



Carrier

ANNUAL REPORT

2021-22

— CARRIER AIRCONDITIONING & REFRIGERATION LTD. —

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DEAR SHAREOWNERS,

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

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

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

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

Chirag Baijal
Managing Director

NOTICE OF THE 30TH

ANNUAL GENERAL MEETING



NOTICE is hereby given that the 30th (Thirtieth) Annual General Meeting of members of Carrier Airconditioning & Refrigeration Limited (the "company") will be held on Wednesday, September 21, 2022 at 2.30 P.M. through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the company for the financial year ended March 31, 2022 and the report of Board of Directors and Auditors thereon and in this regard to consider and if thought fit to pass, with or without modification(s), the following resolution as an ordinary resolution:

"Resolved that the audited financial statements of the company for the financial year ended March 31, 2022 together with the report of Board of Directors and Auditors thereon be and are hereby considered and adopted."

2. To appoint Mr. Pritesh Agrawal (DIN: 08757017) who retires by rotation and being eligible, offers himself for re-appointment as a director of the company and in this regard to consider and if thought fit to pass, with or without modification(s), the following resolution as an ordinary resolution:

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

3. To declare Dividend of Rs. 1 per equity share for the financial year ended March 31, 2022 and in this regard to consider and if thought fit to pass, with or without modification(s), the following resolution as an ordinary resolution:

"Resolved that dividend of Rs. 1 per equity share of Rs. 10 each as recommended by the Board

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

SPECIAL BUSINESS:

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

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

Resolved further that for the purpose of giving effect to the above said resolution the Board of Directors of the company be and is hereby authorized to do all such acts, deeds, things, matters as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard to give effect the above said resolution."

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

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

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

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

Registered Office:

Carrier Airconditioning & Refrigeration Limited

CIN: U74999HR1992FLC036104

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

Website: www.carrierindia.com

E-mail: secretarial@carrier.com

Tel: +91-124-4825500

Fax: +91-124-2372230

Date: August 3, 2022

Place: Gurugram

By order of the Board of Directors

For **Carrier Airconditioning & Refrigeration Limited**

Sd/-

Pritesh Agrawal

Whole-time Director &

Chief Financial Officer

DIN: 08757017

NOTES

1. In accordance with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020 and General Circular No. 02/2021 dated January 13, 2021 and General Circular No. 19/2021 dated December 8, 2021, and General Circular No. 21/2021 dated December 14, 2021, and General Circular No. 2/2022 dated May 5, 2022 and/or any other applicable notification/circular (collectively referred to as "MCA Circulars") issued by Ministry of Corporate Affairs ("MCA") wherein MCA permitted convening of the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 and the rules made thereunder the 30th AGM of the company will be held through VC/OAVM and the members can attend and participate in the 30th AGM of the company through VC/OAVM. The deemed venue for the 30th AGM of the company shall be the registered office of the company i.e., Narsingpur, Kherki Daula Post, Gurugram-122001, Haryana, India.
 2. The explanatory statement pursuant to section 102 of the Companies Act 2013 with respect to the special business to be transacted at the AGM is annexed hereto and forms part of this notice.
 3. Generally, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the company. Since this 30th AGM of the company is being held through VC/OAVM pursuant to the MCA circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the 30th AGM of the company and hence the Proxy Form and Attendance Slip are not annexed hereto. However, in pursuance of section 112 and 113 of the Companies Act a body corporate if it is member of the company can authorize such person as it thinks fit to act as its representative and such authorized person shall be entitled to exercise voting through remote e-voting, for participate in the AGM through VC/OAVM facility and e-voting during the AGM.
 4. Since the 30th AGM will be held through VC/OAVM, the route map of the venue of the AGM is not annexed hereto.
 5. Details of Directors retiring by rotation/seeking appointment at this Meeting are provided in the notes and Explanatory Statement to the Notice.
- DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:**
6. In compliance with the MCA Circulars Notice of the 30th AGM of the company along with the Annual Report 2021-22 is being sent only through electronic mode to those members whose email addresses are registered with the company/ depositories. Members may note that the Notice and Annual Report 2021- 22 will also be available on the company's website www.carrier.com/building-solutions/en/in/investor/ and on the website of Registrars and Share Transfer Agent of the company i.e. MCS Share Transfer Agent Limited ("MCS Share Transfer Agent") at <http://www.mcsregistrars.com/downloads.php> and also on the website of Central Depository Services (India) Limited (CDSL) , agency appointed for providing the remote e-voting and e-voting systems during the 30th AGM at www.evotingindia.com.
 7. **For receiving all communications including Annual Report from the company electronically:**
Members holding shares in physical mode and who have not registered / updated their email addresses with the company are requested to register / update the same by writing to the company with details of folio number and attaching a self-attested copy of PAN card at secretarial@carrier.com or to Registrar & Share Transfer agent of company i.e. MCS Share Transfer Agent Limited, F-65, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi -110020 at admin@mcsregistrars.com.

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

PROCEDURE FOR JOINING THE AGM THROUGH VC/ OAVM:

8. Members will be provided with a facility to attend the 30th AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under shareholders/ members tab by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/ members tab where the EVSN of company will be displayed after successful login as per the instructions mentioned for e-voting.
9. Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the procedure given in the instructions for shareholders for remote e-voting below after point 15.
10. Members can join the 30th AGM through VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting. The facility of participation at the 30th AGM through VC/ OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairman of the Audit Committee, Corporate Social Responsibility Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the 30th AGM without restriction on account of first come first served basis.
11. Members are encouraged to join the meeting through Laptops / iPad for better experience.
12. The participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

13. The Members will be required to allow camera and use internet with a good speed to avoid any disturbance during the 30th AGM.
14. The Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 15 days prior to meeting mentioning their name, Demat account number/folio number, email id, mobile number to the company at secretarial@carrier.com. Those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the meeting.
15. The members who do not wish to speak during the 30th AGM but have queries may send their queries in advance 15 days prior to meeting mentioning their name, Demat account number/folio number, email id, mobile number to the company at secretarial@carrier.com. These queries will be replied by the company suitably by email.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

Pursuant to the provisions of section 108 of the Companies Act read with rule 20 of the Companies (Management and Administration) Rules, 2014 and MCA Circulars dated 8th April, 2020, 13th April, 2020 and 5th May, 2020, 15th June, 2020, 28th September 2020, 31st December 2020, 23rd June, 2021, 8th December, 2021 and 5th May 2022 and any other applicable notification/circular as applicable from time to time the company is pleased to provide remote e-voting facility to its members to cast their votes electronically on all resolutions set forth in this Notice of AGM. The members may cast their votes remotely using an electronic voting system on the dates mentioned herein below ("remote e-voting").

For this purpose, the company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the 30th AGM will be provided by CDSL.

The voting period begins on 18th September 2022 at 9.00 a.m. and ends on 20th September 2022 at 5.00 p.m. During this period shareholders of the company, holding shares either in physical form or in dematerialized form as on the cut-off date (record date) of 14th September 2022 may cast their votes electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with Central Depository Services India Limited (CDSL)	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user ID and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting their vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-voting Service Providers i.e., CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN Number from an e-voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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 also 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 the user is already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: 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 open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & 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 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.
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 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

- iii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iv. Click on “Shareholders” module.
- v. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 Character DP ID followed by 8 digits Client ID
 - c. Members holding shares in physical form should enter folio number registered with the company.

OR

Alternatively, if you are registered for CDSL’s Easi/Easiest e-services, you can log-in at <https://www.cdslindia.com> from Login-Myeasi using your login credentials. Once you successfully log-in to CDSL’s Easi/Easiest e-services click on e-Voting option and proceed directly to cast your vote electronically.

- vi. Next enter the image verification as displayed and Click on Login.
- vii. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company then your existing password is to be used

viii. If you are a first-time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 Digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by company/ MCS Share Transfer Agent or contact company/ MCS Share Transfer Agent at secretarial@carrier.com or admin@mcsregistrars.com.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the Member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- ix. After entering these details appropriately click on “SUBMIT” tab.
- x. Members holding shares in physical form will then directly reach the company selection screen. However, Members holding shares in Demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for Carrier Airconditioning & Refrigeration Limited.
- xiii. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/ NO” for voting. Select the option YES or NO as desired. The option YES

implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- xiv. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xv. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK” else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xvi. Once you “CONFIRM” your vote on the resolution you will not be allowed to modify your vote.
- xvii. You can also take a print of the votes cast by clicking on “Click here to print” option on the voting page.
- xviii. If a Demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- xix. Members can also cast their vote using CDSL’s mobile app “m-Voting” available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE 30th AGM ARE AS UNDER:

16. The facility for voting through electronic voting system during the 30th AGM shall be made available only to those members who are present in the 30th AGM through VC/OAVM facility and have not casted their votes on the resolutions through remote e-voting and are otherwise not barred from doing so. The procedure for e-voting on the day of the 30th AGM is same as per instructions mentioned above for remote e-voting.

17. If any votes are cast by the shareholders through the e-voting available during the 30th AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes casted by such shareholders shall be considered invalid as the facility of e-voting during the AGM is available only to the shareholders attending the AGM.

18. Shareholders who have voted through remote e-voting will be eligible to attend the 30th AGM. However, they will not be eligible to vote at the 30th AGM. Voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his/her share in the paid-up equity share capital of the company as on the cut-off date i.e., 14th September 2022.

19. The Board of Directors have appointed Vinod Kothari & Company practicing company secretaries, New Delhi as scrutinizer to scrutinize the e-voting during 30th AGM and remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

NOTE FOR NON-INDIVIDUAL SHAREHOLDERS AND CUSTODIANS:

20. Non-Individual shareholders i.e., other than Individuals, HUF, NRI etc. and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
21. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
22. After receiving the login details a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.
23. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their votes.
24. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the custodian, if any, should be

uploaded in PDF format in the system for the scrutinizer to verify the same.

25. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote to the scrutinizer and to the company at the email address secretarial@carrier.com 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 30th AGM and e-voting from the e-voting system you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 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 022-23058542/43.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

For shareholders who holds shares in physical form -

Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to company at secretarial@carrier.com or to Registrar and Transfer agent of company by email at admin@mcsregistrars.com.

For shareholders who holds shares in Demat form -

Please provide Demat account details (CDSL 16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to company at secretarial@carrier.com or to Registrar and Transfer Agent of company by email at admin@mcsregistrars.com.

After due verification the company / MCS Share Transfer Agent will forward your login credentials to your registered email address.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

26. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the directors are interested maintained under section 189 of the Companies Act, 2013 and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the 30th AGM of the company. Members seeking to inspect such documents can send an email to secretarial@carrier.com
27. Members seeking any information with regard to the accounts or any matter to be placed at the 30th AGM are requested to write to the company on or before 7th September 2022 through email on secretarial@carrier.com The same will be replied by the company suitably.

IEPF RELATED INFORMATION:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

To the Company

Carrier Airconditioning & Refrigeration Limited

(U74999HR1992FLC036104)

Narsingpur, Kherki Daula post,

Gurugram – 122001, Haryana, India

Phone: 0124 4825500

Fax: + 91 124 2372230

Email: secretarial@carrier.com

Website: <http://www.carrierindia.com>

To the Registrar and Transfer Agents

MCS Share Transfer Agent Limited,

(U67120WB2011PLC165872),

F-65, 1st Floor, Okhla Industrial Area,

Phase- I, New Delhi – 110020

Tel No. +91 11 41406149

Email id: bonds@mcsregistrars.com

admin@mcsregistrars.com

Website: www.mcsregistrars.com

DIVIDEND RELATED INFORMATION

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

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

be required by the Depository Participant(s); and

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

TAX DEDUCTIBLE AT SOURCE / WITHHOLDING TAX:

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

A. Resident Shareholders:

A.1. Tax Deductible at Source for Resident Shareholders

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

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

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

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

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

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

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

OTHER INFORMATION

- 32. Members attending the 30th AGM through VC/ OAVM shall be reckoned for the purpose of the quorum under section 103 of the Companies Act.
- 33. The company's ISIN number is INE040I01011.
- 34. The members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to MCS Share Transfer Agent Ltd. registrar and share transfer agent of the company for consolidation into a single folio. A consolidated share certificate will be returned to such members after making requisite changes thereon.
- 35. In case of joint holders only such joint holder whose name appears as the first holder in the order of names as per the register of members of the company shall be entitled to attend and vote.
- 36. Pursuant to section 72 of the Companies Act, 2013 the members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination are requested to send their requests in Form No. SH-13 pursuant to the rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 to the Registrar and Transfer Agents of the company. Members holding shares in Demat form may contact their respective depository participants for recording of nomination.
- 37. Non-resident Indian members are requested to inform the company's Registrar and Share Transfer Agent i.e., MCS Share Transfer Agent Limited immediately: (i) the particulars of the bank account maintained in India with complete name, branch, account type, account number and address of the bank if not furnished earlier; and (ii) any change in their residential status on return to India for permanent settlement.
- 38. The ministry of corporate affairs has taken a green initiative in corporate governance by allowing paperless compliances by the companies and has issued circulars allowing companies

to send official documents to their members electronically to prevent global environment degradation. In support of the green initiative your company proposes to send the documents i.e., notice convening general meetings, annual report containing audited financial statements, directors' report, auditors' report etc. and other communications in electronic form. To support this green initiative of the government in full measure, members who have not registered their e-mail addresses so far are requested to register their e-mail addresses in respect of electronic holdings with the depository through their concerned depository participants. The members who hold shares in physical form are requested to register their e-mail addresses with the company.

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

3 days from the conclusion of the 30th AGM, make a consolidated scrutinizer's report of the votes casted in favor or against, if any, and submit the same to the Chairman of the 30th AGM. The results declared shall be available on the website of the company www.carrier.com/building-solutions/en/in/investor/ and on the website of the CDSL. The resolutions will be deemed to be passed on the date of 30th AGM subject to receipt of the requisite number of votes in favor of the resolutions.

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

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

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

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

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

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

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

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

(ix) Shareholding in the company: Nil

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

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

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

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

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

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

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

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

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

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

The relevant documents referred to in the Notice of 30th AGM will be available electronically for inspection by the members during 30th AGM of the company on the website of the company at www.carrier.com/building-solutions/en/in/investor/ and can also be inspected at the registered office of the company during business hours up to the date of passing of above said resolution. Members seeking to inspect such documents can write to company at secretarial@carrier.com.

Mr. Siraj Azmat Chaudhry (DIN: 00161853) is interested in the resolution set out at item number 4 of the notice. Save and except the above none of the other directors / key managerial personnel of the company / their relatives are in any way concerned or interested financially or otherwise in the resolution.

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

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

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

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

The relevant documents referred to in the Notice of AGM will be available electronically for inspection by the members during AGM of the company on the website of the company at www.carrier.com/building-solutions/en/in/investor/ and can also be inspected at the registered office of the company during business hours up to the date of passing of

above said resolution. Members seeking to inspect such documents can write to company at secretarial@carrier.com.

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

Registered Office:

Carrier Airconditioning & Refrigeration Limited

CIN: U74999HR1992FLC036104

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

Website: www.carrierindia.com

E-mail: secretarial@carrier.com

Tel: +91-124 4825500

Fax: +91-124-2372230

Date: August 3, 2022

Place: Gurugram

By order of the Board of Directors

For **Carrier Airconditioning & Refrigeration Limited**

Sd/-

Pritesh Agrawal

Whole-time Director &

Chief Financial Officer

DIN: 08757017

BOARD'S REPORT



Dear Members,

Your Board of Directors are pleased to present the 30th (Thirtieth) 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, 2022.

The Company's financial performance for the year ended March 31, 2022, is summarized below:

1. Financial Performance:

(In Rs. Lakh)		
Particulars	March 31, 2022	March 31, 2021
Revenue from operations	161,207	121,813
Other Income	2,012	2,278
Total Income	163,219	124,091
Total Expenses	157,520	120,751
Profit before tax	5,699	3,340
Tax Expense	1575	931
Tax related to earlier years	(87)	741
Profit for the year (A)	4211	1,668
Other comprehensive income for the year (B)	(226)	144
Total comprehensive income for the year (A) + (B)	3985	1,812
Basic Earnings per Share*	3.96	1.57

* Nominal Value per share Rs.10

2. State of Affairs of the Company and outlook:

During the financial year ended March 31, 2022, your Company has total net revenue from operations of Rs. 161,207 Lakh as against Rs. 121,813 Lakh in the previous financial year. Profit before tax for the financial year 2022 was Rs. 5,699 Lakh as against Rs. 3,340 Lakh in the previous financial year. Total comprehensive income was Rs. 3,985 Lakh against Rs. 1,812 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.

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

HVAC AIRCONDITIONING:

The Airconditioning industry was impacted during peak season because of the second wave in financial year 2021-2022 however when the market opened, your Company received a significant demand pull from the market. Pandemic impacted the supply chain adversely, but your Company managed the working capital well and catered to customer demands in spite of supply chain disruption.

After starting to make the Fixed Speed Toshiba brand Hi-wall Airconditioners last year in India, this year your company started the localization of the Inverter Hi-Wall 3 Star product. The Toshiba brand Light Commercial Cassette product range was extended with the launch of the Stable Power Inverter (SPI) Classic and SPI Premier. Both these offerings are now with the more environmental friendly refrigerant R-32 with a very low Global Warming Potential. The SPI Premier product is being offered with a PM 2.5 filter for better Indoor Air Quality. Carrier also refreshed the range of Inverted ducted product with better efficiencies and made the product competitive. In the Ducted Produced Carrier's entire range from 3TR to 17 TR is now with the environment friendly refrigerant R-410a. Carrier also acquired the Toshiba.

The Commercial Business saw some of the segments like the industrial/manufacturing getting back to Business normalcy faster than other segments and your company converted these opportunities into Business at speed. With our increased focus on Airside Market, your company picked up orders for more than 6000 terminal units manufactured in your factory in a single year for the first time. Your company also won many significant orders from the emerging Renewable energy sector (Solar & Wind) thus creating a strong reference base.

The company also sold products and solutions which helped make buildings healthier. Solutions like the Ultra Violet Germicidal Irradiation were offered for ducted units and air handling units for better indoor air quality. Air purifiers with high levels of air purification, Air handling units with enhanced filtration also helped make customers buildings healthier. Treated Fresh Air Units and Energy Recovery Ventilators were also pushed in the market for enhanced and efficient ventilation for creating healthier environment inside buildings.

The market picked up government projects and Healthcare, Hospitality and Retail segments after the Covid slowdown last year. Your company was able to give optimum solutions as per the requirement and meet the completion schedule of the projects in the financial year under review. Apart from these segments, the residential apartments and commercial sector also started to show recovery signs with on-hold projects getting revived again. Your Company was able to foresee and plan the material to meet the requirement. Your Company expects continuous growth in demand in the coming years as well.

To help channel partners, customers, and consulting engineers make more objective and informed decisions about HVAC products and solutions, your Company opened a new Carrier Expert Center at its Gurugram campus. The Expert Center provides visitors with an unmatched experience to determine how Carrier's Commercial, Variable Refrigerant Flow (VRF), Light Commercial and HVAC aftermarket solutions can align with their business objectives.

At the new facility, customers can receive expert advice on the latest HVAC technology. Whether customers require zoning with a VRF system, seek to improve the workforce experience, advance their environmental goals, address building needs with applied systems, reimagine building management with controls, or upgrade ventilation and improve the indoor environment – the Expert Center will be a valuable resource to the customers.

Your Company's HVAC factory has been awarded Platinum certification by the Indian Green Building Council (IGBC). The accreditation for maintaining green building standards under

the IGBC Green Factory Building Ratings is a milestone for the 33-year-old factory located on your Company's Gurugram campus. Acquiring the IGBC Platinum certification requires a concerted and diligent effort to achieve multiple, non-negotiable standards provided by IGBC. These measures include the use of renewable energy with solar power, adding a high-solar reflective coating on the factory roof, partial use of cleaner fuel in the captive generation, rainwater harvesting for recharging the groundwater table, reuse of treated water, and planting of drought-tolerant greenery

SERVICE:

In line with the growing requirement of the organization, the aftermarket team took various initiatives such as retrofits, capture and recapture in our contracts. For the commercial applied service segment, your Company continued to focus on renewals, conversions, capture, recapture, and retrofits /upgrade of chillers along with annual service agreements/ contracts for entire plant room equipment. The focus of your Company has also been on digital solutions, connected services to diagnose the failure, predictive maintenance and taking prior corrective actions, and sharing performance/ operation trends. Commercial Applied Service also digitized service operations by launching Sales Force & Service Max digital tools.

The Channel business operations got impacted because of the Covid Impact (Second Wave) in the first quarter of 2021-22. From the second quarter while we had been mindful of the COVID 19 guidelines for knowledge sharing and compliance within the team and the business overall got picked up considerably. Appreciate the way the situation was handled by the employees of your company, the guidelines set for operations-to be safe, the business continuity was given emphasis to connect with the customers virtually and even face to face (wherever possible) and your Company did see significant traction around the same. The emphasis continued to get the customers back on service agreements and built up of the pipeline for service modernization. The initiatives for providing the value addition continued by way of PM module (to address PM management), skill building platform, and

implementation of parts process (MRP) got completed. CCN 2.0 upgradation work in the background got completed and ready for the roll-out processes. The focus on connected services of the equipment in light commercial service continued with equal emphasis on providing solution to the customers on healthy building.

TOTALINE:

Keeping in view the envisioned challenges due to the pandemic on vessel availability, increased cost, and demand vs supply disruption, the team not only worked on expanding the margin but also worked on business growth. Your company worked on new business segments like e-commerce, home services etc and got good growth from these businesses. On healthy building, your company was instrumental in introducing UV lamps and support all the other businesses on providing training to AdvanTEC, chiller and equipment business for their key accounts.

COMMERCIAL REFRIGERATION:

It was a fantastic year for your Company's commercial refrigeration business. Owing to the exponential increase in the capex investment in certain key segments like warehouse & logistics, food retail distribution centers, food delivery services, & because of your Company's additional focus on pan India channel business, your Company's business experienced multifold rise in the top line and delivered best over bottom-line number for the organization as well.

Your Company was able to establish itself as the preferred brand with leading Indian companies in the cold storage space and clubbed with its service offering, your Company did attain its market leader position once again.

The last year was phenomenal in one more way. Your company sold more equipment's from our Carrier India factory than ever. Despite the headwinds from supply chain, forex volatility which your Company encountered during journey, your Company managed to do well and break our previous threshold in every domain.

Services continued to grow topline & bottom

line and maintain their customer retention in annual maintenance contract as well. Your Company also grew its service network across India region and continued our initiative of ensuring timely and effective services with best turnaround time in the industry.

Your company participated in a lot of interactive sessions with employees and channel partners to keep the motivation high and to keep them posted on Company's outlook and other initiatives like environment, health and safety and ethics.

TRANSICOLD:

Your Company's Transicold division continues to be a market leader by providing innovative and sustainable solutions and engaging with cold chain industry stakeholders to establish robust cold chains in India. Your Company is preferred suppliers of truck refrigeration systems to leading third party logistics companies and truck manufacturers due to its reliable products, aftermarket support with its extensive service network which has now grown to more than 70 service centers across India.

Your Company's Carrier Transicold division has focused on the emerging opportunities from tier II and tier III cities and has received orders from over 60 such locations for fisheries, dairy, fruit, and vegetable segment where our new products in the CitimaxTM and CitifreshTM range has met with success.

The application of CitimaxTM 280, CitimaxTM 400 & the CitimaxTM 700 for chilled and frozen applications has gained traction in the small and medium reefer vans. The acceptance of Supra[®] 550, Supra[®] 850 and Supra[®] 1050 has also witnessed an uptick in the fast growing medium and large truck category. The efforts by Government to upgrade the vaccine transport infrastructure, increase in the organized retail sector and ice-cream segments has further contributed to growth in reefer transport sector.

Your Company has also built strong relations with integrated cold chain providers, truck, and container manufacturing OEM's. To enable better understanding of the cold chain in India your company has been consistent in its efforts

to provide education and training to industry users as well as policy engagement with various government bodies.

Your company continue to be an active member of the Confederation of Indian Industry (CII) task force on post-harvest & logistics and the national center for cold chain development (NCCD) set up by the Government of India to promote the usage of the cold chain.

Your company has been closely involved with various initiatives of the Ministry of Agriculture & Ministry of Food Processing Industries in spreading awareness about the cold chain. Members of the Carrier Transicold India team are regular speakers at various cold chain conferences which focus on reducing food losses and increasing farmers' income through better connectivity to new markets.

Your company also supported cold chain growth through industry collaboration and is part of the steering committee on National Cold Chain Logistics Resource Center which aims to integrate the cold chain requirements across various segments and develop a multi-modal cold chain infrastructure. Your company welcome and support the initiatives taken by

the government to proliferate the cold chain in India.

Your company is committed to providing efficient cold chain solutions by offering sophisticated equipment, engineered applications, sharing vast experience, and offering access to best global practices. Your company's strength lies in adapting products to suit Indian conditions, engineering them as per requirement and supporting them with our after-sales team.

AdvanTE3C:

Service modernization aftermarket vertical, continue to focus on the Commercial Applied Chillers large retrofit market leveraging the team domain expertise to offer and execute the return on investment-based projects for our customers, and plug inefficiencies in air conditioning plant room. Our modernization and energy savings proposition for their HVAC plant rooms driving steady growth for this vertical, and now embarking on adjacencies solutions in controls and air side to scale up business. Social awareness on energy savings, carbon neutrality and government policies will surely take the business to next level in coming time.

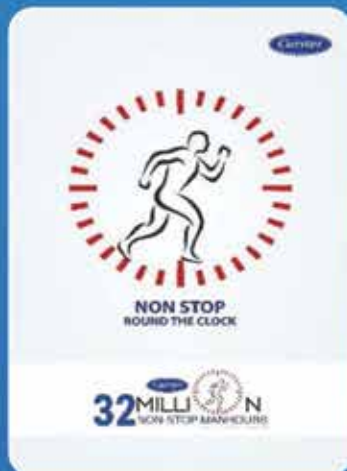
3. ENVIRONMENT, HEALTH & SAFETY

Environment, Health & Safety (EH&S) is an integral part of our operations and a prime consideration in every decision that we make at Carrier towards our people, planet & stakeholders. The goal is to provide our employees, channel partner, suppliers, and contractors a workplace free from injury and illness, so that everyone associated or working for Carrier go home safely, every day.

We aim to develop and deliver products and services that minimize the impact on environment & community to work on this fundamental evolved us in the marketplace as well as acted as a differentiator from others. We have been focusing on increasing EH&S awareness using different ways like train the trainer for our channel partners of light commercial business, EHS refresher training to our CA Sub Con, EHSMS Training to our management staff employees.

2021 has been a tough year due to Pandemic across the globe despite the situation the contribution of the employees towards Health & Safety has been tremendous. We are pleased to inform you that Carrier India Commercial HVAC achieved their "Zero Accident" (LWIR & TRIR) goals of 2021.

Carrier India (HVAC) has clocked more than 32 million Hours without Lost Time Accident which translates to 15 Years stating that no work hours were lost due to an employee injury for employees in factory and sales & distribution.



We are pleased to see the positive trends of internal & external initiatives for health & safety practices from our employees, channel partners and customers as well.



At Carrier India, we're committed to creating solutions that matter to our people, our stakeholders and the environment. We aim to create a world where every person is safe and comfortable by designing, sourcing, producing, marketing, and delivering our products and services in a secure, environmentally conscious, and socially responsible manner.

Carrier 2030 ESG goals will serve as a driver for our entire organization and as a positive catalyst for societal change in our areas of expertise, including healthy, safe and sustainable building as well as in the communities in which we operate.

- Chirag Baijal
Managing Director



This outstanding achievement not only demonstrates our organization's focus on employee's health and Safety but also accentuates our EH&S leadership as a best-in-class body within our industry. In this journey we have been able to earn many other milestones for our commitment to health and safety.

Our continued focus on Environment Goals from 2015-2020 in Carrier Factory have been able to achieve results as below:

33% absolute reduction in GHG
reduction against target of
2% / Year

35% absolute reduction in Water
consumption against Target of
5% / Year

42% absolute reduction
in Hazardous waste.

The focus continued in 2021 as well and we were able to achieve the below results in 2021:

18% absolute reduction
in Green House Gas

4% absolute reduction in
Water consumption

7490 Hours spent by Leadership
team to reinforce safety culture

285 dealers covered on
cluster connect

295 Management Audits done to identify the
needs for further strengthening of EHSMS

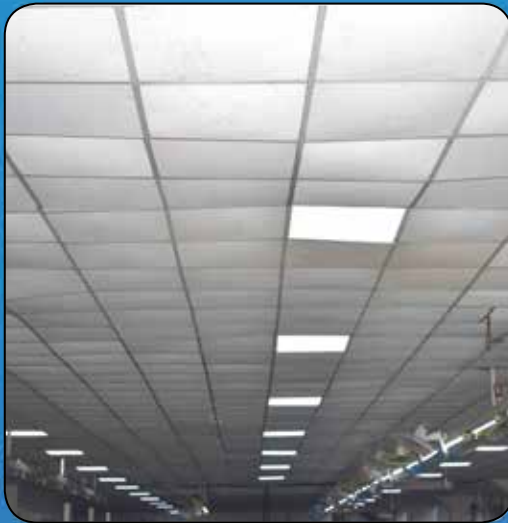
Your Company will continue to focus on creating awareness on our recently launched lead with safety program and adherence with teams of our channel partners, suppliers, and service providers. In Your Company, EH&S is a shared responsibility where everyone is held accountable. All employees in Your Company are encouraged, empowered, and expected to stop work where appropriate and report early warning indicators, near misses, concerns to achieve the overall goal of Zero Incident.

Everyone's **SAFER** When We Work **TOGETHER!**

CARRIER GURGAON FACTORY

IGBC Platinum Certification

ENVIRONMENT
HEALTH & SAFETY



LED Lights



Clean Fuel



Wastewater Recycling



Solar Power Plant

4. Reserves:

No amount is transferred to the general reserve during the financial year under review.

5. Share Capital:

The Company has not issued any shares during the financial year under review.

6. Change in the nature of business if any:

There are no changes in the business of the Company during the year under review.

7. Dividend:

The Board of Directors of your Company are pleased to recommend dividend at the rate of Rs. 10/- on each fully paid-up equity shares of Rs. 10/- each for the financial year 2021-22 total amounting to Rs. 10,63,76,745/- (Rupees Ten Crore Sixty-Three Lakh Seventy-Six Thousand Seven Hundred and Forty- Five Only). The

aforesaid Dividends are subject to approval/ declaration by shareholders of the Company in the 30th Annual General Meeting and shall be subject to deduction of income tax at source.

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 financial year under review, no Company has become or ceased to be subsidiary, joint venture or associate of your Company.

10. Changes in Board of Directors and Key Managerial Personnel:

During the financial 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	Designation	Date of Appointment	Date of Cessation	Mode of Cessation
1.	Mr. Siraj Azmat Chaudhry (DIN: 00161853)	Non-Executive Independent Director	November 29, 2021	N.A.	N.A.
2.	Mr. Pankaj Prakash Sahni (DIN: 07132999)	Non-Executive Independent Director	N.A.	September 24, 2021	Resignation

Further in accordance with the articles of association of the Company and relevant provisions of the Companies Act, 2013, Mr. Pritesh Agrawal (DIN: 08757017) Whole-time Director is liable to retire by rotation at the 30th annual general meeting and being eligible offer himself for re-appointment and resolution for his re-appointment is purposed in the notice of 30th annual general meeting of the Company. This shall not constitute a break in his office as Whole-time Director of the Company.

The Board of Directors, based on the recommendation of the Nomination and

Remuneration committee has commended the appointment of Mr. Siraj Azmat Chaudhry (DIN: 00161853) as Non-Executive Independent Director of the Company effective from November 29, 2021. In the opinion of the Board, he possesses requisite expertise, integrity, and experience for appointment as Non-Executive Independent Director of the Company.

11. Number of meetings of the Board of Directors:

During the financial year under review the Company had four meetings of the Board of

Directors as per section 173 of Companies Act, 2013 on August 24, 2021, November 29, 2021, December 13, 2021, and March 21, 2022. 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 composition of the Board of Directors and their attendance at the board meetings during the financial year 2021-22 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. Chirag Baijal (DIN: 08465289)	Managing Director	4	4
2	Mr. Narendra Singh Sisodia (DIN: 06363951)	Non-Executive Independent Director	4	4
3.	Mr. Pankaj Prakash Sahni (DIN: 07132999)*	Non-Executive Independent Director	1	1
4.	Ms. Simran Thapar (DIN: 09026461)	Whole-time Director	4	4
5.	Mr. Rahul Kumar Jain (DIN: 7858457)	Whole-time Director	4	1
6.	Mr. Har Amrit Pal Singh Dhillon (DIN: 07043895)	Non-Executive Director	4	4
7.	Mr. Pritesh Agrawal (DIN: 08757017)	Whole-time Director	4	3
8.	Mr. Siraj Azmat Chaudhry (DIN: 00161853)**	Non-Executive Independent Director	3	3

* Mr. Pankaj Prakash Sahni has resigned from the position of Non-Executive Independent Director with effect from September 24, 2021.

** Mr. Siraj Azmat Chaudhry was appointed as Non-Executive Independent Director with effect from November 29, 2021.

12. 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:

- In the preparation of the annual accounts for the financial year ended March 31, 2022, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- 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.

- 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.

13. Secretarial Standards:

The Directors state that 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 followed by the Company.

14. Declaration of independence by Independent Directors:

The Company has received necessary declaration from each Independent Director under Section 149(7) of the Companies Act, 2013, that he meets 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.

15. Annual Performance Evaluation:

In compliance with the provisions of the Companies Act, 2013, the Board of Directors has carried out an annual performance evaluation of Independent Directors and of its own performance and that of its committees and individual Directors for the year under review. Members of nomination and remuneration committee have also carried out evaluation of every Director's performance. 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 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 committee of the board contributes its best in the overall growth of the organization and the Independent Directors are having expertise, experience (including the proficiency) and integrity.

16. CORPORATE RESPONSIBILITY

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 "A" forming an integral part of this report. Your Company will continue to support projects that are consistent with the policy. The revised CSR policy formulated by the Corporate Social Responsibility Committee and approved by the board on August 24, 2021 can be accessed at <https://www.carrier.com/commercial/en/in/investor/corporate-social-responsibility/>.



17. 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 "B"** forming an integral part of this report and is also available on <https://www.carrier.com/building-solutions/en/in/investor/>.

18. Annual Return:

As required under section 134(3)(a) of the Companies Act, 2013, the annual return for the financial year ended March 31, 2022 as required under section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014 has been placed on the Company's website and can be accessed at www.carrier.com/building-solutions/en/in/investor/.

The attendance of the members of audit committee meetings during the financial year 2021-22 is as below:

Name of the Members	Category	No. of Meetings	
		Held	Attended
Mr. Narendra Singh Sisodia	Non-Executive Independent Director	3	3
Mr. Siraj Azmat Chaudhry**	Non-Executive Independent Director	2	2
Mr. Pritesh Agrawal	Whole-time Director & Chief Financial Officer	3	3
Mr. Pankaj Prakash Sahni*	Non-Executive Independent Director	1	1

* Mr. Pankaj Prakash Sahni has resigned from the position of Non-Executive Independent Director with effect from September 24, 2021.

** Mr. Siraj Azmat Chaudhry was appointed as Non-Executive Independent Director with effect from November 29, 2021

20. 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. During the financial year under review the committee comprises of the following three

19. 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. The committee comprises of following three Directors out of which two are Independent Directors and one is Whole-time Director. During the year, all the recommendations made by the audit committee were accepted by the Board.

- Mr. Narendra Singh Sisodia, Chairman & Non-Executive Independent Director
- Mr. Siraj Azmat Chaudhry, Non-Executive Independent Director and
- Mr. Pritesh Agrawal, Whole-time Director & Chief Financial Officer

Meetings and Attendance:

During the financial year under review three meetings of audit committee were held on August 24, 2021, December 13, 2021, and March 21, 2022.

Directors out of which two are independent Directors:

- Mr. Siraj Azmat Chaudhry, Chairman & Non-Executive Independent Director
- Mr. Narendra Singh Sisodia, Non-Executive Independent Director and
- Mr. Har Amrit Pal Singh Dhillon, Non-Executive Director

Meetings and Attendance:

During the financial year under review three meetings of nomination and remuneration committee were held as on August 24, 2021, November 29, 2021, and March 21, 2022. The attendance of members of nomination and remuneration committee meetings held during the financial year 2021-22 is as below:

Name of the Members	Category	No. of Meetings	
		Held	Attended
Mr. Siraj Azmat Chaudhry**	Non-Executive Independent Director	1	1
Mr. Narendra Singh Sisodia	Non-Executive Independent Director	3	3
Mr. Har Amrit Pal Singh Dhillon	Non-Executive Director	3	3
Mr. Pankaj Prakash Sahni*	Non-Executive Independent Director	1	1

*Mr. Pankaj Prakash Sahni has resigned from the position of Non-Executive Independent Director with effect from September 24, 2021.

**Mr. Siraj Azmat Chaudhry was appointed as Non-Executive Independent Director with effect from November 29, 2021.

21. 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. During the financial year under review the committee comprises of following four Directors out of which two are Non-Executive Independent Director and two are Executive Directors:

- Mr. Narendra Singh Sisodia, Chairman & Non-Executive Independent Director

- Mr. Siraj Azmat Chaudhry, Non-Executive Independent Director
- Mr. Chirag Baijal, Managing Director; and
- Mr. Pritesh Agarwal, Whole-time Director & Chief Financial Officer

Meetings and Attendance:

During the period under review three meeting of corporate social responsibility committee was held as on August 24, 2021, December 13, 2021, and March 21, 2022.

The attendance of the members of corporate social responsibility at the meeting during the financial year 2021-22 are as below:

Name of the Members	Category	No. of Meetings	
		Held	Attended
Mr. Narendra Singh Sisodia	Non-Executive Independent Director	3	3
Mr. Chirag Baijal	Managing Director	3	3
Mr. Pritesh Agarwal	Whole-time Director & Chief Financial Officer	3	3
Mr. Siraj Azmat Chaudhry*	Non-Executive Independent Director	2	2

*Mr. Siraj Azmat Chaudhry was appointed as Non-Executive Independent Director with effect from November 29, 2021.

22. 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. During the financial year under review, the committee comprises of the following three Directors out of which first is non-executive Independent Director, second is Executive

Director & chief financial officer and third is non-executive Director:

- Mr. Narendra Singh Sisodia, Chairman & Non-Executive Independent Director

- Mr. Pritesh Agrawal, Whole-time Director & Chief Financial Officer; and
- Mr. Har Amrit Pal Singh Dhillon, Non-Executive Director.

Meetings and Attendance:

During the period under review one meeting of stakeholder's relationship committee was held on March 21, 2022, with following members:

Name of the Members	Category	No. of Meetings	
		Held	Attended
Mr. Narendra Singh Sisodia	Non-Executive Independent Director	1	1
Mr. Pritesh Agrawal	Whole-time Director & Chief Financial Officer	1	1
Mr. Har Amrit Pal Singh Dhillon	Non-Executive Director	1	1

23. Statutory Auditor and Auditor's 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) have been 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 for holding the office of statutory auditors of the Company.

The notes to the accounts as referred to in the auditors' report by the auditor are self-explanatory. There are no qualifications, reservation, adverse remark or disclaimer in the auditor's report on financial statements of the Company for the financial year ended March 31, 2022. Hence no explanation or comments of the Board of Director is required in this matter.

24. Cost Auditors and Cost Accounting Records:

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 and accounts and carries out an audit of cost records relating to manufacturing activities. The Board of Directors of the Company has 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 2021-22 and remuneration of Jain Sharma & Associates was ratified by the members of the Company at their 29th annual general meeting held on September 23, 2021. The cost audit report for the financial year 2020-21 was filed with the ministry of corporate affairs within prescribed time.

For the financial year ended March 31, 2022, the cost auditor has submitted its report to the Board of Directors on August 3, 2022. The Board of Directors took note of the same and said report shall be 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, 2022.

25. Secretarial Auditor:

The Board of Directors of your Company appointed Vinod Kothari & Company, Practicing Company Secretaries as the secretarial auditor of the Company for financial year 2021-22 in terms of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The report of the secretarial audit is attached as **Annexure "C"** and forms an integral part of this report.

There are no qualifications in secretarial audit report for the financial year ended March 31, 2022. Hence no explanation or comments of the Board of Directors is required in this matter.

26. Internal Auditor:

Pursuant to the provisions of section 138 of Companies Act, 2013 read with rules framed thereunder your Company has appointed Mr. Amit Bhatia as internal auditor of the Company with effect from May 16, 2017. He is a chartered accountant by qualification and has a rich work experience of 13 years on the date of appointment. Internal Auditor of the Company has conducted internal audit of the functions and activities of the Company. He has submitted his report to the chairman of the audit committee, and this was further reviewed by the Board of Directors and taken on record.

27. Fixed Deposits:

Your Company has not accepted any deposits within the meaning of section 73, 74, 75 and 76 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.

28. 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.

29. 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 focused on Diversity, Equity and Inclusion in line with Carrier Global's D&I goals. Your Company conducted several sessions and panel discussions to create awareness, in addition to forums that have been created for employees to come together and share their thoughts. As a way of contributing to the society Your Company had a panel discussion with its employees' children to bring the discussion on diversity to our families and society.

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. Your Company also partnered with leading external organizations to conduct sessions for its employees to keep them abreast with latest market developments and best practices.

Your company remains dedicated to listening to its employees, reviewing their feedback 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. Carrier also introduced the new flex work philosophy to reflect the critical balance needed to achieve a flexible, outcomes-oriented culture. With a name that blends work and flexibility, worX, a trust-based approach to flexibility that combines empowerment and accountability has been launched which gives all employees who can perform their jobs remotely an option to work flexibly ~20-25% in a year.

The pandemic and the new norm of work has had a lasting impact on several employees and to support mental wellbeing several workshops were conducted on mental and physical wellbeing. Your Company have also partnered with a leading organization to provide counselling support to employees on confidential basis.

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.

30. 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 complaint 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 no matter has been reported to the internal complaint committee related to sexual harassment.

31. 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, 2022, are set out in the **Annexure “D”**, and form an integral part of this report.

32. 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.

33. 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 ordinary course of business and on arm's length basis in compliance with the applicable provisions of the Companies Act, 2013. Omnibus approval is being obtained for all potential related party transactions from the audit committee. The related party transactions are disclosed in notes of the financial statements.

34. 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/.

35. Reporting of frauds by auditors:

During the year under review, neither the statutory auditors nor the secretarial 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.

36. 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.

37. 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:

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relate and the date of this report.

38. 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.

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

39. 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 Director
For **Carrier Airconditioning & Refrigeration Limited**

Date: August 3, 2022

Place: Gurugram

Sd/-
Chirag Baijal
Managing Director
DIN: 08465289

Sd/-
Pritesh Agrawal
Whole-time Director &
Chief Financial Officer
DIN: 08757017

ANNEXURE “A”

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY PURSUANT TO RULES 8 & 9 OF COMPANIES (CORPORATE SOCIAL RESPONSIBILITY POLICY) RULES, 2021

1. A brief outline of the Company’s Corporate Social Responsibility policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the Corporate Social Responsibility (“CSR”) policy and projects on program:

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 Corporate Social Responsibility Committee comprises of 4 (four) members of the board, two is Non- Executive Independent Director and two are Executive Directors. The Chairman of the Committee is an Independent Director

S. No.	Name	Category	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*	Non-Executive Independent Director	Chairman	2	2
2.	Mr. Narendra Singh Sisodia	Non-Executive Independent Director	Member	3	3
3.	Mr. Chirag Baijal	Managing Director	Member	3	3
4.	Mr. Pritesh Agrawal	Whole-time Director & Chief Financial Officer	Member	3	3

*Mr. Siraj Azmat Chaudhry was appointed as Non-Executive Independent Director with effect from November 29, 2021.

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 details 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 (attach the report). **Not Applicable.**
5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any

S. No.	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be setoff for the financial year, if any (in Rs)
1	-	Nil	Nil

6. **Average net profit of the Company for last three financial years:** The Average Net Profit of last three financial years preceding the reporting financial year (i.e., 2020-21, 2019-20, 2018-19) calculated in accordance with Section 135 of the Companies Act, 2013 is **Rs. 75.27 Crores.**
7. (a) Two percent of average net profit of the Company as per section 135(5): 1.51 Crore.
 (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil
 (c) Amount required to be set off for the financial year: Nil
 (d) Total CSR obligation for the financial year (7a+7b7c) 1.51 Crore.
8. (a) **CSR amount spent or unspent for the financial year:**

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
1.51 Crore.	Not Applicable		Not Applicable		

(b) Details of CSR amount spent against ongoing projects for the financial year:

Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/ No).	Location of the Project State, District	Project duration.	Amount allocated for the project (in Rs.)	Amount spent in the current financial Year (in Rs.).	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.).
1	United for Air Objective: To reduce Carbon Footprint & enhance environmental sustainability Specific objectives: <ul style="list-style-type: none"> • Raise awareness on alarming levels of air pollution and its implications on climate change. • Educate on the direct impact of air pollution on human health and existence. • Promote mechanisms for raising capacity of communities to deal with pollution at community level and adopt a healthy lifestyle. Encourage community and government action to adopt the “refuse, reduce, reuse and renew” for a better environment and to promote healthy lifestyle.	Environment	Yes	Haryana, Gurugram	Multi Year ongoing Project	1,27,00,000	1,27,00,000	-
2	Green Your School Objective: To raise awareness on Green Buildings and sustainability amongst the youth of India Specific objectives: <ul style="list-style-type: none"> • Encouraging the youth to come up with ideas on implementation of Green Building initiatives in their schools • Awarding the best adjudged schools to implement initiatives in the schools 	Environment	Yes	Pan India	Multi Year on Going Project	11,00,000	11,00,000	-
3	Covid-19 CSR Project Objective: <ul style="list-style-type: none"> • Organize vaccination drive for technicians, helpers, plumbers, and electrician community. 	COVID	Yes	Pan India	Multi Year on Going Project	6,00,000	6,00,000	-
4	Administrative Cost (5% of the total CSR budget) Monitoring of CSR activities	-	-	-	-	7,00,000	7,00,000	-
	Total					1,51,00,000	1,51,00,000	

(c) Details of CSR amount spent against other than ongoing projects for the financial year: NA

Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No).	Location of the project		Amount spent for the project (in Rs.)	Mode of Implementation - Direct (Yes/No).	Mode of Implementation - Through Implementing Agency	
				State	District			Name	CSR Registration number.
NIL									

(d) Amount spent in Administrative Overheads – 7 Lacs

(e) Amount spent on Impact Assessment, if applicable - Not Applicable

(f) Total amount spent for the Financial Year (8b+8c+8d+8e) - 1.51 Crore

(g) Excess amount for set off, if any – Not Applicable

S. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the Company as per section 135(5)	NA
(ii)	Total amount spent for the Financial Year	NA
(iii)	Excess amount spent for the financial year [(ii)-(i)]	NA
(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)]	NA

9. (a) Details of Unspent CSR amount for the preceding three financial years: NIL

S. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in succeeding financial years. (In Rs.)
				Name of the Fund	Amount (in Rs.).	Date of transfer	
NIL							

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): LAST YEAR

Sl. No.	Project ID.	Name of the Project.	Financial Year in which the project was commenced	Project duration.	Amount allocated for the project (in Rs.)	Amount spent on the project in the reporting Financial Year (In Rs.).	Cumulative amount spent at the end of reporting Financial Year (In Rs.)	Status of the project - Completed /Ongoing.
1	Environment	United for Air	2019-2020	Multi Year	1,45,90,392	1,45,90,392	1,45,90,392	On Going
2	Environment	Green Your School	2019-2020	Multi Year	40,00,000	40,00,000	40,00,000	On Going
3	Education	SOS	2019-2020	Multi Year	20,70,000	20,70,000	20,70,000	On Going
4	Evaluation of CSR projects	Administrative	2019-2020	One Year	11,00,000	11,00,000	11,00,000	
Total					2,17,60,392			

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details).

S. No	Assets Name	Qty	Date of creation or acquisition of the capital asset(s):	Amount of CSR spent for creation or acquisition of capital asset.	FY	Complete address and location of the capital asset	Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.
1	LED Display Board-P4	4	19/03/2022	₹2,643,200	2021-22	1. Tau Devilal Stadium, Gurugram- 2 Screen	United Way of Delhi, S79, Block S, Panchsheel Park, South Delhi
2	LED Display Board-P4	4	3/23/2022	₹ 2,643,200	2021-22	2. Ghaura Chowk, Near MDI, Sec. 14 , Gurugram - 2 Screen 3. Huda City Centre, Gurugram - 2 Screen 4. Sec. 29, Signature Tower Road, Gurugram - 2 screen	
3	Unipole & Structure for LED Screen	2	28/03/2022	₹ 401,200	2021-22	1. Tau Devilal Stadium, Gurugram - 2 Screen on 1 Unipole	
4	Unipole & Structure for LED Screen	2	28/03/2022	₹ 590,000	2021-22	2. Ghaura Chowk, Near MDI, Sec. 14 , Gurugram - 2 Screen on 1 Unipole 3. Huda City Centre, Gurugram - 2 Screen on 1 Unipole	
5	Unipole & Structure for LED Screen	1	31/03/2022	₹ 295,000	2021-22	4. Sec. 29, Signature Tower Road, Gurugram - 2 Screen on 1 Unipole	
6	Air Quality Monitor	3	3/21/2022	₹ 187,619	2021-22	1. Tau Devilal Stadium, Gurugram - 1 Monitor	
7	CCTV Camera & related accessories	1	11/29/2021	₹ 59,236	2021-22	2. Ghaura Chowk, Near MDI, Sec. 14 , Gurugram - 1 Monitor 3. Huda City Centre, Gurugram 4. Sec. 29, Signature Tower Road, Gurugram. Note: Location no. 3 & 4, all 4 screens are connected with 1 Airveda monitor, as can be covered with one due to range of Airveda	
8	CCTV Camera & related accessories	1	3/2/2022	₹ 84,960	2021-22	Vodaphone Metro Station, Gurugram.	

9	Supply & Inst. Of Exhaust Fans	9	9/7/2021	₹ 30,798	2021-22	1. Near Jain Estate, Sec. 42, Gurugram - 1 no. 2. Near Jalsa Restaurant, Sec. 27, Gurugram - 1 no. 3. Vodaphone Metro Station, Gurgaon - 1 no. 4. Aravali Biodiversity Park, Gurugram - 2 no. 5. Botanical Garden Sec. 52 A, Gurugram - 2 no. 6. Near Safe Hands Hospital, Netaji Subhash Marg, Gurugram - 2 no.	United Way of Delhi, S79, Block S, Panchsheel Park, South Delhi
10	Stabilizers	2	3/26/2022	₹ 50,000	2021-22	Near Safe Hands Hospital, Netaji Subhash Marg, Gurugram - 2 screen/1 each	
11	Routers for LED	2	1/14/2022	₹ 25,960	2021-22	1. Near Jain Estate, Sec. 42, Gurugram - 1 no. 2. Near Jalsa Restaurant, Sec. 27, Gurugram - 1 no. 3. Vodaphone Metro Station, Gurugram - 1 no.	
12	Routers for LED	15	3/28/2022	₹ 194,700	2021-22	4. Aravali biodiversity Park, Gurugram - 2 no. 5. Botanical Garden Sec. 52 A, Gurugram - 2 no. 6. Near Safe Hands Hospital, Netaji Subhash Marg, Gurugram - 2 no. 7. Tau Devilal Stadium , Medicity Road, Gurugram - 2 no. 8. Ghaura Chowk, Near MDI, Sec. 14 , Gurugram - 2 no. 9. Near Maxcare Hospital , Huda City Centre, Gurugram - 2 no. 10. Adjacent to Plazzio hotel, Sec. 29, Signature Tower Road, Gurugram - 2 no.	

11. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per section 135(5). Not Applicable

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

Date: August 3, 2022
Place: Gurgaon

Sd/-
Chirag Baijal
Managing Director

Sd/-
Siraj Azmat Chaudhry
Chairman CSR Committee

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.

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

- i. 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**

Sd/-
Chirag Baijal
Managing Director
DIN: 08465289

Sd/-
Pritesh Agrawal
Whole-time Director &
Chief Financial Officer
DIN: 08757017

Date: August 3, 2022
Place: Gurugram

ANNEXURE “C”

VINOD KOTHARI & COMPANY

Practising Company Secretaries

A-467, First Floor, Defence Colony, New Delhi-11024

Phone: +91-011-4131-5340

Email: corplaw@vinodkothari.com

delhi@vinodkothari.com

Web: www.vinodkothari.com

Unique Code – P1996WB042300

PAN No: AAMFV6726E

Udyog Aadhar Number: WB10D0000448

Form No. MR-3

Secretarial Audit Report

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022

[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,

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 “Company”) for the financial year ended March 31, 2022 (“Period under Review”). The secretarial audit was conducted in a manner that provided us a reasonable outlook 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 the secretarial audit, we hereby report that in our opinion, the Company has, during the Period under Review, 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.

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

1. The Companies Act, 2013 (‘the Act’) and the rules made thereunder including any re-enactment thereof;
2. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment;
3. Specific laws applicable to the industry to which the Company belongs, as identified and compliance whereof as confirmed by the management, that is to say:
 - a. The Bureau of Energy Efficiency (Particulars and Manner of their Display on Labels of Room Air Conditioners) Regulations, 2009.

Mumbai Office: 403-406 175 Shreyas Chambers, D.N. Road, Fort, Mumbai-400001 Delhi

Office: A-11 Hauz Khas, New Delhi-110016 Ph-011- 41315340

We have also examined compliance with the applicable clauses of the Secretarial Standards 1 and 2 issued by the Institute of Company Secretaries of India.
We report that during the Audit Period, the Company has complied with the provisions of the Act, rules, standards, etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with a 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 Audit Period were carried out in compliance with the provisions of the Act and other applicable laws.

Adequate notice is given to all Directors to schedule the board meetings and committee meetings, agenda and detailed notes on agenda were sent at least seven days in advance. Further, 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.

All the decisions were unanimous and there was no instance of dissent in board or committee meetings.

We further report that

There are adequate systems and processes in the Company, which commensurate with its size and operations to monitor and ensure compliance with applicable laws, rules, regulations, and guidelines.

We further report that

During the Audit Period, the Company has not undertaken any specific events/ actions that can have a major bearing on the Company's compliance responsibility in pursuance of the above-referred laws, rules, standards, etc.

For M/s Vinod Kothari & Company
Company Secretaries in Practice
Unique Code: P1996WB042300

Sd/-
Nitu Poddar
Partner

Membership No.: 37398
CP No.: 15113

UDIN: A037398D000520311
Peer Review Certificate No.: 781/2020

Place: Kolkata
Date: June 22, 2022

Annexure 1
Auditor and Management Responsibility
ANNEXURE TO SECRETARIAL AUDIT REPORT

To,
The
Members,

Carrier Airconditioning & Refrigeration Limited

Our Secretarial Audit Report of even date is to be read along with this letter.

1. The maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit. The list of documents for the purpose, as seen by us, is listed in Annexure-II;
2. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on a test basis to ensure that correct fact are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion;
3. Our Audit examination is restricted only up to legal compliances of the applicable laws to be done by the Company and we have not checked the practical aspects relating to the same;
4. Wherever our Audit has required our examination of books and records maintained by the Company, we have relied upon electronic versions of such books and records, as provided to us through online communication. Wherever for the purposes of our Audit, there was a need for physical access to any of the places of business of the Company, the same was avoided due to the COVID-19. We have conducted online verification & examination of records, as facilitated by the Company, for the purpose of issuing this Report;
5. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company as well as the correctness of the values and figures reported in various disclosures and returns as required to be submitted by the Company under the specified laws, though we have relied to a certain extent on the information furnished in such returns;
6. Wherever required, we have obtained the management representation about the compliance of laws, rules, and regulations and happening of events, etc.;
7. Compliance with the provisions of corporate and other applicable laws, rules, regulations, and standards is the responsibility of the management. Our examination was limited to the verification of procedure on a test basis;
8. Due to the inherent limitations of an audit including internal, financial, and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the audit practices;
9. The contents of this Report have to be read in conjunction with and not in isolation from the observations, if any, in the report(s) furnished/to be furnished by any other auditor(s)/agencies/authorities with respect to the Company;
10. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Annexure II

List of documents

1. Scanned unbound minutes for the meetings of the following held during the Audit Period:
 - a. Board of Directors;
 - b. Audit Committee;
 - c. Nomination and Remuneration Committee;
 - d. Stakeholder Relationship Committee
 - e. Corporate Social Responsibility Committee;
 - f. Annual General Meeting;
 - g. Extraordinary General Meeting;
2. Approval by way of resolution by circulation;
3. Proof of circulation of draft and signed minutes of the board and committee meetings minutes on a sample basis;
4. Annual Report for the financial year 2020-21;
5. Memorandum of Association and Articles of Association of the Company;
6. Directors' disclosures under the Act and rules made thereunder;
7. Statutory Registers maintained under the Act;
8. Forms filed with the Registrar;
9. Policies framed under Act, 2013 viz. CSR Policy, Remuneration Policy, and Code of Ethics-Vigil Mechanism.

ANNEXURE “D”

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

Energy conservation measures taken:

- Energy and Green House Gas Reduction by conversion of DG fuel (HSD to PNG) in March 2022.
- 210 KWp solar power plant started, which will generate about 0.30 million units per annum from Solar lights and have life span of about 25 years.
- Start to Usage of energy efficient Motor for air washer by March 2022.

Power fuel consumption

Particulars	Year ended March, 2022	Year ended March 31, 2021
1. Electricity		
(a) Purchased		
Units (in Lakhs)	27.88	24.82
Total amount (in Lakhs)	239.3	222.9
Rate/unit (Rs)	8.58	8.98
(b) Own generation		
(i) Through diesel generator		
Units (in Lakhs)	4.25	3.49
Units per liter of diesel oil	3.25	3.25
Cost/unit (Rs)	33.54	24.65
(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)	6.07	5.42

B. TECHNOLOGY ABSORPTION

(a) Research and Development (R&D)

(i) Specific areas in which R&D carried out by the Company:

- Inverter Ducted range was completed by launching remaining models at significantly low cost and more environment friendly through reduction in refrigerant charge. With the result of this effort by program team, there has been significant conversion of sales from fixed speed to Variable speed products.
- Remaining models of R410A based ducted range were launched at significantly low cost and more environment friendly through reduction in refrigerant charge. With the result of this effort by program team, there has been significant conversion of sales from R22 to R410A refrigerant products.
- Product qualified with Low GWP refrigerant, like R448A vs R404a (~60% reduction in GWP) in commercial refrigerant products category with additional cost improvement benefit.
- Ejector component design for natural refrigerant (CO₂) under progress for bigger capacity commercial refrigerant system

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

- Designed products as per India specific requirements for local market.
- Competitive advantages in terms of cost and additional revenue generation.
- Improvement in the performance and reliability of the units.

(iii) Future plan of action:

- Develop new products in keeping upcoming technology and market requirements.
- Localize more products for cost/lead time benefit to customers.
- VAVE to optimize product cost with improved/same performance.
- Provide energy efficient solutions.
- Quality/reliability improvement for products supplied from factory.
- Low temperature application condensing & evaporating unit to bridge the gap with existing
- Usage of mode advance tools to optimize the cost and bring agility in design cycle.

(iv) Expenditure on R&D:

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

Sr. No.	Type of Expenditure	Amount (In Rs. Lakhs)
a	Capital	1,19
b	Recurring	5,07
c	Total	6,23
d	Total R&D expenditure as a percentage of turnover:	0.39

(b) Technology absorption, adaptation, and innovation

- (i) Efforts, in brief, made towards technology absorption, adaptation and innovation. Technology transfer and absorption for water cooled and air-cooled screw chillers for cost and lead time reduction to help in gaining market share. Indigenized product in evaporator product category available for customer.
- (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 improving capability of producing of various products and helped in better customer service through cost/lead time reduction. Also, this will help in increasing revenue and profitability.

(iii) No technology was imported during last 5 (five) years.

C. FOREIGN EXCHANGE EARNINGS & OUTGO:

THE FOREIGN EXCHANGE EARNED IN TERMS OF ACTUAL INFLOWS AND ACTUAL OUTGO DURING THE FINANCIAL YEAR IS GIVEN BELOW:(In Rs Lakhs)

S. No.	Foreign Exchange Earnings and Outgo	2021-22	2020-21
1.	Earnings in foreign exchange	1,902	2,672
2.	Expenditure in foreign currency*	3,575	1,481
3.	CIF Value of Import	62,355	40,637

*Excluding provision

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

Sd/-

Chirag Baijal

Managing Director

DIN: 08465289

Sd/-

Pritesh Agrawal

Whole-time Director &

Chief Financial Officer

DIN: 08757017

Date: August 3, 2022

Place: Gurugram

Information regarding Production, Purchases, Sales and Closing Stocks:
(a) Production, Sale and Stocks - Manufactured Goods

Products	Opening Stock		Production	Closing Stock	
	Qty (No's)	Amount	Qty (No's)	Qty (No's)	Amount
Compressor					
Current Year	45	2	-	39	2
Previous Year	55	3	-	45	2
Room Airconditioners					
Current Year	3,918	1,920	22,892	4,261	2,090
Previous Year	6,259	2,959	14,487	3,918	1,920
AHU/ FCU & Chillers					
Current Year	1,070	1,552	5,024	1,067	1,492
Previous Year	959	1,032	2,397	1,070	1,552
Condenser/Evaporator Module					
Current Year	854	405	6,033	593	311
Previous Year	860	392	3,576	854	405
Freezers / Cold Room Systems					
Current Year	7	1	5	8	90
Previous Year	7	3	-	7	1
Cylinder & Gas & Fluid					
Current Year	2,110	48	97,618	2	1
Previous Year	3,909	154	77,175	2,110	48
Nozzle & Valve					
Current Year	69	2	1,909	29	8
Previous Year	140	6	1,682	69	2
Suppression Accessories					
Current Year	21	4	47	-	-
Previous Year	21	4	28	21	4

	Compressor		Room Airconditioners ##	AHU/ FCU & Chillers	Condenser/ Evaporator Module	Freezers / Cold Room Systems
Sale #						
Current Year	Qty(Nos)	6	22,544	5,027	6,294	4
	Amount	@	20,843	8,362	4,233	13
Previous Year	Qty(Nos)	10	16,824	2,286	3,582	@
	Amount	@	14,566	5,084	2,330	1
			Cylinder & Gas & Fluid	Nozzle& Valve	Suppression Accessories	
Sale #						
Current Year	Qty(Nos)		99,726	1,949		68
	Amount		2,649	69		4
Previous Year	Qty(Nos)		78,974	1,753		28
	Amount		2,011	51		1

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

The unit sales quantities include Inventory adjustments as well.

Excludes 5 Room Air Conditioners (Previous Year 4) capitalised during the year.

(b) Purchases, Sales and Stocks - 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	16,860	5,961	1,23,917	42,302	1,13,630	44,733	26,901	10,940
Previous Year	30,819	9,894	74,730	23,143	88,503	32,925	16,860	5,961
AHU/FCU & Chillers								
Current Year	247	274	424	5,766	549	6,367	122	116
Previous Year	516	372	4,226	3,195	4,495	3,953	247	274
Stabilizers & others					***			
Current Year	47,937	967	1,15,754	4,853	96,565	5,331	67,047	1,735
Previous Year	49,320	879	90,777	2,733	92,120	3,321	47,937	967

Products	Opening Stock		Purchase		Sale *		Closing Stock	
	Qty (No's)	Amount	Qty (No's)	Amount	Qty (No's)	Amount	Qty (No's)	Amount
Truck Refrigeration								
Current Year	609	1,635	1,706	6,695	1,654	7,861	661	2,196
Previous Year	737	2,306	689	1,876	817	3,528	609	1,635
Freezers & System								
Current Year	525	721	1,999	2,991	1,927	3,584	597	1,081
Previous Year	305	368	1,564	2,071	1,344	2,329	525	721
Condenser/Evaporator								
Current Year	69	79	365	491	379	597	55	84
Previous Year	38	53	350	439	319	512	69	79
Cylinder								
Current Year	4	@	-	-	4	@	-	-
Previous Year	4	@	-	-	-	-	4	@
Nozzle & Valve								
Current Year	1,186	21	5	@	156	@	1,035	9
Previous Year	1,191	24	-	-	5	@	1,186	21
Spares								
Current Year	#	8,421	#	19,525	#	24,472	#	8,562
Previous Year	#	8,539	#	17,139	#	21,191	#	8,421

* The unit sales quantities include Inventory adjustments as well.

** Excludes 246 Room Air Conditioners (Previous Year 186) capitalised during the year.

*** Excludes 79 (Previous Year 39) 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.

Other Statutory Informations

Cost of materials consumed

	Year ended March 31, 2022		Year ended March 31, 2021	
	Quantity	Amount	Quantity	Amount
Aluminium (Kgs)	3,06,167	493	2,42,763	522
Compressor (Nos)	27,128	6,633	17,315	4,178
Copper (Kgs/Nos)	20,76,869	3,067	14,11,393	2,205
Motors (Nos)	75,036	1,182	46,853	877
Refrigerant / Gas (Kgs)	2,49,493	2,037	1,89,707	1,428
Valve (Nos)	1,77,072	1,057	1,11,478	676
Electrical Parts (Nos)	11,67,502	3,313	7,73,049	2,084
Others*		8,353		4,082
Total	40,79,267	26,135	27,92,558	16,052

*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	44	11,450	53	8,532
Indigenous	56	14,685	47	7,520
Total	100	26,135	100	16,052

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

Sd/-
Chirag Baijal
Managing Director
DIN: 08465289

Sd/-
Pritesh Agrawal
Whole-time Director
& Chief Financial
Officer
DIN: 08757017

Date: August 3, 2022

Place: Gurugram

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 financial statements of Carrier Airconditioning & Refrigeration Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2022, 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 a summary of significant accounting policies and other explanatory information.

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 and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, and profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit 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 we have obtained 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 information included in 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 Board of Directors is 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.

Those Board of Directors are 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;
 - (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 Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) 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".
 - (g) 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, Note 28 and Note 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 were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

iv.

- (a) The Management has represented that, to the best of its knowledge and belief, 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, 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 proposed in the previous year, declared and paid by the Company during the year, is in accordance with section 123 of the Act, as applicable.
 - (b) 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 amount of dividend proposed is in accordance with section 123 of the Act, as applicable. (Refer Note 27 to the financial statements).
3. In our opinion, the managerial remuneration for the year ended March 31, 2022 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act.

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

Sd/-
Vinod Gupta
Partner

Place: Gurugram
Date: August 3, 2022

Membership No. 503690
UDIN: 22503690AOEPVH5725

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, 2022

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 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.
- Conclude on the appropriateness of management'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 MSKA & Associates
Chartered Accountants
ICAI Firm Registration No. 105047W

Sd/-
Vinod Gupta
Partner

Place: Gurugram
Date: August 3, 2022

Membership No. 503690
UDIN: 22503690AOEPVH5725

ANNEXURE B TO INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF CARRIER AIRCONDITIONING & REFRIGERATION LIMITED FOR THE YEAR ENDED MARCH 31, 2022

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.
- B. The Company has maintained proper records showing full particulars of intangible assets.
- (b) Property, Plant and Equipment were physically verified by the management in the current year in accordance with a planned program of verifying them in a phased manner over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, 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) are held in the erstwhile names of the Company. Subsequently, the Company had changed its name to Carrier Airconditioning & Refrigeration Limited.
- (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. Accordingly, the requirements under paragraph 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 and rules made thereunder. Accordingly, the provisions stated in paragraph 3(i)(e) of the Order are not applicable to the Company.

ii.

- (a) The inventory (excluding stocks with third parties) 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 after the year end. In our opinion, the frequency of verification is reasonable. No material discrepancies were noticed on verification between the physical stocks and the book records.
- (b) According to the information and explanations provided to us, the Company has not been sanctioned working capital limits on the basis of security of current assets. Accordingly, the requirements under paragraph 3(ii)(b) of the Order is not applicable to the Company.
- iii. According to the information and explanations provided to us, the Company has not made any investments in, 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. Hence, the requirements under paragraph 3(iii) of the Order are not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, the Company has not either directly or indirectly, granted any loan to any of its directors or to any other person in whom the director is interested, in accordance with the provisions of section 185 of the Act and the Company has not made investments through more than two layers of investment companies in accordance with the provisions of section 186 of the Act. Accordingly, provisions stated in paragraph 3(iv) of the Order are not applicable to the Company.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the rules framed there under.

- vi. We have broadly reviewed the books of account relating to materials, labour and other items of cost maintained by the Company pursuant as specified by the Central Government for the maintenance of cost records under sub-section (1) of section 148 of the Act and we 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 of the Company examined by us, in our opinion, undisputed statutory dues including professional tax, employees' state insurance, income-tax, customs duty, Labour welfare Fund, goods and service tax, cess and other statutory dues have generally been regularly deposited with the appropriate authorities though there have been few delays in the payment of provident fund.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, customs duty, goods and service tax, cess and other statutory dues were outstanding, at the year end, 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 examination of records of the Company, the outstanding statutory dues which have not been deposited as on March 31, 2022, on account of any dispute, are given below:

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	7,719	-	2016-17 to 2019-20	Commissioner of Income tax (Appeals)
Income tax Act, 1961	Income tax	87*	79@	2000-01 & 2013-14	Income tax appellate tribunal
Sales tax					
Sales tax/Value added tax Act of various states	Sales tax/Value added tax	4,746	488	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	632	236	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
Sales tax/Value added tax Act of Kerala	Sales tax/Value added tax	46	18	2002-03	Supreme Court

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
Central Excise duty					
Central Excise Act, 1944	Excise duty	5	-	2002-08	Commissioner of Excise (Appeals)
Central Excise Act, 1944	Excise duty	13	-	2006-08	Central Excise and Service tax Appellate Tribunal
Custom duty					
Customs Act, 1962	Custom duty	36	-	1998-00 & 2014-15	Assistant Commissioner of Customs
Service tax					
Finance Act, 1994	Service tax	64	2	1997-02 & 2012-13 to 2015-18	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	5,903	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. represents 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 accounted in the books of account which have been surrendered or disclosed as income during the year in Tax Assessment of the Company. Also, there are no previously unrecorded income which has been now recorded in the books of account. Hence, the provision stated in paragraph 3(viii) of the Order is not applicable to the Company.

ix.

(a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings or in payment of interest thereon to any lender.

(b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the company has not been declared willful defaulter by any bank or financial institution or government or any government authority.

(c) In our opinion and according to the information explanation provided to us, no money was raised by way of term loans. Accordingly, the provision stated in paragraph 3(ix)(c) of the Order is not applicable to the Company.

(d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the company, we report that no funds raised on short-term basis have been used for long-term purposes by the company.

(e) The Company does not have any subsidiary, associate or joint venture, hence reporting under the clauses (ix)(e) and (f) of the order is not applicable to the Company.

x.

(a) 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 provisions stated in paragraph 3 (x)(a) of the Order are 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 fully, partly or optionally convertible debentures during the year. Accordingly, the provisions stated in paragraph 3 (x)(b) of the Order are not applicable to the Company.

xi.

(a) During the course of our audit, examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company nor on the Company.

(b) We have not come across of any instance of material fraud by the Company or on the Company during the course of audit of the financial statement for the year ended March 31, 2022, accordingly the provisions stated in paragraph (xi)(b) of the Order is not applicable to the Company.

(c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of audit procedures.

xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the provisions stated in paragraph 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 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 internal audit reports issued by internal auditors during our audit.

xv. According to the information and explanations given to us, in our opinion during the year the Company has not entered into non-cash transactions with directors or persons connected with its directors and hence, provisions of section 192 of the Act are not applicable to company. Accordingly, the provisions stated in paragraph 3(xv) of the Order are not applicable to the Company.

xvi.

(a) In our opinion, the Company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions stated in paragraph clause 3 (xvi) of the Order are not applicable to the Company.

(b) In our opinion and according to the information and explanations given to us, the Company during the year has not conducted any Non-Banking Financial or Housing Finance activities. Hence, the reporting under paragraph 3(xvi)(b) of the Order is not applicable to the Company.

(c) In our opinion and according to the information and explanations given to us, neither the Company nor any Company in the Group, is a Core Investment Company as defined in the regulations made by the Reserve Bank of India. Hence, the reporting under paragraph 3(xvi)(c) and (d) of the Order are 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. Hence, the provisions stated in paragraph clause 3 (xvii) of the Order are not applicable to the Company.

xviii. There has been no resignation of the statutory auditors during the year. Hence, the provisions stated in paragraph clause 3 (xviii) of the Order are not applicable to the Company.

xix. According to the information and explanations given to us and based on our examination of financial ratios, ageing and expected date of realisation of financial assets and payment of liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of audit report and the Company is 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.

xx. According to the information and explanations given to us, the provisions of section 135 of the Act are applicable to the Company. The Company has made the required contributions during the year and there are no unspent amounts which are required to be transferred to the special account as on the date of our audit report. Accordingly, the provisions of paragraph (xx)(a) to (b) of the Order are not applicable to the Company.

xxi. According to the information and explanations given to us, the Company does not have any Subsidiary, Associate or Joint Venture. Accordingly, reporting under clause 3(xxi) of the Order is not applicable.

**For M S K A & Associates
Chartered Accountants**

ICAI Firm Registration No. 105047W

Sd/-

Vinod Gupta

Partner

Membership No. 503690

UDIN: 22503690AOEPVH5725

Place: Gurugram

Date: August 3, 2022

ANNEXURE C TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF CARRIER AIRCONDITIONING & REFRIGERATION LIMITED

Referred to in paragraph 2 (f) 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, 2022

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

Opinion

We have audited the internal financial controls with reference to financial statements of Carrier Airconditioning & Refrigeration Limited ("the Company") as of March 31, 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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, 2022, 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 issued by the Institute of Chartered Accountants of India (ICAI) (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

The Company's Management is 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. 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

Sd/-
Vinod Gupta
Partner

Membership No. 503690
UDIN: 22503690AOEPVH5725

Place: Gurugram
Date: August 3, 2022

Carrier Airconditioning & Refrigeration Limited

BALANCE SHEET AS AT MARCH 31, 2022

(All amounts in ₹ Lacs, unless otherwise stated)

	Note	As at March 31, 2022	As at March 31, 2021
I. ASSETS			
Non-current assets			
Property, plant and equipment	3	6,766	7,264
Right-of-use assets	4.1	1,970	1,165
Capital work-in-progress	4.2	66	398
Intangible under development	4.2	83	-
Other intangible assets	4	179	297
Financial assets			
Investments	5.1	1	1
Loans	5.2	273	185
Others	5.3	283	321
Income tax assets (net)	6	1,630	1,648
Deferred tax assets (net)	7	3,754	3,639
Other non-current assets	8	2,191	2,117
Total non-current assets		17,196	17,035
Current assets			
Inventories	9	33,681	25,130
Financial assets			
Trade receivables	10.1	25,728	27,414
Cash and cash equivalents	10.2	6,488	1,347
Loans	10.3	161	277
Others	10.4	2,895	2,423
Other current assets	11	5,103	4,125
Total current assets		74,056	60,716
TOTAL ASSETS		91,252	77,751
II. EQUITY AND LIABILITIES			
Equity			
Equity share capital	12	10,638	10,638
Other equity	13	16,590	13,071
Total equity		27,228	23,709
Liabilities			
Non-current liabilities			
Financial liabilities			
Lease liabilities	31	1,354	537
Provisions	14	5,891	5,627
Other non-current liabilities	15	222	203
Total non-current liabilities		7,467	6,367

Carrier Airconditioning & Refrigeration Limited

BALANCE SHEET AS AT MARCH 31, 2022

(All amounts in ₹ Lacs, unless otherwise stated)

Current liabilities			
Financial liabilities			
Lease liabilities	31	614	709
Trade payables	16.1		
a) total outstanding dues of micro and small enterprises; and		1,269	908
b) total outstanding of creditors other than micro and small enterprises		41,880	36,344
Other current financial liabilities	16.2	1,372	1,421
Other current liabilities	17	9,651	7,253
Provisions	18	1,771	1,040
Total current liabilities		56,557	47,675
Total liabilities		64,024	54,042
TOTAL EQUITY AND LIABILITIES		91,252	77,751

Significant 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**

Sd/-

Chirag Baijal
Managing Director
DIN No. 08465289

Sd/-

Pritesh Agrawal
Whole Time Director &
Chief Financial Officer
DIN No. 08757017

Place: Gurugram
Date: August 3, 2022

Place: Gurugram
Date: August 3, 2022

Sd/-

Vinod Gupta

Partner

Membership No: 503690

Place: Gurugram

Date: August 3, 2022

Sd/-

Suraj Arora

Company Secretary
Membership No: F10752

Place: Gurugram
Date: August 3, 2022

Carrier Airconditioning & Refrigeration Limited

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2022

(All amounts in ₹ Lacs, unless otherwise stated)

	Note	Year ended March 31, 2022	Year ended March 31, 2021
Income			
Revenue from operations	19	1,61,207	1,21,813
Other income	20	2,012	2,278
Total income		1,63,219	1,24,091
Expenses			
Cost of materials consumed		26,135	16,052
Purchase of traded goods (including spares)		82,624	50,596
Changes in inventories of finished goods, stock-in-trade and work-in-progress	21	(6,642)	4,978
Employee benefits expense	22	16,562	15,188
Finance costs	23	272	1,054
Depreciation and amortization expense	24	2,347	1,985
Other expenses	25	36,222	30,898
Total expenses		1,57,520	1,20,751
Profit before tax		5,699	3,340
Tax expense/(credit)			
Current tax	7	1,614	1,095
Deferred tax	7	(39)	(164)
Tax related to earlier years (refer note 35)		(87)	741
Profit for the year (A)		4,211	1,668
Other comprehensive income/(loss)			
(i) Items that will not be reclassified to profit or (loss)	34	(302)	193
(ii) Income tax related to items that will not be reclassified to profit or (loss)	7	76	(49)
Other comprehensive income for the year (B)		(226)	144
Total comprehensive income for the year (A+B)		3,985	1,812
Earning per share (in Rs.)			
Nominal value of share Rs. 10 [previous year Rs. 10]			
Basic	26	3.96	1.57
Diluted	26	3.96	1.57

Significant 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

Sd/-
Vinod Gupta
Partner
Membership No: 503690

Place: Gurugram
Date: August 3, 2022

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

Sd/-
Chirag Bajjal
Managing Director
DIN No. 08465289
Place: Gurugram
Date: August 3, 2022

Sd/-
Pritesh Agrawal
Whole Time Director &
Chief Financial Officer
DIN No. 08757017
Place: Gurugram
Date: August 3, 2022

Sd/-
Suraj Arora
Company Secretary
Membership No: F10752
Place: Gurugram
Date: August 3, 2022

Carrier Airconditioning & Refrigeration Limited
STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31 MARCH 2022
(All amounts in ₹ Lacs, unless otherwise stated)

	Year ended March 31,2022	Year ended March 31,2021
Cash flows from operating activities :		
Profit before tax	5,699	3,340
Adjustments for :		
Depreciation and amortization expense	2,347	1,985
Share based payments	66	84
Loss/ (Profit) on sale of Property, plant and equipment's (net)	(26)	(572)
Interest on lease liabilities	129	112
Interest income on fixed deposits	(34)	-
Gain on termination of Right of use assets	19	-
Provision for inventory obsolescence	364	633
Allowance for doubtful debts and advances	39	119
Bad debts & advances written off	5	4
MTM gain on forward contracts	(4)	62
Unrealised (gain)/ loss on foreign exchange fluctuations	59	8
Liabilities no longer required written back	(1,037)	(1,103)
Operating profit before change in assets and liabilities	7,626	4,672
Adjustments for :		
Decrease/(increase) in other current and non current assets	(1,233)	339
Decrease/(increase) in current and non current loans	(53)	(29)
Decrease/(increase) in inventories	(8,915)	4,525
Decrease/(increase) in current and non current financial assets -other	(471)	(821)
(Increase)/decrease in current financial assets- trade receivables	1,906	591
Increase/(decrease) in current financial liabilities - trade payables	6,812	5,969
Increase/(decrease) in current and non current financial liabilities - others	31	(5)
(Decrease) in other current and non current liabilities	2,417	(389)
Increase/ (decrease) in current and non-current provisions	995	(20)
Cash generated from operating activities	9,115	14,832
Income tax paid, net of refund and interest thereon	(1,508)	(1,316)
Net cash generated from operating activities (A)	7,607	13,516
Cash flow from investing activities :		
Acquisition of property, plant and equipment	(964)	(1,386)
Proceeds from sale of property, plant and equipment / intangible assets	30	578
Interest received on deposits	32	2
Investment in fixed deposits	-	11
Net cash flow from/ (used in) investing activities (B)	(902)	(795)
Cash flow from financing activities :		
Proceeds/(Repayment) from short-term borrowings	-	(15,337)
Payment of lease liabilities	(988)	(923)
Dividend Paid	(570)	(2)
Net cash used in financing activities (C)	(1,558)	(16,262)
Net (decrease) / increase in cash and cash equivalents during the year (A+B+C)	5,147	(3,541)

CARRIER AIRCONDITIONING & REFRIGERATION LIMITED
STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2022

(All amounts in ₹ Lacs, unless otherwise stated)

	Year ended March 31, 2022	Year ended March 31, 2021
Cash and cash equivalents at the beginning of the year	1,347	4,879
Add: Re-instatement gain/(loss) on balance in EEFC account	(6)	9
Cash and Cash Equivalents at close of the year	6,488	1,347
Cash and cash equivalents consists of the following	As at 31 March 2022	As at 31 March 2021
Bank balance		
- in current account	2,536	1,347
- in deposit account	3,952	-
	6,488	1,347
Movement in financial liabilities	Borrowings	Lease liabilities
As at 31 March 2020	15,337	1,716
Loan taken during the year	11,500	-
Repayment during the year	(26,837)	-
Other non cash transactions		
Lease acquisition during the year	-	369
Lease terminated during the year		(28)
Interest expense during the year	-	112
Payment during the year	-	(923)
As at 31 March 2021	-	1,246
Loan taken during the year	11,200	-
Repayment during the year	(11,200)	-
Other non cash transactions		
Lease acquisition during the year	-	1,798
Lease terminated during the year	-	(217)
Interest expense during the year	-	129
Payment during the year	-	(988)
As at 31 March 2022	-	1,968

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.

Significant 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**

Sd/-
Vinod Gupta
Partner
Membership No: 503690

Place: Gurugram
Date: August 3, 2022

Sd/-
Chirag Baijal
Managing Director
DIN No. 08465289
Place: Gurugram
Date: August 3, 2022

Sd/-
Pritesh Agrawal
Whole Time Director &
Chief Financial Officer
DIN No. 08757017
Place: Gurugram
Date: August 3, 2022

Sd/-
Suraj Arora
Company Secretary
Membership No: F10752
Place: Gurugram
Date: August 3, 2022

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

1 Corporate Information

Carrier Airconditioning & Refrigeration Limited, ("Carrier" or "the Company") is a public limited Company 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 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 of preparation 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 03, 2022.

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

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.

The Company believes that the estimates used in preparation of financial statements are reasonable and management has made assumptions about the possible effects of novel coronavirus (COVID-19) pandemic on significant accounting judgement and estimates. Although these estimates and assumptions are based upon management's best knowledge of current events and actions, as of the date of approval of financial statements, actual results could differ from these estimates. Any changes in estimates are adjusted prospectively in the Company's financial statements. There are no assumptions and estimation uncertainties including expected future useful lives of assets and intangibles, that are at a significant risk of being adversely impacted resulting in a material adjustment in the future periods.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

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

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

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

- 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) Significant 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

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

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 Rs. 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.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

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.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

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

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

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

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

‘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.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

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

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

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 of 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.

Transition

Effective 1 April 2019, the Company adopted Ind AS 116 "Leases" and applied the standard to all lease contracts existing on 1 April 2019 using the modified retrospective approach.

Consequently, the Company recorded the lease liability at the present value of the remaining lease payments discounted at the incremental borrowing rate and the right of use asset at an amount equal to the lease liability. The Company has used discounted rate as the Company's incremental borrowing rate at the date of initial application. Comparatives as at and for the year ended 31 March 2019 have not been retrospectively adjusted and therefore will continue to be reported under the accounting policies included as part of our Annual Report for year ended 31 March 2019. There is no impact on retained earnings as on 1 April 2019.

The effect of this adoption is insignificant on the profit before tax, profit after tax and earnings per share. Ind AS 116 will result in an increase in cash inflows from operating activities and an increase in cash outflows from financing activities on account of lease payments.

The following is the summary of practical expedients elected on initial application:

1. Applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date.
2. Applied the exemption not to recognize right-of-use assets and liabilities for leases with less than 12 months of lease term on the date of initial application.
3. Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application.
4. Applied the practical expedient to grandfather the assessment of which transactions are leases. Accordingly, Ind AS 116 is applied only to contracts that were previously identified as leases under Ind AS 17.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

The incremental borrowing rate has been applied to lease liabilities.

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

Effective 1 April 2018, the Company has adopted Ind AS 115 “Revenue from Contracts with Customers” using cumulative effect approach, as per the transitional provision option available to the Company. The Company also reassessed the revenue recognition method in respect of measuring percentage of completion for applicable products/services.

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

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

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

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

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

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

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 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

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

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) Non-current assets or disposal group held for sale

Non-current assets or disposal comprising assets and liabilities are classified as held for sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use.

Such assets or disposal groups are generally measured at the lower of their carrying amount and fair value less cost to sell. Losses on initial classification as held for sale and subsequent gains and losses on re-measurement are recognised in Statement of Profit and Loss. Once classified as held-for-sale, intangible assets, property, plant and equipment and investment properties are no longer amortised or depreciated.

CARRIER AIRCONDITIONING & REFRIGERATION LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2022

(All amounts in ₹ Lacs, unless otherwise stated)

a. Equity share capital

As at March 31, 2020

Changes in equity share capital during the year
As at March 31, 2021

Changes in equity share capital during the year
As at March 31, 2022

	Number	Amount
10,63,76,745	10,638	
-	-	
10,63,76,745	10,638	
-	-	
10,63,76,745	10,638	

b. Other equity

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		
		1	657	895	9,206	416	-		11,175
	Balance as at March 31, 2020	-	-	-	1,668	-	144		1,812
	Profit for the year	-	-	-	144	(11)	(144)		(11)
	Transfer to retained earnings	-	-	-	-	-	-		-
	Dividend paid during the year (Refer Note 27)	-	-	-	11	84	-		95
	Share based payments (Refer Note 42)	1	657	895	11,029	489	-		13,071
	Balance as at March 31, 2021	-	-	-	4,211	-	(226)		3,985
	Profit for the year	-	-	-	(226)	(117)	226		(117)
	Transfer to retained earnings	-	-	-	(532)	-	-		(532)
	Dividend paid during the year (Refer Note 27)	-	-	-	117	66	-		183
	Share based payments (Refer Note 42)	1	657	895	14,599	438	-		16,590
	Balance as at March 31, 2022								

Significant 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**

Sd/-

Chirag Bajjal

Managing Director

DIN No. 08465289

Place: Gurugram

Date: August 3, 2022

Sd/-

Pritesh Agrawal

Whole Time Director &

Chief Financial Officer

DIN No. 08757017

Place: Gurugram

Date: August 3, 2022

Sd/-

Vinod Gupta

Partner

Membership No: 503690

Place: Gurugram

Date: August 3, 2022

Sd/-

Suraj Arora

Company Secretary

Membership No: F10752

Place: Gurugram

Date: August 3, 2022

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

(All amounts in ₹ Lacs, unless otherwise stated)

3. Property, plant and equipment										
Particulars	Gross block			Depreciation			Net block			
	As at April 01, 2021	Additions during the year	Deletions/ adjustments during the year	As at March 31, 2022	As at April 01, 2021	For the year	on deletions/ adjustments	As at March 31, 2022	As at March 31, 2022	As at March 31, 2022
Freehold land*	446	-	-	446	-	-	-	-	-	446
Buildings	1,264	29	-	1,293	275	55	-	330	-	963
Leasehold improvements	548	-	30	518	360	179	30	509	-	9
Plant and Equipment	7,582	450	-	8,032	2,644	675	-	3,319	-	4,713
Furniture and fixtures	613	66	53	626	349	160	50	459	-	167
Computers and office equipment	887	310	9	1,188	449	279	8	720	-	468
Vehicles	5	-	-	5	4	1	-	5	-	-
Total	11,345	855	92	12,108	4,081	1,349	88	5,342	-	6,766

* During the previous year, the National Highway Authority of India and Haryana Urban Development Authority took over the possession of some part of Company' Land admeasuring 4,933 square meter for construction of road and clover leaf. Pursuant to acquisition, the Company was awarded total compensation of Rs. 560 lacs, out of which Rs. 388 lacs was received in the previous year, Rs. 60 lacs has been received during current year and balance Rs. 112 lacs is received subsequent to the year end.

Particulars	Gross block			Depreciation			Net block			
	As at April 01, 2020	Additions during the year	Deletions/ adjustments during the year	As at March 31, 2021	As at April 01, 2020	For the year	on deletions/ adjustments	As at March 31, 2021	As at March 31, 2021	As at March 31, 2021
Freehold land*	450	-	4	446	-	-	-	-	-	446
Buildings	1,224	40	-	1,264	215	60	-	275	-	989
Leasehold improvements	575	-	27	548	323	64	27	360	-	188
Plant and Equipment	6,874	715	7	7,582	1,945	705	6	2,644	-	4,938
Furniture and fixtures	591	53	31	613	293	87	31	349	-	264
Computers and office equipment	522	376	11	887	291	168	10	449	-	438
Vehicles	4	1	-	5	2	2	-	4	-	1
Total	10,240	1,185	80	11,345	3,069	1,086	74	4,081	-	7,264

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

(All amounts in ₹ Lacs, unless otherwise stated)

4. Intangible assets							
Particulars	Gross block			Amortization			Net block
	As at April 01, 2021	Additions during the year	Deletions/ adjustments during the year	As at March 31, 2022	As at April 01, 2021	For the year on deletions/ adjustments	As at March 31, 2022
Computer software	556	-	-	556	259	118	179
Technical know-how	38	-	-	38	38	-	-
Total	594	-	-	594	297	118	179

Particulars	Gross block			Amortization			Net block
	As at April 01, 2020	Additions during the year	Deletions/ adjustments during the year	As at March 31, 2021	As at April 01, 2020	For the year on deletions/ adjustments	As at March 31, 2021
Computer software	490	66	-	556	176	83	297
Technical know-how	38	-	-	38	38	-	-
Total	528	66	-	594	214	83	297

4.1 Right-of-use assets							
Particulars	Gross block			Amortization			Net block
	As at April 01, 2021	Additions during the year*	Deletions/ adjustments during the year*	As at March 31, 2022	As at April 01, 2021	For the year on deletions/ adjustments	As at March 31, 2022
Right-of-use assets	2,772	1,883	1,700	2,955	1,607	880	1,970
Total	2,772	1,883	1,700	2,955	1,607	880	1,970

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

Particulars	Gross block			Amortization			Net block
	As at April 01, 2020	Additions during the year	Deletions/ adjustments during the year	As at March 31, 2021	As at April 01, 2020	For the year on deletions/ adjustments	As at March 31, 2021
Right-of-use assets	2,456	368	52	2,772	816	816	1,165
Total	2,456	368	52	2,772	816	816	1,165

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022*(All amounts in ₹ Lacs, unless otherwise stated)***4.2. Capital work in progress/Intangible under development****As at March 31, 2022**

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress (refer note 1)	66	-	-	-	66
Projects temporarily suspended	-	-	-	-	-
Intangible under development (refer note 2)	83	-	-	-	83

As at March 31, 2021

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress (refer note 1)	262	136	-	-	398
Projects temporarily suspended	-	-	-	-	-
Intangible under development (refer note 2)	-	-	-	-	-

Notes

1. Capital work-in-progress includes upgradation of plant & machinery owned by the company located at Gurugram, Haryana.
2. Intangible under development includes software development to store research & development related design and documentations.
3. 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.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022*(All amounts in ₹ Lacs, unless otherwise stated)***5.1 Non-current financial assets - Investments**

	As at March 31, 2022	As at March 31, 2021
A. Investment in equity shares (at FVTPL)		
Unquoted		
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, 2022	As at March 31, 2021
<i>Unsecured, considered good</i>		
Security deposits	273	185
<i>Unsecured, considered doubtful</i>		
Security deposits	74	59
Impairment allowance for doubtful advances	(74)	(59)
Total	273	185

5.3 Non-current financial assets - others

	As at March 31, 2022	As at March 31, 2021
<i>Unsecured, considered good</i>		
Unpaid dividend account	283	321
Total	283	321

6. Income tax assets (net)

	As at March 31, 2022	As at March 31, 2021
Advance tax and tax deducted at source	1,630	1,648
Total	1,630	1,648
Net of provision for tax Rs 18,000 lacs (as at March 31, 2021 Rs 16,609 lacs).		

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

(All amounts in ₹ Lacs, unless otherwise stated)

7. Income tax

The major components of tax expense/deferred tax assets recognised as at and for the year ended March 31, 2022 are indicated below:

a) Amounts recognised in profit or loss

	As at March 31, 2022	As at March 31, 2021
Current tax on profit for the year		
-for the year	1,614	1,095
Total current tax	1,614	1,095
Deferred income tax liability / (asset), net		
Origination and reversal of temporary differences	(39)	(164)
Total deferred tax	(39)	(164)
Tax charge/(credit) for the year	1,575	931

b) Amounts recognised in other comprehensive income

	As at March 31, 2022	As at March 31, 2021
Current tax on defined benefit obligations	-	-
Deferred tax on defined benefit obligations	(76)	49
Tax charge/(credit) for the year	(76)	49

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:

	As at March 31, 2022	As at March 31, 2021
Accounting profit before tax	5,699	3,340
Applicable tax rate	25.17%	25.17%
Tax on profit at statutory tax rate	1,435	841
Permanent differences	62	67
Others	78	23
Tax charge/(credit) for the year	1,574	931

d) Deferred tax assets/liabilities

	As at April 01, 2021	(Charged)/ credited to PL	Credited to OCI	As at March 31, 2022
Property, plant and equipment	(203)	71	-	(132)
Provision for doubtful debts and advances	1,321	(113)	-	1,208
Provision for inventory obsolescence	759	92	-	851
Provision for gratuity and compensated absences	255	(13)	76	318
Provision for litigation/disputes	1,232	30	-	1,262
Others	275	(28)	-	247
Total	3,639	39	76	3,754
	As at April 01, 2020	(Charged)/ credited to PL	Charged to OCI	As at March 31, 2021
Property, plant and equipment	(235)	32	-	(203)
Provision for doubtful debts and advances	1,454	(133)	-	1,321
Provision for inventory obsolescence	596	163	-	759
Provision for gratuity and compensated absences	386	(82)	(49)	255
Provision for litigation/disputes	1,087	145	-	1,232
Others	236	39	-	275
Total	3,524	164	(49)	3,639

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022*(All amounts in ₹ Lacs, unless otherwise stated)***8. Other non-current assets**

	As at March 31, 2022	As at March 31, 2021
<i>Unsecured, considered good</i>		
Capital advances	416	79
Amount paid under protest	1,357	1,433
Amount deposited with gratuity fund (refer note 34)	418	605
<i>Unsecured, considered doubtful</i>		
Balances with Government authorities	272	272
Capital advances	-	18
Provision for doubtful advances	(272)	(290)
Total	2,191	2,117

9. Inventories

	As at March 31, 2022	As at March 31, 2021
Raw Materials and Components	6,301	4,982
- Stock-in-transit	1,917	961
Work-in-progress	128	188
Finished goods	3,994	3,934
Traded goods	21,957	14,355
Stock in transit (traded goods)	2,765	3,725
Provision for inventory obsolescence	(3,381)	(3,015)
Total	33,681	25,130

10.1 Current financial assets - Trade receivables*

	As at March 31, 2022	As at March 31, 2021
Trade receivable considered good- Unsecured	25,728	27,414
Trade receivable credit impaired	3,291	3,815
Total	29,019	31,229
Expected credit loss allowance	(3,291)	(3,815)
Total	25,728	27,414

*refer note 40 for related parties balances

(All amounts in ₹ Lacs, unless otherwise stated)

Trade receivable aging schedule

As at March 31, 2022	Current						
Particulars	Not Due	Less than 6 months	Outstanding for following periods from due date of Payment				Total
			6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	17,290	7,906	532	-	-	-	25,728
(ii) Undisputed Trade Receivables –which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	100	92	86	426	507	976	2,187
(iv) Disputed Trade Receivables considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	23	193	73	17	201	599	1,105
Less: Allowance for bad and doubtful debts (Disputed + Undisputed)	(123)	(285)	(159)	(443)	(708)	(1,575)	(3,292)
Total	17,290	7,906	532	-	-	-	25,728

As at March 31, 2021	Current						
	Not Due	Less than 6 months	Outstanding for following periods from due date of Payment				Total
			6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	15,390	11,124	900	-	-	-	27,414
(ii) Undisputed Trade Receivables –which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	69	188	180	1,044	457	857	2,795
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	183	231	606	1,020
Less: Allowance for bad and doubtful debts (Disputed + Undisputed)	(69)	(188)	(180)	(1,227)	(688)	(1,463)	(3,815)
Total	15,390	11,124	900	-	-	-	27,414

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022*(All amounts in ₹ Lacs, unless otherwise stated)***10.2 Current financial assets - Cash and cash equivalents**

	As at March 31, 2022	As at March 31, 2021
Balances with banks:		
- on current accounts	2,536	1,347
- on deposit accounts (with original maturity of 3 months or less)	3,952	-
Total	6,488	1,347

10.3 Current financial assets - Loans

	As at March 31, 2022	As at March 31, 2021
(At amortised cost)		
Unsecured, considered good		
Security deposits	161	277
<i>Unsecured, considered doubtful</i>		
Security deposits	99	118
Impairment allowance for doubtful security deposits	(99)	(118)
Total	161	277

10.4 Current financial assets - Others

	As at March 31, 2022	As at March 31, 2021
<i>Unsecured, considered good</i>		
Unbilled revenue	2,385	2,004
Interest accrued on deposits	2	-
<i>Others</i>	508	419
Unsecured, considered doubtful		
Others*	178	321
Impairment allowance	(178)	(321)
Total	2,895	2,423

*refer note 40 for related parties balances

11. Other current assets

	As at March 31, 2022	As at March 31, 2021
<i>Unsecured, considered good</i>		
Contract assets #	974	826
Prepaid expenses	653	454
Contract prepayments	712	714
Advance to suppliers	1,153	346
Advance to employees	-	1
Balances with Government authorities	1,611	1,784
<i>Unsecured, considered doubtful</i>		
Contract assets #	267	189
Advance to suppliers	93	107
Balances with Government authorities	525	391
Impairment allowance for doubtful advances	(885)	(687)
Total	5,103	4,125

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.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022*(All amounts in ₹ Lacs, unless otherwise stated)***12. Share capital**

	As at March 31, 2022	As at March 31, 2021
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, 2022		Year ended March 31, 2021	
	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 and details of shareholders holding more than 5% shares of the Company

	Numbers	As at March 31, 2022	Holding %
		Amount	
Holding company			
Carrier Corporation, Delaware	10,26,18,689	10,262	96.5%

	Numbers	As at March 31, 2021	Holding %
		Amount	
Holding company			
Carrier Corporation, Delaware	10,26,18,689	10,262	96.5%

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.

13. Other equity

	As at March 31, 2022	As at March 31, 2021
Capital reserve	1	1
Reserves on business combination	657	657
General reserve	895	895
Retained earnings	14,599	11,029
Share options outstanding account	438	489
	16,590	13,071

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022*(All amounts in ₹ Lacs, unless otherwise stated)***Nature and purpose of other reserves/ other equity****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.

Capital reserve

	As at March 31, 2022	As at March 31, 2021
Balance at the beginning of the year	1	1
Add : Additions made during the year	-	-
Balance at the end of the year	1	1
Reserves on business combination		
Balance at the beginning of the year	657	657
Add : Additions made during the year	-	-
Balance at the end of the year	657	657
General reserve		
Balance at the beginning of the year	895	895
Add : Additions made during the year	-	-
Balance at the end of the year	895	895
Retained earnings		
Balance at the beginning of the year	11,029	9,206
Add : Additions made during the year	4,211	1,668
Less: Transfers from other comprehensive income	226	(144)
Less: Dividends paid (Refer to note 27)	532	-
Add: Share options outstanding account	117	11
Balance at the end of the year	14,599	11,029
Other comprehensive income		
Balance at the beginning of the year	-	-
Add : Additions made during the year	(226)	144
Transferred to retained earnings	226	(144)
Balance at the end of the year	-	-

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022*(All amounts in ₹ Lacs, unless otherwise stated)*

Particulars	As at March 31, 2022	As at March 31, 2021
Share options outstanding account		
Balance at the beginning of the year	489	416
Add : Additions made during the year	66	84
Less : Transferred to retained earnings	(117)	(11)
Balance at the end of the year	438	489

14. Non-current provisions

Particulars	As at March 31, 2022	As at March 31, 2021
Provision for employee benefits		
Leave encashment	875	731
Other provisions		
Litigations/disputes (Refer note 28)	5,016	4,896
Total	5,891	5,627

Movement in Litigations/disputes

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Balance as at beginning of the year	4,896	4,572
Additions	242	324
Disposals/adjustments	122	-
Balance as at end of the year	5,016	4,896
Current maturity thereof	-	-
Balance of non-current provisions	5,016	4,896

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, 2022	As at March 31, 2021
Deferred revenue	222	203
Total	222	203

16.1 Trade payables*#

	As at March 31, 2022	As at March 31, 2021
Micro and small enterprises	1,269	908
Other than micro and small enterprises	41,880	36,344
Total	43,149	37,252

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

#Refer note 40 for related parties balances

(All amounts in ₹ Lacs, unless otherwise stated)

Trade payable aging schedule

Particulars	Unbilled Dues	Not Due	Current				
			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	-	1,265	4	-	-	-	1,269
(ii) Disputed dues – MSME	-	-	-	-	-	-	-
(iii) Others	16,507	13,667	10,763	413	165	365	41,880
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total	16,507	14,932	10,767	413	165	365	43,149

Particulars	Unbilled Dues	Not Due	Current				
			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	-	878	29	1	-	-	908
(ii) Disputed dues – MSME	-	-	-	-	-	-	-
(iii) Others	12,169	13,221	8,702	1,690	201	361	36,344
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total	12,169	14,099	8,731	1,691	201	361	37,252

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022*(All amounts in ₹ Lacs, unless otherwise stated)***16.2 Other current financial liabilities**

	As at March 31, 2022	As at March 31, 2021
Security deposits	440	449
Unclaimed/unpaid dividend	283	321
Employee benefits payable	502	456
Payable for purchase of property, plant and equipment	15	53
Royalty payable	107	113
Derivatives not designated as hedges	25	29
Total	1,372	1,421

17. Other current liabilities

	As at March 31, 2022	As at March 31, 2021
Advances from customers	6,002	3,493
Deferred revenue	2,848	2,809
Statutory dues	801	951
Total	9,651	7,253

18. Current provisions

	As at March 31, 2022	As at March 31, 2021
Provision for employee benefits		
Leave encashment	387	281
Other provisions		
Warranty	1,384	759
Total	1,771	1,040

Movement in Warranty provisions

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Balance as at beginning of the year	759	778
Additions	1,297	595
Disposals/adjustments	672	614
Balance as at end of the year	1,384	759
Current maturity thereof	1,384	759
Balance of non-current provisions	-	-

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.

19. Revenue from operations

	Year ended March 31, 2022	Year ended March 31, 2021
Sale of finished goods	36,174	24,044
Sale of traded goods	92,945	67,759
Sale of services #	31,436	29,525
	1,60,555	1,21,328
Other operating income		
Commission income	341	374
Scrap sales	311	111
Total	1,61,207	1,21,813

including contract revenue of Rs 3,408 lacs (Previous year Rs.2,923 lacs)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022*(All amounts in ₹ Lacs, unless otherwise stated)***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 no. 19 to the financial statements. Further, the revenue is disclosed in the said note is net of Rs. 906 lacs (Previous year Rs.596 lacs) representing incentives given to various customers and Rs. 48 lacs (Previous year Rs.125 lacs) representing revenue on extended warranty.
- b) Aggregate amount of the transaction price allocated to the performance obligation that are unsatisfied amounts to Rs. 222 lacs (Previous year Rs. 203 lacs). The amount does not include the value of performance obligations outstanding as at 31 March 2022 that have an original expected duration of one year or less, as allowed by Ind AS 115.

20. Other income

	Year ended March 31, 2022	Year ended March 31, 2021
Interest income from financial assets measured at amortised cost		
- On fixed deposits	34	-
Liabilities and provisions no longer required, written back	1,037	1,103
Profit on sale of property, plant and equipment (net)*	26	572
Rental income from property leased (refer note 31)	18	18
Gain on derivatives (forward contracts)	4	-
Miscellaneous income	893	585
Total	2,012	2,278

*Include Rs.Nil (Previous year Rs.556 lacs) related to profit on compulsorily land acquisition (refer note 3 above)

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

	Year ended March 31, 2022	Year ended March 31, 2021
Opening stock		
Work-in-progress	188	194
Finished goods	3,934	4,552
Traded goods	18,081	22,435
	22,203	27,181
Closing stock		
Work-in-progress	128	188
Finished goods	3,994	3,934
Traded goods	24,723	18,081
	28,845	22,203
Net (increase)/decrease	(6,642)	4,978

22. Employee benefits expense

	Year ended March 31, 2022	Year ended March 31, 2021
Salaries, wages and bonus	14,914	13,611
Contribution to provident and other funds (Refer note 34)	745	723
Gratuity and Leave encashment	434	407
Share based payments (Refer note 42)	66	84
Staff welfare	403	363
Total	16,562	15,188

23. Finance costs

	Year ended March 31, 2022	Year ended March 31, 2021
Interest on borrowings	114	890
Interest on lease liabilities (refer note 31)	129	112
Interest-others	29	52
Total	272	1,054

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022*(All amounts in ₹ Lacs, unless otherwise stated)***24. Depreciation and amortization expense**

	Year ended March 31, 2022	Year ended March 31, 2021
Depreciation on property, plant and equipment	1,349	1,086
Depreciation of right-of-use assets (refer note 31)	880	816
Amortisation of intangible assets	118	83
Total	2,347	1,985

25. Other expenses

	Year ended March 31, 2022	Year ended March 31, 2021
Power, fuel and water	451	367
Cost of services	18,928	18,439
Communication expenses	953	664
Rent, including lease rentals (Refer note 31)	491	528
Repairs and maintenance:		
Building	159	40
Machinery	124	95
Others	111	126
Insurance	509	329
Rates and taxes	370	649
Dealer/ Service commission	1,213	661
Travelling and conveyance	452	356
Advertisement and sales promotion	532	354
Sales and distribution expenses	4,676	3,783
Warranty	1,297	595
Bad debts & advances written off	378	505
Less- Existing provision utilized	373	501
Allowance for doubtful debts and advances	39	119
Payment to auditors (excluding Goods and services tax)		
As Auditors:		
Audit fees	27	27
Tax audit fees	1	1
In other capacity	1	1
Out-of-pocket expenses	1	1
Expenditure towards Corporate Social Responsibility (Refer note 36)	151	217
Training	59	52
Legal and professional	1,629	1,413
Group global support services (refer note 37)	1,952	-
Royalty	286	194
Provision for inventory obsolescence	364	633
Research and development	507	343
Foreign exchange fluctuation loss (net)	354	16
MTM loss on forward contracts	-	62
Miscellaneous	580	829
Total	36,222	30,898

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

(All amounts in ₹ Lacs, unless otherwise stated)

26. Earnings per share (EPS)

	Year ended March 31, 2022	Year ended March 31, 2021
Basic and diluted earnings per share		
Profit for the year (Rs in lacs)	4,211	1,668
Weighted average number of shares (in numbers)	10,63,76,745	10,63,76,745
Nominal value per share (in Rs)	10	10
Earnings per share (Basic and diluted) (in Rs)	3.96	1.57

27. Dividend Proposed

The Board of Directors of the Company at their meeting held on August 3, 2022 considered and recommended a final dividend aggregating Rs.1064 lacs @ Rs. 1 per share for the financial year 2021-22 for approval by the shareholders of the company in their ensuing general meeting. (Previous year dividend paid aggregating Rs.532 lacs @ Rs 0.5 per share for the financial year 2020-21).

28. CONTINGENT LIABILITIES AND COMMITMENTS

Particulars	As at March 31, 2022	As at March 31, 2021
(a) Demands from regulatory authorities, (excluding applicable penalties)		
Income tax authorities	263	409
Sales tax authorities	5,119	4,930
Excise, Customs Department and Service Tax#	19,946	19,946
Employee State Insurance (ESI) Department	126	126
(b) Claims against the Company, not acknowledged as debt	573	558
(c) Estimated value of contracts remaining to be executed on capital account (net of advances)	480	151

includes Rs. 19,918 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.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

(All amounts in ₹ Lacs, unless otherwise stated)

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. 200 lacs (previous year Rs. 214 lacs) as of March 31, 2022 and foreign currency receivables from various parties aggregating to Rs.35 lacs (Previous Year Rs. 89 lacs) which are outstanding for more than respective stipulated time period as per the Foreign Exchange Management Act, 1999 (FEMA Regulations). The Company is in the process of regularising the requisite compliance under FEMA regulation and being a procedural matter does not expect financial exposure in the form of any penalty or fine.

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, 2022	As at March 31, 2021
Right-of-use assets		
Leased premises	1,486	837
Leased vehicle	484	328
	1,970	1,165
Particulars	As at March 31, 2022	As at March 31, 2021
Lease liabilities		
Current	614	709
Non current	1,354	537
	1,968	1,246

Movement of lease liability

Particulars	As at March 31, 2022	As at March 31, 2021
Lease liabilities at the beginning	1,246	1,716
Lease acquisition during the year	1,798	369
Lease terminated during the year	(217)	(28)
Interest expense during the year	129	112
Payment during the year	(988)	(923)
	1,968	1,246

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022*(All amounts in ₹ Lacs, unless otherwise stated)***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, 2022	Year ended March 31, 2021
Depreciation of right-of-use assets		
Leased premises	641	591
Leased vehicle	239	225
	880	816
Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Interest expense (included in finance costs - refer note 23)	129	112
Expense relating to short term/low value leases (included in other expenses - refer note 25)*	491	528
	620	640

* 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, laptops and mobile phones 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. 988 lacs (previous year Rs 923 lacs).

B. Company as a lessor

The Company has leased out portions of its buildings under operating lease arrangements. These leases may be renewed for a further period based on mutual agreement of the parties. During the year, an amount of 18 lacs (previous year 18 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, 2022	As at March 31, 2021
(i) The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year.	1,269	908
(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.	111	514
(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.	18	28
(iv) The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	52
(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.	-	100

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

(All amounts in ₹ Lacs, unless otherwise stated)

33. The Company has established a comprehensive system on maintenance of information and documents required by the transfer pricing legislation under section 92-92F of the Income Tax Act, 1961. Since the law requires existence of such information and documentation to be contemporaneous in nature, the Company is in the process of updating the documentation for transactions entered into with the associated enterprises during the financial year and expects such records to be in existence latest by the due date as required under law. The Management is of the opinion that its transactions are at arm's length so that the aforesaid legislation will not have any impact on the financial statements particularly on the amount of income tax expense and that of provision of taxation.

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, 2022	Year ended March 31, 2021
Superannuation fund	76	85
Employer's contribution to Provident Fund	441	420
Employer's contribution to Employee State Insurance	*	*
Employer's contribution to Employee's Pension Scheme, 1995	228	218
Total	745	723

*Amount is below rounding off norm adopted by the Company

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, 2022	Year ended March 31, 2021
Balance at the beginning of the year	2,565	2,593
Current Service Cost	231	194
Interest Cost	155	159
Actuarial (Gains) / Losses	335	(160)
Benefits paid	(139)	(221)
Total	3,147	2,565
(ii) Fair value of plan assets	Year ended March 31, 2022	Year ended March 31, 2021
Balance at the beginning of the year	3,170	1,994
Expected return on plan assets	201	127
Actuarial Gains/ (Losses)	33	33
Contribution by the Company	300	1,237
Benefits paid	(139)	(221)
Total	3,565	3,170

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

(All amounts in ₹ Lacs, unless otherwise stated)

(iii) Percentage allocation of plan assets	As at March 31, 2022	As at March 31, 2021
Life Insurance Corporation of India (100%)	3,565	3,170
(iv) Liability/(asset) recognised at Balance Sheet date	As at March 31, 2022	As at March 31, 2021
Present Value of Defined Benefit Obligation	3,147	2,565
Less: Fair Value of Plan Assets	(3,565)	(3,170)
Amounts recognised as liability/(asset)	(418)	(605)
(v) Actual return on plan assets	Year ended March 31, 2022	Year ended March 31, 2021
Actual return on Plan Assets	234	160
(vi) Amounts recognised in Profit or loss	Year ended March 31, 2022	Year ended March 31, 2021
Current Service Cost	231	194
Interest Cost (net of expected return on plan asset)	(46)	32
Net expense	185	226
(vii) Amounts recognised in Other Comprehensive Income	Year ended March 31, 2022	Year ended March 31, 2021
Actuarial (gain)/loss from demographic assumptions	(2)	-
Actuarial (gain)/loss from financial assumptions	245	(430)
Actuarial (gain)/loss arising from experience adjustments	92	270
Actuarial return on plan asset less interest on plan assets	(33)	(33)
Total	302	(193)
(viii) Actuarial assumptions	Year ended March 31, 2022	Year ended March 31, 2021
Discount Rate	6.85%	6.50%
Expected Return on Plan Assets	6.34%	6.38%
Salary Growth Rate		
0-1 year	7.70%	4.90%
0-2 year	7.70%	6.00%
after 2 year	7.70%	6.00%
Attrition rate		
Age group 21-30 Years	14.00%	19.00%
Age group 31-40 Years	10.00%	10.00%
Age group 41-50 Years	7.00%	7.00%
Age group 51-59 Years	11.00%	13.00%
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, 2022	Year ended March 31, 2021
Gratuity fund	-	-

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022*(All amounts in ₹ Lacs, unless otherwise stated)*

(x) The expected maturity analysis of gratuity obligation	As at March 31, 2022	As at March 31, 2021
Within the next 12 months	421	355
Between 1 to 2 years	363	327
Between 2 to 3 years	421	306
Between 3 to 4 years	388	335
Between 4 to 5 years	375	308
Over 5 years	3,225	2,409

(x) Weighted average duration of defined benefit obligation (in years)	As at March 31, 2022	As at March 31, 2021
Gratuity	6.14	5.98

(xi) 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, 2022	Year ended March 31, 2021
Discount rate		
Increase by 0.50%	(94.12)	(74.55)
Decrease by 0.50%	99.31	78.53
Expected rate of increase in compensation level of covered employees		
Increase by 0.50%	98.04	78.66
Decrease by 0.50%	(93.82)	(75.36)
Attrition rate		
Increase by 0.50%	(4.66)	(1.31)
Decrease by 0.50%	4.85	1.39

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.

(xii) 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 the Company does not have any liberty to manage the fund provided to LIC.

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 postemployment 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.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

(All amounts in ₹ Lacs, unless otherwise stated)

- 35.** During the previous year (FY 2020-21), the Company opted for Income tax amnesty scheme popularly known as Vivad se Vishvash Scheme (VSV) to settle long pending open income tax litigations. Out of total 8 open appeals, 6 appeals got settled in the previous year while remaining two appeals have been settled in current year.

Accordingly, Rs. 61 lacs (previous year Rs. 832 lacs) has been recorded as additional income tax liability/ tax expense in current year which is included under the head tax related to earlier year in the statement of profit and loss.

36. Expenditure towards corporate social responsibility

During the year, the Company has spent Rs. 151 lacs (2020-21: Rs 217 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, 2022	Year ended March 31, 2021
a) Gross amount required to be spent by the Company	151	217
b) Amount approved by the Board to be spent during the year	151	217
c) Amount spent during the year on:		
(i) Construction/acquisition of any asset	-	-
(ii) On purposes other than (i) above	151	217
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 31st March, 2022.		

- 37.** During the current year, the Company has received Group global support service charges amounting to Rs. 1,952 lacs from its holding company, Carrier Corporation USA towards services provided by the holding company 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 arm's length so that transfer pricing regulations will not have any impact on financial statements particularly on the amount of income tax expense and that of provision for taxation.

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, 2022					
	Carrying Amount			Fair Value		
	FVTPL	FVTOCI	Amortised Cost	Level 1	Level 2	Level 3
Financial assets						
Non-current						
Investments	1	-	-	-	-	1
Loans	-	-	273	-	-	273
Others	-	-	283	-	-	283
Current						
Trade receivables	-	-	25,728	-	-	25,728
Cash and cash equivalents	-	-	6,488	-	-	6,488
Loans	-	-	161	-	-	161
Others	-	-	2,895	-	-	2,895
Total financial assets	1	-	35,828	-	-	35,829

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

(All amounts in ₹ Lacs, unless otherwise stated)

	As at March 31, 2022					
	Carrying Amount			Fair Value		
	FVTPL	FVTOCI	Amortised Cost	Level 1	Level 2	Level 3
Financial liabilities						
Non-current						
Lease liabilities	-	-	1,354	-	-	1,354
Current						
Lease liabilities	-	-	614	-	-	614
Trade payables	-	-	43,149	-	-	43,149
Others	25	-	1,347	-	25	1,347
Total financial liabilities	25	-	46,464	-	25	46,464

	As at March 31, 2021					
	Carrying Amount			Fair Value		
	FVTPL	FVTOCI	Amortised Cost	Level 1	Level 2	Level 3
Financial assets						
Non-current						
Investments	1	-	-	-	-	1
Loans	-	-	185	-	-	185
Others	-	-	321	-	-	321
Current						
Trade receivables	-	-	27,414	-	-	27,414
Cash and cash equivalents	-	-	1,347	-	-	1,347
Loans	-	-	277	-	-	277
Others	-	-	2,423	-	-	2,423
Total financial assets	1	-	31,967	-	-	31,968
Financial liabilities						
Non-current						
Lease liabilities	-	-	537	-	-	537
Current						
Lease liabilities	-	-	709	-	-	709
Trade payables	-	-	37,252	-	-	37,252
Others	29	-	1,392	-	29	1,392
Total financial liabilities	29	-	39,890	-	29	39,890

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: Level 1 hierarchy 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 years ended 31 March 2022.

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.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

(All amounts in ₹ Lacs, unless otherwise stated)

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.

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 2022	For the year ended 31 March 2021
Opening balance	3,815	4,490
Addition/(reversal) during the year	(151)	(174)
Utilised during the year	373	501
Closing balance	3,291	3,815

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.

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.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022*(All amounts in ₹ Lacs, unless otherwise stated)*

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.

		Contractual cash flows		
As at March 31,2022	Carrying amount	Total	Less than 1 year	More than 1 year
Non-derivative financial liabilities				
Lease liabilities (current & non current)	2,296	2,296	745	1,551
Trade payables	43,149	43,149	43,149	-
Other current financial liabilities	1,372	1,372	1,372	-
	46,817	46,817	45,266	1,551
Contractual cash flows				
As at March 31,2021	Carrying amount	Total	Less than 1 year	More than 1 year
Non-derivative financial liabilities				
Lease liabilities (current & non current)	1,368	1,368	731	637
Trade payables	37,252	37,252	37,252	-
Other current financial liabilities	1,421	1,421	1,421	-
	40,041	40,041	39,404	637

(b) Financing arrangements

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

	March 31,2022	March 31,2021
Overdraft facilities and working capital loan from bank.	14,400	51,100
	14,400	51,100

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.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

(All amounts in ₹ Lacs, unless otherwise stated)

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, 2022		As at March 31, 2021	
		FC (in lacs)	Rs.	FC (in lacs)	Rs.
Trade payables	EUR	*	135	2	142
(Gross of forward exchange contracts)	GBP	*	14	-	-
	JPY	345	215	402	272
	USD	42	3,145	43	3,172
	CNY	474	5,622	262	2,940
	LKR	2	1	-	-
	THB	1,047	2,381	149	360
			11,514		6,886
Trade receivables	USD	19	1,393	22	1,636
	JPY	3	2	3	2
	CNY	-	-	5	60
	LKR	0	-	1	1
	EUR	*	6	*	3
	GBP	*	-	*	2
	THB	2	4	-	-
			1,405		1,704

Forward exchange contracts	Currency	As at March 31, 2022		As at March 31, 2021	
		FC (in lacs)	Rs.	FC (in lacs)	Rs.
Trade payables	JPY	-	-	241	163
	CNY	400	4,739	148	1,661
	THB	606	1,379	97	236
			6,118		2,060

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, 2022	As at March 31, 2021
Not later than 1 month	3,458	767
Later than 1 month but not later than 3 month	2,659	1293
Later than 3 month but not later than 3 month	-	-
	6,118	2,060

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

(All amounts in ₹ Lacs, unless otherwise stated)

Sensitivity analysis

A reasonably possible strengthening/weakening of the Indian Rupee against foreign currency at 31 March 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 Rs.	(Profit) or loss, net of tax	
As at March 31, 2022	Strengthening	Weakening
10% movement		
Foreign Currency	(399)	399
	(399)	399

Effect in Rs.	(Profit) or loss, net of tax	
As at March 31, 2021	Strengthening	Weakening
10% movement		
Foreign Currency	(312)	312
	(312)	312

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

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, 2022.

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 2022	As at 31 March 2021
Total liabilities	64,024	54,042
Less: cash and cash equivalents	6,488	1,347
Adjusted net debt	57,536	52,695
Total equity	27,228	23,709
Adjusted net debt to equity ratio	2.1	2.2

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

(All amounts in ₹ 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) **Fellow Subsidiaries / Entities**
 - a) Carrier Asia Limited, Hong Kong
 - b) Carrier ARCD Pte. Ltd, Singapore
 - c) Carrier Air Conditioning & Refrigeration R&D Management (Shanghai) Co., Ltd, China
 - d) United Technologies Electronic Controls, Inc., Delaware
 - e) CARRIER S.C.S., France
 - f) Carrier Singapore (PTE) Limited, Singapore
 - g) Shanghai Yileng Carrier Air Conditioning Equipment Company Limited, China
 - h) Automated Logic Corporation, Georgia
 - i) Carrier International Sdn. Berhad, Malaysia
 - j) Chubb Systems Private Limited, India (Previously know as Carrier Race Technologies Private Limited, India)- till 3rd January, 2022.
 - k) Carrier Technologies India Limited (Previously know as UTC Fire & Security India Limited)
 - l) Eco Energy Insights Limited (Previously know as Chubb Alba Control Systems Limited) -till 3rd January, 2022.
 - m) Carrier Fire & Security Singapore Pte Ltd, Singapore
 - n) Carrier Airconditioning & Refrigeration System LTG
 - o) Carrier A/C Sales & Service (Shanghai) Co Ltd
 - p) Kidde-Fenwal, Inc., Delaware
 - q) Toshiba Carrier AirConditioning Sales (Shanghai) Co., Ltd, China
 - r) Qingdao Haier-Carrier Refrigeration Equipment Company Limited, China
 - s) Carrier Refrigeration Operation Czech Republic s.r.o, Czech Republic
 - u) Carrier Fire & Security B.V., Netherlands
 - v) Carrier (Thailand) Limited, Thailand
 - w) Carrier Middle East Limited, Bermuda
 - x) Carrier Hong Kong Limited, Hong Kong
 - y) Onity India Private Limited, India
 - z) Carrier Transicold Europe, France
 - aa) Shanghai Carrier Transicold Equipment Co., Ltd, China
 - ab) Carrier Transicold Hong Kong Limited, Hong Kong
 - ac) Carrier International Corporation
 - ad) Carrier Kältetechnik Deutschland GmbH, Germany
 - ae) Carrier Aircon Lanka Private Limited, Sri Lanka
 - af) Carrier Montluel, france
 - ag) Carrier Air-Conditioning And Refrigeration System, China"
 - ah) Kidde Products Limited, United Kingdom
- iv) **Key Management Personnel**
 - a) Chirag Baijal (Managing Director)
 - b) Pritesh Agrawal (Chief Financial Officer & Whole Time Director)
 - c) Rahul Jain (Whole Time Director)
 - d) Simran Thapar (Whole Time Director)
 - e) Narendra Singh Sisodia (Independent director)
 - f) Siraj Azmat Chaudhry (Independent director) (w.e.f November 29, 2021)
 - g) Har Amrit Pal Singh Dhillon (Non-Executive Director)
 - h) Pankaj Prakash Sahni (Independent director) (till September 24, 2021)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

40B - Description of Transactions with the Related Parties

SI No	Name of the Party	For the year ended	Sale of Goods and Services #	Purchase of Goods	Commission Income	Expenses		Dividend paid
						Incurred	Re-imbusement	
(All amounts in ₹ Lacs, unless otherwise stated)								
1	Carrier Corporation, Delaware	31 March, 2022	-	23	-	4,610	2,069	513
		31 March, 2021	(-)	(667)	(-)	(1,416)	(1,779)	(-)
2	Carrier Asia Limited, Hong Kong	31 March, 2022	-	3,809	342	37	3	-
		31 March, 2021	(-)	(1,414)	(468)	(103)	(23)	(-)
3	Carrier Technologies India Limited	31 March, 2022	3	416	-	115	518	-
		31 March, 2021	(59)	-254	(-)	(365)	(457)	(-)
4	Chubb System Private Limited, India	31 March, 2022	-	-	-	1	-	-
		31 March, 2021	(-)	(137)	(-)	(22)	(165)	(-)
5	Ecoenergy Insights India Ltd.	31 March, 2022	5	4	-	139	522	-
		31 March, 2021	(44)	(-)	(-)	(266)	(452)	(-)
6	Shanghai Carrier Transcold Equipment Co., Ltd, China	31 March, 2022	-	5,458	-	-	1	-
		31 March, 2021	(-)	(1,596)	(-)	(-)	(1)	(-)
7	Carrier Transcold Hong Kong Limited, Hong Kong	31 March, 2022	-	293	-	-	318	-
		31 March, 2021	(-)	(138)	(-)	(-)	(149)	(-)
8	Carrier Singapore (PTE) Limited, Singapore	31 March, 2022	-	-	-	12	739	-
		31 March, 2021	(-)	(-)	(-)	(-)	(986)	(-)
9	Shanghai Yileng Carrier Air Conditioning Equipment Company Limited, China	31 March, 2022	-	79	-	-	-	-
		31 March, 2021	(-)	(276)	(-)	(-)	(-)	(-)
10	Qingdao Haier-Carrier Refrigeration Equipment Company Limited, China	31 March, 2022	2	1,402	-	-	*	-
		31 March, 2021	(-)	(1,130)	(-)	(-)	(-)	(-)
11	Carrier Airconditioning & Refrigeration System LTG	31 March, 2022	-	1,748	-	-	-	-
		31 March, 2021	(-)	(1,004)	(-)	(-)	(-)	(-)
12	Carrier A/C Sales & Service (Shanghai) Co Ltd	31 March, 2022	10	-	-	-	-	-
		31 March, 2021	(-)	(-)	(-)	(-)	(-)	(-)
13	Carrier Aircon Lanka Private Limited, Sri Lanka	31 March, 2022	22	-	-	14	74	-
		31 March, 2021	(-)	(-)	(-)	(-)	(-)	(-)
14	Carrier International Sdn. Berhad, Malaysia	31 March, 2022	14	47	-	-	1	-
		31 March, 2021	(-)	(-)	(-)	(-)	(-)	(-)
15	Chirag Baijal	31 March, 2022	191	-	-	-	-	-
		31 March, 2021	(151)	(-)	(-)	(-)	(-)	(-)
16	Pritesh Agrawal	31 March, 2022	115	-	-	-	-	-
		31 March, 2021	(81)	(-)	(-)	(-)	(-)	(-)
17	Rahul Jain	31 March, 2022	110	-	-	-	-	-
		31 March, 2021	(91)	(-)	(-)	(-)	(-)	(-)
18	Simran Thapar	31 March, 2022	59	-	-	-	-	-
		31 March, 2021	(-)	(-)	(-)	(-)	(-)	(-)
19	Narendra Singh Sisodia	31 March, 2022	6	-	-	-	-	-
		31 March, 2021	(3)	(-)	(-)	(-)	(-)	(-)
20	Pankaj Prakash Sahani	31 March, 2022	2	-	-	-	-	-
		31 March, 2021	(2)	(-)	(-)	(-)	(-)	(-)
21	Siraj Azmat Chaudhry	31 March, 2022	2	-	-	-	-	-
		31 March, 2021	(-)	(-)	(-)	(-)	(-)	(-)
22	Others - Fellow subsidiaries	31 March, 2022	-	2,757	7	103	607	-
		31 March, 2021	(7)	(1,018)	(9)	(33)	(711)	(-)

including applicable taxes

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

Figures in bracket represent previous year's figures

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022**40B - Balances with related parties at year end**

(All amounts in ₹ Lacs, unless otherwise stated)

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	Guarantees Outstanding	
1	Carrier Corporation, Delaware	31 March, 2022	835	2,456	-	-	-
		31 March, 2021	(563)	(578)	(-)	(-)	(-)
2	Carrier Asia Limited, Hong Kong	31 March, 2022	175	179	-	-	-
		31 March, 2021	(106)	(429)	(-)	(-)	(-)
3	Carrier Technologies India Limited	31 March, 2022	204	40	-	-	-
		31 March, 2021	(251)	(-)	(-)	(-)	(-)
4	Carrier Global Corporation, USA	31 March, 2022	-	-	-	66,842	-
		31 March, 2021	(-)	(-)	(-)	(66,681)	(-)
5	Carrier Refrigeration Management Superannuation Fund Trust	31 March, 2022	-	-	-	-	58
		31 March, 2021	(-)	(-)	(-)	(-)	(61)
6	Chubb System Private Limited, India	31 March, 2022	-	-	-	-	-
		31 March, 2021	(52)	(4)	(-)	(-)	(-)
7	Ecoenergy Insights India Ltd.	31 March, 2022	51	104	-	-	-
		31 March, 2021	(252)	(196)	(-)	(-)	(-)
8	Shanghai Carrier Transicold Equipment Co., Ltd, China	31 March, 2022	-	2,481	-	-	-
		31 March, 2021	(-)	(1015)	(-)	(-)	(-)
9	Carrier Transicold Hong Kong Limited, Hong Kong	31 March, 2022	-	113	-	-	-
		31 March, 2021	(-)	(53)	(-)	(-)	(-)
10	Carrier Singapore (PTE) Limited, Singapore	31 March, 2022	358	-	-	-	-
		31 March, 2021	(416)	(-)	(-)	(-)	(-)
11	Shanghai Yileng Carrier Air Conditioning Equipment Company Limited, China	31 March, 2022	-	26	-	-	-
		31 March, 2021	(-)	(1)	(-)	(-)	(-)
12	Qingdao Haier-Carrier Refrigeration Equipment Company Limited, China	31 March, 2022	-	275	-	-	-
		31 March, 2021	(-)	(362)	(-)	(-)	(-)
13	Carrier Airconditioning & Refrigeration System LTG	31 March, 2022	-	582	-	-	-
		31 March, 2021	(-)	(102)	(-)	(-)	(-)
14	Carrier A/C Sales & Service (Shanghai) Co Ltd	31 March, 2022	10	-	-	-	-
		31 March, 2021	(-)	(-)	(-)	(-)	(-)
15	Carrier Aircon Lanka Private Limited, Sri Lanka	31 March, 2022	98	14	-	-	-
		31 March, 2021	(-)	(-)	(-)	(-)	(-)
16	Carrier International Sdn. Berhad, Malaysia	31 March, 2022	2	32	-	-	-
		31 March, 2021	(-)	(-)	(-)	(-)	(-)
17	Others - Fellow subsidiaries	31 March, 2022	352	828	-	-	-
		31 March, 2021	(508)	(687)	(-)	(-)	(-)

Figures in bracket represent previous year's figures

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

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

(All amounts in ₹ Lacs, unless otherwise stated)

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 (Includes Cold Room, Transicold and Fire & Security Products)*

Cold Room includes manufacturing/ trading and supply of refrigeration ,cold room and modern retail equipments.

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, also refer note 37

*Cold Room, 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".

(All amounts in ₹ Lacs, unless otherwise stated)

		Current Year			Previous Year		
		Airconditioning	Others	Total	Airconditioning	Others	Total
(i)	Revenue						
	External sales and services (net)	1,35,602	24,953	1,60,555	1,05,779	15,549	1,21,328
	Total Revenue			1,60,555			1,21,328
(ii)	Segment results	5,188	749	5,937	4,301	93	4,394
	Operating income			5,937			4,394
	Finance charges			(272)			(1,054)
	Interest income			34			-
	Profit before tax			5,699			3,340
	Current tax			1,614			1,095
	Deferred tax			(39)			(164)
	Tax related to earlier years			(87)			741
	Net Profit after tax (A)			4,211			1,668
	Other comprehensive income/ (loss)						
	(i) Items that will not be reclassified to profit or loss			(302)			193
	(ii) Income tax related to items that will not be reclassified to profit or loss			76			(49)
	Other comprehensive income for the year (B)			(226)			144
	Total comprehensive income for the year (A+B)			3,985			1,812

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

(All amounts in ₹ Lacs, unless otherwise stated)

	Current Year			Previous Year		
	Airconditioning	Others	Total	Airconditioning	Others	Total
(iii) Other information						
Segment assets	70,308	8,789	79,097	63,713	7,083	70,796
Add : Unallocated Assets	-	-	12,155	-	-	6,955
Total Assets	70,308	8,789	91,252	63,713	7,083	77,751
Segment liabilities	48,237	15,504	63,741	48,018	5,702	53,721
Add : Unallocated Liabilities	-	-	283	-	-	321
Total Liabilities	48,237	15,504	64,024	48,018	5,702	54,042
Capital expenditure	964	-	964	1,386	-	1,386
Depreciation / Amortization	2,330	17	2,347	1,982	3	1,985

	Revenue		Assets		Capital Expenditure		Non Current Assets	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
India	1,59,070	1,19,098	89,847	76,047	964	1,386	17,196	17,035
Outside India	1,485	2,230	1,405	1,704	-	-	-	-
TOTAL	1,60,555	1,21,328	91,252	77,751	964	1,386	17,196	17,035

C. Information about major customers

No customer individually accounted for more than 10% of the revenues in the year ended 31 March 2022 and 31 March 2021.

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 parent company.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022*(All amounts in ₹ Lacs, unless otherwise stated)*

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 parent 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, 2022 and 2021. Lattice-based option models incorporate ranges of assumptions for inputs; those ranges are as follows:

	31-Mar-22	31-Mar-21
Expected volatility	31.6%-34.1%	32.1%-35.8%
Weighted-average volatility	20%	20%
Expected term (in years)	6.6	7
Expected dividend yield	1.50%	1.4%-2.0%
Risk-free rate	0.7%-1.4%	0.1%-1.0%

The weighted-average grant date fair value of SAR's stock options granted during 2021-22 was Rs. Nil USD equivalent - \$ Nil (2020-21 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.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022*(All amounts in ₹ Lacs, unless otherwise stated)***C. Reconciliation of outstanding share options**

A summary of the transactions under all long-term incentive plans for the year ended March 31, 2022 is as follows:-

RSU's stock options	31-Mar-22		31-Mar-21	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
Outstanding at the beginning of the year	2,234	-	195	-
Granted during the year	725	-	1,035	-
Restricted shares due to merger	1,211	-	1,004	-
Outstanding at the end of the year	12	-	2,234	-
Exercisable at the end of the year	1,760	-	-	-

The options outstanding as at 31 March 2022 have a weighted average remaining contractual life of 7.51 years (31 March 2021 : 8.82 years)

The weighted average share price at the date of exercise for shares options exercised in 2021-22: Rs.3,258 USD equivalent - \$44.72. (31 March 2021 : Rs. Nil USD equivalent -\$Nil)

PSU's stock options	31-Mar-22		31-Mar-21	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
Outstanding at the beginning of the year	1,467	-	140	-
Granted during the year	315	-	445	-
Restricted shares due to merger	1,022	-	882	-
Outstanding at the end of the year	-	-	1,467	-
Exercisable at the end of the year	760.00	-	-	-

The options outstanding as at 31 March 2022 have a weighted average remaining contractual life of 7.51 years (31 March 2021: 8.52 years)

SAR's	31-Mar-2022		31-Mar-2021	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
Outstanding at the beginning of the year	45,522	68.39	11,940	118.51
Granted during the year	-	-	-	-
Exercised during the year	20,462	43.67	1,013	14.97
Restricted shares due to merger	-	-	34,595	-
Outstanding at the end of the year	25,060	23.10	45,522	68.39

The options outstanding as at 31 March 2022 have a weighted average remaining contractual life of 6.87 years (31 March 2021 : 7.63 years)

The weighted average share price at the date of exercise for shares options exercised in 2021-22 was Rs.3,236 USD equivalent - \$43.43 (2020-21: Rs.1,111 USD equivalent - \$14.97)

D. Expense recognised in statement of profit and loss

For details on the employee benefits expense, refer note 22

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022*(All amounts in ₹ Lacs, unless otherwise stated)***43. Key Financial Ratios**

Sr No.	Particulars	Particulars		Ratio as on		Variation	Reason for Variance
		Numerator	Denominator	31-Mar-22	31-Mar-21		
(a)	Current ratio	Current assets	Current liabilities	1.31	1.27	3%	-
(b)	Return on equity ratio	Net profits after taxes	Shareholder's equity*	16%	7%	119%	Refer Note 1
(c)	Inventory turnover ratio	Net profits after taxes	Average inventory (Gross of provision for inventory obsolescence)	3.13	2.41	30%	Refer Note 2
(d)	Trade receivables turnover ratio	Revenue from operations	Average trade receivables (Gross of expected credit loss allowance)	5.35	3.82	40%	Refer Note 2
(e)	Trade payables turnover ratio	Net credit purchases	Average trade payables	2.76	1.96	41%	Refer Note 2
(f)	Net capital turnover ratio	Revenue from operations	Average working capital= Average of current assets – current liabilities	10.56	10.04	5%	-
(g)	Net profit ratio	Net profits after taxes	Revenue from operations	3%	1%	91%	Refer Note 1
(h)	"Return on capital employed	EBIT= Profit before tax +Finance costs (other than Interest on lease liabilities)	Capital employed= Total assets - current liabilities	17%	14%	18%	Refer Note 1

*Excludes reserves on business combination and capital reserve.

Note:-

1. Improvement in profitability ratios is driven by higher sales growth in current year. Higher sales growth has contributed to higher profits providing economies of scale. The profit was further helped by reduction in interest expense due to repayment of loans.
2. Change in turnover ratios is due to better working capital management practices through continued and sustained focus on the digital tools & processes.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

(All amounts in ₹ Lacs, unless otherwise stated)

44. Other Statutory Informations

- 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 31st March, 2022 (Payable)/Receivable"	"Balance outstanding as at 31st March, 2021 (Payable)/Receivable"
Bsw Aircon Private Limited	Purchase of goods/services	(1)	(3)
Abacus Hvac Solutions India Private Limited	Purchase of goods/services	*	(2)
Ashoka Hotels Private Limited	Sales of goods/services	6	4

* 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.

45. 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 3, 2022

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

Sd/-

Chirag Bajjal

Managing Director

DIN No. 08465289

Place: Gurugram

Date: August 3, 2022

Sd/-

Whole Time Director &

Chief Financial Officer

DIN No. 08757017

Place: Gurugram

Date: August 3, 2022

Sd/-

Suraj Arora

Company Secretary

Membership No: F10752

Place: Gurugram

Date: August 3, 2022

Carrier Airconditioning & Refrigeration Limited
(CIN: U74999HR1992FLC036104)

The Board of Directors:

Mr. Chirag Baijal

(DIN: 08465289)
Managing Director

Mr. Narendra Singh Sisodia

(DIN: 06363951)
Independent Director

Mr. Siraj Azmat Chaudhry

(DIN: 00161853)
Independent Director

Mr. Pritesh Agrawal

(DIN: 08757017)
Whole-time Director & CFO

Mr. Rahul Kumar Jain

(DIN: 07858457)
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

Mr. Narendra Singh Sisodia

(DIN: 06363951)
Member

Mr. Har Amrit Pal Singh Dhillon

(DIN: 07043895)
Member

Audit Committee:

Mr. Narendra Singh Sisodia

(DIN: 06363951)
Chairman

Mr. Siraj Azmat Chaudhry

(DIN: 00161853)
Member

Mr. Pritesh Agrawal

(DIN: 08757017)
Member

Corporate Social Responsibility Committee:

Mr. Narendra Singh Sisodia

(DIN: 06363951)
Chairman

Mr. Siraj Azmat Chaudhry

(DIN: 00161853)
Member

Mr. Chirag Baijal

(DIN: 08465289)
Member

Mr. Pritesh Agrawal

(DIN: 08757017)
Member

Key Managerial Personnel:

Mr. Pritesh Agrawal
(PAN: AESPA8051M)
Chief Financial Officer

Mr. Suraj Arora
(PAN: AZKPS4573P)
Company Secretary

Auditors:

MSKA & Associates
Statutory Auditors
(ICAI Firm Registration Number: 105047W)

Jain Sharma & Associates, Cost Accountants
Cost Auditors
(Firm Registration No.: 000270)

Vinod Kothari & Company, Company Secretaries
Secretarial Auditors
(UIN No.: P1996WB042300)

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

Registrar and Share Transfer Agent:

MCS Share Transfer Agent Limited
F-65, 1st Floor, Okhla Industrial Area,
Phase- I, New Delhi – 110020
CIN: U67120WB2011PLC165872
Ph.: +91 011 41406149/50/51/52
E-mail: helpdeskdelhi@mcsregistrars.com
Website: www.mcsregistrars.com

Registered Office and Corporate Headquarter:

Carrier Airconditioning & Refrigeration Limited
Narsingpur, Kherki Daula Post, Gurgaon 122001, Haryana
CIN: U74999HR1992FLC036104
Tel: 0124 - 4825500, Fax: 0124 – 2372230
Email: secretarial@carrier.com
Website: www.carrierindia.com

Stakeholder Relationship Committee:

Mr. Narendra Singh Sisodia
(DIN: 06363951)
Chairman

Mr. Pritesh Agrawal
(DIN: 08757017)
Member

Mr. Har Amrit Pal Singh Dhillon
(DIN: 07043895)
Member



Carrier Airconditioning & Refrigeration Limited

CIN: U74999HR1992FLC036104

Regd. Office:- Narsingpur, Kherki Daula Post, Gurgaon – 122 001, Haryana, India

Phone: +91-124-482 5500, **Fax:** +91-124-237 2230

Website: www.carrierindia.com **Email:** secretarial@carrier.com