compensated absences*

The employees can carry-forward a portion of the unutilized accrued compensated absences and utilize it in future service periods or receive cash compensation on termination of employment. Since the compensated absences do not fall due wholly within twelve months after the end of the period in which the employees render the related service and are also not expected to be utilized wholly within twelve months after the end of such period, the benefit is classified as a long-term employee benefit. The Company records an obligation for such compensated absences in the period in which the employee renders the services that increase this entitlement. The obligation is measured on the basis of independent actuarial valuation using the projected unit credit method. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognized in the profit or loss.

d) *Share based payment transactions*

The grant date fair value of equity settled share-based payment awards granted to employees is recognised as an employee expense, with a corresponding increase in other equity, over the period that the employees unconditionally become entitled to the awards. The amount recognised as expense is based on the estimate of the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognised as an expense is based on the number of awards that do meet the related service and non-market vesting conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcome.

14) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

Identification of segments:

In accordance with Ind AS 108– Operating Segment, the operating segments used to present segment information are identified on the basis of information reviewed by the Company's management to allocate resources to the segments and assess their performance. An operating segment is a component of the Company that engages in business activities from which it earns revenues and incurs expenses, including revenues and expenses that relate to transactions with any of the Company's other components.

Results of the operating segments are reviewed regularly by the board of directors which has been identified as the chief operating decision maker (CODM), to make decisions about resources to be allocated to the segment and assess its performance and for which discrete financial information is available.

15) Earnings per share

Basic earnings per share are calculated by dividing the profit or loss for the period attributable to equity shareholders by the weighted average number of shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the Statement of profit and loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

16) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand and short-term money market deposits with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

17) Assets classified as held for sale

The Company classifies non-current assets (or disposal group) as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use.

The criteria for held for sale classification is regarded met only when the assets (or disposal group) is available for immediate sale in its present condition, subject only to terms that are usual and customary for sales of such assets (or disposal group), its sale is highly probable; and it will genuinely be sold, not abandoned. The Company treats sale of the asset (or disposal group) to be highly probable when:

- The appropriate level of management is committed to a plan to sell the asset (or disposal group),
- An active programme to locate a buyer and complete the plan has been initiated (if applicable),
- The asset (or disposal group) is being actively marketed for sale at a price that is reasonable in relation to its current fair value,
- The sale is expected to qualify for recognition as a completed sale within one year from the date of classification, and
- Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Non-current assets (or disposal group) held for sale are measured at the lower of their carrying amount and the fair value less costs to sell. Assets and liabilities (or disposal group) classified as held for sale are presented separately in the balance sheet.

Property, plant and equipment and intangible assets once classified as held for sale are not depreciated or amortized.

A discontinued operation is a component of the Company that has been disposed off or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single co-ordinated plan to dispose of such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operation are presented separately in the Statement of Profit and Loss for all the periods presented.

18) Standards (including amendments) issued but not yet effective

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. During the year ended March 31, 2025, MCA has notified Ind AS 117 - Insurance Contracts and amendments to Ind As 116 – Leases, relating to sale and lease back transactions, applicable from April 1, 2024. The Company has assessed that there is no significant impact on its financial statements.

On May 9, 2025, MCA notifies the amendments to Ind AS 21 - Effects of Changes in Foreign Exchange Rates. These amendments aim to provide clearer guidance on assessing currency exchangeability and estimating exchange rates when currencies are not readily exchangeable. The amendments are effective for annual periods beginning on or after April 1, 2025. The Company is currently assessing the probable impact of these amendments on its financial statements.

Carrier Airconditioning & Refrigeration Limited
Notes to the financial statements for the year ended March 31, 2025
(All amounts in Rs. Lacs, unless otherwise stated)

3. Property, plant and equipment

Particulars	Gross block					Depreciation					Net block
	As at April 01, 2024	Additions during the year	Deletions/ adjustments during the year	Less : Transfer to discontinued operations(refer note 37(a))	As at March 31, 2025	As at April 01, 2024	For the year	On deletions/ adjustments	Less : Transfer to discontinued operations(refer note 37(a))	As at March 31, 2025	As at March 31, 2025
Freehold land	446	-	-	-	446	-	-	-	-	-	446
Buildings	1,257	84	-	-	1,341	419	55	-	-	474	867
Leasehold improvements	495	-	-	-	495	490	1	-	-	491	4
Plant and Equipment	9,855	703	6	-	10,552	4,661	884	19	-	5,526	5,026
Furniture and fixtures	742	141	73	-	810	586	148	73	-	661	149
Computers and office equipment	1,825	372	93	-	2,104	1,269	270	74	-	1,465	639
Vehicles	5	-	-	-	5	5	-	-	-	5	-
Total	14,625	1,300	172	-	15,753	7,430	1,358	166	-	8,622	7,131

Particulars	Gross block					Depreciation					Net block
	As at April 01, 2023	Additions during the year*	Deletions/ adjustments during the year	Less : Transfer to discontinued operations(refer note 37(a))	As at March 31, 2024	As at April 01, 2023	For the year	On deletions/ adjustments	Less : Transfer to discontinued operations(refer note 37(a))	As at March 31, 2024	As at March 31, 2024
Freehold land	446	-	-	-	446	-	-	-	-	-	446
Buildings	1,257	-	-	-	1,257	365	54	-	-	419	838
Leasehold improvements	495	-	-	-	495	488	2	-	-	490	5
Plant and Equipment	8,596	1,520	114	(147)	9,855	3,997	834	65	(105)	4,661	5,194
Furniture and fixtures	665	120	43	-	742	530	145	89	-	586	156
Computers and office equipment	1,418	444	37	-	1,825	998	307	36	-	1,269	556
Vehicles	5	-	-	-	5	5	-	-	-	5	-
Total	12,882	2,084	194	(147)	14,625	6,383	1,342	190	(105)	7,430	7,195

* Refer to note 45

Carrier Airconditioning & Refrigeration Limited
Notes to the financial statements for the year ended March 31, 2025
(All amounts in Rs. Lacs, unless otherwise stated)

4. Intangible assets

Particulars	Gross block					Amortization					Net block
	As at April 01, 2024	Additions during the year	Deletions/ adjustments during the year	Less : Transfer to discontinued operations(refer note 37(a))	As at March 31, 2025	As at April 01, 2024	For the year	on deletions/ adjustments	Less : Transfer to discontinued operations(refer note 37(a))	As at March 31, 2025	As at March 31, 2025
Computer software	700	-	-	-	700	539	37	-	-	576	124
Technical know-how	1,244	-	-	-	1,244	189	402	-	-	591	653
Total	1,944	-	-	-	1,944	728	439	-	-	1,167	777

Particulars	Gross block					Amortization					Net block
	As at April 01, 2023	Additions during the year*	Deletions/ adjustments during the year	Less : Transfer to discontinued operations(refer note 37(a))	As at March 31, 2024	As at April 01, 2023	For the year	on deletions/ adjustments	Less : Transfer to discontinued operations(refer note 37(a))	As at March 31, 2024	As at March 31, 2024
Computer software	575	128	3	-	700	471	71	3	-	539	161
Technical know-how	38	1,206	-	-	1,244	38	151	-	-	189	1,055
Total	613	1,334	3	-	1,944	509	222	3	-	728	1,216

* Refer to note 45

4.1 Right-of-use assets

Particulars	Gross block					Amortization					Net block
	As at April 01, 2024	Additions during the year*	Deletions/ adjustments during the year*	Less : Transfer to discontinued operations(refer note 37(a))	As at March 31, 2025	As at April 01, 2024	For the year	on deletions/ adjustments*	Less : Transfer to discontinued operations(refer note 37(a))	As at March 31, 2025	As at March 31, 2025
Right-of-use assets	3,631	1,182	913	-	3,900	1,668	986	846	-	1,808	2,092
Total	3,631	1,182	913	-	3,900	1,668	986	846	-	1,808	2,092

* Addition/deletion includes leases roll forward to further period or completion of original period.

Particulars	Gross block					Amortization					Net block
	As at April 01, 2023	Additions during the year*	Deletions/ adjustments during the year*	Less : Transfer to discontinued operations(refer note 37(a))	As at March 31, 2024	As at April 01, 2023	For the year	on deletions/ adjustments*	Less : Transfer to discontinued operations(refer note 37(a))	As at March 31, 2024	As at March 31, 2024
Right-of-use assets	3,542	498	409	-	3,631	1,140	928	400	-	1,668	1,963
Total	3,542	498	409	-	3,631	1,140	928	400	-	1,668	1,963

* Addition/deletion includes leases roll forward to further period or completion of original period.

Carrier Airconditioning & Refrigeration Limited
Notes to the financial statements for the year ended March 31, 2025
(All amounts in Rs. Lacs, unless otherwise stated)

4.2. Capital work in progress

	As at March 31, 2025	As at March 31, 2024
Capital work-in-progress	3,298	512
	3,298	512

Ageing schedule
As at March 31, 2025

Capital work in progress	Amount in capital work in progress for a period of				Total
	Less than 1 year	1-2 years	2-3years	More than 3 years	
Projects in progress (refer note 1)	3,259	39	-	-	3,298
Projects temporarily suspended	-	-	-	-	-
Total	3,259	39	-	-	3,298

As at March 31, 2024

Capital work in progress	Amount in capital work in progress for a period of				Total
	Less than 1 year	1-2 years	2-3years	More than 3 years	
Projects in progress (refer note 1)	505	7	-	-	512
Projects temporarily suspended	-	-	-	-	-
Total	505	7	-	-	512

Notes

1. Capital work-in-progress includes upgradation of plant and machinery owned by the Company located at Gurugram, Haryana.
2. There are no projects as on each reporting period where activity had been suspended. Also there are no projects as on each reporting period which has exceeded cost as compared to its original plan or where completion is overdue.

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Carrier Airconditioning & Refrigeration Limited
Notes to the financial statements for the year ended March 31, 2025
(All amounts in Rs. Lacs, unless otherwise stated)

5.1 Non-current financial assets - Investments

	As at March 31, 2025	As at March 31, 2024
<i>A. Investment in equity shares (at FVTPL)</i>		
<u>Unquoted</u>		
Carrier Aircon Employees' Co-operative Thrift and Credit Society Limited (2,000 shares of Rs. 50 each)	1	1
Total	1	1
Aggregate value of unquoted investments	1	1

5.2 Non-current financial assets - Loans

	As at March 31, 2025	As at March 31, 2024
<i>Unsecured, considered good</i>		
Security deposits	545	256
<i>Unsecured, considered doubtful</i>		
Security deposits	40	28
Impairment allowance for doubtful advances	(40)	(28)
	545	256

5.3 Non-current financial assets - others

	As at March 31, 2025	As at March 31, 2024
<i>Unsecured, considered good</i>		
Unpaid dividend account	249	290
Total	249	290

6. Income tax assets (net)

	As at March 31, 2025	As at March 31, 2024
Advance tax and tax deducted at source*	1,076	1,578
Total	1,076	1,578

*Net of provision for tax Rs 21,889 lacs (as at March 31, 2024 Rs 15,574 lacs).

Carrier Airconditioning & Refrigeration Limited
Notes to the financial statements for the year ended March 31, 2025
(All amounts in Rs. Lacs, unless otherwise stated)

7. Income tax

The major components of tax expense/deferred tax assets

a) Amounts recognised in profit or loss

	Year ended March 31, 2025	Year ended March 31, 2024
Current tax on profit for the year		
Tax expense from continuing operations Tax	6,985	5,263
related to earlier years	146	-
Tax expense from discontinued operations	4,613	630
Total current tax	11,744	5,893
Deferred income tax expense / (income), net		
Origination and reversal of temporary differences	147	(896)
Total deferred tax	147	(896)
Tax charge for the year	11,891	4,997

b) Amounts recognised in other comprehensive income

	Year ended March 31, 2025	Year ended March 31, 2024
Deferred tax on defined benefit obligations	18	(115)
Tax charge/(credit) for the year	18	(115)

c) A reconciliation of income tax expense applicable to accounting profits/(loss) before tax at the statutory income tax rate to recognised income tax expense for the year indicated are as follows:

	Year ended March 31, 2025	Year ended March 31, 2024
Accounting profit before tax	57,150	20,049
Applicable tax rate	25.168%	25.168%
Tax on profit at statutory tax rate	14,383	5,046
Permanent differences	81	45
Impact of capital gain taxes at lower rate on slump sale	(2,842)	-
Permanenet differences related to earlier years	146	-
Others	123	(94)
Tax charge/(credit) for the year	11,891	4,997

d) Deferred tax assets/liabilities

	As at April 01, 2024	(Charged)/ credited to PL	(Charged)/ Credited to OCI	As at March 31, 2025
Property, plant and equipment	1	39	-	40
Provision for doubtful debts and advances	1,119	62	-	1,181
Provision for inventory obsolescence	1,297	(126)	-	1,171
Provision for gratuity and compensated absences	1,135	(278)	(18)	839
Provision for litigation/disputes	1,553	54	-	1,607
Others	899	102	-	1,001
Total	6,004	(147)	(18)	5,839

	As at April 01, 2023	(Charged)/ credited to PL	Credited to OCI	As at March 31, 2024
Property, plant and equipment	(68)	69	-	1
Provision for doubtful debts and advances	1,112	7	-	1,119
Provision for inventory obsolescence	1,089	208	-	1,297
Provision for gratuity and compensated absences	908	112	115	1,135
Provision for litigation/disputes	1,341	212	-	1,553
Others	611	288	-	899
Total	4,993	896	115	6,004

Carrier Airconditioning & Refrigeration Limited
Notes to the financial statements for the year ended March 31, 2025
(All amounts in Rs. Lacs, unless otherwise stated)

8. Other non-current assets

	As at March 31, 2025	As at March 31, 2024
<i>Unsecured, considered good</i>		
Capital advances	1,467	582
Amount paid under protest	1,331	1,198
Amount deposited with gratuity fund (refer note 34)	480	396
<i>Unsecured, considered doubtful</i>		
Amount paid under protest	319	591
Provision for doubtful advances	(319)	(591)
Total	3,278	2,176

9. Inventories

	As at March 31, 2025	As at March 31, 2024
Raw Materials and Components	5,741	6,501
Stock-in-transit	4,674	2,398
Work-in-progress	81	108
Finished goods	8,959	9,853
Traded goods	21,444	19,505
Stock in transit (traded goods)	5,965	5,857
Provision for inventory obsolescence	(4,652)	(5,157)
Less : Transfer to discontinued operations(refer note 37(a))	-	(1,186)
Total	42,212	37,879

Provision for inventory obsolescence relates to provision made for Excess & Obsolete stock amounting to Rs 4,652 lacs (As at March 31, 2024 – Rs 5,157 lacs). The provision is reversed as and when excess & obsolete inventory is sold/disposed off. Net provision for inventory obsolescence expense during the year is Rs. 530 lacs (March 31, 2024 Rs. 525 lacs). This includes provision made for Excess & Obsolete stock related to discontinued business for Rs. 146 lacs (March 31, 2024 Rs. 82 lacs)

10.1 Current financial assets - Investments (held for sale)

	As at March 31, 2025	As at March 31, 2024
<i>A. Investment in Subsidiary (at amortised cost)</i>		
<i>Unquoted</i>		
Kiddel Technologies India Private Limited (March 31, 2025: Nil Shares; March 31, 2024: 8,369,999 shares of Rs. 10 each)*	-	837
Total	-	837

* Refer note 37 (b)

Aggregate value of unquoted investments	-	837
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10.2 Current financial assets - Trade receivables*

	As at March 31, 2025	As at March 31, 2024
Trade receivable considered good- Unsecured	38,276	36,231
Trade receivable credit impaired	2,096	2,370
Total	40,372	38,601
Expected credit loss allowance	(2,096)	(2,370)
Less : Transfer to discontinued operations(refer note 37(a))	-	(3,039)
Total	38,276	33,192

*refer note 40 for related parties balances

Carrier Airconditioning & Refrigeration Limited
Notes to the financial statements for the year ended March 31, 2025
(All amounts in Rs. Lacs, unless otherwise stated)

10.3 Current financial assets - Cash and cash equivalents

	As at March 31, 2025	As at March 31, 2024
Balances with banks:		
- in current accounts	3,599	1,486
- in deposit accounts (with original maturity of 3 months or less)	44,453	40,503
Total	48,052	41,989

10.4 Current financial assets - Loans

	As at March 31, 2025	As at March 31, 2024
(At amortised cost)		
<i>Unsecured, considered good</i>		
Security deposits	115	288
<i>Unsecured, considered doubtful</i>		
Security deposits	162	85
Impairment allowance for doubtful security deposits	(162)	(85)
Total	115	288

10.5 Current financial assets - Others

	As at March 31, 2025	As at March 31, 2024
<i>Unsecured, considered good</i>		
Unbilled revenue	4,689	3,353
Interest accrued on deposits	333	272
Others*	1	13
Less : Transfer to discontinued operations(refer note 37(a))	-	(252)
Total	5,023	3,386

*refer note 40 for related parties balances

11. Other current assets

	As at March 31, 2025	As at March 31, 2024
<i>Unsecured, considered good</i>		
Contract assets #	1,601	1,528
Prepaid expenses	712	584
Contract prepayments	710	714
Advance to suppliers	477	550
Advance to employees	1	1
Balances with Government authorities	3,325	1,673
<i>Unsecured, considered doubtful</i>		
Contract assets #	1,354	603
Advance to suppliers	19	93
Balances with Government authorities	704	674
Impairment allowance for doubtful advances	(2,077)	(1,370)
Less : Transfer to discontinued operations(refer note 37(a))	-	(84)
Total	6,826	4,966

Contract asset is a right that is conditioned on something other than the passage of time therefore a contract asset is not a financial instrument. In some of the Company's contracts with customers, since the contractual right to payment arises only upon achievement of milestones specified in the contract, it is believed that the performance completed until the achievement of a particular milestone should be recorded as a contract asset under non-financial assets.

Carrier Airconditioning & Refrigeration Limited
Notes to the financial statements for the year ended March 31, 2025
(All amounts in Rs. Lacs, unless otherwise stated)

12. Share capital

	As at March 31, 2025	As at March 31, 2024
A. Authorised share capital		
Equity shares of Rs. 10 each (with voting rights)		
- Number	11,00,00,000	11,00,00,000
- Amount	11,000	11,000
B. Issued, subscribed and paid up		
Equity shares of Rs. 10 each (with voting rights)		
- Number	10,63,76,745	10,63,76,745
- Amount	10,638	10,638

C. Reconciliation of shares outstanding

Particulars	Year ended March 31, 2025		Year ended March 31, 2024	
	Number	Amount	Number	Amount
Balance as at beginning of the year	10,63,76,745	10,638	10,63,76,745	10,638
Issued during the year	-	-	-	-
Balance as at end of the year	10,63,76,745	10,638	10,63,76,745	10,638

D. Shares held by ultimate holding Company and its subsidiaries/associates, promoters and details of shareholders holding more than 5% shares of the Company

	Numbers	As at March 31, 2025	
		Amount	Holding %
<i>Holding company</i>			
Carrier Corporation, Delaware	10,26,18,689	10,262	96.5%
% Change during the year			0.0%

	Numbers	As at March 31, 2024	
		Amount	Holding %
<i>Holding company</i>			
Carrier Corporation, Delaware	10,26,18,689	10,262	96.5%
% Change during the year			0.0%

Note: The Company's ultimate holding company is Carrier Global Corporation, USA.

E. The Company has one class of shares referred to as 'Equity Shares' having a par value of Rs. 10/- each. Each holder of equity shares is entitled to one vote per share and has equal rights. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

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Carrier Airconditioning & Refrigeration Limited
Notes to the financial statements for the year ended March 31, 2025
(All amounts in Rs. Lacs, unless otherwise stated)

13. Other equity

	As at March 31, 2025	As at March 31, 2024
Capital reserve	1	1
Reserves on business combination	657	657
General reserve	895	895
Retained earnings	45,394	38,375
Share options outstanding account	348	345
	47,295	40,273

Nature and purpose of other reserves/ other equity

Capital Reserve

This Reserve represents the difference between value of the net assets transferred to the Company in the course of business combinations and the consideration paid for such combinations.

Reserves on business combination

This reserve was created on account of business combination in the prior years.

General reserve

Free reserves to be utilised as per the provision of the Act.

Other comprehensive income

Remeasurements of defined benefit plans represents the following as per Ind AS 19, Employee Benefits:

- (a) actuarial gains and losses
- (b) the return on plan assets, excluding amounts included in net interest on the net defined benefit liability (asset); and
- (c) any change in the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability (asset).

Share options outstanding account

Share options outstanding account is used to record the impact of employee stock options scheme. Refer note 42 for further details of these plans.

Retained Earnings:

This Reserve represents the cumulative profits of the Company and effects of remeasurement of defined benefit obligations.

Capital reserve

Balance at the beginning of the year

Add : Additions made during the year

Balance at the end of the year

Reserves on business combination

Balance at the beginning of the year

Add : Additions made during the year

Balance at the end of the year

General reserve

Balance at the beginning of the year

Add : Additions made during the year

Balance at the end of the year

Retained earnings

Balance at the beginning of the year

Profit during the year

Transfers (to)/ from other comprehensive income

Dividends paid (Refer to note 27)

Add: Share options outstanding account

Balance at the end of the year

Other comprehensive income

Balance at the beginning of the year

Add : Additions made during the year

Transferred (from)/to retained earnings

Balance at the end of the year

Share options outstanding account

Balance at the beginning of the year

Add : Additions made during the year (refer note 42)

Less : Transferred to retained earnings

Balance at the end of the year

	As at March 31, 2025	As at March 31, 2024
Capital reserve	1	1
Balance at the beginning of the year	-	-
Add : Additions made during the year	1	1
Reserves on business combination	657	657
Balance at the beginning of the year	-	-
Add : Additions made during the year	657	657
General reserve	895	895
Balance at the beginning of the year	-	-
Add : Additions made during the year	895	895
Retained earnings	38,375	24,495
Balance at the beginning of the year	45,259	15,052
Profit during the year	52	(341)
Transfers (to)/ from other comprehensive income	(38,296)	(1,064)
Dividends paid (Refer to note 27)	4	233
Add: Share options outstanding account	45,394	38,375
Balance at the end of the year	-	-
Other comprehensive income	-	-
Balance at the beginning of the year	52	(341)
Add : Additions made during the year	(52)	341
Transferred (from)/to retained earnings	-	-
Balance at the end of the year	345	573
Share options outstanding account	7	5
Balance at the beginning of the year	(4)	(233)
Add : Additions made during the year (refer note 42)	348	345
Less : Transferred to retained earnings		
Balance at the end of the year		

Carrier Airconditioning & Refrigeration Limited
Notes to the financial statements for the year ended March 31, 2025
(All amounts in Rs. Lacs, unless otherwise stated)

14. Non-current provisions

	As at March 31, 2025	As at March 31, 2024
Provision for employee benefits		
Leave encashment	808	871
Other provisions		
Litigations/disputes (Refer note 28 and 29)	6,383	6,169
Less : Transfer to discontinued operations(refer note 37(a))	-	(144)
Total	7,191	6,896

Movement in Litigations/disputes

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Balance as at beginning of the year	6,169	5,335
Add: Additions	964	993
Less: Disposals/adjustments	750	159
Balance as at end of the year	6,383	6,169
Current maturity thereof	-	-
Balance of non-current provisions	6,383	6,169

Litigation/Disputes

The Company has made provision for taxes and duties relating to cases that are pending assessments before Adjudicating Authorities where possible outflow of resources may arise in future which would depend on the ultimate outcome on conclusion of the cases.

15 Other non-current liabilities

	As at March 31, 2025	As at March 31, 2024
Deferred revenue	560	334
Total	560	334

16.1 Trade payables**

	As at March 31, 2025	As at March 31, 2024
Micro and small enterprises	1,871	1863
Less : Transfer to discontinued operations(refer note 37(a))	-	(324)
Micro and small enterprises	1,871	1,539
Other than micro and small enterprises	76,923	70,213
Less : Transfer to discontinued operations(refer note 37(a))	-	(3,048)
Other than micro and small enterprises	76,923	67,165
Total	78,794	68,704

*Refer note 32 for Disclosures under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED)

#Refer note 40 for related parties balances

Carrier Airconditioning & Refrigeration Limited
Notes to the financial statements for the year ended March 31, 2025
(All amounts in Rs. Lacs, unless otherwise stated)

16.2 Other current financial liabilities

	As at March 31, 2025	As at March 31, 2024
Security deposits	237	207
Unclaimed/unpaid dividend	249	290
Employee benefits payable	527	610
Payable for purchase of property, plant and equipment	390	64
Royalty payable (refer note 40)	949	322
Derivatives not designated as hedges	204	67
Less : Transfer to discontinued operations(refer note 37(a))	-	(26)
Total	2,556	1,534

17. Other current liabilities

	As at March 31, 2025	As at March 31, 2024
Advances from customers	4,914	4,626
Deferred revenue	4,659	4,418
Statutory dues	2,740	2,298
Less : Transfer to discontinued operations(refer note 37(a))	-	(875)
Total	12,313	10,467

18. Current provisions

	As at March 31, 2025	As at March 31, 2024
Provision for employee benefits		
Leave encashment	7	8
Other provisions		
Warranty	3,190	2,974
Less : Transfer to discontinued operations(refer note 37(a))	-	(202)
Total	3,197	2,780

Movement in Warranty provisions

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Balance as at beginning of the year	2,974	2,398
Add: Additions*	2,685	2,185
Less: Disposals/adjustments	2,469	1,609
Balance as at end of the year	3,190	2,974
Current maturity thereof	3,190	2,974
Balance of non-current provisions	-	-

*includes Rs. 350 lacs (previous year Rs. 80 lacs) related to discontinued operations.

Nature of Provisions

Warranty

The Company provides for the estimated liability on warranties given on sale of its products based on past performance of such products. The provision represents the expected cost of replacement/repairs and free of charge services and it is expected that the expenditure will be incurred over the warranty period.

Carrier Airconditioning & Refrigeration Limited
Notes to the financial statements for the year ended March 31, 2025
(All amounts in Rs. Lacs, unless otherwise stated)

10.2 Current financial assets - Trade receivables ageing schedule

As at March 31, 2025	Current						
	Not Due	Outstanding for following periods from due date of Receipts					
		Less than 6 months	6 months - 1 year	1-2 years years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	26,712	10,835	640	89	-	-	38,276
(ii) Undisputed Trade Receivables –which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	44	72	185	400	191	786	1,678
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	418	418
Less: Allowance for bad and doubtful debts (Disputed and Undisputed)	(44)	(72)	(185)	(400)	(191)	(1,204)	(2,096)
Total	26,712	10,835	640	89	-	-	38,276

As at March 31, 2024	Current						
	Not Due	Outstanding for following periods from due date of Receipts					
		Less than 6 months	6 months - 1 year	1-2 years years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	23,377	11,698	951	205	-	-	36,231
(ii) Undisputed Trade Receivables –which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	41	70	254	448	140	968	1,921
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	449	449
Less: Allowance for bad and doubtful debts (Disputed and Undisputed)	(41)	(70)	(254)	(448)	(140)	(1,417)	(2,370)
Less : Transfer to discontinued operations(refer note 37(a))	(2,056)	(956)	(24)	(3)	-	-	(3,039)
Total	21,321	10,742	927	202	-	-	33,192

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Carrier Airconditioning & Refrigeration Limited
Notes to the financial statements for the year ended March 31, 2025
(All amounts in Rs. Lacs, unless otherwise stated)

16.1 Trade payables aging schedule

As at March 31, 2025		Current					
Particulars	Unbilled Dues	Not Due	Outstanding for following periods from due date of payment				
			Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	1,871	-	-	-	-	1,871
(ii) Disputed dues – MSME	-	-	-	-	-	-	-
(iii) Others	29,467	33,455	13,341	505	101	54	76,923
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total	29,467	35,326	13,341	505	101	54	78,794
As at March 31, 2024		Current					
Particulars	Unbilled Dues	Not Due	Outstanding for following periods from due date of payment				
			Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	1,842	21	-	-	-	1,863
(ii) Disputed dues – MSME	-	-	-	-	-	-	-
(iii) Others	29,009	29,959	10,490	389	130	236	70,213
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Less : Transfer to discontinued operations(refer note 37(a))	(959)	(568)	(1,816)	(4)	(14)	(11)	(3,372)
Total	28,050	31,233	8,695	385	116	224	68,704

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Carrier Airconditioning & Refrigeration Limited
Notes to the financial statements for the year ended March 31, 2025
(All amounts in Rs. Lacs, unless otherwise stated)

19. Revenue from operations

	Year ended March 31, 2025	Year ended March 31, 2024
Sale of finished goods	94,521	55,833
Sale of traded goods	1,09,957	1,17,420
Sale of services #	44,069	37,661
	2,48,547	2,10,914
Other operating income		
Commission income	700	1,970
Scrap sales	365	230
Total	2,49,612	2,13,114

including contract revenue of Rs 7,240 lacs (Previous year Rs.4,741 lacs)

Disclosures required by IND AS 115

a) Revenue from contracts with customers is disaggregated by major products and service lines and is disclosed in note 19 to the financial statements. Further, the revenue is disclosed in the said note is net of Rs. 2,653 lacs (Previous year Rs. 2,687 lacs) representing incentives given to various customers and Rs. 153 lacs (Previous year Rs. 6 lacs) representing revenue on extended warranty.

b) Aggregate amount of the transaction price allocated to the performance obligation that are unsatisfied amounts to Rs. 560 lacs (Previous year Rs. 334 lacs). The amount does not include the value of performance obligations outstanding as at 31 March 2025 that have an original expected duration of one year or less, as allowed by Ind AS 115.

20. Other income

	Year ended March 31, 2025	Year ended March 31, 2024
Interest income from financial assets measured at amortised cost		
- On fixed deposits	2,531	1,512
Interest income on income tax refund	14	-
Liabilities and provisions no longer required, written back	1,348	543
Profit on sale of property, plant and equipment (net)	17	20
Rental income from property leased (refer note 31)	-	14
Miscellaneous income	831	769
Total	4,741	2,858

21. Changes in inventories of finished goods, work-in-progress and stock-in-trade

	Year ended March 31, 2025	Year ended March 31, 2024
Opening stock		
Work-in-progress	108	91
Finished goods	9,853	5,270
Traded goods	25,362	26,318
	35,323	31,679
Closing stock		
Work-in-progress	81	108
Finished goods	8,959	9,853
Traded goods	27,409	25,362
	36,449	35,323
Less : Transferred to discontinued operations (refer note 37(a))	(1,186)	(845)
Net (increase)/decrease	(2,312)	(4,489)

Carrier Airconditioning & Refrigeration Limited
Notes to the financial statements for the year ended March 31, 2025
(All amounts in Rs. Lacs, unless otherwise stated)

22. Employee benefits expense

	Year ended March 31, 2025	Year ended March 31, 2024
Salaries, wages and bonus	16,689	15,839
Contribution to provident and other funds (refer note 34)	957	860
Gratuity and Leave encashment	449	469
Share based payments (refer note 42)	7	5
Staff welfare	621	564
Total	18,723	17,737

23. Finance costs

	Year ended March 31, 2025	Year ended March 31, 2024
Interest on lease liabilities (refer note 31)	180	185
Interest-others	49	26
Total	229	211

24. Depreciation and amortization expense

	Year ended March 31, 2025	Year ended March 31, 2024
Depreciation on property, plant and equipment	1,358	1,324
Depreciation of right-of-use assets (refer note 31)	986	928
Amortisation of intangible assets	439	222
Total	2,783	2,474

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Carrier Airconditioning & Refrigeration Limited
Notes to the financial statements for the year ended March 31, 2025
(All amounts in Rs. Lacs, unless otherwise stated)

25. Other expenses

	Year ended March 31, 2025	Year ended March 31, 2024
Power, fuel and water	594	565
Cost of services	23,281	20,521
Communication expenses	1,946	1,579
Rent, including lease rentals (refer note 31)	183	151
Repairs and maintenance:		
Building	219	112
Machinery	65	68
Others	158	121
Insurance	521	536
Rates and taxes	1,226	1,542
Dealer and Service commission	1,683	1,682
Travelling and conveyance	1,156	1,199
Advertisement and sales promotion	840	993
Sales and distribution expenses	6,493	5,383
Warranty	2,335	2,105
Bad debts & advances written off	305	114
Less- Existing provision utilized	<u>305</u>	<u>114</u>
Allowance for doubtful debts and advances	1,026	124
Payment to auditors (excluding Goods and services tax)		
As Auditors:		
Audit fees*	33	28
Tax audit fees	2	1
In other capacity:		
Out-of-pocket expenses	2	1
Expenditure towards Corporate Social Responsibility (refer note 35)	266	148
Training	157	134
Legal and professional	1,397	1,917
Group global support services (refer note 36)	6,790	4,775
Royalty	1,191	804
Inventory obsolescence	384	443
Research and development	1,309	819
Foreign exchange fluctuation loss (net)	211	28
MTM loss on forward contracts	137	10
Miscellaneous	439	365
Total	54,044	46,154

* includes Rs. 2 lacs pertaining to audit fee for previous year.

Carrier Airconditioning & Refrigeration Limited
Notes to the financial statements for the year ended March 31, 2025
(All amounts in Rs. Lacs, unless otherwise stated)

26. Earnings per share (EPS)

	Year ended March 31, 2025	Year ended March 31, 2024
Basic and diluted earnings per share		
Profit for the year from continuing operations	20,246	13,178
Profit for the year from discontinued operations	25,013	1,874
Profit for the year from continuing and discontinued operations	45,259	15,052
Weighted average number of shares (in numbers) (Basic and Diluted)	10,63,76,745	10,63,76,745
Nominal value per share (in Rs)	10	10
Earnings per share (Basic and diluted) (in Rs)		
Continuing Operations	19.04	12.39
Discontinuing Operations	23.51	1.76
Earnings per share (Basic and diluted) (in Rs)	42.55	14.15

27. Dividend

a) Interim dividend declared and paid:

During the year, On Novemeber 25, 2024 the board of directors has approved payment of an interim dividend of Rs. 28,190 lacs @ Rs. 26.50 per equity share and paid by the Company to shareholders.

b) Final dividend:

The Board of Directors of the Company at their meeting held on August 25, 2025 considered and recommended a final dividend aggregating Rs.37,764 lacs @ Rs. 35.50 per share for the financial year 2024-25 for approval by the shareholders of the Company in their ensuing Annual General Meeting. (Previous year dividend approved in Annual General Meeting held on September 20, 2024 and paid aggregating Rs.10,106 lacs @ Rs. 9.50 per share for the financial year 2023-24).

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28 CONTINGENT LIABILITIES AND COMMITMENTS

Particulars	As at March 31, 2025	As at March 31, 2024
(a) Demands from regulatory authorities, (excluding applicable penalties)		
Income tax authorities	1,182	807
Sales tax/VAT/GST authorities	6,404	4,514
Excise, Customs Department and Service Tax#	19,107	18,262
(b) Claims against the Company, not acknowledged as debt	542	738
(c) Estimated value of contracts remaining to be executed on capital account (net of advances)	1,707	787
# includes Rs. 17,719 lacs (Previous Year Rs. 17,809 lacs) on account of service tax on overseas commission income and recovery of cenvat credit taken on booking and service commission.		

The amount shown in the items (a) and (b) represent the best possible estimates arrived at on the basis of available information. The uncertainties and possible reimbursements are dependent on outcome of the different legal processes which have been invoked by the Company or the claimants as the case may be and therefore cannot be predicted accurately. The Company engages competent advisors to protect its interest and has been advised that it has strong legal positions against such disputes.

Additionally, the Company is involved in other disputes, claims and proceedings, including commercial matters that arise from time to time in the ordinary course of business. The Company believes that none of these matters, either individually or in aggregate, are expected to have any material adverse effect on its financial statements.

- 29** During the year 2000-01, the Government of Haryana levied 'Local Area Development Tax' (L.A.D.T.) on material being purchased from outside Haryana. Company together with other industries, had filed a Special Leave Petition before the Hon'ble Supreme Court of India which is pending. The Company has already provided for Rs. 53 lacs (Previous Year Rs. 53 lacs) towards entry tax liability (net of payment) in the books of account.

The Haryana Local Area Development Tax Act, 2000 was repealed by the Govt. of Haryana effective from April 15, 2008. Further, the Haryana Govt. introduced Haryana Tax on Entry of Goods into Local Area Act, 2008 (Entry Tax) with effect from April 16, 2008 levying 2% entry tax on entry of all goods into the Local Area for consumption, use or sale. The Hon'ble Punjab & Haryana High court held this Act to be unconstitutional against which the Haryana Govt. filed Special Leave Petition before the Hon'ble Supreme Court of India. The Hon'ble Supreme Court admitted the Special Leave Petition and tagged the case with the pending L.A.D.T matter. The Special Leave Petition has been heard by the Hon'ble Supreme Court and matter has been remanded back to respective High Courts. The Company had filed a writ petition before the Hon'ble High Court of Punjab & Haryana and Hon'ble High Court, which has since been accepted. The case is pending before the Hon'ble Punjab and Haryana High Court. The Company has provided Rs. 3,415 lacs (Previous Year Rs. 3,415 lacs) towards the entry tax liability in the books of account. The said amount has not been paid because of the above pending litigation challenging the validity of this act and non issuance of rules specifying the mechanism for payment of such tax.

During the year 2012, the Government of West Bengal introduced "The West Bengal Tax on Entry of Goods into Local Areas Act, 2012" for levy of entry tax on entry of certain goods into a local area of the State of West Bengal. In September 2015, company filed a writ petition before the Hon'ble High Court of Calcutta challenging the validity of the enactment. The Single Bench of the Hon'ble High Court vide order dated May 17, 2015 has sine die adjourned the matter, accordingly, realisation of dues gets automatically stayed. The Company has provided Rs. 67 lacs (Previous Year Rs. 67 lacs) towards the entry tax liability in the books of account. The said amount has not been paid because of the above pending litigation challenging the validity of this the act.

In respect of the above cases, as regards the interest on arrears, the same has been stayed by the Hon'ble Supreme Court and accordingly has not been provided for. In case the levy of the interest is ultimately upheld, the Company may be liable to pay interest payable under respective legislations.

The above provisions are included in Note 14 - Provision for litigation/disputes.

- 30** The Company has foreign currency payables to various parties aggregating to Rs. 678 lacs (Previous Year Rs. 369 lacs) as of March 31, 2025 and foreign currency receivables from various parties aggregating to Rs. 273 lacs (Previous Year Rs. 477 lacs) which are outstanding for more than respective stipulated time period as of March 31, 2025. The Company is in process of regulating the requisite compliance under FEMA regulations for the year ended March 31, 2025.

31 Disclosure required by Ind AS 116

The Company recognised a lease liability measured at the present value of the remaining lease payments discounted using the lessee's incremental borrowing rate and Right-of-Use (ROU) asset equal to the lease liability. The Company do not apply the requirements of Ind AS 116 to short-term leases and leases for which the underlying asset is of low value.

A. Company as a lessee

This note provides information for leases where the Company is a lessee. The Company leases certain premises and vehicles.

i) Amounts recognised in Balance Sheet

The balance sheet shows the following amounts relating to leases:

Particulars	As at March 31, 2025	As at March 31, 2024
Right-of-use assets		
Leased premises	1,378	1,346
Leased vehicle	714	617
	2,092	1,963
Particulars	As at March 31, 2025	As at March 31, 2024
Lease liabilities		
Current	855	748
Non current	1,391	1,338
	2,246	2,086

Movement of lease liability

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Lease liabilities at the beginning	2,086	2,503
Lease acquisition during the year	1,182	498
Lease terminated during the year	(71)	(10)
Interest expense during the year	180	185
Payment during the year	(1,131)	(1,090)
	2,246	2,086

ii) Amount recognised in the Statement of profit and loss

The statement of profit and loss shows the following amounts relating to leases:

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Depreciation of right-of-use assets		
Leased premises	626	586
Leased vehicle	360	342
	986	928
Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Interest expense (included in finance costs - refer note 23)	180	185
Expense relating to short term/low value leases (included in other expenses - refer note 25 and 37(a))*	215	239
	395	424

* The Company has taken certain premises on leases with contract terms of one or less than one year which has been classified under short term leases. Further, the Company has also taken certain equipment on leases which are classified as. low value items . The Company has elected not to recognise Right-of-use assets and lease liabilities for these leases.

Further, the total net cash outflow relating to lease payments during the year amounts to Rs 1,131 lacs (previous year Rs 1090 lacs). Expense related to short term/ low value leases includes rent expense of Rs. 32 lacs (previous year Rs. 88 lacs) related to discontinued operations.

Carrier Airconditioning & Refrigeration Limited
Notes to the financial statements for the year ended March 31, 2025
(All amounts in Rs. Lacs, unless otherwise stated)

B. Company as a lessor

In the previous year, the Company had leased out portions of its buildings under operating lease arrangements. During the year, an amount of Rs.Nil (previous year Rs.14 lacs) was recognised as rental income in the Statement of Profit and Loss.

- 32 The Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated 26 August 2008 which recommends that the Micro Enterprises and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum. Based on the information available with the Management, amounts outstanding to Micro and Small Suppliers as defined under Micro, Small and Medium Enterprises Development Act, 2006 are presented below. Further, the Company has not received any claim for interest from any supplier under the said Act.

Particulars	As at March 31, 2025	As at March 31, 2024
(i) The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year.	1,871	1,863
(ii) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	31	16
(iii) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006.	-	9
(iv) The amount of interest accrued and remaining unpaid at the end of each accounting year.		-
(v) The amount of further interest remaining due and payable even in succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006.	-	-

#Amount is below the rounding off norm adopted by the Company.

- 33 The transfer pricing study under the Income Tax Act, 1961 in respect of the transactions with the group companies for the year ended 31 March 2025 is not yet complete and it will be completed before the filling of Income tax return for the Assessment year 2025-2026. The Management believes that these transactions are at arm's length and does not expect any material adjustment out of the aforesaid. The transfer pricing study in respect of the transactions with group companies for the year ended 31 March 2024 has been completed and the certificate under section 92E of Income tax act, 1961, has been obtained which contains no adverse comments requiring adjustments

34 Employee benefits

A. Defined contribution plans

During the year the Company has recognized the following amounts in the Statement of Profit and Loss, included in contribution to provident fund and other funds' under employee benefits expense:-

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Superannuation fund	88	89
Employer's contribution to Provident Fund	598	547
Employer's contribution to Employee State Insurance	*	*
Employer's contribution to Employee's Pension Scheme, 1995	307	281
Total#	993	917

*Amount is below rounding off norm adopted by the Company

#includes Rs. 36 lacs (previous year Rs. 57 lacs) related to discontinued operations.

Carrier Airconditioning & Refrigeration Limited
Notes to the financial statements for the year ended March 31, 2025
(All amounts in Rs. Lacs, unless otherwise stated)

B. Defined benefit plans

Gratuity plan

In accordance with the Payment of Gratuity Act of 1972, the Company contributes to a defined benefit plan (the “Gratuity Plan”) covering its employees. The Gratuity Plan provides a lump sum payment to vested employees at retirement, disability or termination of employment being an amount based on the respective employee’s last drawn salary and the number of years of employment with the Company.

The Company contributes all ascertained liabilities towards gratuity to the Carrier Aircon Limited Employees Group Gratuity Scheme. Trustees administer contributions made to the trust

Based on actuarial valuations conducted as at year end, a provision is recognised in full for the benefit obligation over and above the funds held in the Gratuity Plan.

Based on the actuarial valuation conducted in accordance with Ind AS 19, The reconciliation of opening and closing balances of the present value of defined benefit obligations are as under:

(i) Present value of defined benefit obligation	Year ended March 31, 2025	Year ended March 31, 2024
Balance at the beginning of the year	4,230	3,517
Current Service Cost	356	295
Interest Cost	270	242
Actuarial (Gains) / Losses	(42)	498
Benefits paid	(239)	(322)
Liability settled on account of divestment of business	(324)	-
Total	4,251	4,230
(ii) Fair value of plan assets	Year ended March 31, 2025	Year ended March 31, 2024
Balance at the beginning of the year	4,626	3,694
Expected return on plan assets	316	262
Actuarial Gains/ (Losses)	28	42
Contribution by the Company	-	950
Benefits paid	(239)	(322)
Total	4,731	4,626
(iii) Percentage allocation of plan assets	As at March 31, 2025	As at March 31, 2024
Life Insurance Corporation of India - 78% (Previous year: 79%)	3,670	3,639
ICICI Prudential Life Insurance Co. Ltd.- 22% (Previous year: 21%)	1,061	987
(iv) Liability/(asset) recognised at Balance Sheet date	As at March 31, 2025	As at March 31, 2024
Present Value of Defined Benefit Obligation	4,251	4,230
Less: Fair Value of Plan Assets	(4,731)	(4,626)
Amounts recognised as liability/(asset)	(480)	(396)
(v) Actual return on plan assets	Year ended March 31, 2025	Year ended March 31, 2024
Actual return on Plan Assets	344	304
(vi) Amounts recognised in Profit or loss	Year ended March 31, 2025	Year ended March 31, 2024
Current Service Cost	356	295
Interest Cost (net of expected return on plan asset)	(46)	(20)
Net expense	310	275

Carrier Airconditioning & Refrigeration Limited
Notes to the financial statements for the year ended March 31, 2025
(All amounts in Rs. Lacs, unless otherwise stated)

(vii) Amounts recognised in Other Comprehensive Income	Year ended March 31, 2025	Year ended March 31, 2024
Actuarial (gain)/loss from demographic assumptions	(126)	(11)
Actuarial (gain)/loss from financial assumptions	120	495
Actuarial (gain)/loss arising from experience adjustments	(36)	14
Actuarial return on plan asset less interest on plan assets	(28)	(42)
Total	(70)	456

(viii) Actuarial assumptions	Year ended March 31, 2025	Year ended March 31, 2024
Discount Rate	6.60%	7.20%
Expected Return on Plan Assets	6.83%	7.09%
Salary Growth Rate		
0-1 year	10.00%	10.00%
0-2 year	10.00%	10.00%
after 2 year	10.00%	10.00%
Attrition rate		
Age group 21-30 Years	16.00%	10.00%
Age group 31-40 Years	19.00%	16.00%
Age group 41-50 Years	13.00%	8.00%
Age group 51-59 Years	11.00%	7.00%

The estimates of future salary increases, considered in actuarial valuation, takes into account, inflation, seniority, promotions and other relevant factors, such as demand and supply factors in the employment market.

Expected rate of return is based on average long term rate of return expected on investment of the fund during the estimated term of the obligations.

(ix) Expected contribution in next fiscal year	Year ended March 31, 2025	Year ended March 31, 2024
Gratuity fund	-	200

(x) The expected maturity analysis of gratuity obligation	Year ended March 31, 2025	Year ended March 31, 2024
Within the next 12 months	854	671
Between 1 to 2 years	672	493
Between 2 to 3 years	585	520
Between 3 to 4 years	543	490
Between 4 to 5 years	652	466
Over 5 years	2,886	4,481

(xi) Weighted average duration of defined benefit obligation (in years)	As at March 31, 2025	As at March 31, 2024
Gratuity	4.84	5.99

(xii) Sensitivity analysis

Below is the sensitivity analysis determined for significant actuarial assumptions for the determination of defined benefit obligations and based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period while holding all other assumptions constant.

Increase / (Decrease) in defined benefit obligation	Year ended March 31, 2025	Year ended March 31, 2024
Discount rate		
Increase by 0.50%	(100.99)	(123.74)
Decrease by 0.50%	104.80	129.58
Expected rate of increase in compensation level of covered employees		
Increase by 0.50%	101.00	125.59
Decrease by 0.50%	(98.39)	(121.22)
Attrition rate		
Increase by 0.50%	(15.46)	(17.43)
Decrease by 0.50%	15.08	17.20

The above sensitivity analysis may not be representative of the actual benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

In presenting the above sensitivity analysis, the present value of defined benefit obligation has been calculated using the projected unit credit method at the end of reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognized in the balance sheet.

Carrier Airconditioning & Refrigeration Limited
Notes to the financial statements for the year ended March 31, 2025
(All amounts in Rs. Lacs, unless otherwise stated)

(xiii) Risk analysis

The Company is exposed to a number of risks in the defined benefit plans. Most significant risks pertaining to defined benefits plans and management estimation of the impact of these risks are as follows:

Investment risk

The Gratuity plan is funded with Life Insurance Corporation of India (LIC) and ICICI Prudential Life Insurance Co. Ltd.(ICICI Prudential) and the Group does not have any liberty to manage the fund provided to LIC and ICICI Prudential.

The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to Government of India bonds. If the return on plan asset is below this rate, it will create a plan deficit.

Interest risk

A decrease in the interest rate on plan assets will increase the plan liability.

Longevity risk/ Life expectancy

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and at the end of the employment. An increase in the life expectancy of the plan participants will increase the plan liability.

Salary growth risk

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. An increase in the salary of the plan participants will increase the plan liability

Code on Social Security, 2020 The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified and the final rules/ interpretation have not yet been issued. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

35 Expenditure towards corporate social responsibility

During the year, the Company has spent Rs.266 lacs (Previous Year: Rs 148 lacs) towards various schemes of Corporate Social Responsibility as prescribed under Section 135 of the Companies Act, 2013.

The details are:

	Year ended March 31, 2025	Year ended March 31, 2024
a) Gross amount required to be spent by the Company	266	148
b) Amount approved by the Board to be spent during the year	266	148
c) Amount spent during the year on:		
(i) Construction/acquisition of any asset	-	-
(ii) On purposes other than (i) above	266	148

i. The Company does not carry any provisions for corporate social responsibility expenses for current year and previous year.

ii. The Company does not have any ongoing projects as at March 31, 2025.

- 36** During the current year, the Company has received Group global support service charges from Carrier Corporation (Holding company) of Rs.6,790 lacs (Previous year Rs.5,124 lacs) for provision of services in the various areas including legal, human resources, communications and marketing, finance, operational support etc. The management is of the opinion that it is at arms length and transfer pricing regulations will not have any impact on financial statements particularly on the amount of income tax expense and that of provision for taxes.

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Carrier Airconditioning & Refrigeration Limited
Notes to the financial statements for the year ended March 31, 2025
(All amounts in Rs. Lacs, unless otherwise stated)

37. Reorganization and discontinued operations

A. Discontinue of Commercial Refrigeration business

In the previous year, the Carrier Group at global level decided to sell its Commercial Refrigeration ("CR") business. Consequently, in the current year, on October 1, 2024 the Company has entered into a Business Transfer Agreement ("BTA") with Haier Appliances (India) Private Limited ("Purchaser") for slump sale of its CR business under Section 2(42C) of the Income Tax Act, 1961 at a lumpsum consideration of Rs.27,583 Lakhs. On October 1, 2024, the Company consummated the sale and transfer of CR Business and recognised pre-tax gain of Rs. 26,154 lakhs.

Further, in accordance with the divestiture, the CR business is no longer carried on by the Company, except to the extent of the Temporary Manufacturing Agreement (TMA) dated October 1, 2024. Under the TMA, CARL will manufacture and supply to the Customer certain Products and certain Services exclusively for Purchase for a period of 18 months from the date of the agreement.

The details of the assets and liabilities is given below.

Particulars	As at September 30, 2024
Property, plant and equipment	51
Inventories	2,522
Trade receivables	4,407
Other assets	175
Total assets	7,155
Trade payables	3,369
Other liabilities and provisions	2,357
Total liabilities	5,726
Net assets	1,429

The sale of CR business for a consideration of Rs. 27,583 lacs was approved by the Board of Directors at their meeting held on September 27, 2024, and, as part of good corporate governance practices, will also be ratified by the shareholders at the ensuing Annual General Meeting.

The financial details for discontinued operations is as follows :

a) Balance Sheet of discontinued operations as at March 31, 2025 and March 31, 2024

	As at March 31, 2025	As at March 31, 2024
ASSETS		
Non-current assets		
Property, plant and equipment	-	42
Total non-current assets	-	42
Current assets		
Inventories	-	1,186
Financial assets		
Trade receivables	-	3,039
Others	-	252
Other current assets	-	84
Total current assets	-	4,561
TOTAL ASSETS	-	4,603

	As at March 31, 2025	As at March 31, 2024
EQUITY AND LIABILITIES		
Equity	-	-
Total equity	-	-
Liabilities		
Non-current liabilities		
Provisions	-	144
Total non-current liabilities	-	144
Current liabilities		
Financial liabilities		
Trade payables		
a) total outstanding dues of micro and small enterprises; and	-	324
b) total outstanding of creditors other than micro and small enterprises	-	3,048
Other current financial liabilities	-	26
Other current liabilities	-	875
Provisions	-	202
Total current liabilities	-	4,475
Total liabilities	-	4,619
TOTAL EQUITY AND LIABILITIES	-	4,619

Carrier Airconditioning & Refrigeration Limited
Notes to the financial statements for the year ended March 31, 2025
(All amounts in Rs. Lacs, unless otherwise stated)

b) Statement of Profit and loss for the year ended March 31, 2025 and March 31, 2024 of discontinued operations

	Year ended March 31, 2025	Year ended March 31, 2024
Income		
Revenue from operations	13,397	22,201
Other income	109	482
Total income	13,506	22,683
Expenses		
Cost of materials consumed	3,860	3,906
Purchase of traded goods (Including spares)	3,020	9,330
Changes in inventories of finished goods, stock-in -trade and work-in-progress	1,186	845
Employee benefits expense	1,021	1,506
Depreciation and amortization expense	15	18
Other expenses	3,081	4,574
Total expenses	12,183	20,179
Profit before tax (A)	1,323	2,504
Profit from sale of discontinued business (B)	26,154	-
Tax expense (C)		
Current tax	4,613	630
Profit for the year of discontinued operations (A+B-C)	22,864	1,874

c) Statement of cash flows for the year ended March 31, 2025 and March 31, 2024 for discontinued operations

	For the year ended March 31, 2025	For the year ended March 31, 2024
Net cash generated from operating activities	451	1,577
Net cash flow generated/ (used) in investing activities	83	(37)
Net cash used in financing activities	-	-

B. Discontinue of Fire and Security products business

In the previous year, the Carrier Group, at the global level, decided to divest its Fire and Security products business. In line with this strategic decision and to facilitate the transaction, Carrier Airconditioning & Refrigeration Limited ("the Company") incorporated a wholly owned subsidiary in India, namely Kiddel Technologies India Private Limited ("KTIPL") and invested Rs. 837 lacs in KTIPL towards subscription of 83.70 lacs equity shares of Rs. 10 each. In the current year, the Company has further invested Rs. 1,200 lacs in KTIPL by subscribing to an additional 120 lacs equity shares of Rs. 10 each.

In the current year, on June 21, 2024, the aforesaid subsidiary has been sold to an unrelated party, Kidde Fenwal LLC, at a total consideration of Rs. 4,186 lacs determined based on an external valuation conducted by an independent valuer and resulting into a profit of Rs. 2,149 lacs disclosed under the profit from discontinued businesses.

Further, in accordance with the divestiture, the Fire and Security business is no longer carried on by the Company, except to the extent of the Temporary Manufacturing Agreement (TMA) with KTIPL dated July 1, 2024 according to which the Company will continue to manufacture fire and security products exclusively for KTIPL for a period of 12 months from the date of the agreement, until KTIPL establishes its own manufacturing facility.

As size of the business is not material to the Company as per the requirements of Ind AS 105, it has not been disclosed separately. However, as disclosed below the profit on sale of investment in the aforesaid subsidiary has been classified under profit from discontinued business.

Particulars	Amount (in lacs)
Total consideration received	4,186
Value of Investment in subsidiary (20,369,999 shares of Rs. 10 each)	2,037
Profit on sale of investments (classified under profit from discontinued businesses)	2,149

38 Financial instruments – Fair values and risk management

i) Financial instruments by category and fair value

The below table summarizes the judgements and estimates made in determining the fair values of the financial instruments that are

(a) recognised and measured at fair value and

(b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into the three levels prescribed under the accounting standard.

	As at March 31, 2025					
	Carrying Amount			Fair Value		
	FVTPL	FVTOCI	Amortised Cost	Level 1	Level 2	Level 3
Financial assets						
Non-current						
Investments	1	-	-	-	-	1
Loans	-	-	545	-	-	545
Others	-	-	249	-	-	249
Current						
Trade receivables	-	-	38,276	-	-	38,276
Cash and cash equivalents	-	-	48,052	-	-	48,052
Loans	-	-	115	-	-	115
Others	-	-	5,023	-	-	5,023
Total financial assets	1	-	92,260	-	-	92,261
Financial liabilities						
Non-current						
Lease liabilities	-	-	1,391	-	-	1,391
Current						
Lease liabilities	-	-	855	-	-	855
Trade payables	-	-	78,794	-	-	78,794
Others	204	-	2,352	-	204	2,352
Total financial liabilities	204	-	83,392	-	204	83,392

	As at March 31, 2024					
	Carrying Amount			Fair Value		
	FVTPL	FVTOCI	Amortised Cost	Level 1	Level 2	Level 3
Financial assets						
Non-current						
Investments	1	-	-	-	-	1
Loans	-	-	256	-	-	256
Others	-	-	290	-	-	290
Current						
Investments	-	-	837	-	-	837
Trade receivables	-	-	36,231	-	-	36,231
Cash and cash equivalents	-	-	41,989	-	-	41,989
Loans	-	-	288	-	-	288
Others	-	-	3,638	-	-	3,638
Total financial assets	1	-	83,529	-	-	83,530
Financial liabilities						
Non-current						
Lease liabilities	-	-	1,338	-	-	1,338
Current						
Lease liabilities	-	-	748	-	-	748
Trade payables	-	-	72,076	-	-	72,076
Others	67	-	1,493	-	67	1,493
Total financial liabilities	67	-	75,655	-	67	75,655

The fair value of trade receivables, cash and cash equivalents, other bank balances, loans, other current and non current financial assets, trade payables, borrowings and other current financial liabilities approximate their carrying amounts.

ii) Measurement of fair values

The different levels of fair value have been defined below:

Level 1: It includes financial instruments measured using quoted prices such as listed equity instruments, traded bonds and mutual funds that have quoted price.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

There have been no transfers in either direction for the year ended 31 March 2025.

The Company's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period.

iii) Valuation technique used to determine fair value

Specific valuation technique used to value financial instruments include:

- the fair value of forward foreign exchange contracts is determined using quoted forward exchange rates at the balance sheet date.

Carrier Airconditioning & Refrigeration Limited
Notes to the financial statements for the year ended March 31, 2025
(All amounts in Rs. Lacs, unless otherwise stated)

38. Financial instruments – Fair values and risk management (continued)

Risk management framework

The Company's activities expose it to a variety of financial risks: credit risk liquidity risk and market risk (foreign exchange risk).

The Company's management under the directions of the board of directors implements financial risk management policies across the Company. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, to monitor risks and adherence to limits in order to minimize the financial impact of such risks. The risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

i. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The carrying amount of financial assets represent the maximum credit risk exposure. The Company has credit policies in place and the exposures to these credit risks are monitored on an ongoing basis.

To cater to the credit risk for balances with banks/financial institutions, only high rated banks/institutions are accepted.

Derivatives are entered into with banks and financial institution counterparties, as per the approved guidelines for entering derivative contracts. The Company considers that its derivatives have low credit risk as these are taken with international and domestic banks with high repute.

The Company has given security deposits to Government departments and vendors for securing services from them and rental deposits. The risk of default is appropriately analyse and accounted for.

In respect of credit exposures from trade receivables, the Company has policies in place to ensure that sales on credit without collateral are made principally to dealers and corporate companies with an appropriate credit history.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivable. It recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from initial recognition. Credit risk arising from trade receivables is managed in accordance with the Company's established policy with regard to credit limits, control and approval procedures. The Company provides for expected credit losses on trade receivables based on a simplified approach as per Ind AS 109. Under this approach, expected credit losses are computed basis the probability of defaults over the lifetime of the asset. This allowance is measured taking into account credit profile of the customer, geographical spread, trade channels, past experience of defaults, estimates for future uncertainties etc.

Reconciliation of loss allowance provision

	For the year ended 31 March 2025	For the year ended 31 March 2024
Opening balance	2,370	2,795
Addition/(reversal) during the year	103	(212)
Utilised during the year*	(328)	(213)
Transferred to discontinued business	(49)	-
Closing balance	2,096	2,370

*includes Rs. 23 lacs (previous year Rs. 99 lacs) related to discontinued operations.

The impairment provisions for trade receivable disclosed above are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

Carrier Airconditioning & Refrigeration Limited
Notes to the financial statements for the year ended March 31, 2025
(All amounts in Rs. Lacs, unless otherwise stated)

38. Financial instruments – Fair values and risk management (continued)

ii. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company's liquidity risk management includes maintaining sufficient cash, ensuring the availability of funds through committed/undrawn credit facilities and ensuring cash flow from operating activities. The Company seeks to increase income by maintaining high quality standards resulting into higher sales, while reducing the related costs and by controlling operating expenses.

The Company monitors the level of expected cash inflows on trade receivables and loans together with expected cash outflows on trade payables and other financial liabilities. In addition to this, the Company maintains the following line of credit to meet the short term funding requirement:

Consequently, the Company believes its revenue, along with proceeds from financing activities will continue to provide the necessary funds to cover its short term and long term liquidity needs.

(a) Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted.

As at March 31,2025	Carrying amount	Contractual cash flows		
		Total	Less than 1 year	More than 1 year
Non-derivative financial liabilities				
Lease liabilities (current & non current)	2,530	2,530	1,112	1,418
Trade payables	78,794	78,794	78,794	-
Other current financial liabilities	2,558	2,558	2,558	-
	83,882	83,882	82,464	1,418

As at March 31,2024	Carrying amount	Contractual cash flows		
		Total	Less than 1 year	More than 1 year
Non-derivative financial liabilities				
Lease liabilities (current & non current)	2,382	2,382	938	1,444
Trade payables	72,076	72,076	72,076	-
Other current financial liabilities	1,560	1,560	1,560	-
	76,018	76,018	74,574	1,444

(b) Financing arrangements

The Company had access to the following undrawn borrowing facilities at the end of the reporting period:

	As at March 31, 2025	As at March 31, 2024
Overdraft facilities and working capital loan from bank	18,200	15,200
	18,200	15,200

Carrier Airconditioning & Refrigeration Limited
Notes to the financial statements for the year ended March 31, 2025
(All amounts in Rs. Lacs, unless otherwise stated)

38. Financial instruments – Fair values and risk management (continued)

iii. Market risk

The Company is exposed to market risk primarily relating to the risk of changes in market prices, such as foreign exchange rates, that will affect the Company's expense or the value of its holdings of financial instruments.

Currency risk

The Company's exposure to foreign currency risk is on account of payables of expenditure in currencies other than the functional currency of the Company.

Exposure to currency risk

The Company's exposure to foreign currency risk at the end of the reporting period are as follows:

	Currency	As at March 31, 2025		As at March 31, 2024	
		FC (in lacs)	INR	FC (in lacs)	INR
Trade payables	EUR	1	89	12	1,115
(Gross of forward exchange contracts)	GBP	*	5	1	125
	JPY	147	84	500	276
	USD	51	4,375	86	7,172
	CNY	1,023	12,070	1,252	14,483
	THB	716	1,814	1,480	3,396
	HKD	-	-	1	6
			18,437		26,573
Trade receivables	USD	22	1,879	44	3,693
	JPY	3	1	3	1
	EUR	*	6	*	6
	THB	52	132	-	-
			2,018		3,700

	Currency	As at March 31, 2025		As at March 31, 2024	
		FC (in lacs)	INR	FC (in lacs)	INR
Forward exchange contracts	CNY	282	3,328	575	6,650
Trade payables	USD	-	-	22	1,797
	THB	929	2,351	261	598
			5,679		9,045

The forward exchange forward contracts mature within twelve months. The table below shows the derivative financials instruments in to relevant maturity groupings based on the remaining period as at the balance sheet date.

	As at March 31,2025	As at March 31,2024
Not later than 1 month	692	6971
Later than 1 month but not later than 3 month	4,987	2074
Later than 3 month but not later than 3 month	-	-
	5,679	9,045

Sensitivity analysis

A reasonably possible strengthening/weakening of the Indian Rupee against foreign currency at balance sheet date would have affected the measurement of financial instruments denominated in foreign currency and affected equity and profit and loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

Effect in INR	(Profit) or loss , net of tax	
	Strengthening	Weakening
As at March 31,2025		
10% movement		
Foreign Currency	(1,074)	1,074
	(1,074)	1,074
Effect in INR	(Profit) or loss , net of tax	
	Strengthening	Weakening
As at March 31,2024		
10% movement		
Foreign Currency	(1,382)	1,382
	(1,382)	1,382

* Amount is below the rounding off norm adopted by the Company.

Carrier Airconditioning & Refrigeration Limited**Notes to the financial statements for the year ended March 31, 2025**

(All amounts in Rs. Lacs, unless otherwise stated)

39. Capital management

For the purpose of the Company's capital management, capital includes issued equity share capital and all equity reserves attributable to the equity holders of the Company. The primary objectives of the Company's capital management are to safeguard the Company's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximize shareholders' value.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may return capital to shareholders, raise new debt or issue new shares. No changes were made in the objectives, policies or processes for managing capital during the years end March 31, 2025.

There is no financial covenants which needs to be maintained under the term of borrowing facilities. The capital gearing ratio is as follows.

	As at 31 March 2025	As at 31 March 2024
Total liabilities	1,06,857	97,420
Less: cash and cash equivalents	48,052	41,989
Adjusted net debt	58,805	55,431
Total equity	57,933	50,911
Adjusted net debt to equity ratio	1.0	1.1

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Carrier Airconditioning & Refrigeration Limited
Notes to the financial statements for the year ended March 31, 2025
(All amounts in Rs. Lacs, unless otherwise stated)

40. RELATED PARTY DISCLOSURES

A The names of the related parties where control exists and/or with whom transactions have taken place during the year and description of relationships, as identified and certified by the management, are:

i) Holding Company

Carrier Corporation, Delaware

ii) Ultimate Holding Company

Carrier Global Corporation, USA

iii) Wholly owned Subsidiary

Kiddel Technologies India Private Limited, India (till June 30, 2024)

iv) Fellow Subsidiaries / Entities

a) Carrier Asia Limited, Hong Kong	v)	Onity India Private Limited, India
b) Carrier ARCD Pte. Ltd, Singapore	w)	Carrier Transicold Europe, France
c) UTEC Inc., Delaware	x)	Shanghai Carrier Transicold Equipment Co., Ltd, China
d) Carrier Montluel (SCS), France	y)	Carrier Transicold Hong Kong Limited, Hong Kong
e) Carrier Singapore (PTE) Limited, Singapore	z)	Carrier Kältetechnik Deutschland GmbH, Germany (till June 30, 2024)
f) Shanghai Yileng Carrier Air Conditioning Equipment Company Limited, China	aa)	Carrier Aircon Lanka Private Limited, Sri Lanka
g) Automated Logic Corporation, Georgia	ab)	Q-Carrier (B) Sendirian Berhad, Brunei (till June 30, 2024)
h) Carrier International Sdn. Berhad, Malaysia	ac)	Carrier Air-Conditioning And Refrigeration System, China
i) Carrier Transicold Syracuse Division, USA	ad)	Kidde Products Limited, United Kingdom (till December 01, 2024)
j) Carrier Technologies India Limited (formerly known as UTC Fire & Security India Limited), India	ae)	Carrier Vietnam Air Conditioning Company Limited, Vietnam
k) Ecoenergy Insights Limited (formerly known as Chubb Alba Control Systems Limited)	af)	Carrier Transicold Industries S.C.S, France
l) Carrier Fire & Security Singapore Pte Ltd, Singapore (till December 01, 2024)	ag)	Carrier Airconditioning (Thailand) Co Ltd
m) Carrier Airconditioning & Refrigeration System LTG, China	ah)	Carrier Japan Corporation
n) CACI Aircon Private Limited	ai)	Carrier Transicold Australia
o) Carrier Commercial Refrigeration Limited, Thailand	aj)	Kedward Technologies India Limited (till December 01, 2024)
p) Carrier Air Conditioning (China) Co Ltd		
q) Qingdao Haier-Carrier Refrigeration Equipment Company Limited, China (till June 30, 2024)		
r) Carrier Refrigeration Operation Czech Republic s.r.o, Czech Republic		
s) Carrier Fire & Security B.V., Netherlands (till December 01, 2024)		
t) Carrier (Thailand) Limited, Thailand		
u) Carrier Middle East Limited, Bermuda		

v) Key Management Personnel

a) Chirag Baijal (Managing Director) (till July 31, 2023)	g) Narendra Singh Sisodia (Independent director) (till March 26,2025)
b) Sundaresan Narayanan (Managing Director) (w.e.f. November 1,2023)	h) Siraj Azmat Chaudhry (Independent director)
c) Pritesh Agrawal (Chief Financial Officer & Whole Time Director) (till November 27,2024)	i) Har Amrit Pal Singh Dhillon (Non-Executive Director)
d) Alfred Thomas (Chief Financial Officer) (w.e.f. January 1,2025)	j) Ekta (Company Secretary) (w.e.f. June 12, 2024)
e) Rahul Jain (Whole Time Director) (till March 21,2025)	h) Anurag Gupta (Company Secretary) (till June 11, 2024)
f) Simran Thapar (Whole Time Director)	

40B - Description of Transactions with the Related Parties

(All amounts in Rs. Lacs, unless otherwise stated)

Sl No	Name of the Party	For the year ended	Remuneration Paid	Sale of Goods and Services #	Purchase of Goods/Services	Commission Income	Expenses		Dividend paid	Purchase of Property, Plant and Equipments and Intangible Assets	Investment made during the year	Investment Sold during the year
							Incurred	Re-imbursement				
1	Carrier Corporation, Delaware	March 31, 2025	-	4	119	-	6,081	3,004	31,401	-	-	-
		March 31, 2024	-	-	(600)	-	(6,355)	(2,956)	(872)	-	-	-
2	Carrier Asia Limited, Hong Kong	March 31, 2025	-	-	5,106	615	8	-	-	-	-	-
		March 31, 2024	-	-	(4,018)	(2,440)	(56)	-	-	-	-	-
3	Carrier Technologies India Limited	March 31, 2025	-	6	737	-	147	580	-	-	-	-
		March 31, 2024	-	(6)	-	-	(138)	(487)	-	-	-	-
4	CACT Aircon Private Limited India	March 31, 2025	-	-	35	-	375	217	-	-	-	-
		March 31, 2024	-	(307)	(35,277)	-	(721)	(373)	-	(1,837)	-	-
5	Ecoenergy Insights Limited	March 31, 2025	-	3	66	-	46	263	-	-	-	-
		March 31, 2024	-	(1)	(24)	-	(9)	(334)	-	-	-	-
6	Shanghai Carrier Transicold Equipment Co., Ltd, China	March 31, 2025	-	-	13,264	-	-	-	-	-	-	-
		March 31, 2024	-	-	(13,760)	-	-	-	-	-	-	-
7	Carrier Transicold Hong Kong Limited, Hong Kong	March 31, 2025	-	-	974	-	-	-	-	-	-	-
		March 31, 2024	-	-	(540)	-	-	-	-	-	-	-
8	Carrier Singapore (PTE) Limited, Singapore	March 31, 2025	-	-	1,439	-	63	1,302	-	-	-	-
		March 31, 2024	-	-	-	-	-	(1,494)	-	-	-	-
9	Shanghai Yileng Carrier Air Conditioning Equipment Company Limited, China	March 31, 2025	-	-	91	-	-	-	-	-	-	-
		March 31, 2024	-	-	(119)	-	-	-	-	-	-	-
10	Qingdao Haier-Carrier Refrigeration Equipment Company Limited, China	March 31, 2025	-	-	645	-	-	2	-	-	-	-
		March 31, 2024	-	-	(1,223)	-	-	-	-	-	-	-
11	Carrier Airconditioning & Refrigeration System LTG, China	March 31, 2025	-	-	2,775	-	-	-	-	-	-	-
		March 31, 2024	-	-	(2,891)	-	-	-	-	-	-	-
12	Carrier Airconditioning (Thailand) Co Ltd	March 31, 2025	-	-	18,306	-	102	253	-	-	-	-
		March 31, 2024	-	-	(7,472)	-	(1)	-	-	-	-	-
13	Carrier Aircon Lanka Private Limited, Sri Lanka	March 31, 2025	-	144	-	-	-	95	-	-	-	-
		March 31, 2024	-	(22)	-	-	-	(114)	-	-	-	-
14	Carrier International Sdn. Berhad, Malaysia	March 31, 2025	-	4	48	-	27	-	-	-	-	-
		March 31, 2024	-	(2)	-	-	(11)	-	-	-	-	-
15	Carrier (Malaysia) SDN. BHD., Malaysia	March 31, 2025	-	82	-	-	-	-	-	-	-	-
		March 31, 2024	-	(61)	-	-	-	(52)	-	-	-	-
16	Carrier Japan Corporation	March 31, 2025	-	43	1,096	-	2,555	279	-	-	-	-
		March 31, 2024	-	-	(690)	-	(206)	(443)	-	-	-	-
17	Kiddel Technologies India Private Limited, India	March 31, 2025	-	646	-	-	-	-	-	-	1,200	4,186
		March 31, 2024	-	-	-	-	-	-	-	-	(837)	-
18	Sundaresan Narayanan	March 31, 2025	184	-	-	-	-	-	-	-	-	-
		March 31, 2024	(100)	-	-	-	-	-	-	-	-	-
19	Chirag Bajjal	March 31, 2025	-	-	-	-	-	-	-	-	-	-
		March 31, 2024	-	-	(56)	-	-	-	-	-	-	-
20	Pritesh Agrawal	March 31, 2025	125	-	-	-	-	-	-	-	-	-
		March 31, 2024	(127)	-	-	-	-	-	-	-	-	-
21	Rahul Jain	March 31, 2025	125	-	-	-	-	-	-	-	-	-
		March 31, 2024	(131)	-	-	-	-	-	-	-	-	-
22	Simran Thapar	March 31, 2025	88	-	-	-	-	-	-	-	-	-
		March 31, 2024	(77)	-	-	-	-	-	-	-	-	-
23	Narendra Singh Sisodia	March 31, 2025	9	-	-	-	-	-	-	-	-	-
		March 31, 2024	(5)	-	-	-	-	-	-	-	-	-
24	Alfred Thomas	March 31, 2025	30	-	-	-	-	-	-	-	-	-
		March 31, 2024	-	-	-	-	-	-	-	-	-	-
25	Siraj Azmat Chaudhry	March 31, 2025	9	-	-	-	-	-	-	-	-	-
		March 31, 2024	(5)	-	-	-	-	-	-	-	-	-
26	Ekta	March 31, 2025	11	-	-	-	-	-	-	-	-	-
		March 31, 2024	-	-	-	-	-	-	-	-	-	-
27	Anurag Gupta	March 31, 2025	6	-	-	-	-	-	-	-	-	-
		March 31, 2024	(22)	-	-	-	-	-	-	-	-	-
28	Others - Fellow subsidiaries	March 31, 2025	-	8	1,581	40	68	622	-	-	-	-
		March 31, 2024	-	-	(3,840)	(24)	(168)	(699)	-	-	-	-

including applicable taxes
Figures in bracket represent previous year's figures

Carrier Airconditioning & Refrigeration Limited
Notes to the financial statements for the year ended March 31, 2025
(All amounts in Rs. Lacs, unless otherwise stated)

40B - Description of Transactions with the Related Parties and balances at year end

Sl No	Name of the Party	For the year ended	Outstanding Balances at year end					Contribution to the Funds
			Trade Receivable & Other receivable	Trade payables	Dividend payables	Investments	Guarantees Outstanding	
1	Carrier Corporation, Delaware	March 31, 2025	758	1,702	-	-	-	-
		March 31, 2024	(783)	(1,741)	-	-	-	-
2	Carrier Asia Limited, Hong Kong	March 31, 2025	-	745	-	-	-	-
		March 31, 2024	(127)	(2,271)	-	-	-	-
3	Carrier Technologies India Limited	March 31, 2025	120	752	-	-	-	-
		March 31, 2024	-	-	-	-	-	-
4	Carrier Global Corporation, USA	March 31, 2025	-	-	-	-	44,487	-
		March 31, 2024	-	-	-	-	(56,830)	-
5	Carrier Refrigeration Management Superannuation Fund Trust	March 31, 2025	-	-	-	-	-	58
		March 31, 2024	-	-	-	-	-	(63)
6	CACI Aircon Private Limited (formerly known as Toshiba Carrier Air-Conditioning India Private Limited), India	March 31, 2025	31	89	-	-	-	-
		March 31, 2024	(64)	(214)	-	-	-	-
7	Ecoenergy Insights Limited	March 31, 2025	99	0	-	-	-	-
		March 31, 2024	(141)	(10)	-	-	-	-
8	Shanghai Carrier Transcold Equipment Co., Ltd, China	March 31, 2025	-	5,798	-	-	-	-
		March 31, 2024	-	(7,005)	-	-	-	-
9	Carrier Transcold Hong Kong Limited, Hong Kong	March 31, 2025	-	286	-	-	-	-
		March 31, 2024	-	(196)	-	-	-	-
10	Carrier Singapore (PTE) Limited, Singapore	March 31, 2025	433	312	-	-	-	-
		March 31, 2024	(1,602)	-	-	-	-	-
11	Shanghai Yileng Carrier Air Conditioning Equipment Company Limited, China	March 31, 2025	-	33	-	-	-	-
		March 31, 2024	-	(10)	-	-	-	-
12	Qingdao Haier-Carrier Refrigeration Equipment Company Limited, China	March 31, 2025	-	-	-	-	-	-
		March 31, 2024	-	(172)	-	-	-	-
13	Carrier Airconditioning & Refrigeration System LTG, China	March 31, 2025	-	787	-	-	-	-
		March 31, 2024	-	(378)	-	-	-	-
14	Carrier (Malaysia) SDN. BHD., Malaysia	March 31, 2025	-	6	-	-	-	-
		March 31, 2024	-	(27)	-	-	-	-
15	Carrier Aircon Lanka Private Limited, Sri Lanka	March 31, 2025	232	-	-	-	-	-
		March 31, 2024	(123)	-	-	-	-	-
16	Carrier Airconditioning (Thailand) Co Ltd	March 31, 2025	140	3,599	-	-	-	-
		March 31, 2024	(-)	(2,358)	-	-	-	-
17	Carrier Japan Corporation	March 31, 2025	13	813	-	-	-	-
		March 31, 2024	(172)	(339)	-	-	-	-
18	Carrier International Sdn. Berhad, Malaysia	March 31, 2025	4	-	-	-	-	-
		March 31, 2024	-	-	-	-	-	-
19	KiddeI Technologies India Private Limited, India	March 31, 2025	-	-	-	-	-	-
		March 31, 2024	-	-	-	(837)	-	-
20	Others - Fellow subsidiaries	March 31, 2025	229	460	-	-	-	-
		March 31, 2024	(200)	(1,248)	-	-	-	-

Figures in bracket represent previous year's figures
* Amount is below the rounding off norm adopted by the Company.

41. Segment Reporting

General Information

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components, and for which discrete financial information is available.

The Company's board of directors have been identified as the Chief Operating Decision Makers (CODM) since they are responsible for all major decisions in respect of allocation of resources and assessment of the performance on the basis of the internal reports/ information provided by functional heads.

For management purposes, the Company is organised into following two reportable segments:

Airconditioning

Others (Transicold and Fire & Security Products)*

Transicold includes supply & installation of refrigeration equipment to fleet operators and logistics companies.

Fire & Security Products includes manufacturing / trading and supply of fire & safety products.

*Transicold and Fire & Security Products are combined as "Others", as these individually do not meet the threshold requirements mentioned under IND AS 108 " Operating Segments".

	Current Year			Airconditioning	Previous Year	
	Airconditioning	Others	Total		Others	Total
(i) Revenue						
External sales and services (net)	2,26,874	21,673	2,48,547	1,88,604	22,309	2,10,913
Total Revenue			2,48,547			2,10,913
(ii) Segment results	22,710	2,498	25,208	15,219	1,026	16,245
Operating income			25,208			16,245
Finance charges			(229)			(211)
Interest income			2,545			1,512
Profit before tax from continuing operations			27,524			17,545
Profit before tax from discontinued operations			1,323			-
Profit from sale of discontinued business			28,303			2,504
Current tax			11,598			5,893
Deferred tax			147			(896)
Tax related to earlier years			146			-
Net Profit after tax (A)			45,259			15,052
Other comprehensive income/(loss) (D)						
(i) Items that will not be reclassified to profit or loss			70			(456)
(ii) Income tax related to items that will not be reclassified to profit or loss			(18)			115
Other comprehensive income for the year (B)			52			(341)
Total comprehensive income for the year (A+B)			45,311			14,711
(iii) Other information						
Segment assets	1,01,225	8,199	1,09,424	84,903	13,567	98,470
Add : Unallocated Assets	-	-	55,366	-	-	49,861
Total Assets	1,01,225	8,199	1,64,790	84,903	13,567	1,48,331
Segment liabilities	99,330	7,130	1,06,460	74,127	23,003	97,130
Add : Unallocated Liabilities	-	-	397	-	-	290
Total Liabilities	99,330	7,130	1,06,857	74,127	23,003	97,420
Capital expenditure	4,780	-	4,780	3,592	-	3,592
Depreciation / Amortization	2,766	17	2,783	2,460	14	2,474

	Revenue*		Assets		Capital Expenditure		Non Current Assets	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
India	2,59,944	2,29,995	1,62,772	1,44,631	4,780	3,592	24,286	21,233
Outside India	2,000	3,119	2,018	3,700	-	-	-	-
TOTAL	2,61,944	2,33,114	1,64,790	1,48,331	4,780	3,592	24,286	21,233

*includes Rs. 13,397 lacs (previous year Rs. 22,201 lacs) related to discontinued operations.

Information about major customers

No customer individually accounted for more than 10% of the revenues in the year ended March 31, 2025 and March 31, 2024.

Carrier Airconditioning & Refrigeration Limited

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(All amounts in Rs. Lacs, unless otherwise stated)

42. Employee Stock Option Scheme (ESOP)**A. Description of share based payment arrangements**

The Company employees are entitled to various stock options under Carrier Global Corporation, USA, the Ultimate Parent Company's Long-Term Incentive Plan (LTIP), as amended and restated effective February 5, 2016 (the "LTIP"). The stock options provided to employees of the Company is subject to the terms and conditions of the LTIP. Under the LTIP and predecessor long-term incentive plans, the exercise price of awards is set on the grant date and may not be less than the fair market value per share on that date. Generally, stock appreciation rights and stock options have a term of ten years and a minimum three-year vesting period. In the event of retirement, awards held for more than one year may become vested and exercisable subject to certain terms and conditions. LTIP awards with performance based vesting generally have a minimum three-year vesting period and vest based on performance against pre-established metrics. In the event of retirement, vesting for awards held more than one year does not accelerate but may vest as scheduled based on actual performance relative to target metrics.

The Company measures the cost of all share-based payments, including stock options, at fair value on grant date, on the basis of information available from ultimate holding company.

The key terms and conditions related to various stock options under LTIP is as follows:-

Type of options granted	Vesting condition	Contractual life	Settlement
Restricted stock units (RSU's)	3 years service condition	Equal to vesting period	Settlement to be done by delivery of one common stock of Carrier Global Corporation, USA
Stock Appreciation Rights (SAR's)	3 years service condition	10 years	Settlement is done by delivery common stock of Carrier Global Corporation, USA and no cash is being paid to employees. The number of common stock issued represents the amount of appreciation in options granted to employee
Performance Share Units (PSU's)	3 years service condition	10 years	Settlement is done by delivery common stock of Carrier Global Corporation, USA.

B. Measurement of fair values

The ultimate holding company estimates the fair value of RSU option award, PSU option award and SAR option award on the date of grant using a binomial lattice model. The following table indicates the assumptions used in estimating fair value for the years ended March 31, 2025 and March 31, 2024. Lattice-based option models incorporate ranges of assumptions for inputs; those ranges are as follows:

	March 31, 2025	March 31, 2024
Expected volatility	30.6% to 31.7%	30.9%
Expected term (in years)	5.6 to 7.8	5.8
Expected dividend yield	1.80%	1.80%
Risk-free rate	4% to 4.3%	3.60%

The weighted-average grant date fair value of SAR's stock options granted during 2024-25 was Rs.Nil USD equivalent -\$ Nil (2023-24 Rs. Nil USD equivalent -\$ Nil)

Expected volatilities are based on the returns of Carrier Global Corporation, USA stock, including implied volatilities from traded options on Carrier Global Corporation, USA stock for the binomial lattice model. Historical data is used to estimate equity award exercise and employee termination behavior within the valuation model. The risk-free rate is based on the term structure of interest rates at the time of equity award grant.

C. Reconciliation of outstanding share options

A summary of the transactions under all long-term incentive plans for the year ended March 31, 2025 is as follows:-

RSU's stock options	March 31, 2025		March 31, 2024	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
Outstanding at the beginning of the year	250	-	2,684	-
Granted during the year	272	-	250	-
Exercised during the year	-	-	-	-
Restructure/ cancelled during the year	-	-	(2,684)	-
Outstanding at the end of the year	522	-	250	-
Exercisable at the end of the year	-	-	-	-

The options outstanding as at March 31, 2025 have a weighted average remaining contractual life of 9.37 years (March 31, 2024 : 9.84 years)

The weighted average share price at the date of exercise for shares options exercised in 2024-25: Rs.Nil USD equivalent - \$ Nil . (March 31, 2024 : Rs.Nil USD equivalent - \$Nil)

Carrier Airconditioning & Refrigeration Limited

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(All amounts in Rs. Lacs, unless otherwise stated)

PSU's stock options	March 31, 2025		March 31, 2024	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
Outstanding at the beginning of the year	110	-	1,145	-
Granted during the year	122	-	110	-
Exercised during the year	-	-	-	-
Restructure/ cancelled during the year	-	-	(1,145)	-
Outstanding at the end of the year	232	-	110	-
Exercisable at the end of the year	-	-	-	-

The options outstanding as at March 31, 2025 have a weighted average remaining contractual life of 9.37 years (March 31, 2024: 9.84 years)

SAR's stock options	March 31, 2025		March 31, 2024	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
Outstanding at the beginning of the year	2,083	22.05	24,209	23.35
Granted during the year	-	-	-	-
Exercised during the year	-	-	-	-
Restructure/ cancelled during the year	(425)	-	(22,126)	-
Outstanding at the end of the year	1,658	25.48	2,083	22.05

The options outstanding as at March 31, 2025 have a weighted average remaining contractual life of 0.34 years (March 31, 2024 : 1.34 years)

The weighted average share price at the date of exercise for shares options exercised in 2024-25 was Rs. Nil USD equivalent - Nil (2023-24: Rs.Nil USD equivalent - \$Nil)

D. Expense recognised in statement of profit and loss

For details on the employee benefits expense, refer note 22

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Carrier Airconditioning & Refrigeration Limited

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(All amounts in Rs. Lacs, unless otherwise stated)

43. Key Financial Ratios

Sr No.	Particulars	Particulars		Ratio as on	Ratio as on	Variation
		Numerator	Denominator	March 31, 2025	March 31, 2024	
(a)	Current ratio	Current assets	Current liabilities	1.44	1.43	0%
(b)	Return on equity ratio	Net profits after taxes	Shareholder's equity*	79%	30%	164%
(c)	Inventory turnover ratio	Cost of goods sold	Average inventory (gross of provision for inventory obsolescence)	3.49	3.52	-1%
(d)	Trade receivables turnover ratio	Revenue from operations	Average trade receivable (gross of expected credit loss allowance)	6.66	6.38	4%
(e)	Trade payables turnover ratio	Net credit purchases	Average trade payable	2.14	2.42	-11%
(f)	Net capital turnover ratio	Revenue from operations	Average working capital= average of current assets – current liabilities	6.48	7.21	-10%
(g)	Net profit ratio	Net profits after taxes	Revenue from operations	17%	6%	169%
(h)	Return on capital employed	EBIT= profit before tax + finance costs (other than interest on lease liabilities)	Capital employed= total assets - current liabilities	43%	31%	38%

* Excludes reserve on business combinations and capital reserve

Reasons for major variations:

- 1 The improvement in profitability ratios is primarily attributable to higher gross margins driven by an increase in the sale of manufactured goods, along with higher other income mainly on account of interest earned on fixed deposits and profit from the sale of discontinued operations. (refer note 37).
- 2 The above ratios have been computed after considering the financial figures of both continuing and discontinuing operations.

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Carrier Airconditioning & Refrigeration Limited

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(All amounts in Rs. Lacs, unless otherwise stated)

44. Other Statutory Information's

- i) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- ii) There were no amounts which were required to be transferred but not transferred to the Investor Education and Protection Fund by the Company.
- iii) The Company does not have any sanctioned facility on the basis of security of the current assets but has sanctioned facilities supported by the corporate guarantee from the holding company. Hence, there is no requirement of filling periodic returns.
- iv) Relationship with Struck off Companies under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956, is as under:

Name of struck off Company	Nature of transactions with struck-off Company	Balance outstanding as at March 31, 2025 (Payable)/Receivable	Balance outstanding as at March 31, 2024 (Payable)/Receivable
Abacus Hvac Solutions India Private Limited	Purchase of goods/services	*	*
Peace Hvac Systems Private Limited	Purchase of goods/services	*	*
Breeze Airconditioning Private Limited	Purchase of goods/services	*	*
Bsw Aircon Private Limited	Sales of goods/services	-	*
Ashoka Hotels Private Limited	Sales of goods/services	9	2
Ambience Facility Management Private Limited	Sales of goods/services	16	10
Aasthaa Airtech Private Limited	Sales of goods/services	-	1
Welspun India Limited	Sales of goods/services	*	1

* Amount is below the rounding off norm adopted by the Company.

- v) The Company does not have any undisclosed income which is not recorded in the books of account that has been surrendered or disclosed as income during the year (previous year) in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- vi) The Company has not traded or invested in crypto currency or virtual currency during the financial year.
- vii) The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
- (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- viii) The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

45. During the previous year, the Company executed an asset purchase agreement with CACI Aircon Private Limited (CACIAPL) (formerly known as Toshiba Carrier Air-conditioning India Private Limited) a wholly owned subsidiary of Carrier group for a total consideration of Rs 1,837 lacs for transfer of tangible & intangible assets (Technical know-how - Rs. 1,206 lacs, Plant & Machinery - Rs. 597 lacs and Other assets - Rs. 34 lacs). CACIAPL was primarily manufacturing Toshiba branded Hi-wall and VRF for exclusive sales to Carrier Airconditioning & Refrigeration Limited (CARL). Post purchase of these assets CARL has started manufacturing Toshiba branded Hi-wall and VRF.

46. The Company has used an accounting software for maintaining its books of account, which has a feature of recording the audit trail (edit log) facility, except that audit trail feature was not enabled throughout the year for certain relevant tables and also not enabled at the database level to log any direct changes. Further, where enabled, the audit trail feature has operated for the relevant transactions recorded in the accounting software and there were no instances of the audit trail feature being tampered with.

With respect to software for managing procurement and payroll processing, which is managed and maintained by a third-party software service provider, in absence of adequate coverage in independent service auditors report, we are unable to assess whether the software has a feature of recording audit trail (edit log) facility and whether the same has operated throughout the year for all relevant transactions recorded in the software or whether there is any instance of audit trail feature being tampered with.

Additionally, the audit trail feature of the prior year has been preserved by the Company as per the statutory requirements for record retention to the extent it was enabled and recorded in the previous year.

The current version of accounting software for maintaining books of account does not support enablement of audit trail at database level. The Company has a plan to upgrade the accounting software for maintaining books of accounts post which the audit trail (edit log) facility at database level will be enabled. Regarding software for managing procurement and payroll Company is in the process of working with third party service providers to incorporate the reporting on audit trail (edit log) facility in independent service auditors report.

47. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification/disclosure.

For MSKA & Associates

Chartered Accountants
ICAI Firm Registration No. 105047W

Sd/-

Vinod Gupta

Partner
Membership No: 503690
Place: Gurugram
Date: August 25, 2025

**For and on behalf of the Board of Directors of
Carrier Airconditioning & Refrigeration Limited
CIN U74999HR192FLC036104**

Sd/-

Sundaresan Narayanan
Managing Director
DIN No. 06443519

Place: Gurugram
Date: August 25, 2025

Sd/-

Alfred Thomas
Chief Financial Officer

Place: Gurugram
Date: August 25, 2025

Sd/-

Simran Thapar
Whole Time Director
DIN No. 09026461
Place: Gurugram
Date: August 25, 2025

Sd/-

Ekta
Company Secretary
Membership No: A72724
Place: Gurugram
Date: August 25, 2025

Carrier Airconditioning & Refrigeration Limited

CIN: U74999HR1992FLC036104

Registered Office: Narsingpur, Kherki Daula Post, Delhi-Jaipur Highway, Gurugram - 122004, Haryana

E-mail: secretarial@carrier.com Website: www.carrierindia.com

Tel: +91-124-4825500 Fax: +91-124-2372230

NOTICE OF THE 33rd ANNUAL GENERAL MEETING

NOTICE is hereby given that the 33rd Annual General Meeting of members of Carrier Airconditioning & Refrigeration Limited (the “**Company**”) will be held on Friday, September 26, 2025 at 11:00 AM 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, 2025 and the Report of Board of Directors and Auditors thereon and in this regard to consider and if thought fit, to pass, the following resolution as an ordinary resolution:

“**RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2025, together with the Report of Board of Directors and Auditors thereon, be and are hereby considered and adopted.”

2. To re-appoint Mr. Har Amrit Pal Singh Dhillon (DIN: 07043895) Non-executive Director, 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 the following resolution as an ordinary resolution:

“**RESOLVED THAT** Mr. Har Amrit Pal Singh Dhillon (DIN: 07043895), Non-executive Director 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 final dividend of Rs. 35.50/- per equity share for the financial year ended March 31, 2025, and in this regard, to consider and if thought fit to pass the following resolution as an ordinary resolution:

“**RESOLVED THAT** a final dividend of Rs. 35.50/- per equity share having face value of Rs. 10 each, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2025, and shall be paid to members of the company whose names appear in the register of members as on September 19, 2025, out of the profits of the Company.”

SPECIAL BUSINESS:

4. To approve the appointment of Mr. Hitesh Khanna (DIN: 11162300) as Whole-time Director of the Company and in this regard to consider and if thought fit, to pass, the following resolution as Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203, Schedule V and other applicable provisions of the Companies Act, 2013 read with rules framed thereunder, Articles of Association of the Company, and other applicable laws, if any (including any statutory modification(s) or re-enactment(s) thereof), for the time being in force, and based on the recommendation of Nomination & Remuneration Committee and approval of the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to appoint Mr. Hitesh Khanna (DIN: 11162300) as Whole-Time Director and Key Managerial Personnel of the Company, for a term of 5 years (“**Tenure**”) with effect from June 19, 2025 till June 18, 2030 on such terms and conditions as set out in the Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT pursuant to the provisions of Section 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 reads with rules framed thereunder and Articles of Association of the Company, and other applicable laws, if any (including any statutory modification(s) or re-enactment(s) thereof), for the time being in force, and based on the recommendation of Nomination & Remuneration Committee and approval of Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to approve the remuneration to Mr. Hitesh Khanna

upto maximum of 1,50,00,000 /- (Rupees One Crore Fifty Lakh Only) per annum during his Tenure as Whole-Time Director and Key Managerial Personnel of the Company.

RESOLVED FURTHER THAT where in any financial year during the tenure of Mr. Hitesh Khanna, the Company has no profits or its profits are inadequate, the remuneration subject to the aforesaid ceiling shall be paid to Mr. Hitesh Khanna as minimum remuneration.

RESOLVED FURTHER THAT absolute authority/ liberty is hereby given to the Board of Directors of the Company to revise the remuneration and/or any other terms as may be agreed between the Board and Mr. Hitesh Khanna from time to time, during his tenure, subject to ceiling of remuneration mentioned in the aforesaid resolution.

RESOLVED FURTHER THAT Mr. Hitesh Khanna shall perform such duties and functions as may be delegated to him from time to time, subject to the control and superintendence of the Board of Directors and that a power of attorney may be executed in favor of Mr. Hitesh Khanna as Whole Time Director of the Company and Mr. Sundaresan Narayanan (DIN: 06443519), Managing Director, and/or any other director of the Company has been authorized to execute, sign, seal, register and deliver such Power of Attorney.

RESOLVED FURTHER THAT any director of the Company be and is hereby authorized to do all such deeds, matters and things in his absolute discretion as may be considered necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto, and such person shall have absolute power to accept any modification in terms & conditions of appointment of Mr. Hitesh Khanna on behalf of the Board and acceptable to Mr. Hitesh Khanna in the best interests of the Company.

RESOLVED FURTHER THAT any Director, Chief Financial Officer, Finance Controller or Company Secretary of the Company be and are hereby severally authorized to do all such necessary acts, deeds as may be required to give effects to this resolution and/or do filings with the office of the Registrar of Companies and issue certified true copies thereof as and when required."

5. To approve the appointment of Mr. Munish Kumar (DIN: 11178604) as Whole-time Director of the Company and in this regard to consider and if thought fit to pass, the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 reads with rules framed thereunder and Articles of Association of the Company, and other applicable laws, if any (including any statutory modification(s) or re-enactment(s) thereof), for the time being in force, and based on the recommendation of Nomination & Remuneration Committee and approval of Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to appoint Mr. Munish Kumar (DIN: 11178604), as a Whole-Time Director and Key Managerial Personnel of the Company for a term of 5 years ("Tenure") with effect from July 02, 2025 till July 01, 2030 on such terms and conditions as set out in the Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT pursuant to the provisions of Section 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 reads with rules framed thereunder and Articles of Association of the Company, and other applicable laws, if any (including any statutory modification(s) or re-enactment(s) thereof), for the time being in force, and based on the recommendation of Nomination & Remuneration Committee and approval of Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to approve the remuneration to Mr. Hitesh Khanna upto maximum of 1,50,00,000 /- (Rupees One Crore Fifty Lakh Only) per annum during his Tenure as Whole-Time Director and Key Managerial Personnel of the Company.

RESOLVED FURTHER THAT where in any financial year during the tenure of Mr. Munish Kumar, the Company has no profits or its profits are inadequate, the remuneration subject to the aforesaid ceiling shall be paid to Mr. Munish Kumar as minimum remuneration.

RESOLVED FURTHER THAT absolute authority/ liberty is hereby given to the Board of Directors of the Company to revise the remuneration and/or any other terms as may be agreed between the Board and Mr. Munish Kumar from time to time, during his tenure, subject to ceiling of remuneration mentioned in the aforesaid resolution.

RESOLVED FURTHER THAT Mr. Munish Kumar shall perform such duties and functions as may be delegated to him from time to time, subject to the control and superintendence of the Board of Directors and that a power of attorney may be executed in favor of Mr. Munish Kumar as Whole Time Director of the Company and Mr. Sundaresan Narayanan (DIN: 06443519), Managing Director, and/or any other director of the Company has been authorized to execute, sign, seal, register and deliver such Power of Attorney.

RESOLVED FURTHER THAT any director of the Company be and is hereby authorized to do all such deeds, matters and things in his absolute discretion as may be considered necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto, and such person shall have absolute power to accept any modification in terms & conditions of appointment of Mr. Munish Kumar on behalf of the Board and acceptable to Mr. Munish Kumar in the best interests of the Company.

RESOLVED FURTHER THAT any Director, Chief Financial Officer, Finance Controller or Company Secretary of the Company be and are hereby severally authorized to do all such necessary acts, deeds as may be required to give effects to this resolution and/or do filings with the office of the Registrar of Companies and issue certified true copies thereof as and when required."

6. To approve the re-appointment of Ms. Simran Thapar (DIN: 09026461) as Whole-time Director of the Company and in this regard to consider and if thought fit to pass, the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 reads with rules framed thereunder and Articles of Association of the Company, and other applicable laws, if any (including any statutory modification(s) or re-enactment(s) thereof), for the time being in force, and based on the recommendation of Nomination & Remuneration Committee and approval of Board of Directors of the Company, the consent of the members be and is hereby accorded to re-appoint Ms. Simran Thapar (DIN: 09026461) as a Whole-Time Director and Key Managerial Personnel of the Company for a term of 5 years ("Tenure") with effect from March 31, 2026, on such terms & conditions as set out in the Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT pursuant to the provisions of Section 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 reads with rules framed thereunder and Articles of Association of the Company, and other applicable laws, if any (including any statutory modification(s) or re-enactment(s) thereof), for the time being in force, and based on the recommendation of Nomination & Remuneration Committee and approval of Board of Directors of the Company, the consent of members be and is hereby accorded to approve the remuneration to Ms. Simran Thapar upto maximum of 1,50,00,000 /- (Rupees One Crore Fifty Lakh Only) per annum during her Tenure as Whole-Time Director and Key Managerial Personnel of the Company.

RESOLVED FURTHER THAT where in any financial year during the Tenure of Ms. Simran Thapar, the Company has no profits or its profits are inadequate, the remuneration subject to the aforesaid ceiling shall be paid to Ms. Simran Thapar as minimum remuneration.

RESOLVED FURTHER THAT absolute authority/ liberty is hereby given to the Board of Directors of the Company to revise the remuneration and/or any other terms as may be agreed between the Board and Ms. Simran Thapar from time to time, during her tenure, subject to ceiling of remuneration mentioned in the aforesaid resolution.

RESOLVED FURTHER THAT Ms. Simran Thapar shall perform such duties and functions as may be delegated to her from time to time, subject to the control and superintendence of the Board of Directors and that a power of attorney may be executed in favor of Ms. Simran Thapar as Whole Time Director of the Company and Mr. Sundaresan Narayanan (DIN: 06443519), Managing Director, and/or any other director of the Company has been authorized to execute, sign, seal, register and deliver such Power of Attorney.

RESOLVED FURTHER THAT any director of the Company be and is hereby authorized to do all such deeds, matters and things in his absolute discretion as may be considered necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto, and such person shall have absolute

power to accept any modification in terms & conditions of appointment of Ms. Simran Thapar on behalf of the Board and acceptable to Ms. Simran Thapar in the best interests of the Company.

RESOLVED FURTHER THAT any Director, Chief Financial Officer Finance Controller or Company Secretary of the Company be and are hereby severally authorized to do all such necessary acts, deeds as may be required to give effects to this resolution and/or do filings with the office of the Registrar of Companies and issue certified true copies thereof as and when required."

7. To approve the appointment of Ms. Shan Jain (DIN: 09661574) as Independent Director of the Company and in this regard to consider and if thought fit to pass, the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder, and other applicable laws, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the members of the Company be and is hereby accorded to appoint Ms. Shan Jain (DIN: 09661574) as an Independent Director of the Company, not liable to retire by rotation, for a term of 2 (two) consecutive years with effect from 17th June 2025 till 16th June 2027.

RESOLVED FURTHER THAT Ms. Shan Jain (DIN: 09661574) shall be paid sitting fees of Rs. 50,000/- (Rupees Fifty Thousand Only) per Board meeting and per Committee meeting and shall get reimbursement of travel and lodging expenses incurred for participation in Board and Committee meetings of the company

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Director or Chief Financial Officer or the Finance Controller or Company Secretary of the company be and is hereby severally authorized on behalf of the company to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient and to sign and execute all necessary documents, applications and returns along with the filing of e-form with the jurisdictional Registrar of Companies and do all acts as may be required to give effect the aforesaid resolution."

8. To increase in borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013 and in this regard to consider and if though fit to pass, with or without modification(s), the following resolution as a special resolution:

"RESOLVED THAT in supersession of the earlier resolution(s), if any, passed by the Members of the Company in this regard and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed thereunder and other applicable laws (including any statutory modification or re-enactment thereof, for time being in force) and applicable clauses of the Articles of Association of the Company, the approval of Members of the Company be and is hereby accorded to the Board of Directors of the Company to borrow such sum of monies from time to time, inter alia, by way of loan/financial assistance from various bank(s), financial institution(s), company(s) and/or other lender(s), issue of debentures, bonds or other debt instruments, with or without security, whether in India or abroad, upon such terms and conditions as the Board in its sole discretion may think fit, notwithstanding that monies to be borrowed together with monies already borrowed by the Company (apart from temporary loan(s) obtained from Company's Bankers in the ordinary course of business) and outstanding at any time, shall not exceed a sum of **Rs. 500 Crore (Rupees Five Hundred Crore only)** or aggregate of the paid-up share capital, free reserves and securities premium of the Company, whichever is higher.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to arrange or fix the terms and conditions of such borrowings, from time to time, as it may deem fit and to sign and execute all such documents, agreements, writings and papers, and to do all such acts, deeds, matters and things, as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred to any Committee of the Board and/or Director(s) and/or officer(s) of the Company, to give effect to this resolution."

9. To ratify remuneration of cost auditors of the Company for the financial year 2025-26 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, and other applicable laws, (including any statutory modification and/or re-enactment thereof, for the time being in force) and

based on the recommendation of Audit Committee, 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 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 2025-26 at the remuneration of Rs. 3,65,000/- (Rupees Three Lakhs Sixty-Five Thousand Only) excluding out of pocket expenses and taxes as applicable be and is hereby ratified.

RESOLVED FURTHER THAT any of the Director or Chief Financial Officer or Finance Controller or Company Secretary of the Company be and is hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient and to sign and execute all necessary documents along with the filing of e-form with the jurisdictional Registrar of Companies and do all acts as may be required to give effect the aforesaid resolution."

10. To ratify sale of commercial refrigeration business and in this regard to consider and if thought fit to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT in furtherance of the resolution number 7 passed by the shareholders at the 32nd Annual General Meeting held on September 20, 2024, and pursuant to the provisions of Section 180 and other applicable provisions, if any, of the Companies Act, 2013, read with applicable rules and regulations, the Memorandum and Articles of Association of the Company, and subject to such other approvals, consents, permissions and sanctions as may be necessary, the members of the Company do hereby ratify and approve the slump sale of the commercial refrigeration business of the Company to Haier Appliances (India) Private Limited, a company incorporated under the laws of India and having its registered office at Building No.1, Okhla Estate Phase - III, Delhi - 110020, for a revised consideration of INR 265 Crore (excluding taxes) as a going concern, on a slump sale basis, on such terms and conditions as approved by the Board of Directors of the Company vide resolution number 5 passed in their meeting held on September 27, 2024."

RESOLVED FURTHER THAT the reduction in consideration to INR 265 Crore is noted and ratified by the shareholders, in view of material changes in the transaction terms, including a reduction in gross margins impacting the valuation, and that the Board of Directors be and is hereby authorised to take all necessary actions in connection with the execution and implementation of the revised transaction."

RESOLVED FURTHER THAT considering the transactional parameters remain within the permissible thresholds outlined under the Section 180(1)(a) of the Companies Act, 2013, as a matter of good corporate governance and in alignment with the approval of the Board, the resolution is being reintroduced for ratification by shareholders of the company."

RESOLVED FURTHER THAT any of the Director or Chief Financial Officer or Finance Controller or Company Secretary of the Company be and is hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient and to sign and execute all necessary documents along with the filing of e-form with the jurisdictional Registrar of Companies and do all acts as may be required to give effect the aforesaid resolution."

Registered Office:

Carrier Airconditioning & Refrigeration Limited

CIN: U74999HR1992FLC036104

Regd. Office: Narsingpur, Kherki Daula Post, Delhi-

Jaipur Highway, Gurugram, 122004, Haryana

Website: www.carrierindia.com

E-mail: secretarial@carrier.com

Tel: +91-124-4825500

Fax: +91-124-2372230

Date: August 25, 2025

Place: Gurugram

By order of the Board of Directors

For Carrier Airconditioning & Refrigeration Limited

Sd/-

Ekta

Company Secretary

NOTES:

1. In accordance with General Circulars No. 09/2024 dated September 19, 2024 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 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 (“**Act**”) and the rules made thereunder, the 33rd AGM of the Company will be held through VC / OAVM and the members can attend and participate in the 33rd Annual General Meeting (“**AGM**” / “**Meeting**”) of the Company through VC/OAVM. The deemed venue for the AGM of the Company shall be the registered office of the Company i.e., Narsingpur, Kherki Daula Post, Delhi-Jaipur Highway, Gurugram - 122004, Haryana, India.
2. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 (“**Act**”) with respect to the special business(es) 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 AGM of the Company is being held through VC / OAVM pursuant to the MCA Circulars, the physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available at the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto. However, in pursuance of Section 113 of the Act, a body corporate if it is a 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 participating in the AGM through VC/OAVM facility and e-voting during the AGM.
4. Since the 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 “**Annexure – I**” and Explanatory Statement to the Notice.

DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

6. In compliance with the MCA Circulars, notice of the 33rd AGM of the Company along with the Annual Report for the financial year of FY 2024-25 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 2024-25 will also be available on the Company’s website www.carrier.com/building-solutions/en/in/investor/ and on the website of Registrars and Share Transfer Agent of the Company i.e. MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) [“**Share Transfer Agent**”] at [<https://in.mpms.mufg.com/>] and also on the website of Central Depository Services (India) Limited (CDSL), the agency appointed for providing the remote e-voting and e-voting facility during the 33rd AGM at www.evotingindia.com.
7. For receiving all communications including the 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 or to the Share Transfer agent of Company i.e. MUFG Intime India Private Limited (Formerly Link Intime India Private Limited), Noble Heights, 1st Floor, Plot No. NH-2, C-1 Block, LSC Near Savitri Market, Janakpuri, New Delhi – 110058, India at delhi@in.mpms.mufg.com
8. 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:

9. Members will be provided with a facility to attend the 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.
10. 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.
11. Members can join the 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 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 AGM without restriction on account of first come first served basis.
12. Members are encouraged to join the meeting through Laptops / iPad for better experience.
13. 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.
14. The Members will be required to allow camera and use internet with a good speed to avoid any disturbance during the AGM.
15. 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 at Company email id **secretarial@carrier.com**. Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the meeting. Each shareholder shall be allowed two minutes to express their views or ask questions. Please note that Members' questions will be answered only if they continue to hold shares as on the cut-off date. Should any queries or questions remain unaddressed during the AGM due to time constraints, the Company will respond to those shareholders individually via email following the meeting.
16. The members who do not wish to speak during the 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 at Company email id **secretarial@carrier.com**. These queries will be replied to by the Company suitably by email.

INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

17. The general meetings of the companies have been conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide the aforesaid MCA Circulars. The forthcoming AGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
18. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and MCA Circulars, 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 AGM will be provided by CDSL.
19. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
 20. The remote e-voting period begins on **23rd September, 2025 at 9.00 AM and ends on 25th September, 2025 at 5.00 PM**. 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 19th September, 2025 may cast their votes electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Shareholders who have already voted during the remote e-voting period, would not be entitled to vote at the meeting.
 21. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities 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 vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
 22. The Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode with 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"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website (www.cdslindia.com) and click on login icon & My Easi New (Token) Tab. 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 your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, links are also provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website (www.cdslindia.com) and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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 able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in Demat mode with National Securities Depository Limited (NSDL)	<ol style="list-style-type: none"> 1) If you are already registered for the NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com 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 be opened. 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 & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 the 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 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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 helpdesk.evoting@cdslindia.com or contact at toll free number 1800 21 09911
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 evoting@nsdl.co.in or call at.: 022 - 4886 7000 and 022 - 2499 7000

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

- i. The shareholders should log on to the e-voting website www.evotingindia.com.
- ii. Click on “Shareholders” module.
- iii. 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 their Folio Number registered with the Company.
- iv. Next enter the image verification as displayed and Click on Login.
- v. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.
- vi. If you are a first-time user follow the steps given below:

	For Members holding shares in Physical Form and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 Digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/ Share Transfer Agent or contact Company/ Share Transfer Agent at secretarial@carrier.com or delhi@in.mpms.mufg.com.
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> If both the details are not recorded with the depository or Company, please enter the Member id / folio number in the Dividend Bank details.

- vii. After entering these details appropriately click on “SUBMIT” tab.
- viii. 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.

- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for **Carrier Airconditioning & Refrigeration Limited**.
- xi. 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.
- xii. Click on the **“RESOLUTIONS FILE LINK”** if you wish to view the entire Resolution details.
- xiii. 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.
- xiv. Once you **“CONFIRM”** your vote on the resolution you will not be allowed to modify your vote.
- xv. You can also take a print of the votes cast by clicking on **“Click here to print”** option on the voting page.
- xvi. 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.
- xvii. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xviii. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the **“Corporates”** module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 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.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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.
 - Alternatively Non Individual shareholders are required mandatory 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 viz; 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.

INSTRUCTIONS FOR MEMBERS FOR E-VOTING DURING THE AGM ARE AS UNDER:

23. The facility for e-voting during the AGM shall be made available only to those members who are present in the 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 during the AGM is same as per instructions mentioned above for remote e-voting.
24. If the vote has been cast by a member through the e-voting during the AGM but he has not participated in the meeting through VC/OAVM facility, then the vote casted by such member shall be considered invalid as the facility of e-voting during the AGM is available only to the members attending the AGM.

25. Shareholders who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the 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., 19th September, 2025.
26. The Board of Directors have appointed DMK Associates, as scrutinizer to scrutinize the e-voting during the 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:

27. Non-Individual shareholders i.e., other than Individuals, HUF, NRI etc. and Custodians are required to log on to **www.evotingindia.com** and register themselves in the "Corporates" module.
28. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**
29. 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.
30. The list of accounts linked in the login should be mailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts they would be able to cast their votes.
31. It is mandatory that, 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.
32. 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 at **deepak.kukreja@dmkassociates.in** and to the Company at the email address **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 AGM & e-Voting from the CDSL e-Voting System, you can write an email to **helpdesk.evoting@cdslindia.com** or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to **helpdesk.evoting@cdslindia.com** or call on 1800 21 09911.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES/ MOBILE NUMBER ARE NOT REGISTERED WITH THE COMPANY/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 email address at **secretarial@carrier.com** or to and the Share Transfer agent of Company on email address at **delhi@in.mfms.mufg.com**.

For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

For individual shareholders who holds shares in Demat form – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

33. 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 of the AGM will be available electronically for inspection by the members during the AGM at 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 send an email to secretarial@carrier.com
34. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company on or before **11th September, 2025** through email on secretarial@carrier.com. The same will be replied to by the Company suitably.

IEPF RELATED INFORMATION:

35. Pursuant to the provisions of section 124 of the Act, 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.
36. As per the provisions of IEPF Rules, 2016, 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/. The said details have also been uploaded on the website of the Investor Education and Protection Fund and can be accessed through the link: www.iepf.gov.in.
37. 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 the dividend declared by the Company for the financial year 2017-18 was transferred to the Investor Education and Protection Fund in the year 2025 respectively within the prescribed time.
38. Attention of the members is also drawn to the provisions of section 124(6) of the Act, 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 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/ to ascertain details of shares transferred in the name of IEPF authority.
39. **INTIMATION FOR COMPULSORY TRANSFER OF UNPAID/UNCLAIMED DIVIDEND ALONG WITH THE CORRESPONDING EQUITY SHARES TO THE INVESTOR EDUCATION AND PROTECTION FUND ("IEPF") ACCOUNT FOR THE FINANCIAL YEAR 2017-18 AND ONWARDS**

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 Act, 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.

The members may please note that the unpaid/unclaimed dividend declared by the Company for the financial year 2017-18 was transferred to the Investor Education and Protection Fund in the year 2025.

Further, Section 124 (6) read with the IEPF Rules, 2016, requires that all the shares in respect of which unpaid/unclaimed dividend has been transferred to IEPF, shall also be transferred to IEPF. 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 Account. Therefore, we request you to claim the unpaid/unclaimed dividends for financial year 2018-19 and onwards 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 the Share Transfer Agent of Company i.e. MUFG India Private Limited (Formerly Intime India Private Limited), Noble Heights, 1st Floor, Plot No. NH-2, C-1 Block, LSC Near Savitri Market, Janakpuri, New Delhi – 110058, India.

As per the abovementioned Rules, shares held in physical form are liable to be transferred to IEPF 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 the shares are held in Demat form and are liable to be transferred to IEPF Account, the Company will give Delivery Instruction Slip to the Depository for transfer of shares to IEPF Account.

In case the Company do not hear anything on this intimation we shall, with a view to comply with the requirements of the said Rules, transfer the shares to IEPF Account 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 Share Transfer Agents of the Company in respect of unclaimed dividend amount and shares transferred to IEPF account pursuant to the said Rules.

Please note that both unclaimed dividend amount and the shares transferred to IEPF Account can be claimed from the IEPF authority 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 the Share Transfer agent of Company i.e. MUFG Intime India Private Limited (Formerly Intime India Private Limited), Noble Heights, 1st Floor, Plot No. NH-2, C-1 Block, LSC Near Savitri Market, Janakpuri, New Delhi – 110058, India 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.

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 Ministry of Corporate Affairs at www.iepf.gov.in. Please feel free to contact the Company/ Share Transfer Agent in case you have any queries at their following address/email/ telephone number:

To the Company at:

Carrier Airconditioning & Refrigeration Limited
Narsingpur, Kherki Daula post, Delhi-Jaipur
Highway, Gurugram – 122004, Haryana, India
Phone: 0124 4825500
Fax: + 91 124 2372230
Email: secretarial@carrier.com
Website: <http://www.carrierindia.com>

To the Registrar and Transfer Agents at:

MUFG Intime India Pvt. Ltd
Noble Heights, 1st Floor, Plot No. NH-2,
C-1 Block, LSC Near Savitri Market,
Janakpuri, New Delhi – 110058
Tel No. +91 11 – 49411000
Email id: delhi@in.mpms.mufig.com
Website: in.mpms.mufig.com

40. DIVIDEND RELATED INFORMATION FOR THE FINANCIAL YEAR 2024-25

Subject to approval of members at the AGM, the dividend for the financial year 2024-25 will be paid within the timelines prescribed under law to the members whose names appear on the Company's register of members as on the record 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/ Share Transfer Agent by emailing at delhi@in.mpms.mufig.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/ Share Transfer Agent / Depository Participant.

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

Sr. No.	Particulars	Withholding tax rate	Documents required (if any) / Remarks
1.	Valid PAN updated in the Company's register of members.	10%	No document required. If dividend does not exceed Rs. 10,000/-, 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.	20%	TDS/ Withholding tax will be deducted regardless of dividend amount, if PAN of the shareholder is not registered with the Company/ Share Transfer Agent / Depository Participant. All the shareholders are requested to update, on or before September 12, 2025, their PAN with their Depository Participant (if shares are held in electronic form) and Company / 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.	Non filing of ITR for the preceding 2 fiscal years	20%	The total TDS amounts to Rs. 50,000/- or above for each of the 2 preceding years.
4.	Availability of lower/ nil tax deduction certificate issued by Income Tax Department u/s 197 of Income Tax Act, 1961	Rate specified in the certificate	Lower tax deduction certificate obtained from Income Tax Authority to be submitted on or before September 12, 2024

- 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 / Share Transfer Agent / Depository Participant on or before September 12, 2025.

Sr. No.	Particulars	Withholding tax rate	Documents required (if any) / Remarks
1.	Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs) / (FPIs) / Another 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: <ol style="list-style-type: none"> 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

- The Shareholders will be able to download Form 26AS from the Income Tax Department's website <https://incometaxindiaefiling.gov.in>.
- 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 delhi@in.mpms.mufig.com and secretarial@carrier.com on or before September 12, 2025 to enable the Company to determine the appropriate TDS / withholding tax rate applicable.

Any communication on the tax determination/deduction received after September 12, 2025 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/ 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. 10,000/-. However, where the PAN is not updated in Company/ 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. 10,000/- (Rupees Five Thousand Only).
- (vi) All the shareholders are requested to update their PAN with their Depository Participant (if shares are held in electronic form) and Company / Share Transfer Agent (if shares are held in physical form) against all their folio holdings on or before September 12, 2025.
- (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

- 41. The Company's ISIN number is INE040I01011.
- 42. 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 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.
- 43. 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.
- 44. Pursuant to section 72 of the Act, 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 Share Transfer Agents of the Company. Members holding shares in Demat form may contact their respective depository participants for recording of nomination.
- 45. Non-resident Indian members are requested to inform the Company's Share Transfer Agent 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.
- 46. 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.

47. The register of members and the share transfer register of the Company will remain closed from **September 20, 2025 till September 26, 2025** (both days inclusive) for the purpose of 33rd AGM. The cut-off date to determine the eligibility for the purpose of remote e-voting and e-voting during the 33rd AGM is **September 19, 2025**.
48. 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 19, 2025 shall only be entitled to avail the facility of remote e-voting / e-voting during the 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 19, 2025** may obtain their user ID and password for remote e-voting and e-voting during AGM by sending a request to the Share Transfer Agent at **delhi@in.mpms.mufig.com**. A person who is not a member as on the cut-off date should treat this Notice of AGM for information purposes only.
49. The scrutinizer after scrutinizing the votes casted at the AGM (e-voting during 33rd AGM) and through remote e-voting, will not exceeding 3 days from the conclusion of the 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 AGM. The results declared shall be available on the website of the Company **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 AGM subject to receipt of the requisite number of votes in favor of the resolutions.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (SECRETARIAL STANDARD 2):

Item No. 4: To appoint Mr. Hitesh Khanna (DIN: 11162300) as Whole-time Director of the Company

The Board of Directors of the Company in its meeting held on June 17, 2025, on the recommendation of the Nomination & Remuneration Committee ("NRC"), appointed Mr. Hitesh Khanna (DIN:11162300) as Whole-time Director of the Company subject to approval of members for a period of 5 (five) years with effect from the allotment of Director Identification Number to him i.e. June 19, 2025.

Mr. Hitesh Khanna (DIN:11162300) is a production Engineer with MBA in Finance from MDI Gurugram. He is Specialized in Program Management, Operation Excellence and Supply Chain management with over 24 years of experience.

Mr. Khanna satisfies all the conditions set out in section 196(3) and Part I of Schedule V of the Companies Act, 2013 ("Act") for being eligible for his appointment. Mr. Khanna is not disqualified from being appointed as a Director in terms of section 164 of the Act. He has given all the necessary declarations and confirmation including his consent to be appointed as a Whole-time Director of the Company. Further, the Company has received a notice under Section 160 of the Act proposing the appointment of Mr. Hitesh Khanna as the Whole-time Director.

Mr. Khanna possesses the core skills/expertise/competencies identified in the Company's business and sectors for it to function effectively. The Board is of the view that Mr. Khanna's knowledge and experience will be of immense benefit and value to the Company and therefore recommends his appointment to the Members.

In view of the above, it is proposed to seek member's approval for the appointment of Mr. Khanna as Whole-time Director of the Company. Mr. Khanna shall get remuneration up to ₹ 1.5 Crore per annum as may be decided by the Board of Directors on the recommendation of Nomination & Remuneration Committee in compliance with applicable provisions of the Act during his tenure with the Company.

The other terms and conditions of the appointment and remuneration of Mr. Khanna are as follows:

- i. Where in any financial year during the Tenure of Mr. Hitesh Khanna, the Company has no profits or its profits are inadequate, the remuneration subject to the aforesaid ceiling shall be paid to Mr. Hitesh Khanna as minimum remuneration.
- ii. The Board of Directors of the Company has been given the absolute authority/ liberty to revise the remuneration and/or any other terms as may be agreed between the Board and Mr. Hitesh Khanna from time to time, during his tenure, subject to ceiling of remuneration mentioned above.
- iii. Mr. Hitesh Khanna shall perform such duties and functions as may be delegated to him from time to time, subject to the control and superintendence of the Board of Directors.

The above may also be treated as a written memorandum setting out the terms of appointment of Mr. Hitesh Khanna under section 190 of the Act.

As a matter of abundant precaution, in the event of loss/inadequacy of profits in any financial year during the term of Mr. Hitesh Khanna as Whole-time Director, and pursuant to the provisions of section 197 read with Schedule V and other applicable provisions, of the Act, the matter has been placed before the shareholders by way of special resolution for their approval and the necessary disclosures as required in Schedule V(II)(B) of the Act, have been enclosed with the explanatory statement.

The relevant documents inter alia notice under section 160 of the Act and Articles of Association of the Company are available for inspection by the Members in electronic form as per the instructions provided in the Note No. 33 of this Notice.

Details of Mr. Hitesh Khanna are provided in the “Annexure” to the Notice pursuant to the provisions of Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

Save and except Mr. Hitesh Khanna, and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel (“KMP”) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice. Mr. Khanna is not related to any other Director/ KMP of the Company.

The Board recommends the Special Resolution at Item No. 4 of the Notice for approval of the Members.

Item No. 5: To appoint Mr. Munish Kumar (DIN: 11178604) as Whole-time Director of the Company

The Board of Directors of the Company in its meeting held on June 17, 2025, on the recommendation of the Nomination & Remuneration Committee (“NRC”) appointed Mr. Munish Kumar (DIN: 11178604) as Whole-time Director of the Company subject to approval of members for a period of 5 (five) years with effect from July 02, 2025.

Mr. Munish Kumar (DIN: 11178604) is Engineering Leader for India HVAC region & Gurgaon R&D Centre. He is a Mechanical Engineer and has done his MBA from MDI, Gurugram with over 23 years of experience in strategic leadership, Change Management, programme management and all kind of HVAC products Design and Development for global needs.

Mr. Kumar satisfies all the conditions set out in section 196(3) and Part I of Schedule V of the Companies Act, 2013 (“Act”) for being eligible for his appointment. Mr. Kumar is not disqualified from being appointed as a Director in terms of section 164 of the Act. He has given all the necessary declarations and confirmation including his consent to be appointed as a Whole-time Director of the Company. Further, the Company has received a notice under Section 160 of the Act proposing the appointment of Mr. Munish Kumar as the Whole-time Director.

Mr. Kumar possesses the core skills/expertise/competencies identified in the Company’s business and sectors for it to function effectively. The Board is of the view that Mr. Kumar’s knowledge and experience will be of immense benefit and value to the Company and therefore recommends his appointment to the Members.

In view of the above, it is proposed to seek members' approval for the appointment of Mr. Kumar as Whole-time Director of the Company. Mr. Kumar shall get remuneration up to ₹ 1.5 Crore per annum as may be decided by the Board of Directors on the recommendation of Nomination & Remuneration Committee in compliance with applicable provisions of the Act during his tenure with the Company.

The other terms and conditions of the appointment and remuneration of Mr. Kumar are as follows:

- i. Where in any financial year during the Tenure of Mr. Munish Kumar, the Company has no profits or its profits are inadequate, the remuneration subject to the aforesaid ceiling shall be paid to Mr. Munish Kumar as minimum remuneration.
- ii. The Board of Directors of the Company has been given the absolute authority/ liberty to revise the remuneration and/or any other terms as may be agreed between the Board and Mr. Munish Kumar from time to time, during his tenure, subject to ceiling of remuneration mentioned above.
- iii. Mr. Munish Kumar shall perform such duties and functions as may be delegated to him from time to time, subject to the control and superintendence of the Board of Directors.

The above may also be treated as a written memorandum setting out the terms of appointment of Mr. Munish Kumar under section 190 of the Companies Act.

As a matter of abundant precaution, in the event of loss/inadequacy of profits in any financial year during the term of Mr. Munish Kumar as Whole-time Director, and pursuant to the provisions of section 197 read with Schedule V and other applicable provisions, of the Act, the matter has been placed before the shareholders by way of special resolution for their approval and the necessary disclosures as required in Schedule V(II)(B) of the Act, have been enclosed with the explanatory statement.

The relevant documents inter alia notice under section 160 of the Act are available for inspection by the Members in electronic form as per the instructions provided in the Note No. 33 of this Notice.

Details of Mr. Munish Kumar are provided in the "Annexure" to the Notice pursuant to the provisions of Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Save and except Mr. Munish Kumar, and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice. Mr. Kumar is not related to any other Director/ KMP of the Company.

The Board recommends the Special Resolution at Item No. 5 of the Notice for approval of the Members.

Item No. 6: To re-appoint Ms. Simran Thapar (DIN: 09026461) as Whole-time Director of the Company

The Board of Directors of the Company in its meeting held on March 31, 2021, appointed Ms. Simran Thapar (DIN: 09026461) as the Whole-time Director of the Company for a term of 5 years with effect from the said date. Accordingly, the term of Ms. Thapar is going to expire on March 30, 2026.

Ms. Simran Thapar (DIN: 09026461) is PG in Human Resources with 21 years of experience in diverse areas in Talent & Engagement; Performance; HR business partnering, Compensation & Benefits.

Ms. Simran Thapar satisfies all the conditions set out in section 196(3) and Part I of Schedule V of the Companies Act, 2013 ("Act") for being eligible for her appointment. Ms. Thapar is not disqualified from being appointed as a Director in terms of section 164 of the Act. She has given all the necessary declarations and confirmation including her consent to be appointed as a Whole-time Director of the Company.

Ms. Thapar possesses the core skills/expertise/competencies identified in the Company's business and sectors for it to function effectively. The Board is of the view that Ms. Thapar's knowledge and experience will be of immense benefit and value to the Company.

In view of the above, the Board of Directors of the Company in its meeting held on August 20, 2025, on the recommendation of the Nomination & Remuneration Committee ("NRC") has appointed Ms. Simran Thapar as Whole-time Director of the Company subject to approval of members for a period of 5 (five) years with effect from i.e. March 31, 2026.

Accordingly, it is proposed to seek member's approval for the re-appointment of Ms. Thapar as Whole-time Director of the Company. Ms. Thapar shall get remuneration up to ₹ 1.5 Crore per annum as may be decided by the Board of Directors on the recommendation of Nomination & Remuneration Committee in compliance with applicable provisions of the Act during his tenure with the Company.

The other terms and conditions of the appointment and remuneration of Ms. Thapar are as follows:

- i. where in any financial year during the Tenure of Ms. Simran Thapar, the Company has no profits or its profits are inadequate, the remuneration subject to the aforesaid ceiling shall be paid to Ms. Simran Thapar as minimum remuneration.
- ii. The Board of Directors of the Company has been given the absolute authority/ liberty to revise the remuneration and/or any other terms as may be agreed between the Board and Ms. Simran Thapar from time to time, during her tenure, subject to ceiling of remuneration mentioned above.
- iii. Ms. Simran Thapar shall perform such duties and functions as may be delegated to her from time to time, subject to the control and superintendence of the Board of Directors.

The above may also be treated as a written memorandum setting out the terms of appointment of Ms. Simran Thapar under section 190 of the Companies Act.

As a matter of abundant precaution, in the event of loss/inadequacy of profits in any financial year during the term of Ms. Simran Thapar as Whole-time Director, and pursuant to the provisions of section 197 read with Schedule V and other applicable provisions, of the Act, the matter has been placed before the shareholders by way of special resolution for their approval and the necessary disclosures as required in Schedule V(II)(II)(B) of the Act, have been enclosed with the explanatory statement.

The relevant documents inter alia notice under section 160 of the Act are available for inspection by the Members in electronic form as per the instructions provided in the Note No. 32 of this Notice.

Details of Ms. Simran Thapar are provided in the "Annexure" to the Notice pursuant to the provisions of Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Save and except Ms. Simran Thapar, and her relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice. Ms. Simran Thapar is not related to any other Director/ KMP of the Company.

The Board recommends the Special Resolution at Item No. 6 of the Notice for approval of the Members.

Item No. 7: To appoint Ms. Shan Jain (DIN: 09661574) as Independent Director of the Company

The Board of Directors of the Company in its meeting held on June 17, 2025, appointed Ms. Shan Jain (DIN: 09661574) as Independent Director of the Company subject to approval of members for a period of 2 (two) years with effect from June 17, 2025.

Ms. Shan Jain brings a wealth of experience and expertise to the boardroom, specializing in transforming and accelerating sales-led organizations into marketing powerhouses with over 31 years of experience in building and turning around brands across various industries.

The Company has received a notice in writing under section 160 of the Act, proposing candidature of Ms. Jain for the office of Independent Director of the Company.

The Company has received declaration from Ms. Jain that he meets the criteria of independence as prescribed under section 149(6) of the Act. Ms. Jain is not disqualified from being appointed as a director in terms of section 164 of the Act and has given his consent to act as an Independent Director of the Company. Ms. Jain do not hold any equity shares by himself or on beneficial basis for any other person in the Company as on date of this Notice.

In accordance with the provisions of Section 150 of the Act read with the applicable rules made thereunder, Ms. Shan Jain has confirmed that she has registered herself with the Independent Directors Databank maintained by the Indian Institute of Corporate Affairs ("IICA"). Mr. Jain has also passed the online proficiency self-assessment test conducted by IICA.

In the opinion of the Board of Directors, Ms. Shan Jain fulfils the conditions for appointment as an Independent Director as per Companies Act 2013 and given her skills, integrity, expertise and experience, the association of Ms. Shan Jain would be beneficial to the Company. Accordingly, it is proposed to appoint Ms. Shan Jain as an Independent Director of the Company, not liable to retire by rotation, for a term of 2 (two) consecutive years on the Board of directors of the Company.

Ms. Jain would be entitled to receive sitting fees for attending the Meetings of the Board of Directors and Committees thereof, re-imbursement for travel and lodging expenses incurred in connection with attending Board/ Committee meetings, within the limits approved by the Board of Directors of the Company from time to time.

A copy of letter of appointment of Ms. Shan Jain setting out the terms and conditions of the appointment will be available electronically for inspection by the members during the AGM of the Company on the website of the Company at 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.

Details of Ms. Shan Jain are provided in the "Annexure" to the Notice pursuant to the provisions of Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Save and except Ms. Shan Jain and his relatives, to the extent of their shareholding interest, if any, in the Company, 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. Ms. Shan Jain is not related to any other Director/ KMP of the Company.

The Board of Directors recommends the ordinary resolution set out at item number 7 of the notice for approval of members.

Item No. 8: To increase in borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013:

Pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013 ('Act'), the outstanding borrowings of a Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) at any time, cannot exceed aggregate of its paid-up share capital, free reserves and security premium unless the Company has obtained an approval of the members by way of special resolution.

Keeping in view the Company's funding requirements for its business activities as well as to maintain adequate liquidity, pursue growth opportunities and general corporate and other purposes, it is proposed to enhance the borrowing limits of the Company to Rs. 500 Crore. Hence, the Company is required to obtain approval of the members by way of special resolution.

In view of the above, the Board of Directors, at its meeting dated August 25, 2025 has recommended seeking approval of the Members by passing a special resolution to increase the borrowing limit of the Company and for the creation of security to secure such borrowings for an amount up to Rs. 500 Crore.

None of the Directors, Key Managerial Personnel (KMP) or their relatives are in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 8 of the Notice, except to the extent of their shareholding in the Company, if any.

The Board recommends the Resolution set forth in Item No. 8 of the Notice for approval of the Members by way of a Special Resolution in the best interest of the Company.

Item No. 9: To ratify remuneration of cost auditors of the Company for the financial year 2025-26:

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 meeting.

The Board of Directors of the Company on the recommendation of the Audit Committee has approved the appointment and remuneration of Jain Sharma & Associates, Cost Accountants (Firm Registration Number 000270) as cost auditors of the Company for the financial year 2025-26 at a remuneration of Rs. 3,65,000/- (Rupees Three Lakh Sixty-Five Thousand 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 10 of the notice for ratification of the remuneration payable to the cost auditors for the financial year 2025-26.

The relevant documents referred to in this resolution, if any, will be available electronically for inspection by the Members in electronic form as per the instructions provided in the Note No. 33 of this Notice.

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

The Board recommends the Ordinary Resolution at Item No. 10 of the Notice for approval of the Members.

Item No. 10: To ratify sale of commercial refrigeration business and in this regard to consider and if thought fit to pass, with or without modification(s), the following resolution as a Special Resolution:

It was proposed to sell the Company's Commercial Refrigeration business as a going concern on a slump sale basis to Haier Appliances (India) Private Limited for a consideration of not less than INR 333 Crore (excluding taxes) by the members of the Company vide resolution number 07 passed in the 32nd Annual General Meeting held on September 20, 2024 (the "Transaction").

The initial valuation of INR 333 Crore was based on the business projections of Q1 2024. However, by September 2024, significant changes had occurred due to factors such as Separation Costs, Management Fees, and Gross Margin Reduction, resulting in a substantial decline in the valuation of the CCR business. Subsequently, the Board of Directors in their meeting held on 27th September 2024, subject to ratification by the members in the upcoming AGM, approved sale of Commercial Refrigeration Business at revised valuation of INR 265 Crore as a going concern on a slump sale basis to Haier Appliances (India) Private Limited.

Section 180(1)(a) of the Companies Act, 2013 (the "Act") provides that sale, lease or otherwise dispose of the whole or substantially the whole of an undertaking of a Company requires approval of the shareholders by way of Special Resolution. Although the Transaction does not exceed the limits prescribed under Section 180(1)(a) of the Act, as a matter of abundant precaution and good corporate governance, this matter is again being placed before the shareholders for their ratification by way of a Special Resolution.

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

The Board recommends the Ordinary Resolution at Item No. 10 of the Notice for approval of the Members.

Annexure - I

Information of directors seeking appointment / re-appointment at the 33rd Annual General Meeting pursuant to Secretarial Standards - 2 issued by The Institute of Company Secretaries of India:

Name and Designation of the Director	Mr. Har Amrit Pal Singh Dhillon Non-executive Director	Mr. Hitesh Khanna, Whole-time Director
Director Identification Number	07043895	11162300
Date of Birth (Age in years)	December 12, 1976 (48 Years)	July 24, 1979 (46 years)
Original date of appointment	April 01, 2019	June 19, 2025
Qualifications	<ul style="list-style-type: none"> B.E. MBA 	MBA, Finance
Experience & expertise in specific functional area and Remuneration last drawn from Company in FY 2024-25	25 + years (22 years with Carrier & 3 years with Tata Motors Limited) of experience in IOT-AI Technologies, Digital Platforms, Applied Analytics, Remote Services, Energy Efficiency, Management Consulting and Sales & Service Channel Management and Nil	Hitesh Specializes in Program Management, Operation Excellence and Supply Chain management with over 24 years of experience and 75 Lac.
Shareholding in the Company	Nil	1
Number of board meetings attended during the year	5/7	N/A
Terms & conditions of appointment / re-appointment and remuneration	Re-appointed as a non-executive director pursuant to retirement by rotation as per the Nomination & Remuneration Policy of the Company.	Appointed as a whole-time director liable to retire by rotation. As per the Nomination and Remuneration policy of the Company.
Relationship with other director/ KMP	N/A	N/A
Directorships held in other companies	N/A	N/A
Members / chairmanship of committees in public limited companies in India	N/A	N/A

Name and Designation of the Director	Mr. Munish Kumar, Whole-time Director	Ms. Simran Thapar, Whole-time Director	Ms. Shan Jain, Independent Director
Director Identification Number	11178604	09026461	09661574
Date of Birth (Age in years)	January 22, 1982 (43 years)	March 13, 1980 (44 years)	November 09, 1969 (56 years)
Original date of appointment	July 02, 2025	March 31, 2021	June 17, 2025
Qualifications	MBA from MDI Gurgaon	Master's degree in Human Resources	Master's degree from St. Stephan's College, Delhi in Operational Research.

Name and Designation of the Director	Mr. Munish Kumar, Whole-time Director	Ms. Simran Thapar, Whole-time Director	Ms. Shan Jain, Independent Director
Experience & expertise in specific functional area and Remuneration last drawn from Company in FY 2024-25	23 years of experience in strategic leadership, programme management and HVAC products Design and Development and 89 Lac.	21 years of experience in diverse areas in Talent & Engagement; Performance; HR business partnering, Compensation & Benefits and 87.5 Lac.	Specializes in transforming and accelerating sales-led organizations into marketing powerhouses with over 31 years of experience in building and turning around brands across various industries and Nil.
Shareholding in the Company	N/A	N/A	N/A
Number of board meetings attended during the year	N/A	7	N/A
Terms & conditions of appointment / re-appointment and remuneration	Appointed as a whole-time director liable to retire by rotation. As per the Nomination and Remuneration policy of the Company.	Re-appointed as a whole-time director liable to retire by rotation. As per the Nomination and Remuneration policy of the Company.	Appointed as an Independent Director, not liable to retire by rotation as per Nomination & Remuneration Policy of the Company
Relationship with other director/KMP	N/A	N/A	N/A
Directorships held in other companies	N/A	N/A	Hella Infra Market Limited Shalimar Paints Limited
Members / chairmanship of committees in public limited companies in India	N/A	N/A	07

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V OF THE COMPANIES ACT, 2013 (THE "ACT") WITH RESPECT TO ITEM NO. 4, 5 & 6

I. GENERAL INFORMATION

(a) Nature of industry:

Carrier Airconditioning & Refrigeration Limited is engaged in the business of manufacturing, assembling, converting, altering, maintaining, servicing, repairing, importing, exporting, buying, selling, preparing, marketing and dealing in all types of air conditioning and other temperature control equipments, refrigerators, instrumentation, compressors, allied equipment, tools, implements, apparatus, accessories, spare parts and components, required for air conditioning and refrigeration equipment as well as deals in air conditioning and refrigeration of all modes of transport, including rail, road, marine and air or any other mode of transport such as train, truck, trailers, ships, bus and the like and use of air conditioning and refrigeration equipment at industrial plants, factories, offices, buildings, home.

(b) Date or expected date of commencement of commercial production:

The Company commenced the business in the year of its incorporation i.e. 1992.

(c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

(d) Financial performance based on given indicators

(Amount Rs. In Lakhs)

Particulars	2024-25	2023-24
Revenue from Operations	249,612	213,114
Other Income	4,741	2,858
Total Revenue	254,353	215,972
Total expenses	226,829	198,427
Profit/(Loss) after tax for the period	45,259	15,052

(e) Foreign investments or collaborations, if any.

The Company is a subsidiary of Carrier Corporation, USA which holds 96.47% of the Company.

II. INFORMATION ABOUT THE APPOINTEE:

Particulars	Mr. Hitesh Khanna	Mr. Munish Kumar	Ms. Simran Thapar
Background details, job profile, suitability and past remuneration	23 years of experience in strategic leadership, programme management and HVAC products Design and Development and 75 Lac	21 years of experience in diverse areas in Talent & Engagement; Performance; HR business partnering, Compensation & Benefits and 89 Lac.	Specializes in transforming and accelerating sales-led organizations into marketing powerhouses with over 31 years of experience in building and turning around brands across various industries and 87.5 Lac.
Recognition or awards:	N/A	N/A	N/A
Remuneration proposed:	Please refer to the resolution no. 4 along with explanatory statement thereof as mentioned above.	Please refer to the resolution no. 5 along with explanatory statement thereof as mentioned above.	Please refer to the resolution no. 6 along with explanatory statement thereof as mentioned above.
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of origin):	Taking into consideration the size of the Company, the profile of Mr. Hitesh Khanna, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid to him as the Whole-time Director is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.	Taking into consideration the size of the Company, the profile of Mr. Munish Kumar, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid to him as the Whole-time Director is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.	Taking into consideration the size of the Company, the profile of Ms. Simran Thapar, the responsibilities shouldered by her and the industry benchmarks, the remuneration proposed to be paid to her as the Whole-time Director is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.

Particulars	Mr. Hitesh Khanna	Mr. Munish Kumar	Ms. Simran Thapar
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any:	Apart from the remuneration proposed to be paid to him as Whole-time Director, Mr. Hitesh Khanna does not have any pecuniary relationship directly or indirectly with the Company, except holding one share of the company, its managerial personnel or other directors.	Apart from the remuneration proposed to be paid to him as Whole-time Director, Mr. Munish Kumar does not have any pecuniary relationship directly or indirectly with the Company, its managerial personnel or other directors.	Apart from the remuneration proposed to be paid to her as Whole-time Director, Ms. Simran Thapar does not have any pecuniary relationship directly or indirectly with the Company, its managerial personnel or other directors.

III. OTHER INFORMATION:

- Reason of loss or inadequate profits:** As on March 31, 2025, the Company did not have any loss or inadequate profits. The disclosure under Schedule V has been given as a matter of abundant precaution.
- Steps taken or proposed to be taken for improvement:** The Company regularly takes advanced steps for further improvement and growth in the productivity and profits.
- Expected increase in productivity and profits in measurable terms:** The Company regularly takes advanced steps for increase in the productivity and profits.

Registered Office:

Carrier Airconditioning & Refrigeration Limited,

CIN: U74999HR1992FLC036104

Regd. Office: Narsingpur, Kherki Daula Post,

Delhi-Jaipur Highway, Gurugram – 122004, Haryana

Website: www.carrierindia.com

E-mail: secretarial@carrier.com

Tel: +91-124-4825500

Fax: +91-124-2372230

Date: August 25, 2025

Place: Gurugram

By order of the Board of Directors
For Carrier Airconditioning & Refrigeration Limited

Sd/-

Ekta

Company Secretary

Board of Directors

Mr. Sundaresan Narayanan

(DIN: 06443519)

Managing Director

Mr. Siraj Azmat Chaudhry

(DIN: 00161853)

Independent Director

Ms. Shan Jain*

(DIN: 09661574)

Independent Director

Mr. Hitesh Khanna**

(DIN: 11162300)

Whole-time Director

Mr. Munish Kumar***

(DIN: 11178604)

Whole-time Director

Ms. Simran Thapar

(DIN: 09026461)

Whole-time Director

Mr. Har Amrit Pal Singh Dhillon

(DIN: 07043895)

Non-Executive Director

Board Committees:

Nomination and Remuneration Committee:

Mr. Siraj Azmat Chaudhry

(DIN: 00161853)

Chairman

Ms. Shan Jain

(DIN: 09661574)

Member

Mr. Har Amrit Pal Singh Dhillon

(DIN: 07043895)

Member

Audit Committee:

Mr. Siraj Azmat Chaudhry

(DIN: 00161853)

Chairman

Ms. Shan Jain

(DIN: 09661574)

Member

Ms. Simran Thapar

(DIN: 09026461)

Member

Corporate Social Responsibility Committee:

Mr. Siraj Azmat Chaudhry

(DIN: 00161853)

Chairman

Mr. Sundaresan Narayanan

(DIN: 06443519)

Member

Ms. Simran Thapar

(DIN: 09026461)

Member

Stakeholder Relationship Committee:

Mr. Har Amrit Pal Singh Dhillon

(DIN: 07043895)

Chairman

Ms. Simran Thapar

(DIN: 09026461)

Member

Mr. Siraj Azmat Chaudhry

(DIN: 00161853)

Member

* Ms. Shan Jain was appointed as an Independent Director (Additional) by the Board of Directors in their meeting dated 17th June, 2025, subject to approval of members in the ensuing AGM.

** Mr. Hitesh Khanna was appointed as a Whole-Time Director w.e.f 19th June 2025 by the Board of Directors in their meeting dated 17th June 2025, subject to approval of members in the ensuing AGM.

*** Mr. Munish Kumar was appointed as a Whole-Time Director w.e.f 02nd July 2025 by the Board of Directors in their meeting dated 17th June 2025, subject to approval of members in the ensuing AGM.

Key Managerial Personnel:

Mr. Alfred Thomas
(PAN: AELPT0124R)
Chief Financial Officer

Ms. Ekta
(PAN: ACOPE5176F)
Company Secretary

Auditors:

MSKA & Associates
Statutory Auditors
(ICAI Firm Registration Number: 105047W)

Jain Sharma & Associates, Cost Accountants
Cost Auditors
(Firm Registration No.: 000270)

DMK Associates, Company Secretaries
Secretarial Auditors
(UIN No.: P2006DE003100)

Bankers:

Hongkong & Shanghai Banking Corporation
Standard Chartered Bank
Citibank N.A.
HDFC Bank Limited
ICICI Bank Limited
Yes Bank
State Bank of India
Bank of America
J.P. Morgan Chase Bank

Registrar and Share Transfer Agent:

MUFG Intime India Private Limited
Plot No. NH-2, C-1 Block,
Noble Heights, 1st Floor, LSC Near Savitri Market,
Janakpuri, New Delhi – 110058, India
CIN: U67190MH1999PTC118368
Ph.: +91 011 - 49411000
E-mail: delhi@in.mpms.mufg.com
Website: <https://in.mpms.mufg.com/>

Registered Office and Corporate Headquarters:

Carrier Airconditioning & Refrigeration Limited
Narsingpur, Kherki Daula Post, Delhi – Jaipur Highway,
Gurgaon - 122004, Haryana, India
CIN: U74999HR1992FLC036104
Tel: 0124 - 4825500, Fax: 0124 – 2372230
Email: secretarial@carrier.com
Website: www.carrierindia.com

Unparalleled Global Scale and Local Expertise

We deliver unrivaled expertise both globally and locally, one community at a time. Our leading solutions help address the most complex climate and energy challenges everywhere – **helping industries, communities and people to thrive.**





Carrier India Factory



Carrier Airconditioning & Refrigeration Limited

CIN: U74999HR1992FLC036104

Regd. Office:-

Narsingpur, Kherki Daula Post, Delhi - Jaipur Highway Gurgaon - 122004, Haryana, India

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