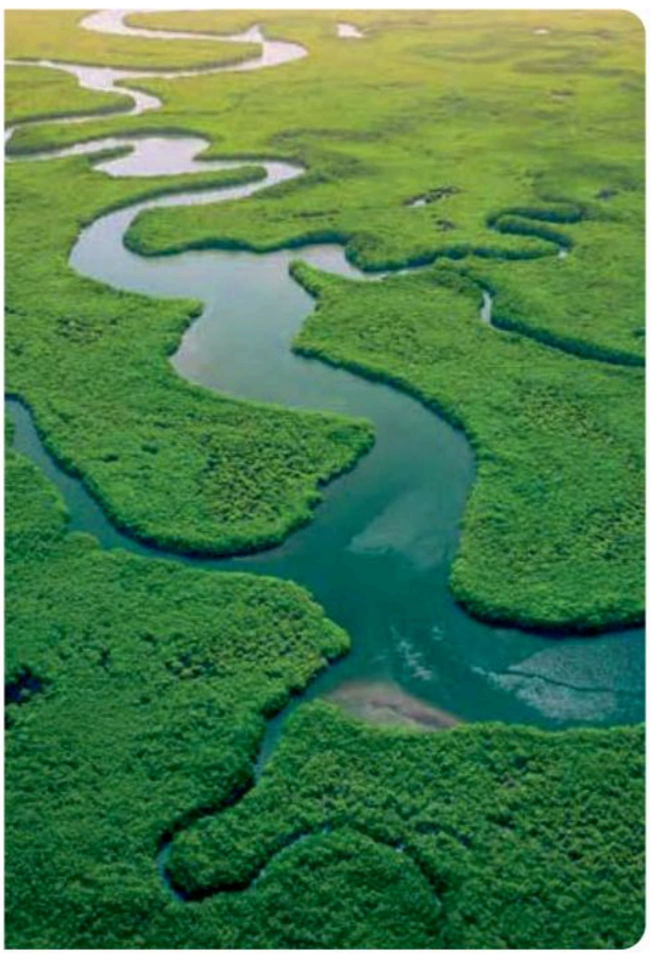
Carrier

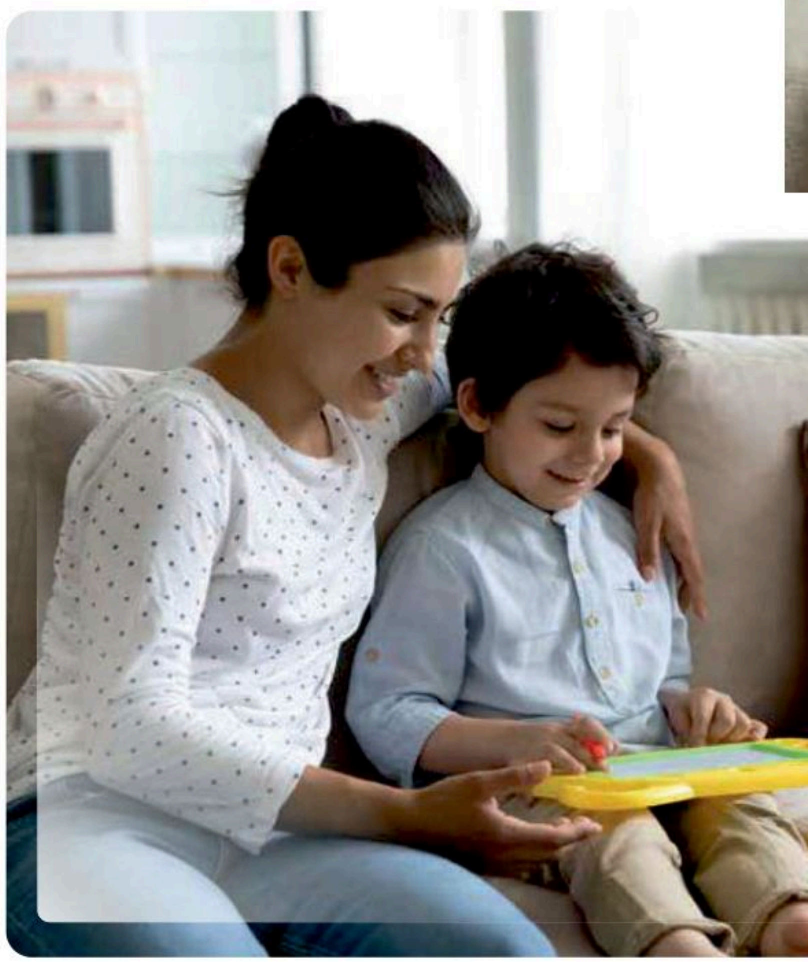
CARRIER AIRCONDITIONING & REFRIGERATION LIMITED

ANNUAL REPORT 2025-26

Carrier India

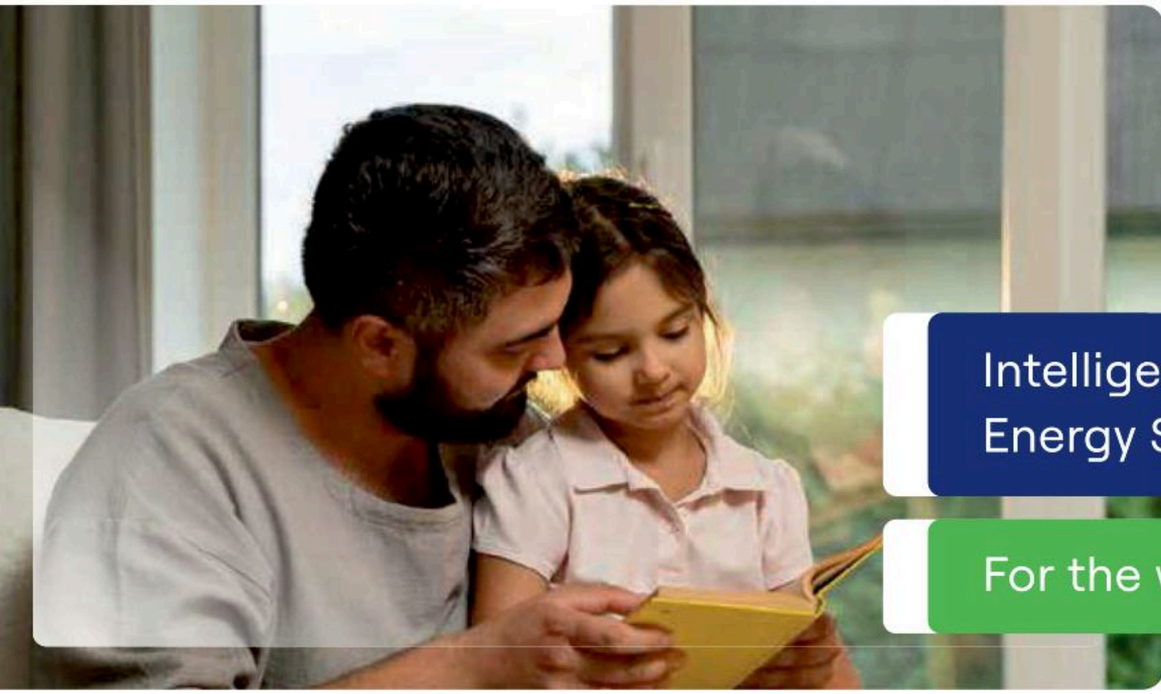
Comfort designed for India's homes, buildings, and industries — today and tomorrow.





About Us

Carrier is a global leader in climate and energy solutions, built on the legacy of Willis Carrier, the inventor of modern air conditioning. For over 123 years, we've helped make homes, workplaces, and communities more comfortable and efficient. Guided by innovation, we are serving what our customers truly need — sustainable solutions that bring comfort to everyday life.



Vision and Purpose

Intelligent Climate and Energy Solutions

For the world we share

Our Impact

150
Countries

120+
Years of Legacy

40+
Brands

We strive to be a catalyst for positive and sustainable change as we innovate, empower our people, and operate with integrity.

We have committed to invest $2 Billion+ globally in sustainable solutions by 2030.

We aim to reduce our customers' overall carbon footprint across industries by more than 1 gigaton.

FOR THE WORLD WE SHARE

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

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

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

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

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Our Journey

In 1902, Willis Carrier invented modern air conditioning, transforming how the world lives. From cooling the world's first railcars and theaters to powering today's data centers and sustainable buildings, Carrier's 123-year legacy continues to shape how we live, work, and thrive.

Our India Story

In India, our journey began in 1936 when Carrier installed the country's first modern air-conditioning system at Rambagh Palace, Jaipur. From this milestone, we expanded steadily. Today, we're a trusted partner across the nation, including some of the most iconic installations.

Bullet Train

Delhi Metro
Rail Corporation

Delhi
International Airport

ITC Hotels, Delhi, Bangalore, Chennai

Customer Segments

Carrier delivers specialized solutions for:

- Data Centers
- Healthcare and Hospitals
- Retail and F&B
- Commercial Real Estate
- Hospitality
- Banking, Financial Services, and Insurance
- Industrial Facilities
- Education
- Condominiums

Made in India, made for India.

Overview

Carrier strengthens India's HVAC landscape through advanced manufacturing, research, and digital innovation.

Carrier India Manufacturing Facility, Gurugram

The plant is a fully integrated, highly automated facility that produces the full range of commercial HVAC solutions.

The facility received IGBC Platinum certification, reaffirming our leadership in sustainable manufacturing.

Key Capabilities:

- Heat exchangers, welding, and fabrication
- Painting, electrical panel, and final assembly
- Advanced performance testing

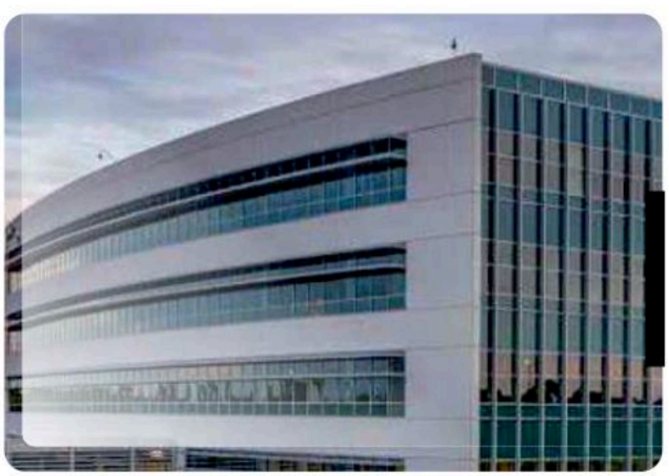
R&D Center, Gurugram

The R&D Center, with dedicated researchers and engineers, develops future-ready HVAC solutions.

ANSI AHRI · ASHRAE · NABL · ISO

Key Capabilities:

- Testing for VRF, ducted systems, and chillers
- Performance and reliability testing
- Optimized for India-specific needs



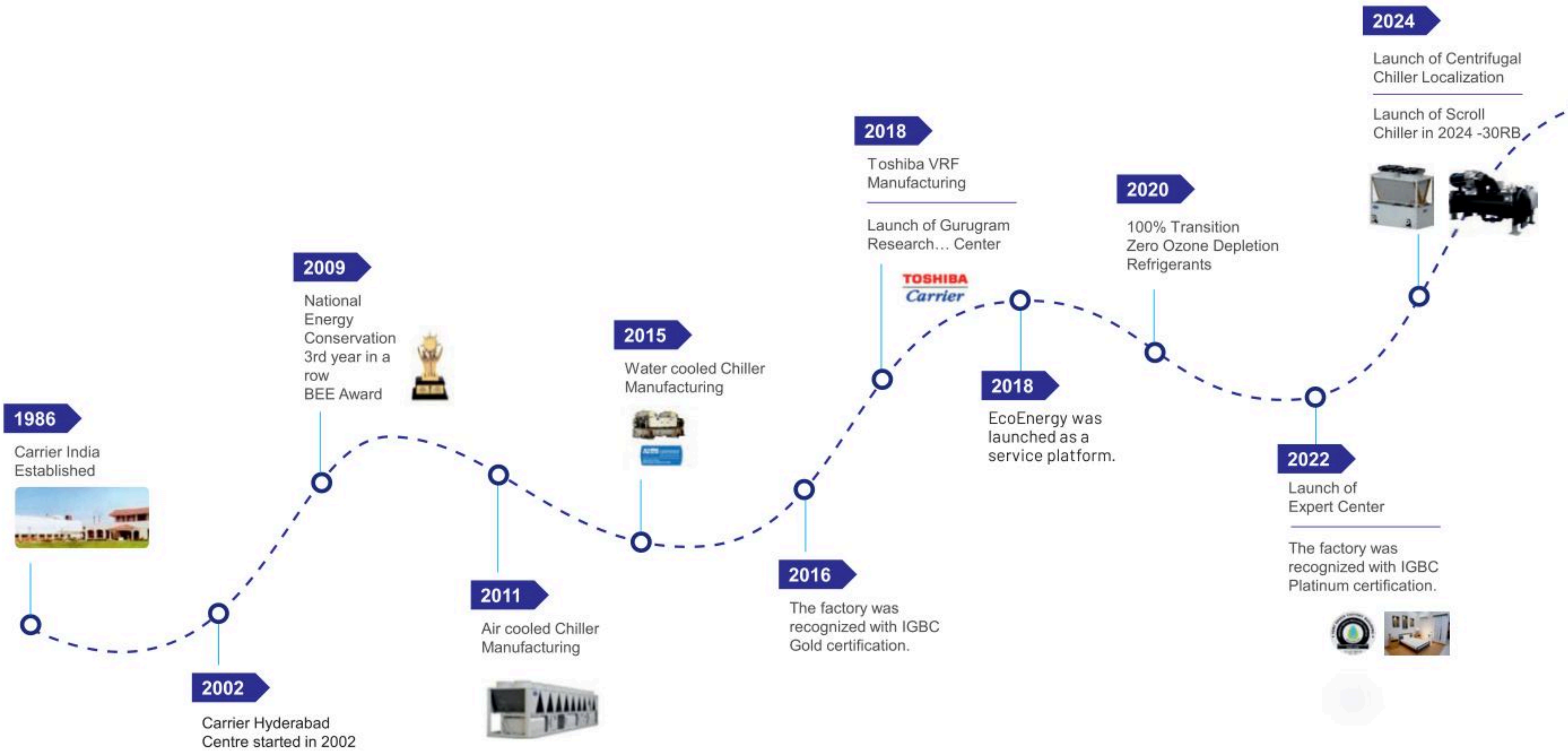
R&D Center, Hyderabad (Carrier i3 Labs)

Our largest global technology hub support innovation across digital engineering, electronics automation, and product lifecycle development.

Key Capabilities:

- EMI/EMC testing
- Automation, benchmarking, and tear-down labs
- Simulation & digital lifecycle engineering

Carrier India Key Milestones



BOARD'S REPORT

Dear Members,

Your Board of Directors are pleased to present the 34th 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, 2026 (**"Financial Year" or "Year Under Review"**).

The Company's financial performance for the year ended March 31, 2026 is summarized below:

1. Financial Performance:

(In INR Lacs)

Particulars	March 31, 2026	March 31, 2025
Revenue from operations	3,16,315	2,49,612
Other Income	6,627	4,741
Total Income	**3,22,942**	**2,54,353**
Total Expenses	**2,93,114**	**2,26,829**
Profit before tax from continuing operations	29,828	27,524
Tax Expense	7,645	7,278
Tax related to earlier years	-	146
Profit for the year from continuing operations(A)	22,183	20,246
Profit for the year from discontinuing operations(B)	-	25,013
Profit for the year (A+B)	22,183	45,259
Other comprehensive income for the year (C)	78	52
Total comprehensive income for the year (A) + (B)+ (C)	22,261	45,311
Basic Earnings per Share*	20.85	42.55

* Nominal Value per share Rs. 10

2. State of Affairs of the Company and outlook:

During the financial year ended March 31, 2026, your Company has total net revenue from operations of Rs. 3,16,315 Lakh as against Rs. 2,49,612 Lakh in the previous financial year. Profit before tax for the financial year ended March 31, 2026 was Rs. 29,828 Lakh as against Rs. 27,524 Lakh in the previous financial year. Total comprehensive income for the financial year ended March 31, 2026 was Rs. 22,261 Lakh against Rs. 45,311 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.

Your Company is delighted to mark a significant milestone in its growth journey with the execution of a lease agreement with Sri City Private Limited for 39 acres of land situated at Sri City, Andhra Pradesh. The lease has been executed for a period of 99 years for the purpose of setting up a new manufacturing facility.

Carrier Products and Solutions

Climate

HVAC Equipment
VRF
Applied Systems
Residential & Light Commercial

Integrated Controls

Energy Services

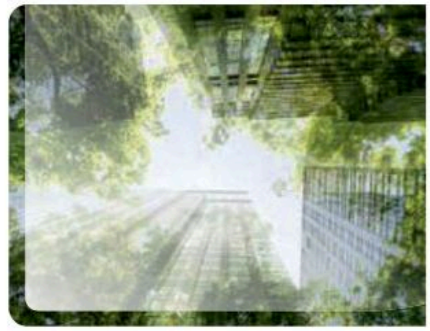
Building Automation

Services

Energy Reporting

Remote Monitoring & Diagnostics

Dashboards



Products

LC

Cassettes (FS/Inverter)
(1.5–4 TR)*

Floor Standing Units
(2–4 TR)*

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

1 way inverter cassette
(1.5-2 TR)*

VRF

Side Discharge VRF System
(3-18HP)

Compact 4-Way Cassette
(0.5-2.25HP)

4-Way Cassette
(1-6.25HP)

2-Way Cassette
(0.75-2.25HP)

One-Way Cassette
(0.75-2.5HP)

VRF System (Cool Only)
(8-90HP)

MPS Duct
(2.8-4.6HP)

Slim Duct
(0.75-2.5HP)

HSP Duct
(2-20HP)

Hi-wall
(0.75-3.1HP)

VRF System (Heat Pump)
(8-114HP)

Ceiling & Console
(1.25-5HP)

Front Return Floor Standing
(0.75-2.75HP)

Concealed Floor Standing
(0.75-2.75HP)

Large Floor Standing
(10-20HP)

* Star rating may vary for some capacity

Commercial Applied

Air Cooled

30XF Data Centre Screw Chiller
(200-700 RT)

30KAV Variable Speed Screw Chiller
(100-500 RT)

30KA (FS) AC Screw Chiller
(100-420 RT)

30RB AC Scroll Chiller
(18~560 RT)

Water Cooled

19DV-Oil Free Centrifugal Chiller
(300-1100 RT)

19MV Magnetic Bearing Oil-free Centrifugal
(300-1100 RT)

19XR (FS / VFD) Centrifugal Chiller
(500-3000 RT)

30XWV Variable Speed WC Screw Chiller
(160-500 RT)

30XW (FS) WC Screw Chiller
(70-420 RT)

Air Side Units

39K Air Handling Units
(1,100~1,00,000 m3/h)

42CE Fan Coil Unit AC Motor
(680~2400 m3/h)

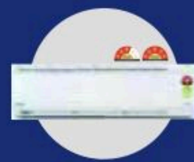
42CT Fan Coil Unit BLDC Motor
(510~2400 m3/h)

42NWK Hydronic BLDC Cassette
(1062-1996 m3/h)

40HP Hydronic Hi-Wall AC Motor
(380~1020 m3/h)

TOSHIBA

Residential & Light commercial


Inverter Cooling Only
(1–2.28 TR)*


Fixed Speed Cooling Only
(1–1.8 TR)*


Cassette Inverter
(2-6HP)*


Ducted Inverter
(2-6HP)

VRF


Mini SMMS/Mini SMMS 7
(4-12HP/4-6HP)


Compact 4-way Cassette
(0.8-2.0HP)


4-way Cassette
(1-6HP)


2-way Cassette
(0.8-6HP)


1-way Cassette
(0.8-3HP)


SMMS 7 Cooling Only
(8-60HP)


Slim Duct
(0.8-3HP)


MSP Concealed Duct
(0.8-6HP)


HSP Duct
(2-10HP)


Ceiling
(1.7-3HP)


SMMSe Heatpump
(8-60HP)


Highwall
(0.8-4HP)


Console
(0.8-2HP)


Floor Standing Concealed
(0.8-2.5HP)


Floor Standing Cabinet
(0.8-2.5HP)


Air To Air Heat Exchanger
(upto 2000 m3h)


Floor Standing
(1.7-6HP)


AHU Kits With Controller
(8-60HP)


Fresh Air Intake Duct
(5-10HP)


Air To Air Heat Exchanger-Dx Coil
(upto 1000 m3h)

* Star rating may vary for some capacity

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

A. HVAC Airconditioning:

Your company is pleased to report strong double-digit growth in FY 2025–26, reflecting our expanding presence and continued strategic progress in the Commercial HVAC segment.

This performance demonstrates our ability to respond to growing market demand, provide innovative solutions, and build stronger customer relationships across key verticals. Our ongoing focus on product quality and service capabilities has helped establish us as a preferred industry partner, supporting both our revenue growth and market presence.

In 2025, the VRF market continued to grow as an air-conditioning solution, driven by its benefits of improved efficiency and greater flexibility. We outpaced the market, resulting in an increase in our share of this segment. We also maintained our strong position in the Light Commercial segment while further expanding our market share. In the applied category, Carrier strengthened its position, supported by its strong portfolio of locally manufactured chillers.

We have continued our focus on localized manufacturing by launching the Carrier 3 Star Inverter Cassettes with high efficiency with an aesthetic honeycomb panel design & green refrigerant thereby preserving the environment with greater responsibility. To strengthen our portfolio further, we have introduced Carrier 3 Star One-way Inverter Cassettes owing to huge demand in the premium segment. We began localised production of Toshiba Cassettes for both 1:1 Inverters and VRF.

We upgraded our Hi Wall line-up with efficiencies in line with the revised star rating by the Bureau of Energy Efficiency. We also launched Toshiba Shibui, a new inverter Hi Wall series, positioned for premium residences. It comes with a Matte finish indoor unit and an industry first USB C-type remote, fuller capacities, equipped with PM 2.5 filters and a nano coating which ensures healthy indoors and longer machine reliability. We plan to invest into marketing initiatives for brand building and expand our retail presence.

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

Expansion into Data Center Solutions

As part of our strategic focus on the fast-growing data center segment, we expanded our portfolio with the launch of the 30XF Z range of chillers from our India factory and introduced Coolant Distribution Units (CDUs) to support next-generation liquid cooling applications. Purpose-built to address the demanding cooling needs of modern data centers, these solutions deliver dependable, energy-efficient performance aligned with the sector's evolving operational requirements.

The launch of CDUs further strengthens our ability to serve high-density computing and AI-driven data center environments where efficient liquid cooling distribution is becoming increasingly critical for performance, scalability, and reliability.

5-Star WC Screw Chillers

With energy efficiency becoming a growing priority, water-cooled screw chillers now have a performance benchmark designed for India. This year, we launched Carrier's AquaForce® 30XW-V, a BEE 5-Star rated water-cooled screw chiller range developed to support reduced power consumption, lower operating costs, and decreased greenhouse gas emissions. Bringing a locally grounded efficiency standard alongside global benchmarks such as AHRI, the AquaForce® 30XW-V delivers an industry-leading COP of up to 6.6, providing consistent, high-performance cooling for commercial and applied applications.

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

To strengthen our commitment to Customer Centricity, we have effectively used market insights gained through our influencer engagement initiatives, including **Green Nxt, Samvaad, Pratham, and Parichay.** At the same time, our influencer engagement with top 400 consultants and architects across India is being strengthened through a structured tier-based program, digital engagement, technical knowledge sharing (Carrier University), enabling deeper collaboration with architects, consultants, and other key industry influencers. These events and programs have helped us strengthen our industry network and build meaningful relationships with key stakeholders and industry veterans. They also reinforce our commitment to providing industry-leading HVAC solutions that are aligned with the evolving needs of the market.

We have also accelerated our digitalisation efforts through the deployment of advanced Channel and Sales Analytics platforms, providing enhanced visibility into channel performance, sales trends, scheme effectiveness, and business opportunities. These insights are helping drive data-based decision making and improve channel productivity across the organization.

In parallel, we continued to expand our channel network which is now more than 1200 sales and service dealers across India apart from service franchises and traders. We are penetrating Tier 2, Tier 3, Tier 4 cities through focused market development initiatives, strengthening our distribution network and increasing access to high-growth markets. These strategic investments are creating a strong foundation for sustainable long-term growth while further enhancing Carrier’s leadership position across India.

Our teams continue to keep customers at the heart of everything we do, with a consistent focus on delivering a differentiated and seamless customer experience. This approach helps us build lasting trust and further strengthen our brand reputation.

We have fast-tracked localization programmes for the manufacturing of Commercial Applied, VRF, and Light Commercial products in India. This development has been accelerated by enabling concurrent engineering across different geographies.

Our training center in Gurugram continues to provide hands-on training to our colleagues, particularly on advanced products such as VRF. The center supports teams in installation, troubleshooting, and technical skill development. Through the Training Center and GuruCool programme, we are also conducting training for both internal and external stakeholders, with a focus on upgrading technical skills and encouraging collaboration. Key account customers regularly visit our Expert Center in Gurugram, which has helped build greater confidence in our brand. Furthermore, we have started collaborating with technical institutions for skill development for the entire industry.

To expand our reach and strengthen technical capabilities, your company has launched GuruCool, a Technical Competency Certification programme designed specifically for Sales & Service employees. Comprehensive technical curricula have been developed for different product verticals, and employees who successfully complete the required programmes are certified as SPECIALISTS or EXPERTS. Four such curricula have been launched, with the related training sessions currently underway.

Our Gurugram factory continues to have a Platinum certification from the Indian Green Building Council (IGBC) in recognition of its adherence to green building standards. The facility incorporates several sustainable practices, including the use of renewable energy and solar power, along with rainwater harvesting and other green initiatives.

In FY 2025–26, we witnessed strong demand from government projects, with major contributions from Data Centers, Airports, Metro Rail, and Railway Stations. Government initiatives such as the

"Smart Cities Mission" and the "Amrit Bharat Station Scheme" further supported the growth of the VRF and Chillers market.

Our presence also expanded across the private sector, with significant projects in data centers, commercial office spaces, healthcare facilities, museums, and sports complexes. Our strategic focus further strengthened our position as a leading player in the VRF market. We also established a strong presence in the high-end residential segment through several notable associations, resulting in healthy year-on-year growth.

B. SERVICE:

Aligning with the Organization's sustainability and accelerated growth vision, the Aftermarket team has strengthened and expanded the strategic initiatives, including transitioning from Retrofits to Solutions approach and Upgrades. A clear focus on Renewals, Recapture and Conversion is helping in retaining as well as expanding our covered installed base, resulting into strong Service coverage.

The journey of moving to Inverter based technology from fixed speed in the Light Commercial Segment has also delivered on growth as well as supported our vision of Sustainability and Customer Oriented Solutions. With Bluedge Service Offerings, supported by the Digital insights (Abound), enhanced equipment efficiency, higher uptime and greater Customer Value are being delivered as a Life Cycle Solution.

The Digital Solutions remain an integral part of our journey, by means of which we are leveraging the Connected Technologies and advanced analytics to provide actionable insights, identifying the operating trends, reduce equipment failure and monitoring performance trends. These capabilities are strengthening our Pro Active Service Approach to our Customer's HVAC Assets.

C. TOTALINE:

Totaline as a business again has been instrumental in growing high double digit on revenue by 32%. The prime focus was Channel expansion driven by tapping the potential of untapped regions by adding more manpower. As a legacy of introducing new products YOY which has given an additional revenue. A big marketing support on schemes, product development and right pricing matrix supported the business to have a strong hold for coming years.

TOTALINE

Totaline is our trusted destination for high-quality HVACR products and aftermarket components. Backed by Carrier, we offer reliable solutions for residential, commercial, and industrial needs. With a strong presence across India, our experts help technicians and contractors choose the right products for every job.

Product Range

Vaccum Gauge

Capaciter

Dehumidifier

Ducted CDU

Water Dispenser

Outdoor Unit

Stabilizer

Thermostat

Air Curtain

Vacuum Pump

Ac Cleaning Kit

Voltage Scanner

Universal Fan

Refrigerants

Motor

Condenser Coil

Indoor Unit

Copper Pancake Coil

Compressors

Single Pole Contactor

Start Relay

Liquid Line Filter

D. TRANSICOLD:

For more than three decades, Carrier Transicold India has been at the forefront of delivering advanced transport refrigeration solutions for trucks and vans across the country. As a trusted industry leader, we have consistently supported the development of India's cold chain ecosystem through innovation, collaboration, and active engagement with key government and industry initiatives aimed at strengthening food security and promoting the importance of temperature-controlled logistics.

As the industry evolves to address growing demands in food preservation, healthcare distribution, and environmental stewardship, Carrier Transicold India remains focused on shaping the next generation of refrigerated transport through innovation, digital intelligence, and engineering excellence. Sustainability continues to be a cornerstone of our business strategy. Aligned with Carrier's global climate commitments, we are advancing our environmental, social, and governance (ESG) priorities while supporting the company's pathway toward achieving net-zero greenhouse gas emissions across its value chain by 2050.

The Indian transport refrigeration market continues to demonstrate strong growth, driven by better highway network, evolving cold chain requirements, supportive policy initiatives, and increasing demand from the food, pharmaceutical, and agricultural sectors. Carrier Transicold India is well positioned to address these needs through its range of advanced refrigeration solutions, including Supra, Oasis, and Citimax, which combine dependable performance, operational efficiency, and sustainability. As investments in cold chain infrastructure accelerate and demand for temperature-controlled logistics rises, the sector is poised for sustained long-term growth.

Carrier Transicold India continues to strengthen its market leadership through customer support, reliable refrigeration solutions, and a robust aftermarket support network. With more than 80 authorized service centers strategically located across India, we ensure consistent service coverage and technical expertise to support customers wherever they operate. Complementing our service capabilities, ongoing customer training initiatives help improve fleet performance, operational efficiency, and long-term asset reliability.

India's cold chain sector is entering a transformative phase, with efficiency, electrification, and reliability emerging as key drivers of growth. To support this transition, Carrier Transicold has introduced the Pulsor eCool, its first fully electric refrigeration solution for light commercial vehicles in India. Designed to deliver superior performance and lower lifecycle costs, the Pulsor eCool eliminates fuel consumption and engine emissions while significantly reducing maintenance requirements. Its advanced capacity modulation technology ensures precise temperature control and enhanced energy efficiency, even in demanding operating conditions. As electric vehicle adoption continues to accelerate, the Pulsor eCool provides customers with a future-ready solution that supports both operational excellence and sustainability objectives. Digital transformation will play an equally critical role. Advanced telematics and connected platforms, such as Carrier Transicold's Lynx Fleet™, will enable real-time fleet visibility, predictive maintenance, and enhanced cold chain compliance, helping customers maximize uptime, improve productivity, and lower operating costs.

Carrier Transicold India continues to strengthen the cold chain ecosystem through active collaboration with industry bodies, government agencies, and key stakeholders. As a member of the Confederation of Indian Industry (CII) Cold Chain Committee and the National Centre for Cold-Chain Development (NCCD), we contribute to initiatives that promote cold chain adoption and enhance industry standards across the sector.

Our leadership and technical teams regularly participate in industry forums and conferences, sharing insights on key priorities such as reducing food loss, improving supply chain efficiency, and enhancing farmers' access to markets through stronger cold chain connectivity.

Looking ahead, Carrier Transicold India remains focused on shaping a more sustainable and connected future. Through continuous innovation, global product harmonization, and investment in advanced refrigeration technologies, we are enabling customers to enhance operational efficiency while advancing their sustainability goals. By reducing food loss and improving the energy performance of transport refrigeration systems, we continue to create lasting value for our customers, communities, and the environment.

E. ADVANTEC:

Digitally Enabled Lifecycle Solutions: Accelerating Decarbonization Through Service Modernization:

Carrier India is transforming aftermarket services into a digitally enabled lifecycle solutions platform, combining AI-powered predictive analytics, intelligent controls, energy audit-led deep retrofits, and circular asset management practices. Through modernization, digital optimization, and sustainable reuse of equipment, Carrier is helping customers accelerate decarbonization, improve energy efficiency, maximize asset performance, and progress toward their Net Zero ambitions.

1. **Energy Audit-Led Deep Retrofits**

   Comprehensive energy and carbon audits across Carrier and non-Carrier installations identify high-impact conservation measures and modernization opportunities. Through plant room retrofits, adaptive controls, chiller upgrades, and recommissioning initiatives, customers are achieving significant energy savings, lower emissions, and extended asset life.

2. **Intelligent Controls & Connected Buildings**

   Carrier's expanding controls and building automation capabilities provide real-time visibility, automated optimization, and integrated building performance management. These solutions form the digital foundation for energy efficiency, sustainability reporting, and smart building operations.

3. **AI-Powered Predictive Services**

   Abound™ Predictive Insights leverages connected building data, advanced analytics, and expert advisory support to shift maintenance from reactive to predictive. The result is improved reliability, reduced downtime, optimized energy performance, and longer asset life.

4. **Outcome-Based Digital Lifecycle Services**

   By integrating energy analytics, remote monitoring, command center support, and predictive maintenance, Carrier is increasingly measured by customer outcomes such as energy reduction, carbon abatement, asset health, and operational efficiency rather than equipment uptime alone.

5. **Circular Economy Through Carrier Rentals**

   Carrier is advancing circular lifecycle management by replacing inefficient chillers with high-efficiency solutions while refurbishing and redeploying assets with remaining useful life through its rental fleet. This approach extends equipment life, preserves embedded carbon, reduces waste, and supports customers' temporary cooling needs while maximizing sustainability and decarbonization benefits.

Digitalization and Sustainable Outcomes

At Carrier India, digitalization is becoming an increasingly important enabler of our sustainability strategy. We recognize that there is a strong convergence between Carrier's ESG commitments and our customers' decarbonization ambitions. As organizations seek to improve operational efficiency, reduce energy consumption, and optimize asset performance, digitally enabled lifecycle solutions are emerging as a critical pathway to achieving these objectives.

Carrier India continues to expand the deployment of its connected solutions ecosystem through platforms such as **Abound™ HVAC Performance and Abound™ Predictive Insights,** which are helping customers transition from reactive maintenance practices to predictive, data-driven building operations. These solutions leverage connectivity, cloud-based analytics, artificial intelligence, and remote monitoring capabilities to provide actionable insights that enhance asset reliability, improve operational uptime, and support energy optimization initiatives

A growing number of Carrier chillers across India are now connected, creating a valuable foundation for continuous performance monitoring and intelligent decision-making. Through real-time equipment visibility, advanced diagnostics, alarm analytics, and predictive maintenance insights, customers can proactively address emerging issues before they impact operations, extend equipment life, and optimize maintenance investments.

The **Abound HVAC Performance** platform enables customers to maximize equipment uptime, improve maintenance effectiveness, and gain greater visibility into chiller health and performance through continuous monitoring and analytics.

Simultaneously, **Abound Predictive Insights** combines cloud-based analytics with expert advisory services to uncover opportunities for energy reduction, improve facility performance, and enhance portfolio-wide asset management. These capabilities are particularly relevant as customers increasingly seek measurable progress toward their ESG and net-zero objectives.

Digitalization is also strengthening Carrier India's ability to support customers throughout their decarbonization journey. By integrating connected equipment, advanced controls, optimization technologies, and AI-driven analytics, Carrier can help building owners quantify energy performance, identify efficiency improvement opportunities, and sustain energy savings over the lifecycle of their assets. These capabilities complement Carrier's broader portfolio of modernization, controls, service agreements, Cooling as a Service (CaaS), and energy-efficiency solutions, creating a comprehensive framework for sustainable building operations.

Looking ahead, Carrier India sees significant opportunities to further expand connected building ecosystems, leverage **artificial intelligence** for predictive operations, and accelerate the adoption of outcome-based service models. As customers increasingly prioritize resilience, operational excellence, and carbon reduction, Carrier is well positioned to support their transformation through intelligent climate and energy solutions that deliver measurable business and sustainability outcomes.

Cooling as a Service (CaaS)

At Carrier India, we have begun actively exploring the Cooling as a Service (CaaS) model, aligning with India's growing adoption of the subscription economy. Our current offerings are twofold. First, we collaborate with partners who are core Energy as a Service (EaaS) operators, providing them with comprehensive support that includes energy audits, high-efficiency chillers, connected digital solutions, and our proprietary Chiller Plant Optimizer (CPO), an embedded AI technology that helps ensure performance and energy outcomes. This model is applicable across both Carrier and competitor legacy sites, enabling a clear decarbonization pathway where the EaaS or CaaS operator funds, operates, and guarantees energy savings, backed by Carrier's technical expertise and long-term service commitment.

Second, we are piloting a CAPEX-based model in which partners fund the entire project while Carrier assumes responsibility for energy audits, performance commitments, plant operations, deployment of AI-driven optimization technologies, and ongoing digital performance management. This approach allows customers to advance their sustainability and decarbonization goals without significant upfront investment while positioning Carrier as a trusted technology and lifecycle solutions partner. Through the integration of connected assets, predictive analytics, remote monitoring, and performance optimization, Carrier is progressively evolving from an equipment supplier to a long-term outcomes-based partner focused on efficiency, reliability, and carbon reduction.

Carrier Rental Services

Carrier India’s rental services provide flexible, cost-effective temporary cooling solutions for events, construction sites, and emergency situations. Designed for quick deployment and reliable performance, our rental fleet ensures access to efficient systems whenever they are needed.

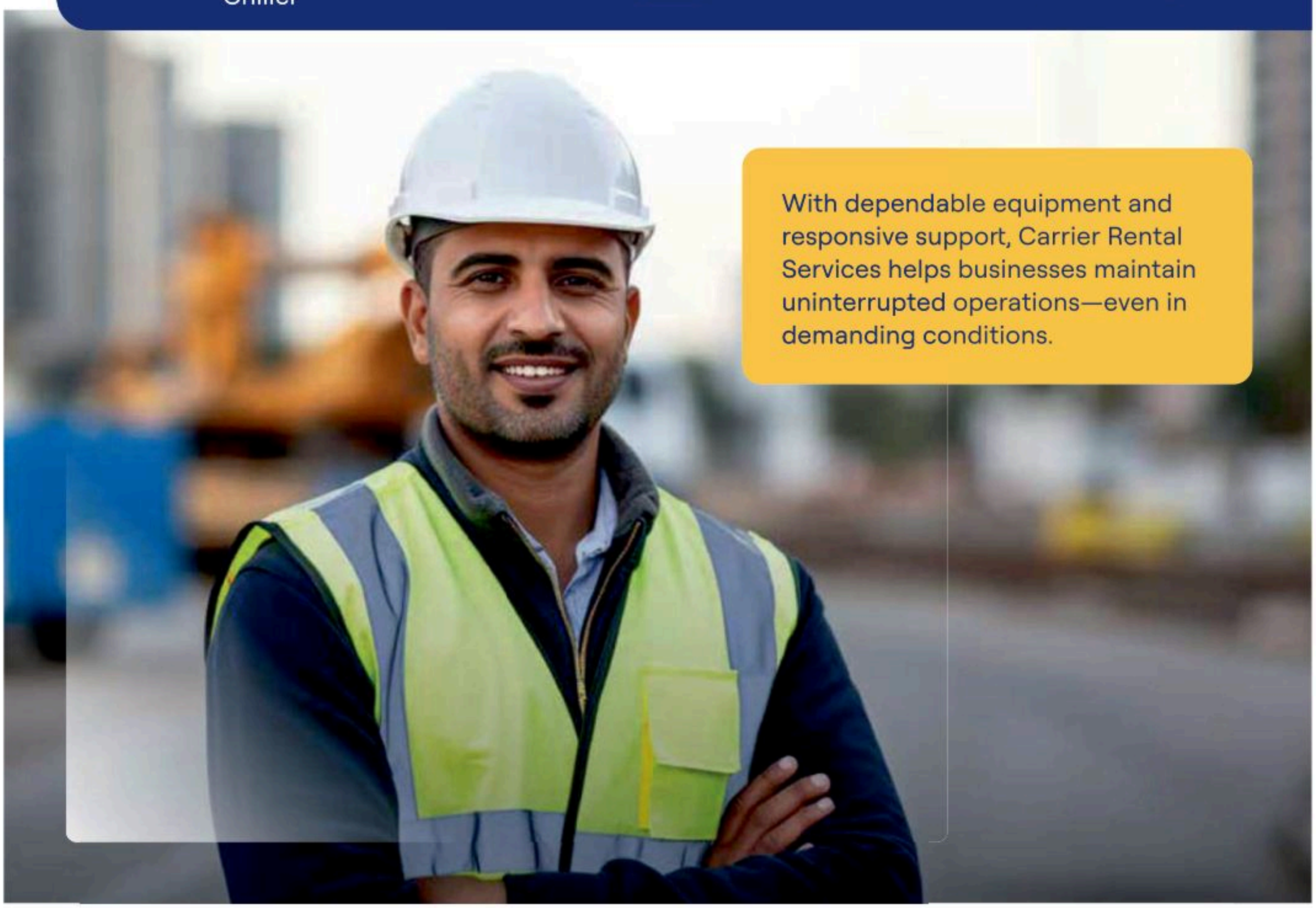
Our plug-and-play rental chillers are housed in fabricated structures with pre-attached cables and hoses, enabling fast, hassle-free installation while minimizing downtime. **With high-capacity 200 TR chillers readily available in major centers, including Mumbai, Delhi, and Bengaluru,** we ensure rapid response and dependable support across key locations.

HVAC Solutions for Every Need

Air-Cooled Chiller

Water-Cooled Chiller

Ducted Air Conditioning



With dependable equipment and responsive support, Carrier Rental Services helps businesses maintain uninterrupted operations—even in demanding conditions.

Carrier QuantumLeap™

Advanced Data Center Cooling Solutions
Carrier QuantumLeap™ offers an integrated approach to managing the entire thermal lifecycle of data centers. From chip to chiller, it combines advanced cooling technologies, intelligent controls, and predictive monitoring to deliver end-to-end thermal management.

Designed for modern digital infrastructure, QuantumLeap ensures real-time optimization, enhanced efficiency, and reliable performance across data center operations.

Air-Cooled Chillers

Complete lifecycle service and support

Integrated Data Centre Management (IDCM)

Building AutomationSystem

Air-Cooling Solutions

Coolant Distribution Unit

Water-Cooled Chillers

Carrier Abound™ Enhances Every Stage of The Lifecycle

Abound transforms HVAC systems into digitally connected ecosystems that improve performance, resilience, and sustainability.

Health & Well-Being

Indoor Air Quality Optimization, Occupant Comfort & Productivity

What Abound Delivers

Asset Management

Hvac Performance Monitoring, Predictive Diagnostics, Reduced Downtime

Sustainability

Energy & Carbon Tracking, Net Zero Management Support, Carbon Performance Monitoring

BluEdge™ & AdvanTEC Lifecycle Services

Carrier provides digitally enabled lifecycle services designed to keep HVAC systems performing at their best. AdvanTEC offers remote monitoring, predictive maintenance, spare parts, repairs, upgrades, and rental support.

BluEdge™ service agreements complement this with expert-led support and proactive system care. Together, AdvanTEC and BluEdge™ deliver intelligent monitoring, reliable performance, and long-term value across the equipment lifecycle.

BluEdge™ Service Levels

Core

Essential service coverage with on-demand expert support.

Enhance

Added capabilities, including remote monitoring and value-driven service options.

Elite

Comprehensive lifecycle services with proactive maintenance and premium support.

Carrier Life Cycle Solutions Powered by Connected Digital Intelligence

01 Energy Efficient Products & Solutions

- High Efficiency Products
- Series Counter flow Design
- Heat Pump Solutions
- District Cooling
- Evaporative Cooling
- BMS / CPM

02 Aftermarket

- Health Check
- Predictive Insights
- Cooling as a Service
- Remote Monitoring & Diagnostics
- Advisory Services – AI Assistant

03 Energy & Carbon Audit with Guaranteed Performance

- Energy & Carbon Audit
- PSM & Control retrofits
- ESFC & Carbon Savings Assurance
- Deep retrofits: Chiller, AHUs, EC fans

04 Digitization & Subscription Model

- Spaces
- DCIM
- Healthy Air
- Predictive Insights
- NetZero Management
- IoT & Cloud Platform

3. **Environment, Health & Safety:**

At Carrier, we are committed to protecting what matters – our people, the environment, and our stakeholders. We are continuously improving how we work to ensure every person is safe and empowered to design, source, produce, market, and deliver our products and services in a secure, environmentally conscious, and socially responsible manner.

Our 2030 ESG goals accelerate societal progress by driving us to design and deliver eco-friendly products that actively protect our communities. By embedding advanced digital tools and real-time data analysis across our entire design-to-service pipeline, we guarantee total regulatory compliance and superior performance reporting. This connected approach allows us to proactively track metrics, instantly flag vulnerabilities, and neutralize environmental or operational risks before they ever arise

Reflecting on FY 2025-26, it was a significant year for Carrier. As we look ahead, our commitment to prioritizing the health and safety of our environment only grows stronger. Some of the highlights include:

Our continuous focus on safety awareness is paying off, sparking a massive wave of alertness across our team. In 2025, proactive reporting reached new heights as employees and contractor technicians stepped up to flag 822 potential hazards, a staggering 46% surge compared to 2024, our teams successfully initiated 55 Stop Work actions (a 57% jump from 2024) to neutralize unsafe conditions, alongside reporting 6 near misses. These numbers prove that our workforce isn't just watching from the sidelines, they are actively taking ownership to stop accidents before they even start.

Sustainability & compliances: Carrier India

E waste: 1924 MT Recycled Plastic Waste: 154 MT recycled

In 2025, our leadership team actively connected with Carrier and contractor technicians on the front lines through robust inspection and audit initiatives. Carrier India conducted 270 nos. comprehensive Management Audits, leveraging the digital **Enablon Inspection App** to streamline the entire process. By tracking these audits digitally, we instantly recorded and assigned targeted action plans, ensuring seamless accountability and a faster path to a safer workplace.

Carrier India celebrated World Environment Day on June 5th and Global EHS Day on April 28th across all branches. During these events, employees reaffirmed their commitment to workplace safety by taking the official safety pledge. Additionally, Carrier India Managing Director, Mr. Sundaresan Narayanan, officially re-released the company's EHS policy to reinforce a culture of compliance and care on world environment day.

Carrier India Celebrated Global EHS day: 28th April 2026: Kick off meeting & Launch of Slip Trip & Fall Address by Managing Director & Aftermarket Operation leader, 200+ People joined the session. Other events like Safety Teaser by Leaders & Tool Box Talk were also conducted for generating awareness towards the theme 2025 (Slip, Trip & Fall)

Contractor Safety: We believe that operational excellence is inseparable from contractor safety. To embed EHS as a core cultural value, we successfully trained **over 850 contractor key managers and supervisors** on the Carrier 9 Safety Commitments, safe work procedures, and leading indicator reporting. To bridge communication gaps for field technicians servicing Carrier equipment at customer sites, we developed and distributed "Lead with Safety" cards translated into **seven local languages.** Backed by a digitally archived attendance tracking system, this targeted educational push ensures that our extended workforce is fully equipped, compliant, and empowered to uphold our rigorous safety standards on the front lines.

4. **Reserves:**

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

5. **Share Capital:**

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

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

6. **Change in the nature of business if any:**

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

7. **Dividend:**

The Company had declared a final dividend at the rate of Rs. 35.50/- per equity share for the financial year 2024-25 aggregating to Rs. 377,63,74,447.50/- (Rupees Three Hundred Seventy-Seven Crore Sixty-Three Lakh Seventy-Four Thousand Four Hundred Forty-Seven and Five Zero Paise) which was paid in the financial year 2025-26.

The Board of Directors of your Company do not recommend any dividend for the financial year 2025-26.

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:**

The Company does not have any other subsidiary, joint venture, or associate company as on March 31, 2026. Further, no company has become or ceased to be the subsidiaries, joint ventures, or associate companies of the Company during the Year Under Review.

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

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

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

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

S. No.	Name of Director/KMP	Designation	Date of Appointment	Date of Cessation	Mode of Cessation
1	Ms. Shan Jain	Independent Director	June 17, 2025	-	-
2	Mr. Hitesh Khanna	Whole Time Director	June 19, 2025	-	-
3	Mr. Munish Kumar	Whole Time Director	July 02, 2025	-	-
4	Ms. Simran Thapar (Re-appointment)	Whole Time Director	March 31, 2026	-	-
5	Mr. Naveen Kumar Prabhakaran	Whole Time Director	March 31, 2026	-	-

i. The Board of Directors had appointed Ms. Shan Jain (DIN: 09661574) as an additional Director in the category of independent director for a term of 2 years with effect from June 17, 2025, which was approved by the members at the 33rd Annual General Meeting ("AGM") held on September 26, 2025.

ii. The Board of Directors had also appointed Mr. Hitesh Khanna (DIN: 11162300) as an additional Director in the category of whole-time director for a term of 5 years with effect from June 19, 2025, which was approved by the members at the 33rd AGM.

iii. The Board of Directors had also appointed Mr. Munish Kumar (DIN: 11178604) as an additional Director in the category of whole-time director for a term of 5 years with effect from July 02, 2025 which was approved by the members at the 33rd AGM.

iv. In accordance with the Articles of Association of the Company and relevant provisions of the Companies Act, 2013 ("Act"), Mr. Har Amrit Pal Singh Dhillon (DIN: 07043895), Non-Executive Director, who retired by rotation and being eligible, offered himself for re-appointment, was re-appointed at the 33rd AGM.

v. The Board of Directors had also appointed Ms. Simran Thapar (DIN: 09026461) whose term was expiring as whole-time director on March 30, 2026, as whole-time director for a further term of 5 years with effect from March 31, 2026 which was approved by the members at the 33rd AGM.

vi. The Board of Directors had also appointed Mr. Naveen Kumar Prabhakaran (DIN: 11640805) as a whole-time director for a term of 5 years with effect from March 31, 2026 which shall be subject to the approval of the members at the ensuing 34th AGM.

vii. In accordance with the Articles of Association of the Company and relevant provisions of the Act, Mr. Sundaresan Narayanan (DIN: 06443519), Managing Director, is liable to retire by rotation at the ensuing 34th AGM and being eligible, offers himself for re-appointment at the 34th AGM of the Company. This shall not constitute a break in his office and his existing role in Board of Directors of the Company.

12. Number of meetings of the Board of Directors:

During the Year Under Review, the Company had 5 (five) meetings of the Board of Directors in accordance with the provisions of section 173 of Companies Act, 2013 and other applicable laws on June 17, 2026, August 25, 2025, November 28, 2025, January 15, 2026 and March 19, 2026. The provisions of Companies Act, 2013 and Secretarial Standard 1 for meetings of Board of Directors issued by The Institute of Company Secretaries of India were adhered to while considering the time gap between two meetings. The attendance of the Board members at the board meetings during the financial year 2025-26 is as below:

S. No.	Name of the Directors and Director Identification Number	Category of Directorship	No. of Board Meetings during tenure of respective Board Member	
			Held	Attended
1	Mr. Sundaresan Narayanan	Managing Director	5	4
2	Ms. Simran Thapar	Whole-Time Director	5	5
3	Mr. Hitesh Khanna	Whole-Time Director (appointed June 19, 2025)	4	3
4	Mr. Munish Kumar	Whole-Time Director (appointed July 02, 2025)	4	4
5	Mr. Naveen Kumar Prabhakaran	Whole-Time Director (appointed March 31, 2026)	0	0
6	Mr. Har Amrit Pal Singh Dhillon	Non-Executive Director	5	4
7	Ms. Shan Jain	Independent Director	5	5
8	Mr. Siraj Azmat Chaudhry	Independent Director	5	5

13. Directors' Responsibility Statement:

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

(a) In the preparation of the annual accounts for the financial year ended March 31, 2026, the applicable accounting standards have been followed along with proper explanation relating to material departures.

(b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of profit of the Company for that period.

(c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

(d) The Directors had prepared the annual accounts on a going concern basis.

(e) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

14. Secretarial Standards:

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

15. Declaration of independence by Independent Directors:

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

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

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

16. Annual Performance Evaluation:

In compliance with the provisions of the Companies Act, 2013, the Board of Directors carried out an annual performance evaluation of Independent Directors and its Committees, individual Directors and its own performance for the financial year 2025-26. 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 2025-26 and timeliness of flow of information between management and the Board. The manner of performance evaluations was based on parameters including but not limited to knowledge of business/operations of the Company, effective participation in board/Committee meetings, independence, their value addition/ contribution to Company's objectives and plans, efficient discharge of their responsibilities, governance, trust & confidentiality, and other relevant parameters. It was further acknowledged that board, every individual Director, and Committees of the board contribute its best in the overall growth of the organization and the Independent Directors of the Company are the persons of integrity and possess relevant expertise and experience (including the proficiency) and are Independent of the Management.

17. Corporate Social Responsibility (CSR):

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

18. Nomination and Remuneration Policy:

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

19. Annual Return:

As required under section 134(3)(a) of the Companies Act, 2013, the draft annual return for the financial year ended March 31, 2026 as required under section 92(3) of the Companies Act, 2013 has been placed on the Company's website and can be accessed at **www.carrier.com/building-solutions/en/in/investor/**.

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

20. Audit Committee:

Composition of Audit Committee:

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

- Mr. Siraj Azmat Chaudhry, Independent Director; (Chairperson w.e.f. June 17, 2025);
- Ms. Shan Jain, Independent Director; (Member w.e.f. June 17, 2025);
- Ms. Simran Thapar, Whole-time Director; (Member of the Committee);

Meetings and Attendance:

During the financial year under review 3 (three) meetings of Audit Committee were held on June 17, 2025; August 25, 2025; and March 19, 2026. The attendance of the members of Audit Committee meetings during the financial year 2025-26 is as below:

Name of the Members	No. of Meetings	
	Held	Attended
Mr. Siraj Azmat Chaudhry	03	03
Ms. Shan Jain	03	03
Ms. Simran Thapar	03	03

21. Nomination and Remuneration Committee:

Composition of Nomination and Remuneration Committee:

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

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

Meetings and Attendance:

During the Year under review, 3 (three) meetings of Nomination and Remuneration Committee were held as on June 17, 2025; August 25, 2025; and March 19, 2026. The attendance of members of Nomination and Remuneration Committee meetings held during the financial year 2025-26 is as below:

Name of the Members	No. of Meetings	
	Held	Attended
Mr. Siraj Azmat Chaudhry	03	03
Ms. Shan Jain	03	03
Mr. Har Amrit Pal Singh Dhillon	03	03

22. Corporate Social Responsibility Committee:

Composition of Corporate Social Responsibility Committee:

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

- Mr. Siraj Azmat Chaudhry, Independent Director (Chairman of the Committee);
- Mr. Sundaresan Narayanan, Managing Director; (Member of the Committee);
- Ms. Simran Thapar, Whole-Time Director;(Member of the Committee);

Meetings and Attendance:

During the Year under review, 3 (three) meetings of Corporate Social Responsibility Committee were held on June 17, 2025; August 25, 2025; and March 19, 2026. The attendance of the members of Corporate Social Responsibility at the meetings during the financial year 2025-26 are as below:

Name of the Members	No. of Meetings	
	Held	Attended
Mr. Siraj Azmat Chaudhry	03	03
Mr. Sundaresan Narayanan	03	02
Ms. Simran Thapar	03	03

23. Stakeholder Relationship Committee:

Composition of Stakeholder Relationship Committee:

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

- Mr. Har Amrit Pal Singh Dhillon, Non-Executive Director (Chairman of the Committee);
- Ms. Simran Thapar, Whole-Time Director;(Member of the Committee);
- Mr. Siraj Azmat Chaudhry, Independent Director;(Member of the Committee);

Meetings and Attendance:

During the period under review 1 (one) meeting of Stakeholder's Relationship Committee was held on March 19, 2026 with following members:

Name of the Members	No. of Meetings	
	Held	Attended
Mr. Har Amrit Pal Singh Dhillon	01	01
Ms. Simran Thapar	01	01
Mr. Siraj Azmat Chaudhry	01	01

24. Statutory Auditor and their Report:

Pursuant to the provisions of section 139 of the Act, and rules framed thereunder M S K A & Associates LLP, Chartered Accountants, Firm Registration Number: 105047W/W101187 [Formerly known as M S K A & Associates, Chartered Accountants, Firm Registration Number: 105047W] were appointed as statutory auditors of the Company for a term of 5 (five) consecutive years i.e. from conclusion of 29th Annual General Meeting till conclusion of 34th Annual General Meeting of the Company. Accordingly, the Board of Directors of the Company in its meeting held on August 24, 2026 have appointed M S K A & Associates LLP, as Statutory Auditors of the Company for a further term of 4 consecutive years from the conclusion of 34th AGM of the Company till the conclusion of 38th AGM subject to the approval of the members in the 34th AGM. MSKA & Associates, Chartered Accountants have confirmed their eligibility and qualification required under the Act, for being appointed as the statutory auditors of the Company.

The Statutory Auditors have submitted their Report on the Financial Statements of the Company, which forms part of the Annual Report for the financial year ended March 31, 2026. The Auditor's Report read together with the notes to Accounts is self-explanatory and therefore, in the opinion of the Directors, do not call for any further explanation.

There are no qualifications, reservations, adverse remarks or disclaimer in the auditor's report on financial statements of the Company for the financial year ended March 31, 2026. Hence no explanation or comments of the Board of Directors are required in this matter.

25. Cost Auditors and their report:

As per the requirement of Central Government and pursuant to section 148 of the Companies Act, 2013 and rules made thereunder, as amended from time to time, your Company maintains the cost records accounts and carries out an audit of cost records relating to manufacturing activities. The Board of Directors of the Company had appointed Jain Sharma & Associates, Cost Accountants (Firm Registration Number - 000270) as cost auditor to audit the cost accounts of the Company for the financial year 2025-26 and remuneration of Jain Sharma & Associates was ratified by the members of the Company at their 33rd Annual General Meeting held on September 26, 2025.

For the financial year ended March 31, 2026, the cost auditor submitted their report to the Board of Directors in the Board Meeting held on August 24, 2026. The Board of Directors took note of the same and said report was filed with the Ministry of Corporate Affairs within prescribed time. There are no qualifications in cost auditors report on the cost accounts of the Company for the financial year ended March 31, 2026.

26. Secretarial Auditor and their report:

The Board of Directors of your Company appointed DMK Associates, Practicing Company Secretaries as the secretarial auditor of the Company for financial year 2025-26 in terms of section 204 of the Companies Act, 2013 and rules framed there under. The report of the secretarial audit is attached as **Annexure "D"** and forms an integral part of this report. There are no qualifications in secretarial audit report for the financial year ended March 31, 2026. Hence no explanation or comments of the Board of Directors is required in this matter.

27. Internal Auditor and their report:

Pursuant to the provisions of Section 138 of Companies Act, 2013 read with rules framed thereunder, the Board of Directors had appointed Mr. Sourabh Wadhwa as Internal Auditor of the Company. Mr. Wadhwa conducted internal audit of the functions and activities of the Company for the financial year 2025-26 and submitted his report to the Audit Committee, which was further reviewed by the Board of Directors.

28. Deposits:

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

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

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

29. Registrar and Share Transfer Agent

MUFG Intime India Private Limited is the Registrar and Share Transfer Agent ('RTA') of the Company. The details of the RTA are as follows:

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

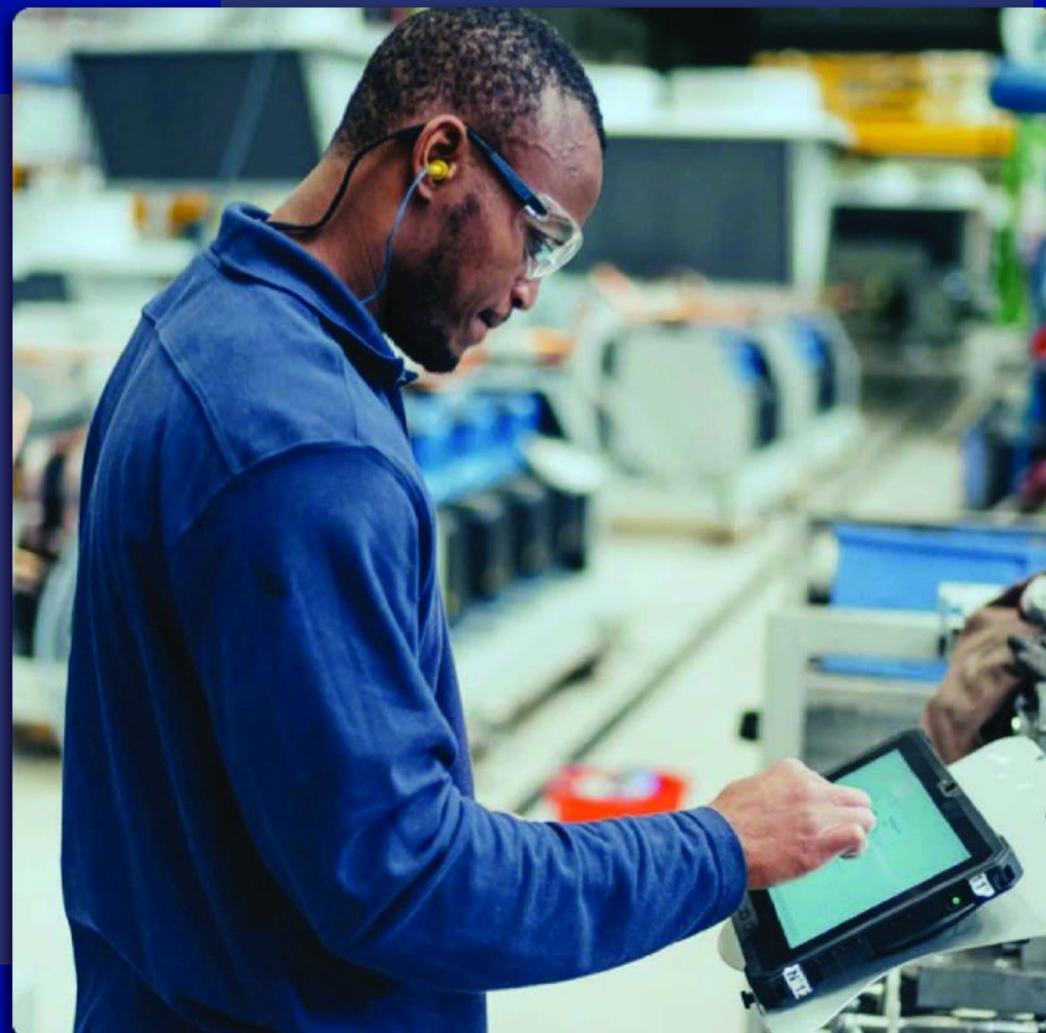
30. Internal Financial Controls:

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

Our People & Culture

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

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



The Carrier Way

Purpose

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

Enhancing the Lives We Live and the World We Share

Vision

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

To be the Global Leader in Intelligent Climate and Energy Solutions

Values

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

Respect | Integrity | Inclusion
Innovation | Excellence

Culture

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

Passion for Customers
We win when our customers win.

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

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

Dare to Disrupt
We innovate and pursue sustainable solutions.

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

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

31. Human Resources:

The Carrier Way is the foundation of everything your Company does. It defines our vision, reaffirms our values, describes the behaviours that create a winning culture, and establishes how we work and win together. Your Company imbibes & drives the Carrier Way behaviours through leadership behaviours & daily processes.

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

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

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

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

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

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

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

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

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

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

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

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

The particulars as prescribed under section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 and amendments made thereto for the financial year ended March 31, 2026, are set out in the **Annexure "E"**, and form an integral part of this report.

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

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

36. Particulars of Contracts or Arrangements with Related Parties:

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

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

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

37. Enterprise Risk Management Policy:

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

38. Reporting of frauds by auditors:

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

39. Vigil Mechanism:

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

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

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

41. General:

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

i. There is no proceeding pending under the Insolvency and Bankruptcy Code, 2016.

ii. There was no instance of one-time settlement with any Bank or Financial Institution.

42. Acknowledgement:

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

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

	Sd/	**Sd/**
	Sundaresan Narayanan	**Simran Thapar**
Date: August 24, 2026	**Managing Director**	**Whole-time Director**
Place: Gurugram	**DIN: 06443519**	**DIN: 09026461**

ANNEXURE "A"

Form No. AOC-2

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

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

   There were no contracts or arrangements or transactions entered into during the year ended March 31, 2026, which were not at arm's length basis.

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

   There were no material contracts or arrangements or transactions for the year ended March 31, 2026.

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

	Sd/	**Sd/**
	Sundaresan Narayanan	**Simran Thapar**
Date: August 24, 2026	**Managing Director**	**Whole-time Director**
Place: Gurugram	**DIN: 06443519**	**DIN: 09026461**

Corporate Social Responsibility


Carrier


UNITED FOR AIR


Carrier
Nature Walk


IGBC's Green Building Congress
India's Annual Flagship Event on Green Built Environment since, 2001
Theme for competition
'Energise with Care, Protect whats Rare'
Carrier
GREEN SHIFTS for GREENER Tomorrows


The future of our planet

ANNEXURE "B"

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY

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

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

2. The composition of CSR Committee:

The composition of Corporate Social Responsibility Committee is as follows:

S. No.	Name	Designation	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Siraj Azmat Chaudhry	Chairman	03	03
2.	Mr. Sundaresan Narayanan	Member	03	02
3.	Ms. Simran Thapar	Member	03	03

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

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

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

5. (a) Average net profit of the Company as per section 135(5): The Average Net Profit of last three financial years preceding the reporting financial year (i.e. 2024-25, 2023-24 and 2022-23) calculated in accordance with Section 135 of the Companies Act, 2013 is **INR 2,15,02,57,220**

   (b) Two percent of average net profit of the Company as per section 135(5): **INR 4,30,05,144**

   (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: **Nil.**

   (d) Amount required to be set off for the financial year, if any: **Nil**

   (e) Total CSR obligation for the financial year (5b+5c-5d): **INR 4,30,05,144**

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): **INR 4,21,61,906**

   (b) Amount spent in Administrative Overheads – **INR 8,43,238**

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

   (d) Total amount spent for the Financial Year (6a+6b+6c) - **INR 4,30,05,144**

   (e) CSR amount spent or unspent for the financial year: **INR 4,30,05,144 and Nil**

<table>
<tr><th rowspan="3">Total Amount Spent for the Financial Year. (in Rs.)</th><th colspan="5">Amount Unspent (in Rs.)</th></tr>
<tr><th colspan="2">Total Amount transferred to Unspent CSR Account as per section 135(6)</th><th colspan="3">Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)</th></tr>
<tr><th>Amount</th><th>Date of transfer</th><th>Name of the fund</th><th>Amount</th><th>Date of transfer</th></tr>
<tr><td>INR 4,30,05,144</td><td colspan="2">Not Applicable</td><td colspan="3">Not Applicable</td></tr>
</table>

(f) Excess amount for set off, if any

S. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the Company as per section 135(5)	4,30,05,144
(ii)	Total amount spent for the Financial Year	4,30,05,144
(iii)	Excess amount spent for the financial year [(ii)-(i)]	0
(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)]	0

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

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

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

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registration Number, if applicable	Name	Registered address
1	Air Conditioning Unit-1 (Delhi)	110016	14/05/2025	₹ 7,52,428	CSR00000216	United Way Delhi	2/27, Gound Floor, Sarva Priya Vihar, New Delhi, 110016
2	Air Conditioning Unit-2 (Delhi)	110016	18/09/2025	₹ 7,31,898	CSR00000216	United Way Delhi	2/27, Gound Floor, Sarva Priya Vihar, New Delhi, 110016
3	AC Training JIG	110016	29/10/2025	₹ 60,115	CSR00000216	United Way Delhi	2/27, Gound Floor, Sarva Priya Vihar, New Delhi, 110016
4	Air Conditioning Unit-1 (Mumbai)	110016	30/12/2025	₹ 31,95,089	CSR00000216	United Way Delhi	2/27, Gound Floor, Sarva Priya Vihar, New Delhi, 110016
5	Smart Board SAMSUNG TV	110016	07/11/2025	₹ 1,08,700	CSR00000216	United Way Delhi	2/27, Gound Floor, Sarva Priya Vihar, New Delhi, 110016
6	Tools and Tackles	110016	18/11/2026	₹ 88,078	CSR00000216	United Way Delhi	2/27, Gound Floor, Sarva Priya Vihar, New Delhi, 110016

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registration Number, if applicable	Name	Registered address
7	Air Conditioning Unit-1 (Ahmedabad)	110016	20/03/2026	₹ 23,00,941	CSR00000216	United Way Delhi	2/27, Gound Floor, Sarva Priya Vihar, New Delhi, 110016
8	Smart Board SAMSUNG TV	110016	31/03/2026	₹ 1,19,180	CSR00000216	United Way Delhi	2/27, Gound Floor, Sarva Priya Vihar, New Delhi, 110016
9	Tools and Tackles	110016	18/03/2026	₹ 88,078	CSR00000216	United Way Delhi	2/27, Gound Floor, Sarva Priya Vihar, New Delhi, 110016
10	Air Conditioning Unit-1 (Bangalore)	110016	19/03/2026	₹ 35,98,134	CSR00000216	United Way Delhi	2/27, Gound Floor, Sarva Priya Vihar, New Delhi, 110016
11	Smart Board SAMSUNG TV	110016	31/03/2026	₹ 1,19,180	CSR00000216	United Way Delhi	2/27, Gound Floor, Sarva Priya Vihar, New Delhi, 110016
12	Tools and Tackles	110016	18/03/2026	₹ 88,078	CSR00000216	United Way Delhi	2/27, Gound Floor, Sarva Priya Vihar, New Delhi, 110016

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registration Number, if applicable	Name	Registered address
13	Air Conditioning Unit-1 (Sri City)	110016	30/03/2026	₹ 14,50,200	CSR00000216	United Way Delhi	2/27, Gound Floor, Sarva Priya Vihar, New Delhi, 110016
14	Smart Board SAMSUNG TV	110016	31/03/2026	₹ 1,19,180	CSR00000216	United Way Delhi	2/27, Gound Floor, Sarva Priya Vihar, New Delhi, 110016
15	Tools and Tackles	110016	18/03/2026	₹ 88,078	CSR00000216	United Way Delhi	2/27, Gound Floor, Sarva Priya Vihar, New Delhi, 110016

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

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

Sd/
Sundaresan Narayanan
Managing Director
DIN: 06443519

Sd/
Simran Thapar
Whole-time Director
DIN: 09026461

Date: August 24, 2026
Place: Gurugram

ANNEXURE "C"

NOMINATION AND REMUNERATION POLICY

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

1. OBJECTIVE

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

i. To formulate the criteria for determining qualifications, positive attributes and independence of a Director.

ii. To identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.

iii. To recommend to the board, appointment and removal of Director, KMP and Senior Management Personnel.

2. DEFINITIONS

i. 'Act' means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.

ii. 'Board' means Board of Directors of the Company.

iii. 'Directors' mean Directors of the Company.

iv. 'Key Managerial Personnel' means:

Chief Executive Officer or the Managing Director or the Manager; Whole-time Director;

Chief Financial Officer;

Company Secretary; and

Such other officer as may be prescribed.

v. 'Senior Management' mean personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management one level below the Executive Directors, including the Functional Heads.

3. ROLE OF THE COMMITTEE

i. Matters to be dealt with pursued and recommended to the board by the Nomination and Remuneration Committee

a. The Committee shall:

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

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

a. Appointment criteria and qualifications

i. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the board his / her appointment.

ii. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment.

b. Term / Tenure

I. Managing /Whole-time Director:

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

II. Independent Director:

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

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

c. Evaluation

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

d. Removal

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

e. Retirement

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

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

a. General:

i. The remuneration / compensation / commission etc. to the Managing / Whole-time Director, KMP and Senior Management Personnel will be as per the Company Policies. The Committee shall recommend the same to the board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.

ii. The remuneration and commission to be paid to the Managing / Whole-time Director shall be in accordance with the percentage / slabs / conditions laid down in the Articles of Association of the Company and as per the provisions of the Act.

iii. Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the board which should be within the limits approved by the Shareholders in the case of Managing/ Whole-time Director.

iv. Where any insurance is taken by the Company on behalf of its Managing Director/ Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

b. Remuneration to Managing /Whole-time Director, KMP and Senior Management Personnel:

i. Remuneration

The Managing / Whole-time Director, KMP and Senior Management Personnel shall be eligible for a monthly remuneration as per the Company Policies, as may be approved by the board on the recommendation of the Committee and subject to member's approval and central government approval, to the extent required. The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be as per the Company Policies.

ii. Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing / Whole-time Directors in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

iii. Provisions for excess remuneration:

If any Managing /Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

c. Remuneration to Non- Executive / Independent Director:

i. Sitting Fees:

The Independent Director may receive remuneration by way of fees for attending meetings of board or Committee thereof. Provided that the amount of such fees shall not exceed Rs One Lac per meeting of the board or Committee, or such amount as may be prescribed by the Central Government from time to time.

4. MEMBERSHIP

i. The Committee shall consist of a minimum 3 non-executive directors, not less than one-half of them being Independent.

ii. Minimum (2) members (in person or through any audio-visual means) shall constitute a quorum for the Committee meeting.

iii. Term of the Committee shall be continued unless terminated by the Board of Directors.

5. CHAIRPERSON

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/	**Sd/**
	Sundaresan Narayanan	**Simran Thapar**
Date: August 24, 2026	**Managing Director**	**Whole-time Director**
Place: Gurugram	**DIN: 06443519**	**DIN: 09026461**

ANNEXURE "D"

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026

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

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

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2026 (**"Audit Period"**) complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter along with **Annexure 1** attached to this report.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2026 according to the provisions of:

(i) The Companies Act, 2013 (the **"Act"**) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; (**Not applicable to the company during the Audit Period**).

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment (**"FDI"**), Overseas Direct Investments (**"ODI"**) and External Commercial Borrowings (**"ECB"**). (**No fresh FDI & ECB was taken and no ODI was made by the Company during the Audit Period**)

(v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**'SEBI Act'**) as amended from time to time: -

   a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(Not applicable to the Company during the Audit Period)**

   b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **(Not applicable to the Company during the Audit Period)**

   c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the Company during the Audit Period);**

d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable to the Company during the Audit Period)**

e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Shares) Regulations, 2021; **(Not applicable to the Company during the Audit Period)**

f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993; **(Not applicable to the Company is not registered as Registrar to an issue and Share Transfer Agent during the Audit Period)**

g. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the Audit Period)**

h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(Not applicable to the Company during the Audit Period);** and

(vi) We further report that, our examination and reporting with respect to compliance of the below mentioned specific Law, as identified and confirmed by the management, has been conducted on a test-check basis:

- The Bureau of Energy Efficiency (Particulars and Manner of their Display on Labels of Room Air Conditioners) Regulations, 2009.

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

(i) Secretarial Standards on meeting of Board of Directors (SS-1) and on General Meeting (SS-2) issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreements entered into by the Company with the National Stock Exchange of India Limited (**"NSE"**) and BSE Limited (**"BSE"**). **(Not applicable to the Company during the audit period as the Company is not listed with any of the stock exchange(s))**

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

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

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Director, Non-Executive Directors, and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

2. In pursuance to the provisions of the Act, adequate notices and shorter Notice, as the case may be were given to all directors to schedule the Board and Committee Meetings along with agenda and detailed notes on agenda, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

3. All decisions at Board Meetings and Committee Meetings have been carried out with requisite majority and recorded in the Minutes of the meetings. Further, as informed and verified from minutes, no dissent was given by any director in respect of the resolutions passed in the Board and the Committee Meetings.

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

We further report that during the audit period no events occurred which had bearing on the Company's affairs in pursuance of above referred laws, rules, regulations, guidelines, standards etc. subject to the following:

The members of the Company, passed a Special Resolution under Section 180(1)(a) of the Act at the 33rd Annual General Meeting ("AGM") held on September 26, 2025, in furtherance of the resolution passed in the at 32nd AGM to ratify the sale of the commercial refrigeration business to Haier Appliances (India) Private Limited for a consideration of not less than INR 265 crore, (excluding taxes) on a slump sale basis.

Place: New Delhi
Date: August 24, 2026

UDIN: F004140H001204011

FOR DMK ASSOCIATES
COMPANY SECRETARIES

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

ANNEXURE 1

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

Sub: Our Secretarial Audit Report for the Audit Period is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these secretarial records based on our Audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. We believe that the processes and practices, we followed provide a reasonable basis our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules, and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of the procedures on test basis.
6. 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.

Place: New Delhi
Date: August 24, 2026

UDIN: F004140H001204011

FOR DMK ASSOCIATES
COMPANY SECRETARIES

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

ANNEXURE "E"

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

A. CONSERVATION OF ENERGY

- Diesel & PNG consumption for DG sets from 01.04.2025 to 31.03.2026 - Diesel consumption 1.47 Lakh Liter & PNG consumption is 2.69 Lakhs SCM (including use for paint shop)
- Energy consumption reduction from EE motors from 01.04.2025 to 31.03.2026 - Energy consumption reduction was recorded about 3200 units.

Power fuel consumption

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
1. Electricity		
(a) Purchased		
Units (in Lakhs)	35.7	31.65
Total amount (in Lakhs)	396.28	281.47
Rate/unit (Rs)	11.1	8.89
(b) Own generation		
(i) Through diesel generator		
Units (in Lakhs)	5.3	10.11
Units per liter of diesel oil	3.6	3.6
Cost/unit (Rs)	50	21.07
(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)	4.69	5.15

B. TECHNOLOGY ABSORPTION

(a) Research and Development (R&D)

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

- Expanded product offering to address emerging customer requirements by introducing Inverter Cassette Range with 3,4,5 star models and 1-Way Cassette range,

- Introduced AHRI certified AC Scroll Chiller models (18 & 36 TR) to support emerging business needs.
- Localized VRF Indoor unit Cassette portfolio for reducing lead time and import dependency.
- Localize Centrifugal Chiller range and options for reducing lead time & import dependency.
- Development of high-efficiency air-cooled and water-cooled chiller solutions focused on energy performance, reliability, sustainability, and enhanced customer value.
- Expanded R&D centre capacity by 2X, capabilities & infrastructure to support local business & global Engineering requirements.
- Establishment of state-of-the-art Psychrometric Test Chambers capable of testing HVAC products in compliance with the latest Indian Standards. These facilities incorporate energy-efficient conditioning systems, reducing testing energy consumption by up to 30%.
- Localization of products and components to improve supply chain resilience, reduce lead times, and enhance market responsiveness.

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

- Increased localization content & reduce import dependency.
- Enhanced energy efficiency, product performance, and customer satisfaction across key product portfolios.
- Improved sustainability through the adoption of low-GWP refrigerants and environmentally responsible technologies.
- Readiness for upcoming regulatory requirements, including Quality Control Order (QCO) compliance and higher efficiency standards under the BEE Star Labelling Programme.
- Support for ESG goals through higher product efficiency, approximately 40% reduction in refrigerant charge, and reduced environmental impact.
- Reduced material consumption, including lower copper and refrigerant content, resulting in improved supply chain sustainability.
- Strengthened local engineering and manufacturing capabilities, enabling faster product development and localization.
- Improved product reliability, quality, and operational performance.
- Enhanced competitiveness through product cost optimization, margin improvement, and additional revenue opportunities, particularly in the air-cooled scroll chiller segment.

(iii) Future plan of action:

- Develop next-generation products aligned with emerging technologies, customer expectations, and evolving regulatory requirements, including QCO and BEE Star Labelling frameworks.
- Expand the portfolio of sustainable cooling solutions utilizing low-GWP refrigerants and advanced thermal management technologies.
- Increase product localization to improve cost competitiveness, shorten lead times, and enhance customer responsiveness.
- Implement Value Analysis/Value Engineering (VA/VE) initiatives to reduce product costs while maintaining or improving performance.
- Enhance product quality, reliability, and manufacturability across all product lines.

- Leverage advanced digital engineering and simulation tools to improve design efficiency, reduce development cycle time, and accelerate innovation.
- Invest in additional R&D infrastructure and testing capabilities to support future product development and regulatory compliance.
- Continue strengthening engineering capabilities to support sustainable growth, market expansion, and technological leadership.

(iv) Expenditure on R&D:

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

a. Capital : Rs. 8,64,59,954

b. Recurring : Rs. 9,89,03,471

c. Total : Rs. 18,53,63,425

d. Total R&D expenditure as a percentage of turnover: 0.59%

(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. Team has submitted invention disclosures and files patents from India R&D center.

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

C. FOREIGN EXCHANGE EARNINGS & OUTGO:

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

S. No.	Foreign Exchange Earnings and Outgo	2025-26	2024-25
1.	Earnings in foreign exchange	2,433	2,537
2.	Expenditure in foreign currency*	10,780	9,197
3.	CIF Value of Import	1,45,705	96,827

*Excluding provision

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

Sd/
Sundaresan Narayanan
Managing Director
DIN: 06443519

Sd/
Simran Thapar
Whole-time Director
DIN: 09026461

Date: August 24, 2026
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	30	@	-	-	-
Previous Year	30	@	-	30	@
Room Airconditioners					
Current Year	16,340	7,628	62,628	14,600	8,258
Previous Year	17,858	6,595	1,06,116	16,340	7,628
AHU/ FCU & Chillers					
Current Year	603	1,156	7,633	1,193	2,740
Previous Year	983	2,695	5,209	603	1,156
Condenser/Evaporator Module					
Current Year	208	84	9,009	34	65
Previous Year	1,179	551	11,724	208	84
Freezers / Cold Room Systems					
Current Year	12	91	586	-	-
Previous Year	2	2	162	12	91
Cylinder & Gas & Fluid					
Current Year	-	-	33,723	-	-
Previous Year	593	10	63,434	-	-
Nozzle & Valve					
Current Year	1	@	67	-	-
Previous Year	18	@	173	1	@
Suppression Accessories					
Current Year	-	@	728	-	-
Previous Year	2	@	1,563	-	@

		Compressor	Room Airconditioners ##	AHU/ FCU & Chillers	Condenser/ Evaporator Module	Freezers / Cold Room Systems
Sale #						
Current Year	Qty(Nos)	30	64,276	7,043	9,183	598
	Amount	@	60,364	18,053	6,786	201
Previous Year	Qty(Nos)	-	1,07,465	5,589	12,695	152
	Amount	-	71,398	19,332	7,077	82

		Cylinder & Gas & Fluid	Nozzle& Valve	Suppression Accessories
Sale #				
Current Year	Qty(Nos)	33,723	68	728
	Amount	658	17	182
Previous Year	Qty(Nos)	64,027	190	1,565
	Amount	1,206	9	396

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

The unit sales quantities include Inventory adjustments as well.

Excludes 92 Room Air Conditioners (Previous Year 169) 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	33,042	9,970	1,82,611	53,158	1,59,779	64,549	55,705	13,084
Previous Year	22,468	8,101	1,09,827	31,531	99,134	39,837	33,042	9,970
AHU/FCU & Chillers								
Current Year	1,293	665	4,541	38,863	5,515	44,561	319	3,643
Previous Year	472	542	5,231	9,005	4,410	10,761	1,293	665
Stabilizers & others					***			
Current Year	27,680	961	68,257	1,883	78,556	2,535	17,375	665
Previous Year	35,900	773	1,25,361	3,645	1,33,563	5,255	27,680	961
Truck Refrigeration								
Current Year	2,085	5,073	3,965	13,967	4,323	20,195	1,727	3,603
Previous Year	666	5,320	4,709	14,001	3,290	17,406	2,085	5,073
Freezers & System								
Current Year	-	-	-	-	-	-	-	-
Previous Year	567	507	110	164	677	1,039	-	-
Condenser/Evaporator								
Current Year	-	-	-	-	-	-	-	-
Previous Year	27	23	194	501	221	460	-	-
Cylinder								
Current Year	16	13	-	-	16	13	-	-
Previous Year	425	185	64	56	473	247	16	13
Nozzle & Valve								
Current Year	22	17	-	-	22	17	-	-
Previous Year	556	76	1,526	121	2,060	204	22	17
Spares								
Current Year	#	10,710	#	50,530	#	51,687	#	21,473
Previous Year	#	9,835	#	32,785	#	41,453	#	10,710

* The unit sales quantities include Inventory adjustments as well.

** Excludes 169 Room Air Conditioners (Previous Year 119) capitalised during the year.

*** Excludes 6 (Previous Year 18) Stabilisers capitalised during the year.

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

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

Cost of materials consumed #

	Year ended March 31, 2026		Year ended March 31, 2025	
	Quantity	Amount	Quantity	Amount
Aluminium (Kgs)	6,86,858	2,398	6,12,029	1,849
Compressor (Nos)	64,345	17,279	51,053	14,744
Copper (Kgs/Nos)	42,42,467	11,049	38,95,381	8,807
Motors (Nos)	1,76,978	3,636	1,08,530	3,163
Refrigerant / Gas (Kgs)	2,94,304	1,150	2,27,086	1,027
Valve (Nos)	2,78,197	1,488	2,44,277	1,631
Electrical Parts (Nos)	20,16,316	5,319	17,60,400	4,680
IDU/ODU	399	58	1,15,640	13,197
Others*		17,605		19,335
Total	**77,59,864**	**59,982**	**68,98,756**	**68,433**

*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	53	31,825	42	28,882
Indigenous	47	28,157	58	39,551
Total	**100**	**59,982**	**100**	**68,433**

INDEPENDENT AUDITOR'S REPORT

To the Members of Carrier Airconditioning & Refrigeration Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Carrier Airconditioning & Refrigeration Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2026, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the financial statements, including material accounting policy information and other explanatory information (hereinafter referred to as the "financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, and its profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs 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 identified above 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 on the other information that we obtained prior to the date of this auditor's report, 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 Board of Directors for the Financial Statements

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of Sub-Section (11) of Section 143 of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid financial statements.

(b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid financial statements have been kept by the Company so far as it appears from our examination of those books except for the matters stated in the paragraph 2(h)(vi) below on reporting under rule 11(g).

(c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the financial statements.

(d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.

(e) On the basis of the written representations received from the directors as on March 31, 2026 taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2026 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) The modification relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph 2(b) above on reporting under Section 143(3)(b) and paragraph 2(h)(vi) below on reporting under Rule 11(g).

(g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure C".

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 14, 28 and 29 to the financial statements.

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There has been no delay in transferring amounts, to the Investor Education and Protection Fund by the Company during the year ended March 31, 2026.

iv a. The Management has represented that, to the best of it's knowledge and belief, as disclosed in the note 44(vii) to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), 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 it's knowledge and belief, as disclosed in the note 44(viii) to the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, 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, 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) contain any material misstatement.

v The final dividend paid by the Company during the year in respect of the same declared for the previous year is in accordance with section 123 of the Companies Act 2013 to the extent it applies to payment of dividend.

vi a. The Company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility, except that no audit trail feature was enabled at the database level in respect of the accounting software to log any direct data changes as explained in Note 45 to the financial statements.

Further, where enabled, audit trail feature has been operated for all relevant transactions recorded in the accounting software. Also, during the course of our audit, we did not come across any instance of audit trail feature being tampered with in respect of such accounting software. Additionally, the audit trail of prior years has been preserved by the Company as per the statutory requirements for record retention to the extent it was enabled and recorded in respective years.

b. With respect to software for managing procurement and payroll processing which are managed and maintained by a third-party software service provider(s) and have a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the respective software except that we are unable to comment on the audit trail at database level due to the absence of adequate coverage in respective SOC report, as explained in Note 45 to the financial statements.

Further, where enabled, audit trail feature operated throughout the year for all relevant transactions recorded in the respective software. Also, during the course of our audit, we did not come across any instance of audit trail feature being tampered with. Additionally, the audit trail of prior years has been preserved by the Company as per the statutory requirements for record retention to the extent it was enabled and recorded in respective years.

3. In our opinion, according to information, explanations given to us , the remuneration paid or provided by the Company to its directors is within the limits laid prescribed under Section 197 of the Act.

For M S K A & Associates LLP (Formerly known as M S K A & Associates)
Chartered Accountants
ICAI Firm Registration No. 105047W/W101187

Sd/-
Sriparna De
Partner
Membership No.: 060978
UDIN: 26060978HLKWLM8335

Place: Gurugram
Date: August 24, 2026

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF CARRIER AIRCONDITIONING & REFRIGERATION LIMITED FOR THE YEAR ENDED MARCH 31, 2026

Auditor's Responsibilities for the Audit of the Financial Statements

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management and Board of Directors.

- Conclude on the appropriateness of Management and Board of Director's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

For M S K A & Associates LLP (Formerly known as M S K A & Associates)
Chartered Accountants
ICAI Firm Registration No. 105047W/W101187

Sd/-
Sriparna De
Partner
Membership No.: 060978
UDIN: 26060978HLKWLM8335
Place: Gurugram
Date: August 24, 2026

ANNEXURE B TO INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF CARRIER AIRCONDITIONING & REFRIGERATION LIMITED FOR THE YEAR ENDED MARCH 31, 2026

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

i.

(a) A. The Company has maintained proper records showing full particulars including quantitative details and situation of property, plant and equipment and relevant details of right of use assets.

B. The Company has maintained proper records showing full particulars of intangible assets.

(b) Property, plant and equipment and right of use assets were physically verified by the management according to a phased programme designed to cover all items over a period of 3 years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of property, plant and equipment and right of use assets have been physically verified by Management during the year. No material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us 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) as disclosed in the financial statements, are held in the name of the Company.

(d) According to the information and explanations given to us, the Company has not revalued its property, plant and equipment (including right of use assets) and intangible assets during the year. Accordingly, the provisions stated under clause 3(i)(d) of the Order are not applicable to the Company.

(e) According to the information and explanations given to us, no proceeding has been initiated or pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988, as amended and rules made thereunder. Accordingly, the provisions stated under clause 3(i)(e) of the Order are not applicable to the Company.

ii.

(a) The inventory (excluding stocks with third parties and stocks-in-transit) has been physically verified by the management during the year. In respect of inventory lying with third parties, these have substantially been confirmed by them and in respect of goods in transit, the goods have substantially been received subsequent to the year end. Discrepancies of 10% or more in aggregate for each class of inventory were not noticed in respect of such confirmations. In our opinion, the frequency, coverage and procedure of such verification is reasonable and appropriate, having regard to the size of the Company and the nature of its operations. The discrepancies noticed on physical verification of inventory as compared to book records were not 10% or more in aggregate for each class of inventory.

(b) During any point of time of the year, the Company has not been sanctioned working capital limits from Banks and financial institutions on the basis of security of current assets. Accordingly, the provisions stated under clause 3(ii)(b) of the Order are not applicable to the Company.

iii. According to the information and explanations provided to us, the Company has not made any investments in, or 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. Accordingly, the provisions stated under clause 3(iii) of the Order are not applicable to the Company.

iv. According to the information and explanations given to us, there are no loans, investments, guarantees, and security in respect of which provisions of sections 185 and 186 of the Companies Act, 2013, are applicable and accordingly, the requirement to report under clause 3(iv) of the Order is not applicable to the Company.

v. According to the information and explanations given to us, the Company has neither accepted any deposits from the public nor any amounts which are deemed to be deposits, within the meaning of the provisions of Sections 73 to 76 of the Companies Act, 2013 and the rules framed there under. Accordingly, the requirement to report under clause 3(v) of the Order is not applicable to the Company.

vi. Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Companies Act, 2013 in respect of its products. We have broadly reviewed the same, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.

vii.

(a) According to the information and explanations given to us and the records examined by us, in our opinion, undisputed statutory dues including goods and services tax, provident fund, income-tax, duty of customs, cess and other statutory dues have generally been regularly deposited by the Company with appropriate authorities in all cases during the year. No undisputed amounts payable in respect of these statutory dues were outstanding as at March 31, 2026, for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us and the records examined by us, dues relating to income tax, goods and services tax, value added tax, sales tax, central excise duty, custom duty, service tax, local area development tax and entry tax which have not been deposited as on March 31, 2026, on account of any dispute, are as follows:

Name of the Statute	Nature of the dues	Amount (Rs. in lacs)	Amount paid (Rs. in lacs)	Period to which amount relates	Forum where dispute is pending
Income tax					
Income tax Act, 1961	Income tax	63	-	2006-07	Assistant commissioner of Income-tax
Income tax Act, 1961	Income tax	8,638	-	2016-17 to 2019-22 and 2023-24	Commissioner of Income tax (Appeals)
Income tax Act, 1961	Income tax	87*	79@	2000-01 & 2013-14	Income tax appellate tribunal
Income tax Act, 1961	Income tax	724	-	2005-06	High 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
Sales tax/Value added tax/Goods and Service tax					
Sales tax/Value added tax Act of various states	Sales tax/Value added tax	4,430	382	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	536	163	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	110	51	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
Goods and Service tax Act, 2017	Goods and Service tax	4,296	189	2017-20	Appellate authorities of various states
Central Excise duty					
Central Excise Act, 1944	Excise duty	5	-	2002-08	Commissioner of Excise (Appeals)
Custom duty					
Customs Act, 1962	Custom duty	870	-	1998-00 & 2020-23	Commissioner of Customs
Customs Act, 1962	Custom duty	2	-	2014-15 & 2018-24	Assistant Commissioner of Customs
Customs Act, 1962	Custom duty	13	1	2014-15 & 2023-24	Commissioner (Appeals) of Customs
Customs Act, 1962	Custom duty	1,282	35	2018-24	Customs, Excise and Service tax Appellate Tribunal
Service tax					
Finance Act, 1994	Service tax	9	2	1997-02	Assistant Commissioner of Central Excise

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
Finance Act, 1994	Service tax	3,832	-	2010-18	Commissioner of Excise and Service tax (Appeals)
Finance Act, 1994	Service tax	3,809	143	2006-15	Central Excise and Service tax Appellate Tribunal
Finance Act, 1994	Service tax	10,184	-	2005-12	High Court
Local Area Development tax/Entry tax					
Local Area Development Tax Act, 2000	Local area development tax	3,468	-	2000-2018	High Court

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

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

viii. According to the information and explanations given to us, there are no transaction which are not recorded in the books of account which have been surrendered or disclosed as income during the year in Income-tax Assessment under the Income Tax Act, 1961. Accordingly, the requirement to report as stated under clause 3(viii) of the Order is not applicable to the Company.

ix.

(a) The Company does not have any loans or borrowings or interest thereon due to any lenders during the year. Accordingly, the requirement to report under clause 3(ix)(a) of the Order is not applicable to the Company.

(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 wilful defaulter by any bank or financial institution or government or any government authority.

(c) In our opinion and according to the information and explanations provided to us, no money was raised by way of term loans. Accordingly, the requirement to report under clause 3(ix)(c) of the Order is not applicable to the Company.

(d) According to the information and explanations provided to us, there are no funds raised during the year. Accordingly, the requirement to report under clause 3(ix)(d) of the Order is not applicable to the Company

(e) The Company does not have any subsidiary, associate, or joint venture. Accordingly, requirement to report under clause 3(ix)(e) of the order is not applicable to the Company.

(f) The Company does not have any subsidiary, associate, or joint venture. Accordingly, the requirement to report under clause 3(ix)(f) of the order is not applicable to the Company.

x.

(a) In our opinion and according to the information and explanations given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the reporting requirement under clause 3(x)(a) of the Order is not applicable to the Company.

(b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partly, or optionally convertible) during the year. Accordingly, the requirements to report under clause 3(x)(b) of the Order is not applicable to the Company.

xi.

(a) Based on our examination of the books and records of the Company and according to the information and explanations given to us, we report that no fraud by the Company or no material fraud on the Company has been noticed or reported during the year in the course of our audit.

(b) During the year no report under Section 143(12) of the Act, has been filed by secretarial auditor, cost auditor or by us in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) We have taken into consideration the whistle blower complaints received by the Company during the year and shared with us for reporting under this clause, while determining the nature, timing, and extent of audit procedures.

xii. The Company is not a Nidhi Company. Accordingly, the provisions stated under clause 3(xii)(a) to (c) of the Order are not applicable to the Company.

xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013, 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 the internal audit reports of the Company issued till the date of our audit report, for the period under audit.

xv. According to the information and explanations given to us, and based on our examination of the records of the Company, in our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and accordingly, the requirement to report on on clause 3(xv) of the Order is not applicable to the Company.

xvi.

(a) The Company is not required to be registered under Section 45 IA of the Reserve Bank of India Act, 1934 (2 of 1934) and accordingly, the requirements to report under clause 3(xvi)(a) of the Order is not applicable to the Company.

(b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities during the year and accordingly, the provisions stated under clause 3 (xvi)(b) of the Order are not applicable to the Company.

(c) The Company is not a Core investment Company (CIC) as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report under clause 3 (xvi)(c) of the Order is not applicable to the Company.

(d) The Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) does not have any Core Investment Company (as part of its group). Accordingly, the requirement to report under clause 3(xvi)(d) of the Order is not applicable to the Company.

xvii. Based on the overall review of financial statements, the Company has not incurred cash losses in the current financial year and in the immediately preceding financial year. Accordingly, the requirement to report under clause 3(xvii) of the Order is not applicable to the Company.

xviii. There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.

xix. According to the information and explanations given to us and on the basis of the financial ratios (as disclosed in note 43 to the financial statements), ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx.

(a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a Fund as specified in Schedule VII of the Companies Act, 2013 as disclosed in note 35 to the financial statements.

(b) There are no ongoing projects and accordingly reporting under Clause 3(xx)(b) of the Order is not applicable to the Company.

xxi. The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements. Accordingly, no comment in respect of the said Clause has been included in the report.

For M S K A & Associates LLP (Formerly known as M S K A & Associates)
Chartered Accountants
ICAI Firm Registration No. 105047W/W101187

Sd/-
Sriparna De
Partner
Membership No.: 060978
UDIN: 26060978HLKWLM8335

Place: Gurugram
Date: August 24, 2026

ANNEXURE C TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF CARRIER AIRCONDITIONING & REFRIGERATION LIMITED FOR THE YEAR ENDED MARCH 31, 2026

Referred to in paragraph 2(g) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the Members of Carrier Airconditioning & Refrigeration Limited on the Financial Statements for the year ended March 31, 2026

Report on the Internal Financial Controls with reference to financial statements 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, 2026 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, and to the best of our information and according to the explanations given to us, 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, 2026, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ('ICAI').

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

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. 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 LLP (Formerly known as M S K A & Associates)
Chartered Accountants
ICAI Firm Registration No. 105047W/W101187

Sd/-
Sriparna De
Partner
Membership No.: 060978
UDIN: 26060978HLKWLM8335

Place: Gurugram
Date: August 24, 2026

Carrier Airconditioning & Refrigeration Limited
Balance Sheet as at March 31, 2026
(All amounts in Rs. Lacs, unless otherwise stated)

Particulars	Note	As at March 31, 2026	As at March 31, 2025
ASSETS			
Non-current assets			
Property, plant and equipment	3	10,264	7,131
Right-of-use assets	4.1	8,824	2,092
Capital work-in-progress	4.2	1,734	3,298
Intangible assets	4	352	777
Financial assets			
Investments	5.1	1	1
Others	5.2	690	794
Income tax assets (net)	6	2,529	1,076
Deferred tax assets (net)	7	6,597	5,839
Other non-current assets	8	5,530	3,278
Total non-current assets		**36,521**	**24,286**
Current assets			
Inventories	9	62,984	42,212
Financial assets			
Trade receivables	10.1	57,778	38,276
Cash and cash equivalents	10.2	21,633	48,052
Others	10.3	9,837	5,138
Other current assets	11	12,316	6,826
Total current assets		**1,64,548**	**1,40,504**
TOTAL ASSETS		**2,01,069**	**1,64,790**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	12	10,638	10,638
Other equity	13	31,812	47,295
Total equity		**42,450**	**57,933**
Liabilities			
Non-current liabilities			
Financial liabilities			
Lease liabilities	31	1,303	1,391
Provisions	14	9,562	7,191
Other non-current liabilities	15	6,321	560
Total non-current liabilities		**17,186**	**9,142**
Current liabilities			
Financial liabilities			
Lease liabilities	31	762	855
Trade payables	16.1		
a) total outstanding dues of micro and small enterprises; and		3,081	1,871
b) total outstanding of creditors other than micro and small enterprises		1,05,462	76,923
Other current financial liabilities	16.2	2,814	2,556
Other current liabilities	17	25,023	12,313
Provisions	18	4,291	3,197
Total current liabilities		**1,41,433**	**97,715**
Total liabilities		**1,58,619**	**1,06,857**
TOTAL EQUITY AND LIABILITIES		**2,01,069**	**1,64,790**

Material accounting policy information 2

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

For MSKA & Associates LLP (Formerly known as MSKA & Associates)
Chartered Accountants
ICAI Firm Registration No. 105047W/W101187

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

Sd/-
Sriparna De
Partner
Membership No: 060978
Place: Gurugram
Date: August 24, 2026

Sd/-
Sundaresan Narayanan
Managing Director
DIN No. 06443519

Place: Gurugram
Date: August 24, 2026

Sd/-
Alfred Thomas
Chief Financial Officer

Place: Gurugram
Date: August 24, 2026

Sd/-
Simran Thapar
Whole Time Director
DIN No. 09026461
Place: Gurugram
Date: August 24, 2026

Sd/-
Ekta
Company Secretary
Membership No: A72724
Place: Gurugram
Date: August 24, 2026

Carrier Airconditioning & Refrigeration Limited
Statement of Profit and Loss for the year ended March 31, 2026
(All amounts in Rs. Lacs, unless otherwise stated)

Particulars	Note	Year ended March 31, 2026	Year ended March 31, 2025
Continuing Operations:			
Income			
Revenue from operations	19	3,16,315	2,49,612
Other income	20	6,627	4,741
Total income		**3,22,942**	**2,54,353**
Expenses			
Cost of materials consumed		59,982	64,573
Purchase of traded goods (Including spares)		1,58,401	88,789
Changes in inventories of finished goods, stock-in -trade and work-in-progress	21	(17,306)	(2,312)
Employee benefits expense	22	22,350	18,723
Finance costs	23	213	229
Depreciation and amortization expense	24	3,154	2,783
Other expenses	25	66,320	54,044
Total expenses		**2,93,114**	**2,26,829**
Profit before tax from continuing operations		**29,828**	**27,524**
Tax expense from continuing operations			
Current tax	7	8,429	6,985
Deferred tax	7	(784)	147
Tax related to earlier years	7	-	146
Total Tax expense from continuing operations		**7,645**	**7,278**
Profit for the year from continuing operations (A)		**22,183**	**20,246**
Discontinued Operations:			
Profit before tax from discontinued operations	37	-	1,323
Profit from sale of discontinued businesses	37	-	28,303
Tax expense on above	37	-	4,613
Profit for the year from discontinued operations (B)		**-**	**25,013**
Profit for the year C=(A+B)		**22,183**	**45,259**
Other comprehensive income/(loss) (D)			
(i) Items that will not be reclassified to profit or (loss) in subsequent years	34	104	70
(ii) Income tax related to items that will not be reclassified to profit or (loss)	7	(26)	(18)
Other comprehensive income for the year, net of taxes E=(C+D)		**78**	**52**
Total comprehensive income for the year (C+E)		**22,261**	**45,311**
Earning per share (in Rs.)			
Nominal value of share Rs. 10 [March, 2025 Rs. 10]			
Continuing Operations			
Basic	26	20.85	19.04
Diluted	26	20.85	19.04
Discontinued Operations			
Basic	26	-	23.51
Diluted	26	-	23.51
Continuing and Discontinued operations			
Basic	26	20.85	42.55
Diluted	26	20.85	42.55
Material accounting policy information	2		

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

For MSKA & Associates LLP (Formerly known as MSKA & Associates)
Chartered Accountants
ICAI Firm Registration No. 105047W/W101187

Sd/-
Sriparna De
Partner
Membership No: 060978
Place: Gurugram
Date: August 24, 2026

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

Sd/-
Sundaresan Narayanan
Managing Director
DIN No. 06443519

Place: Gurugram
Date: August 24, 2026

Sd/-
Alfred Thomas
Chief Financial Officer

Place: Gurugram
Date: August 24, 2026

Sd/-
Simran Thapar
Whole Time Director
DIN No. 09026461
Place: Gurugram
Date: August 24, 2026

Sd/-
Ekta
Company Secretary
Membership No: A72724
Place: Gurugram
Date: August 24, 2026

Carrier Airconditioning & Refrigeration Limited
Statement of Cash Flows for the year ended March 31, 2026
(All amounts in Rs. Lacs, unless otherwise stated)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Cash flows from operating activities :		
Profit before tax from continuing operations	29,828	27,524
Profit before tax from discontinued operations	-	1,323
Adjustments for :		
Depreciation and amortization expense	3,154	2,798
Share based payments	20	7
Profit on sale of property, plant and equipment's (net)	(58)	(17)
Interest on lease liabilities	177	180
Interest income on fixed deposits and income tax refund	(1,260)	(2,653)
Inventory obsolescence no longer required, written back	1,193	530
Allowance for doubtful debts and advances	507	1,030
MTM loss/ (gain) on forward contracts	(566)	137
Unrealised (gain)/ loss on foreign exchange fluctuations	788	200
Liabilities and provisions no longer required written back	(2,444)	(1,348)
Operating profit before change in assets and liabilities	**31,339**	**29,711**
Adjustments for :		
Decrease/(increase) in other current and non current assets	(5,616)	(3,208)
Decrease/(increase) in current and non current loans	-	(272)
Decrease/(increase) in inventories	(21,965)	(6,199)
Decrease/(increase) in current and non current financial assets -other	(4,402)	(1,324)
Decrease/(increase) in current financial assets- trade receivables	(19,469)	(6,481)
Increase/(decrease) in current financial liabilities - trade payables	31,296	11,650
Increase/(decrease) in current and non current financial liabilities - others	322	574
Increase/(decrease) in other current and non current liabilities	3,471	3,555
Increase/ (decrease) in current and non-current provisions	3,543	417
Cash generated from operating activities	**18,519**	**28,423**
Income tax paid, net of refund and interest thereon	(9,855)	(11,277)
Net cash generated from operating activities (A)	**8,664**	**17,146**
Cash flow from investing activities :		
Purchase of property, plant and equipment, Intangibles, Leasehold land and Capital Work in Progress	(12,608)	(4,780)
Advance received for sale of Immovable property	15,000	-
Proceeds from sale of property, plant and equipment	129	23
Interest received on deposits	1,536	2,578
Interest received on income tax refund	-	14
Proceeds from sale of discontinued businesses	-	31,769
Investment in subsidiary	-	(1,200)
Net cash flow generated / (used) in investing activities (B)	**4,057**	**28,404**
Cash flow from financing activities :		
Payment of lease liabilities	(1,274)	(1,131)
Dividend paid	(37,901)	(38,337)
Net cash used in financing activities (C)	**(39,175)**	**(39,468)**
Net (decrease) / increase in cash and cash equivalents during the year (A+B+C)	**(26,454)**	**6,082**
Cash and cash equivalents at the beginning of the year	**48,052**	**41,989**
Add: Re-instatement loss/ (gain) on balance in EEFC account	35	(19)
Cash and Cash Equivalents at close of the year	**21,633**	**48,052**

Cash and cash equivalents consists of the following	As at 31 March 2026	As at 31 March 2025
Bank balance		
-in current account	7,733	3,599
-in deposit account	13,900	44,453
	21,633	**48,052**

Movement in financial liabilities	Lease liabilities
As at 31 March 2024	**2,086**
Loan taken during the year	-
Repayment during the year	-
Other non cash transactions	
Lease acquisition during the year	1,182
Lease terminated during the year	(71)
Interest expense during the year	180
Payment during the year	(1,131)
As at 31 March 2025	**2,246**
Loan taken during the year	-
Repayment during the year	-
Other non cash transactions	
Lease acquisition during the year	982
Lease terminated during the year	(66)
Interest expense during the year	177
Payment during the year	(1,274)
As at 31 March 2026	**2,065**

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

Material accounting policy information (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 LLP (Formerly known as MSKA & Associates)
Chartered Accountants
ICAI Firm Registration No. 105047W

Sd/-
Sriparna De
Partner
Membership No: 060978
Place: Gurugram
Date: August 24, 2026

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

Sd/-
Sundaresan Narayanan
Managing Director
DIN No. 06443519
Place: Gurugram
Date: August 24, 2026

Sd/-
Alfred Thomas
Chief Financial Officer
Place: Gurugram
Date: August 24, 2026

Sd/-
Simran Thapar
Whole Time Director
DIN No. 09026461
Place: Gurugram
Date: August 24, 2026

Sd/-
Ekta
Company Secretary
Membership No: A72724
Place: Gurugram
Date: August 24, 2026

Carrier Airconditioning & Refrigeration Limited
Statement of Changes in Equity for the year ended March 31, 2026
(All amounts in Rs. Lacs, unless otherwise stated)

a. Equity share capital

	Number	Amount
As at March 31, 2024	10,63,76,745	10,638
Changes in equity share capital during the year	-	-
As at March 31, 2025	10,63,76,745	10,638
Changes in equity share capital during the year	-	
As at March 31, 2026	**10,63,76,745**	**10,638**

b. Other equity

	Reserves and Surplus					Other comprehensive income	Total
	Capital reserve	Reserves on business combination	General reserve	Retained earnings	Share options outstanding account	Re-measurement gain/(loss) on defined benefit obligations	
Balance as at March 31, 2024	**1**	**657**	**895**	**38,375**	**345**	**-**	**40,273**
Profit for the year				45,259	-	52	45,311
Transfer to retained earnings	-	-	-	52	(4)	(52)	(4)
Dividend paid during the year (Refer note 27)	-	-	-	(38,296)	-	-	(38,296)
Share based payments (Refer note 42)	-	-	-	4	7	-	11
Balance as at March 31, 2025	**1**	**657**	**895**	**45,394**	**348**	**-**	**47,295**
Profit for the year				22,183	-	78	22,261
Transfer to retained earnings	-	-	-	78	(10)	(78)	(10)
Dividend paid during the year (Refer note 27)	-	-	-	(37,764)	-	-	(37,764)
Share based payments (Refer note 42)	-	-	-	10	20	-	30
Balance as at March 31, 2026	**1**	**657**	**895**	**29,901**	**358**	**-**	**31,812**

Material accounting policy information (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 LLP (Formerly known as MSKA & Associates)
Chartered Accountants
ICAI Firm Registration No. 105047W/W101187

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

Sd/-
Sriparna De
Partner
Membership No: 060978
Place: Gurugram
Date: August 24, 2026

Sd/-
Sundaresan Narayanan
Managing Director
DIN No. 06443519
Place: Gurugram
Date: August 24, 2026

Sd/-
Alfred Thomas
Chief Financial Officer
Place: Gurugram
Date: August 24, 2026

Sd/-
Simran Thapar
Whole Time Director
DIN No. 09026461
Place: Gurugram
Date: August 24, 2026

Sd/-
Ekta
Company Secretary
Membership No: A72724
Place: Gurugram
Date: August 24, 2026

1 **Corporate Information**

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

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

2 **Basis for preparation and measurement of financial statements**

a) **Statement of Compliance with Ind AS**

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

The financial statements are authorised for issue by the Company's Board of Directors on August 24, 2026.

b) **Basis of measurement**

The financial statements have been prepared on a historical cost basis, except for the following items:
a. Certain financial assets and liabilities (including derivative instruments) - measured at fair value (refer note 2(g)(5)).
b. Other financial assets and liabilities - measured at amortised cost (refer note 2(g)(5)).
c. Net defined benefit (asset)/ liability - measured at fair value of plan assets less present value of defined benefit obligations.

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

c) **Functional and presentation currency**

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

d) **Significant accounting judgments, estimates and assumptions**

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

e) **Assumptions and estimation uncertainties**

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

Measurement of fair values

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

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

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

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

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

f) **Current and non-current classification**

The Company presents assets and liabilities in the balance sheet based on current / non-current classification.
An asset is classified as current when it satisfies any of the following criteria:
- it is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle.
- it is held primarily for the purpose of being traded;
- it is expected to be realized within 12 months after the reporting date; or
- it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

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

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

Operating cycle

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

g) **Summary of material accounting policies**

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

Recognition and measurement

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

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

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

Subsequent expenditure and disposal

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

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

Depreciation

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

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

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

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

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

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

2) **Intangible assets and amortisation**

Recognition and measurement

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

Subsequent expenditure and disposal

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

Amortisation

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

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

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

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

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

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

4) **Inventories**

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

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs to make the sale.

Raw materials, components and other supplies held in production of finished products are not written down below cost except in case where material prices have declined and it is estimated that the cost of the finished product will exceed their net realisable value. The comparison of cost and net realisable value is done on a item by item basis.

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

5) **Financial instruments**

i) Recognition and initial measurement

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

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

ii) Classification and subsequent measurement

Financial assets

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

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

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

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

− the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and

− the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

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

− the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and

− the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

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

Financial assets: Business model assessment

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

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

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

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

− contingent events that would change the amount or timing of cash flows;

− terms that may adjust the contractual coupon rate, including variable interest rate features;

− prepayment and extension features;

Financial assets: Subsequent measurement and gains and losses

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

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

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

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

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

iii) Derecognition
Financial assets
The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.
If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognized.

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

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

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

v) Modification of financial assets and liabilities
Financial assets:
If the terms of a financial asset are modified, the Company evaluates whether the cash flows of the modified asset are substantially different. If the cash flows are substantially different, then the contractual rights to cash flows from the original financial asset are deemed to have expired. In this case, the original financial asset is derecognized and a new financial asset is recognized at fair value.
If the cash flows of the modified asset carried at amortized cost are not substantially different, then the modification does not result in derecognition of the financial asset. In this case, the Company recalculates the gross carrying amount of the financial asset and recognizes the amount arising from adjusting the gross carrying amount as a modification gain or loss in profit or loss.
Financial Liabilities:
The Company derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss.
vi) Impairment
Impairment of financial instruments

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

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

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

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

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

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses.
Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

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

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

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

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

Measurement of expected credit losses
Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).
The Company follows "simplified approach" for recognition of impairment loss allowance on trade receivables. Under the simplified approach, the company recognises impairment loss allowances based on life time ECLs at each reporting date, right from initial recognition.
As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

Presentation of allowance for expected credit losses in the balance sheet
Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

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

vii) Income/loss recognition

• Interest income

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

6) **Leases**

The Company as a lessee

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

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

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

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

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

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

The Company as a lessor

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

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

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

8) **Provisions**

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

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

9) **Contingent liabilities**

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

10) **Revenue recognition**

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

(i) *Sale of products*

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

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

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

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

(ii) *Income from services*

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

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

Annual Maintenance Contracts

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

Repairs and Installation Jobs

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

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

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

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

(iii) *Interest income, commission income*

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

(iv) *Multiple deliverable arrangements*

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

11) **Accounting for Foreign currency transactions**

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

12) **Income tax**

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

Current tax

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

Deferred tax

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

Deferred tax liabilities are recognised for all taxable temporary differences.

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

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

13) **Employee benefits**

i) *Short-term employee benefits*

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

ii) *Post-employment benefits*

a) *Defined contribution plan*

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

b) *Defined benefit plan*

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

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

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

d) *Share based payment transactions*

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

14) **Segment reporting**

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

Identification of segments:

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

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

15) **Earnings per share**

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

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

16) **Cash and cash equivalents**

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

17) **New and amended standards adopted by Company**

The Ministry of corporate Affairs ("MCA") notified amendments on 7 May 2025 and 13 August 2025 under the Companies (Indian Accounting Standards) Amendment Rules, 2025 and the Companies (Indian Accounting Standards) Second Amendment Rules, 2025, respectively, which is effective from annual reporting periods beginning on or after 1 April 2025.

(a) Amendment to Ind AS 7 and Ind AS 107 - Supplier Finance Arrangement:

The amendments to Ind AS 7 'Statement of Cash Flows' and Ind AS 107 'Financial Instruments: Disclosures' clarify the characteristics of supplier finance arrangements and require additional disclosures for such arrangements. The disclosure requirements in the amendments are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk.

The Company does not have any supplier finance arrangements during the reporting period.

(b) Amendment to Ind AS 1 - Classification of liabilities as current or non-current and non-current liabilities with covenants:

The amendment specifies the requirements for classifying liabilities as current or non-current in the balance sheet, and clarifies the following:

a) An entity's right to defer settlement of a liability for at least twelve months after the reporting period must have substance and must exist at the end of the reporting period. The classification of a liability as current or non-current is unaffected by the likelihood that the entity will exercise its right to defer settlement.

b) If an entity's right to defer settlement of a liability is subject to covenants, such covenants affect whether that right exists at the end of the reporting period only if the entity is required to comply with the covenant on or before the end of the reporting period.

c) In case of a liability that can be settled, at the option of the counterparty, by the transfer of the entity's own equity instruments, such settlement terms do not affect the classification of the liability as current or non-current only if the option is classified as an equity instrument.

These amendments have no effect on the measurement of any items in the financial statements of the Company. The Company did not make retrospective adjustments as a result of adopting the amendments to Ind AS 1.

c) Amendment to Ind AS 12 – Pillar-Two Tax Reforms

The Company is not within the scope of the OECD Pillar Two Model Rules, as Pillar Two legislation has not yet been enacted in any of the jurisdiction in which the Company operates.

d) Amendment to Ind AS 21-Lack of exchangeability

The Amendments introduces requirement to assess when a currency is exchangeable into another currency and when it is not. The amendment requires an entity to estimate the spot exchange rate when it concludes that a currency is not exchangeable into another currency. These amendments had no effect on the financial statements of the Company.

The below amendments are notified but not yet effective

Amendment to Ind AS 1 'Presentation of Financial Statements'- Classification of Liabilities as current or non-current and non-current liabilities with covenants:

The amendment includes specific provisions that will take effect for reporting periods beginning on or after 1 April 2026, retrospectively, as outlined below:

a) Breach of material covenant for long-term loan arrangement on or before end of reporting period with effect that liability becomes payable on demand as on reporting date, then it shall be classified as current liability, if lender agreed after reporting period and before approval of financial statements to not demand payment as a consequence of breach.

b) Classify as non-current liability, if lender agreed by end of reporting period to provide grace period ending at least 12 months after reporting period within which entity can rectify the breach provided lender does not demand immediate repayment.

c) Disclose information about the timing of settlement to understand the impact of the liability on the financial statements.

The Company does not expect this amendment to have an impact on its operations or financial statements.

3. Property, plant and equipment

	Gross block				Depreciation				Net block
Particulars	**As at April 01, 2025**	**Additions during the year**	**Deletions/ adjustments during the year**	**As at March 31, 2026**	**As at April 01, 2025**	**For the year**	**On deletions/ adjustments**	**As at March 31, 2026**	**As at March 31, 2026**
Freehold land*	446	-	-	446	-	-	-	-	446
Buildings	1,341	195	-	1,536	474	59	-	533	1,003
Leasehold improvements	495	-	-	495	491	-	-	491	4
Plant and Equipment	10,552	4,252	196	14,608	5,526	1,166	136	6,556	8,052
Furniture and fixtures	810	127	50	887	661	115	50	726	161
Computers and office equipment	2,104	273	136	2,241	1,465	303	125	1,643	598
Vehicles	5	-	-	5	5	-	-	5	-
Total	**15,753**	**4,847**	**382**	**20,218**	**8,622**	**1,643**	**311**	**9,954**	**10,264**

*Subsequent to the year end, the Company has disposed off a parcel of land measuring 7.86 acres of carrying value Rs.398 lacs for a consideration of Rs 21,500 lacs. This transaction represents a non-adjusting event occurring after the reporting period and, accordingly, no adjustment has been made to the financial statements.

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

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

4. Intangible assets

	Gross block				Amortization				Net block
Particulars	**As at April 01, 2025**	**Additions during the year**	**Deletions/ adjustments during the year**	**As at March 31, 2026**	**As at April 01, 2025**	**For the year**	**On deletions/ adjustments**	**As at March 31, 2026**	**As at March 31, 2026**
Computer software	700	9	-	709	576	32	-	608	101
Technical know-how	1,244	-	-	1,244	591	402	-	993	251
Total	**1,944**	**9**	**-**	**1,953**	**1,167**	**434**	**-**	**1,601**	**352**

	Gross block				Amortization				Net block
Particulars	**As at April 01, 2024**	**Additions during the year**	**Deletions/ adjustments during the year**	**As at March 31, 2025**	**As at April 01, 2024**	**For the year**	**On deletions/ adjustments**	**As at March 31, 2025**	**As at March 31, 2025**
Computer software	700	-	-	700	539	37	-	576	124
Technical know-how	1,244	-	-	1,244	189	402	-	591	653
Total	**1,944**	**-**	**-**	**1,944**	**728**	**439**	**-**	**1,167**	**777**

4.1 Right-of-use assets

	Gross block				Amortization				Net block
Particulars	**As at April 01, 2025**	**Additions during the year***	**Deletions/ adjustments during the year***	**As at March 31, 2026**	**As at April 01, 2025**	**For the year**	**On deletions/ adjustments***	**As at March 31, 2026**	**As at March 31, 2026**
Right-of-use assets#	3,900	7,874	266	11,508	1,808	1,077	201	2,684	8,824
Total	**3,900**	**7,874**	**266**	**11,508**	**1,808**	**1,077**	**201**	**2,684**	**8,824**

* Addition/deletion includes leases roll forward to further period or completion of original period.
# refer note 31

	Gross block				Amortization				Net block
Particulars	**As at April 01, 2024**	**Additions during the year***	**Deletions/ adjustments during the year***	**As at March 31, 2025**	**As at April 01, 2024**	**For the year**	**On deletions/ adjustments***	**As at March 31, 2025**	**As at March 31, 2025**
Right-of-use assets	3,631	1,182	913	3,900	1,668	986	846	1,808	2,092
Total	**3,631**	**1,182**	**913**	**3,900**	**1,668**	**986**	**846**	**1,808**	**2,092**

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

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

4.2. Capital work in progress

Particulars	As at March 31, 2026	As at March 31, 2025
Capital work-in-progress	1,734	3,298
	1,734	**3,298**

Ageing schedule
As at March 31, 2026

Capital work in progress	Amount in capital work in progress for a period of				Total
	Less than 1 year	1-2 years	2-3years	More than 3 years	
Projects in progress (refer note 1)	1,672	62	-	-	**1,734**
Projects temporarily suspended	-	-	-	-	-
Total	**1,672**	**62**	**-**	**-**	**1,734**

As at March 31, 2025

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

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

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Carrier Airconditioning & Refrigeration Limited
Notes to the financial statements for the year ended March 31, 2026
(All amounts in Rs. Lacs, unless otherwise stated)

5.1 Non-current financial assets - Investments

Particulars	**As at March 31, 2026**	**As at March 31, 2025**
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 - others

Particulars	**As at March 31, 2026**	**As at March 31, 2025**
Unsecured, considered good		
Unpaid dividend account	387	249
Security deposits	303	545
Unsecured, considered doubtful		
Security deposits	125	40
Impairment allowance for doubtful advances	(125)	(40)
Total	**690**	**794**

6. Income tax assets (net)

Particulars	**As at March 31, 2026**	**As at March 31, 2025**
Advance tax and tax deducted at source*	2,529	1,076
Total	**2,529**	**1,076**

*Net of provision for tax Rs 30,327 lacs (as at March 31, 2025 Rs 21,889 lacs).

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

7. Income tax

The major components of tax expense/deferred tax assets

a) Amounts recognised in profit or loss

Particulars	**Year ended March 31, 2026**	**Year ended March 31, 2025**
Current tax on profit for the year		
Tax expense from continuing operations	8,429	6,985
Tax related to earlier years	-	146
Tax expense from discontinued operations	-	4,613
Total current tax	**8,429**	**11,744**
Deferred income tax expense / (income), net		
Origination and reversal of temporary differences	(784)	147
Total deferred tax	**(784)**	**147**
Tax charge for the year	**7,645**	**11,891**

b) Amounts recognised in other comprehensive income

	Year ended March 31, 2026	**Year ended March 31, 2025**
Deferred tax on defined benefit obligations	26	18
Tax charge/(credit) for the year	**26**	**18**

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

	Year ended March 31, 2026	**Year ended March 31, 2025**
Accounting profit before tax	29,828	57,150
Applicable tax rate	25.168%	25.168%
Tax on profit at statutory tax rate	7,507	14,383
Permanent differences	123	81
Impact of capital gain taxes at lower rate on slump sale	-	(2,842)
Permanent differences related to earlier years	-	146
Others	15	123
Tax charge/(credit) for the year	**7,645**	**11,891**

d) Deferred tax assets/liabilities

Particulars	**As at April 01, 2025**	**(Charged)/ credited to PL**	**(Charged)/ Credited to OCI**	**As at March 31, 2026**
Property, plant and equipment	40	40	-	80
Provision for doubtful debts and advances	1,181	39	-	1,220
Provision for inventory obsolescence	1,171	(391)	-	780
Provision for gratuity and compensated absences	839	312	(26)	1,125
Provision for litigation/disputes	1,607	298	-	1,905
Others	1,001	486	-	1,487
Total	**5,839**	**784**	**(26)**	**6,597**

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

8. Other non-current assets

Particulars	As at March 31, 2026	As at March 31, 2025
Unsecured, considered good		
Capital advances	4,032	1,467
Amount paid under protest	1,498	1,331
Amount deposited with gratuity fund (refer note 34)	-	480
Unsecured, considered doubtful		
Amount paid under protest	319	319
Provision for doubtful advances	(319)	(319)
Total	**5,530**	**3,278**

9. Inventories

Particulars	As at March 31, 2026	As at March 31, 2025
Raw Materials and Components	9,457	5,741
Stock-in-transit	2,871	4,674
Work-in-progress	224	81
Finished goods	11,063	8,959
Traded goods	32,862	21,444
Stock in transit (traded goods)	9,606	5,965
Provision for inventory obsolescence	(3,099)	(4,652)
Total	**62,984**	**42,212**

Provision for inventory obsolescence relates to provision made for Excess & Obsolete stock amounting to Rs 3,099 lacs (As at March 31, 2025 – Rs 4,652 lacs). The provision is reversed as and when excess & obsolete inventory is sold/disposed off. Net provision for inventory obsolescence gain during the year is Rs. 1,193 lacs (March 31, 2025 Rs. 530 lacs). This includes provision made for Excess & Obsolete stock related to discontinued business for Rs. Nil (March 31, 2025 Rs. 146 lacs)

10.1 Current financial assets - Trade receivables*

Particulars	As at March 31, 2026	As at March 31, 2025
Trade receivable considered good- Unsecured	57,778	38,276
Trade receivable credit impaired	1,778	2,096
Total	**59,556**	**40,372**
Expected credit loss allowance	(1,778)	(2,096)
Total	**57,778**	**38,276**

*refer note 40 for related parties balances

Carrier Airconditioning & Refrigeration Limited
Notes to the financial statements for the year ended March 31, 2026
(All amounts in Rs. Lacs, unless otherwise stated)

10.2 Current financial assets - Cash and cash equivalents

Particulars	As at March 31, 2026	As at March 31, 2025
Balances with banks:		
- in current accounts	7,733	3,599
- in deposit accounts (with original maturity of 3 months or less)	13,900	44,453
Total	**21,633**	**48,052**

10.3 Current financial assets - Others

Particulars	As at March 31, 2026	As at March 31, 2025
Unsecured, considered good		
Unbilled revenue	9,103	4,689
Interest accrued on deposits	58	333
Derivatives not designated as hedges	362	-
Security deposits	314	115
Others*	-	1
Unsecured, considered doubtful		
Security deposits	109	162
Impairment allowance for doubtful security deposits	(109)	(162)
Total	**9,837**	**5,138**

*refer note 40 for related parties balances

11. Other current assets

Particulars	As at March 31, 2026	As at March 31, 2025
Unsecured, considered good		
Contract assets #	1,445	1,601
Prepaid expenses	939	712
Contract prepayments	608	710
Advance to suppliers	937	477
Advance to employees	1	1
Balances with Government authorities	7,713	3,325
Others*	673	-
Unsecured, considered doubtful		
Contract assets #	1,823	1,354
Advance to suppliers	97	19
Balances with Government authorities	596	704
Impairment allowance for doubtful advances	(2,516)	(2,077)
Total	**12,316**	**6,826**

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.

*this includes brokerage related to sale of Immovable property.

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

12. Share capital

Particulars	As at March 31, 2026	As at March 31, 2025
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, 2026		Year ended March 31, 2025	
	Number	Amount	Number	Amount
Balance as at beginning of the year	10,63,76,745	10,638	10,63,76,745	10,638
Issued during the year	-	-	-	-
Balance as at end of the year	**10,63,76,745**	**10,638**	**10,63,76,745**	**10,638**

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

Particulars	As at March 31, 2026		
	Numbers	Amount	Holding %
Holding company			
Carrier Corporation, Delware	10,26,18,689	10,262	96.5%
% Change during the year			0.0%

Particulars	As at March 31, 2025		
	Numbers	Amount	Holding %
Holding company			
Carrier Corporation, Delware	10,26,18,689	10,262	96.5%
% Change during the year			0.0%

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

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

F. There are no bonus issue or buy back of equity shares during the period of five years immediately preceding the reporting date. No share issued for consideration other than cash.

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Carrier Airconditioning & Refrigeration Limited
Notes to the financial statements for the year ended March 31, 2026
(All amounts in Rs. Lacs, unless otherwise stated)

13. Other equity

Particulars	As at March 31, 2026	As at March 31, 2025
Capital reserve	1	1
Reserves on business combination	657	657
General reserve	895	895
Retained earnings	29,901	45,394
Share options outstanding account	358	348
	31,812	**47,295**

Nature and purpose of other reserves/ other equity

Capital Reserve

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

Reserves on business combination

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

General reserve

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

Other comprehensive income

Remeasurements of defined benefit plans represents the following as per Ind AS 19, Employee Benefits:
(a) actuarial gains and losses
(b) the return on plan assets, excluding amounts included in net interest on the net defined benefit liability (asset); and
(c) any change in the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability (asset).

Share options outstanding account

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

Retained Earnings:

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

	As at March 31, 2026	As at March 31, 2025
Capital reserve		
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	45,394	38,375
Profit during the year	22,183	45,259
Transfers (to)/ from other comprehensive income	78	52
Dividends paid (Refer to note 27)	(37,764)	(38,296)
Add: Share options outstanding account	10	4
Balance at the end of the year	**29,901**	**45,394**
Other comprehensive income		
Balance at the beginning of the year	-	-
Add : Additions made during the year	78	52
Transferred (from)/to retained earnings	(78)	(52)
Balance at the end of the year	-	-
Share options outstanding account		
Balance at the beginning of the year	348	345
Add : Additions made during the year (refer note 42)	20	7
Less : Transferred to retained earnings	(10)	(4)
Balance at the end of the year	**358**	**348**

Carrier Airconditioning & Refrigeration Limited
Notes to the financial statements for the year ended March 31, 2026
(All amounts in Rs. Lacs, unless otherwise stated)

14. Non-current provisions

Particulars	As at March 31, 2026	As at March 31, 2025
Provision for employee benefits		
Leave encashment	819	808
Gratuity (Refer note 34)	1,174	-
Other provisions		
Litigations/disputes (Refer note 28 and 29)	7,569	6,383
Total	**9,562**	**7,191**

Movement in Litigations/disputes

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Balance as at beginning of the year	6,383	6,169
Add: Additions	1,281	964
Less: Disposals/adjustments	95	750
Balance as at end of the year	**7,569**	**6,383**
Current maturity thereof	-	-
Balance of non-current provisions	**7,569**	**6,383**

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

Particulars	As at March 31, 2026	As at March 31, 2025
Deferred revenue	1,321	560
Advance received for sale of Immovable property*	5,000	-
Total	**6,321**	**560**

*Advance received pursuant to an agreement for sale of an immovable property entered during the year.

16.1 Trade payables*#

Particulars	As at March 31, 2026	As at March 31, 2025
Micro and small enterprises	3,081	1,871
Micro and small enterprises	**3,081**	**1,871**
Other than micro and small enterprises	1,05,462	76,923
Other than micro and small enterprises	**1,05,462**	**76,923**
Total	**1,08,543**	**78,794**

*Refer note 32 for Disclosures under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED)
#Refer note 40 for related parties balances

16.2 Other current financial liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
Security deposits	199	237
Unclaimed/unpaid dividend	387	249
Employee benefits payable	432	527
Payable for purchase of property, plant and equipment	140	390
Royalty payable (refer note 40)	1,656	949
Derivatives not designated as hedges	-	204
Total	**2,814**	**2,556**

17. Other current liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
Advances from customers	6,334	4,914
Deferred revenue	5,720	4,659
Statutory dues	2,969	2,740
Advance received for sale of Immovable property*	10,000	-
Total	**25,023**	**12,313**

*Advance received pursuant to an agreement for sale of an immovable property entered during the year.

18. Current provisions

Particulars	As at March 31, 2026	As at March 31, 2025
Provision for employee benefits		
Leave encashment	7	7
Gratuity (Refer to note 34)	-	-
Other provisions		
Warranty	4,284	3,190
Total	**4,291**	**3,197**

Movement in Warranty provisions

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Balance as at beginning of the year	3,190	2,974
Add: Additions*	2,941	2,685
Less: Disposals/adjustments	1,847	2,469
Balance as at end of the year	**4,284**	**3,190**
Current maturity thereof	**4,284**	**3,190**
Balance of non-current provisions	**-**	**-**

*includes Rs. Nil (March, 2025 Rs. 350 lacs) related to discontinued operations.

Nature of Provisions

Warranty

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

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

10.1 Current financial assets - Trade receivables ageing schedule

As at March 31, 2026	Current						
Particulars	Not Due	Outstanding for following periods from due date of Receipts					
		Less than 6 months	6 months - 1 year	1-2 years years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	44,813	12,159	770	36	-	-	57,778
(ii) Undisputed Trade Receivables –which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	66	77	217	343	155	512	1,370
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	408	408
Less: Allowance for bad and doubtful debts (Disputed and Undisputed)	(66)	(77)	(217)	(343)	(155)	(920)	(1,778)
Total	**44,813**	**12,159**	**770**	**36**	**-**	**-**	**57,778**

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

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Carrier Airconditioning & Refrigeration Limited
Notes to the financial statements for the year ended March 31, 2026
(All amounts in Rs. Lacs, unless otherwise stated)

16.1 Trade payables aging schedule

As at March 31, 2026	Current						
Particulars	Unbilled Dues	Not Due	Outstanding for following periods from due date of payment				
			Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	2,838	243	-	-	-	3,081
(ii) Disputed dues – MSME	-	-	-	-	-	-	-
(iii) Others	34,524	36,109	29,714	4,781	300	34	1,05,462
(iv)Disputed dues - Others	-		-	-	-	-	-
Total	**34,524**	**38,947**	**29,957**	**4,781**	**300**	**34**	**1,08,543**

As at March 31, 2025	Current						
Particulars	Unbilled Dues	Not Due	Outstanding for following periods from due date of payment				
			Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	1,871	-	-	-	-	1,871
(ii) Disputed dues – MSME	-	-	-	-	-	-	-
(iii) Others	29,467	33,455	13,341	505	101	54	76,923
(iv)Disputed dues - Others	-	-	-	-	-	-	-
Total	**29,467**	**35,326**	**13,341**	**505**	**101**	**54**	**78,794**

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19. Revenue from operations

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Sale of finished goods	86,261	94,521
Sale of traded goods	1,78,879	1,09,957
Sale of services #	50,669	44,069
	3,15,809	**2,48,547**
Other operating income		
Commission income	72	700
Scrap sales	434	365
Total	**3,16,315**	**2,49,612**

including contract revenue of Rs 6,883 lacs (March, 2025 Rs.7,240 lacs)

Disclosures required by IND AS 115

a) Revenue from contracts with customers is disaggregated by major products and service lines and is disclosed in note 19 to the financial statements. Further, the revenue is disclosed in the said note is net of Rs. 2,762 lacs (March, 2025 Rs. 2,653 lacs) representing incentives given to various customers and Rs. 1,048 lacs (March, 2025 Rs. 153 lacs) representing revenue on extended warranty.

b) Aggregate amount of the transaction price allocated to the performance obligation that are unsatisfied amounts to Rs. 1,321 lacs (March, 2025 Rs. 560 lacs). The amount does not include the value of performance obligations outstanding as at 31 March 2026 that have an original expected duration of one year or less, as allowed by Ind AS 115.

20. Other income

	Year ended March 31, 2026	Year ended March 31, 2025
Interest income from financial assets measured at amortised cost		
- On fixed deposits	1,260	2,531
Interest income on income tax refund	-	14
MTM gain on forward contracts	566	-
Liabilities and provisions no longer required, written back	2,444	1,348
Inventory obsolescence no longer required, written back	1,193	-
Profit on sale of property, plant and equipment (net)	58	17
Miscellaneous income	1,106	831
Total	**6,627**	**4,741**

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

	Year ended March 31, 2026	Year ended March 31, 2025
Opening stock		
Work-in-progress	81	108
Finished goods	8,959	9,853
Traded goods	27,409	25,362
	36,449	**35,323**
Closing stock		
Work-in-progress	224	81
Finished goods	11,063	8,959
Traded goods	42,468	27,409
	53,755	**36,449**
Less : Transferred to discontinued operations (refer note 37(a))	-	(1,186)
Net (increase)/decrease	**(17,306)**	**(2,312)**

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

22. Employee benefits expense

	Year ended March 31, 2026	Year ended March 31, 2025
Salaries, wages and bonus	18,641	16,689
Contribution to provident and other funds (refer note 34)	1,019	957
Gratuity and Leave encashment	2,025	449
Share based payments (refer note 42)	20	7
Staff welfare	645	621
Total	**22,350**	**18,723**

23. Finance costs

	Year ended March 31, 2026	Year ended March 31, 2025
Interest on lease liabilities (refer note 31)	177	180
Interest-others	36	49
Total	**213**	**229**

24. Depreciation and amortization expense

	Year ended March 31, 2026	Year ended March 31, 2025
Depreciation on property, plant and equipment	1,643	1,358
Depreciation of right-of-use assets (refer note 31)	1,077	986
Amortisation of intangible assets	434	439
Total	**3,154**	**2,783**

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

25. Other expenses

		Year ended March 31, 2026		Year ended March 31, 2025
Power, fuel and water		822		594
Cost of services		28,657		23,281
Communication expenses		239		1,946
Rent, including lease rentals (refer note 31)		183		183
Repairs and maintenance:				
Building		54		219
Machinery		174		65
Others		197		158
Insurance		445		521
Rates and taxes		2,091		1,226
Dealer and Service commission		1,911		1,683
Travelling and conveyance		1,293		1,156
Advertisement and sales promotion		1,044		840
Sales and distribution expenses		7,777		6,493
Warranty		2,941		2,335
Bad debts & advances written off	342		305	
Less- Existing provision utilized	342	-	305	-
Allowance for doubtful debts and advances		507		1,026
Payment to auditors (excluding Goods and services tax)				
As Auditors:				
Audit fees		34		33
Tax audit fees		2		2
In other capacity:				
Out-of-pocket expenses		2		2
Expenditure towards Corporate Social Responsibility (refer note 35)		430		266
Training		23		157
Legal and professional		1,199		1,397
Group global support services (refer note 36)		9,968		6,790
Royalty		1,600		1,191
Inventory obsolescence		-		384
Research and development		989		1,309
Foreign exchange fluctuation loss (net)		2,991		211
MTM loss on forward contracts		-		137
Miscellaneous		747		439
Total		**66,320**		**54,044**

26. Earnings per share (EPS)

	Year ended March 31, 2026	Year ended March 31, 2025
Basic and diluted earnings per share		
Profit for the year from continuing operations	22,183	20,246
Profit for the year from discontinued operations	-	25,013
Profit for the year from continuing and discontinuined operations	22,183	45,259
Weighted average number of shares (in numbers) (Basic and Diluted)	10,63,76,745	10,63,76,745
Nominal value per share (in Rs)	10	10
Earnings per share (Basic and diluted) (in Rs)		
Continuing Operations	20.85	19.04
Discontinuing Operations	-	23.51
Earnings per share (Basic and diluted) (in Rs)	**20.85**	**42.55**

27. Final dividend declared and paid

The shareholder of the Company has approved a final dividend aggregating Rs.37,764 lacs @ Rs. 35.50 per share for the financial year 2024-25 in their Annual General Meeting held on September 26, 2025.

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28 CONTINGENT LIABILITIES AND COMMITTMENTS

Particulars	As at March 31, 2026	As at March 31, 2025
(a) Demands from regulatory authorities, (excluding applicable penalties)		
Income tax authorities	1,906	1,182
Sales tax/VAT/GST authorities	8,356	6,404
Excise, Customs Department and Service Tax#	17,789	19,107
(b) Claims against the Company, not acknowledged as debt	281	542
(c) Estimated value of contracts remaining to be executed on capital account (net of advances)	4,137	1,707

includes Rs. 17,719 lacs (March 31, 2025 Rs. 17,719 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 (March 31, 2025 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 (March 31, 2025 Rs. 3,415 lacs) towards the entry tax liability in the books of account. The said amount has not been paid because of the above pending litigation challenging the validity of this act and non issuance of rules specifying the mechanism for payment of such tax.

During the year 2012, the Government of West Bengal introduced "The West Bengal Tax on Entry of Goods into Local Areas Act, 2012" for levy of entry tax on entry of certain goods into a local area of the State of West Bengal. In September 2015, company filed a writ petition before the Hon'ble High Court of Calcutta challenging the validity of the enactment. The Single Bench of the Hon'ble High Court vide order dated May 17, 2015 has sine die adjourned the matter, accordingly, realisation of dues gets automatically stayed. The Company has provided Rs. 67 lacs (March 31, 2025 Rs. 67 lacs) towards the entry tax liability in the books of account. During the year company has settled the above matter by paying Rs. 59 lacs to the respective authorities and reversed the existing provision of Rs. 67 lacs.

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.1,743 lacs (March 31, 2025 Rs.678 lacs) as of March 31, 2026 and foreign currency receivables from various parties aggregating to Rs.133 lacs (March 31, 2025 Rs.273 lacs) which are outstanding for more than respective stipulated time period as of March 31, 2026. The Company is in process of regulating the requisite compliance under FEMA regulations for the year ended March 31, 2026.

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 land, 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, 2026	As at March 31, 2025
Right-of-use assets		
Leased premises	1,192	1,378
Leased vehicle	753	714
Leasehold land*	6,879	-
	8,824	**2,092**

*Carrier Airconditioning & Refrigeration Limited ("the Company") has entered into a lease agreement with Sri City Private Limited for 39 acres of land situated at Sri City, Andhra Pradesh. The lease has been executed for a period of 99 years for the purpose of setting up a new manufacturing facility.

Particulars	As at March 31, 2026	As at March 31, 2025
Lease liabilities		
Current	762	855
Non current	1,303	1,391
	2,065	**2,246**

Movement of lease liability

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Lease liabilities at the beginning	2,246	2,086
Lease acquisition during the year	982	1,182
Lease terminated during the year	(66)	(71)
Interest expense during the year	177	180
Payment during the year	(1,274)	(1,131)
	2,065	**2,246**

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, 2026	Year ended March 31, 2025
Depreciation of right-of-use assets		
Leased premises	668	626
Leased vehicle	397	360
Leasehold land*	12	-
	1,077	**986**

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Interest expense (included in finance costs - refer note 23)	177	180
Expense relating to short term/low value leases (included in other expenses - refer note 25 and 37A)*	183	215
	360	**395**

* The Company has taken certain premises on leases with contract terms of one or less than one year which has been classified under short term leases. Further, the Company has also taken certain equipment on leases which are classified as. low value items . The Company has elected not to recognise Right-of-use assets and lease liabilities for these leases.
Further, the total net cash outflow relating to lease payments during the year amounts to Rs 1,274 lacs (March 31, 2025 Rs 1,131 lacs). Expense related to short term/ low value leases includes rent expense of Rs. Nil (March 31, 2025 Rs. 32 lacs) related to discontinued operations.

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, 2026	As at March 31, 2025
(i) The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year.	3,081	1,871
(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.	16	31
(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.	-	-
(iv) The amount of interest accrued and remaining unpaid at the end of each accounting year.	20	#
(v) The amount of further interest remaining due and payable even in succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006.	-	-

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

33 The transfer pricing study under the Income Tax Act, 1961 in respect of the transactions with the group companies for the year ended March, 31 2026 is not yet complete and it will be completed before the filling of Income tax return for the Assessment year 2026-2027. The Management believes that these transactions are at arm’s length and does not expect any material adjustment out of the aforesaid. The transfer pricing study in respect of the transactions with group companies for the year ended March, 31 2025 has been completed and the certificate under section 92E of Income tax act, 1961, has been obtained which contains no adverse comments requiring adjustments

34 **Employee benefits**

A. Defined contribution plans

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

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Superannuation fund	75	88
Employer's contribution to Provident Fund	624	598
Employer's contribution to Employee State Insurance	*	*
Employer's contribution to Employee’s Pension Scheme, 1995	320	307
Total#	**1,019**	**993**

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

#includes Rs. Nil (March 31, 2025 Rs. 36 lacs) related to discontinued operations.

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

B. Defined benefit plans

Gratuity plan

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

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

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

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

(i) Present value of defined benefit obligation	**Year ended March 31, 2026**	**Year ended March 31, 2025**
Balance at the beginning of the year	4,251	4,230
Current Service Cost	409	356
Past Service Cost	1,375	-
Interest Cost	284	270
Actuarial (Gains) / Losses	(31)	(42)
Benefits paid	(616)	(239)
Liability settled	(58)	(324)
Total	**5,614**	**4,251**

(ii) Fair value of plan assets	**Year ended March 31, 2026**	**Year ended March 31, 2025**
Balance at the beginning of the year	4,731	4,626
Expected return on plan assets	284	316
Actuarial Gains/ (Losses)	73	28
Contribution by the Company	5	-
Benefits paid	(616)	(239)
Assets acquired/(settled)*	(37)	-
Total	**4,440**	**4,731**

(iii) Percentage allocation of plan assets	**Year ended March 31, 2026**	**Year ended March 31, 2025**
Life Insurance Corporation of India - 74% (March 31, 2025: 78%)	3,299	3,670
ICICI Prudential Life Insurance Co. Ltd.- 26% (March 31, 2025: 22%)	1,141	1,061

(iv) Liability/(asset) recognised at Balance Sheet date	**Year ended March 31, 2026**	**Year ended March 31, 2025**
Present Value of Defined Benefit Obligation	5,614	4,251
Less: Fair Value of Plan Assets	(4,440)	(4,731)
Amounts recognised as liability/(asset)	**1,174**	**(480)**

(v) Actual return on plan assets	**Year ended March 31, 2026**	**Year ended March 31, 2025**
Actual return on Plan Assets	357	344

(vi) Amounts recognised in Profit or loss	**Year ended March 31, 2026**	**Year ended March 31, 2025**
Current Service Cost	409	356
Past Service Cost	1375	-
Interest Cost (net of expected return on plan asset)	*	(46)
Net expense	**1,784**	**310**

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

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

(vii) Amounts recognised in Other Comprehensive Income	Year ended March 31, 2026	Year ended March 31, 2025
Actuarial (gain)/loss from demographic assumptions	(18)	(126)
Actuarial (gain)/loss from financial assumptions	(346)	120
Actuarial (gain)/loss arising from experience adjustments	333	(36)
Actuarial return on plan asset less interest on plan assets	(73)	(28)
Total	**(104)**	**(70)**

(viii) Actuarial assumptions	Year ended March 31, 2026	Year ended March 31, 2025
Discount Rate	6.90%	6.60%
Expected Return on Plan Assets	6.00%	6.83%
Salary Growth Rate		
0-1 year	9.00%	10.00%
0-2 year	9.00%	10.00%
after 2 year	9.00%	10.00%
Attrition rate		
Age group 21-30 Years	18.00%	16.00%
Age group 31-40 Years	20.00%	19.00%
Age group 41-50 Years	12.00%	13.00%
Age group 51-59 Years	13.00%	11.00%

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, 2026	Year ended March 31, 2025
Gratuity fund	200	-

(x) The expected maturity analysis of gratuity obligation	Year ended March 31, 2026	Year ended March 31, 2025
Within the next 12 months	1,288	854
Between 1 to 2 years	865	672
Between 2 to 3 years	791	585
Between 3 to 4 years	944	543
Between 4 to 5 years	626	652
Over 5 years	3,651	2,886

(xi) Weighted average duration of defined benefit obligation (in years)	Year ended March 31, 2026	Year ended March 31, 2025
Gratuity	4.59	4.84

(xii) Sensitivity analysis

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

Increase / (Decrease) in defined benefit obligation	Year ended March 31, 2026	Year ended March 31, 2025
Discount rate		
Increase by 0.50%	(125.37)	(100.99)
Decrease by 0.50%	132.19	104.80
Expected rate of increase in compensation level of covered employees		
Increase by 0.50%	128.99	101.00
Decrease by 0.50%	(123.56)	(98.39)
Attrition rate		
Increase by 0.50%	(11.76)	(15.46)
Decrease by 0.50%	13.23	15.08

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.

(xiii) Risk analysis
The Company is exposed to a number of risks in the defined benefit plans. Most significant risks pertaining to defined benefits plans and management estimation of the impact of these risks are as follows:
Investment risk
The Gratuity plan is funded with Life Insurance Corporation of India (LIC) and ICICI Prudential Life Insurance Co. Ltd.(ICICI Prudential) and the Group does not have any liberty to manage the fund provided to LIC and ICICI Prudential.
The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to Government of India bonds. If the return on plan asset is below this rate, it will create a plan deficit.
Interest risk
A decrease in the interest rate on plan assets will increase the plan liability.
Longevity risk/ Life expectancy
The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and at the end of the employment. An increase in the life expectancy of the plan participants will increase the plan liability.

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

On November 21, 2025, the Government of India notified the four Labour Codes—the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020, and the Occupational Safety, Health and Working Conditions Code, 2020—consolidating 29 existing labour laws. The Ministry of Labour & Employment also published draft Central Rules and FAQs to facilitate assessment of the financial impact arising from the changes in the regulations.
The new Labour Codes introduced by the Government of India, inter alia, requires gratuity and compensated absences to be calculated based on new 'wages' definition as prescribed. This has resulted in an increase in gratuity and compensated absences benefits in respect of services rendered in prior periods, and accordingly, the Company has recognised past service cost amounting to Rs. 1,572 Lacs under Employee Benefit expense during the year representing its best estimate of the impact of the New Labour Codes as currently notified.
Subsequent to the year-end, the Central Government has notified the Code on Wages (Central) Rules, 2026. However, the corresponding State Rules and certain other operational clarifications under the New Labour Codes are yet to be notified. The Company continues to monitor the notification of the remaining State Rules and clarifications to evaluate the operational and compensation-structure implications of the New Labour Codes. Any further impact arising from such notifications, if any, will be accounted for in accordance with the applicable accounting standards.

35 Expenditure towards corporate social responsibility

During the year, the Company has spent Rs.430 lacs (March 31, 2025: Rs 266 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, 2026	Year ended March 31, 2025
a) Gross amount required to be spent by the Company	430	266
b) Amount approved by the Board to be spent during the year	430	266
c) Amount spent during the year on:		
(i) Construction/acquisition of any asset	-	-
(ii) On purposes other than (i) above	430	266

i. The Company does not carry any provisions for corporate social responsibility expenses for current year and March 31, 2025.
ii. The Company does not have any ongoing projects as at March 31, 2026.

36 During the current year, the Company has received Group global support service charges from Carrier Corporation (Holding company) of Rs.9,968 lacs (March 31, 2025 Rs.6,790 lacs) for provision of services in the various areas including legal, human resources, communications and marketing, finance, operational support etc. The management is of the opinion that it is at arms length and transfer pricing regulations will not have any impact on financial statements particularly on the amount of income tax expense and that of provision for taxes.

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37. Reorganization and discontinued operations

A. Discontinue of Commercial Refrigeration business

In the year 2024, the Carrier Group at global level decided to sell its Commercial Refrigeration (“CR”) business. Consequently, in the March, 2025, on October 1, 2024 the Company had entered into a Business Transfer Agreement (“BTA”) with Haier Appliances (India) Private Limited ("Purchaser") for slump sale of its CR business under Section 2(42C) of the Income Tax Act, 1961 at a lumpsum consideration of Rs.27,583 Lakhs. On October 1, 2024, the Company consummated the sale and transfer of CR Business and recognised pre-tax gain of Rs. 26,154 lakhs.

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

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

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

b) Statement of Profit and loss for the year ended March 31, 2026 and March 31, 2025 of discontinued operations

	Year ended March 31, 2026	Year ended March 31, 2025
Income		
Revenue from operations	-	13,397
Other income	-	109
Total income	**-**	**13,506**
Expenses		
Cost of materials consumed	-	3,860
Purchase of traded goods (Including spares)	-	3,020
Changes in inventories of finished goods, stock-in -trade and work-in-progress	-	1,186
Employee benefits expense	-	1,021
Depreciation and amortization expense	-	15
Other expenses	-	3,081
Total expenses	**-**	**12,183**
Profit before tax (A)	**-**	**1,323**
Profit from sale of discontinued business (B)	-	26,154
Tax expense (C)		
Current tax	-	4,613
Profit for the year of discontinued operations (A+B-C)	**-**	**22,864**

c) Statement of cash flows for the year ended March 31, 2026 and March 31, 2025 for discontinued operations

	For the year ended March 31, 2026	For the year ended March 31, 2025
Net cash generated from operating activities	**-**	**451**
Net cash flow generated/ (used) in investing activities	**-**	**83**
Net cash used in financing activities	**-**	**-**

B. Discontinue of Fire and Security products business

In the year 2024, the Carrier Group, at the global level, had decided to divest its Fire and Security products business. In line with this strategic decision and to facilitate the transaction, Carrier Airconditioning & Refrigeration Limited (“the Company”) incorporated a wholly owned subsidiary in India, namely Kiddel Technologies India Private Limited (“KTIPL”) and invested Rs. 837 lacs in KTIPL towards subscription of 83.70 lacs equity shares of Rs. 10 each. In the previous year, the Company had further invested Rs. 1,200 lacs in KTIPL by subscribing to an additional 120 lacs equity shares of Rs. 10 each.

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

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

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

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

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

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, 2026					
	Carrying Amount			Fair Value		
	FVTPL	FVTOCI	Amortised Cost	Level 1	Level 2	Level 3
Financial assets						
Non-current						
Investments	1	-	-	-	-	1
Others	-	-	690	-	-	690
Current						
Trade receivables	-	-	57,778	-	-	57,778
Cash and cash equivalents	-	-	21,633	-	-	21,633
Others	362	-	9,475	-	362	9,475
Total financial assets	**363**	**-**	**89,576**	**-**	**362**	**89,577**
Financial liabilities						
Non-current						
Lease liabilities	-	-	1,303	-	-	1,303
Current						
Lease liabilities	-	-	762	-	-	762
Trade payables	-	-	1,08,543	-	-	1,08,543
Others	-	-	2,814	-	-	2,814
Total financial liabilities	**-**	**-**	**1,13,422**	**-**	**-**	**1,13,422**

	As at March 31, 2025					
	Carrying Amount			Fair Value		
	FVTPL	FVTOCI	Amortised Cost	Level 1	Level 2	Level 3
Financial assets						
Non-current						
Investments	1	-	-	-	-	1
Others	-	-	794	-	-	794
Current						
Investments	-	-	-	-	-	-
Trade receivables	-	-	38,276	-	-	38,276
Cash and cash equivalents	-	-	48,052	-	-	48,052
Others	-	-	5,138	-	-	5,138
Total financial assets	**1**	**-**	**92,260**	**-**	**-**	**92,261**
Financial liabilities						
Non-current						
Lease liabilities	-	-	1,391	-	-	1,391
Current						
Lease liabilities	-	-	855	-	-	855
Trade payables	-	-	78,794	-	-	78,794
Others	204	-	2,352	-	204	2,352
Total financial liabilities	**204**	**-**	**83,392**	**-**	**204**	**83,392**

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

ii) Measurement of fair values

The different levels of fair value have been defined below:

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

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

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

There have been no transfers in either direction for the year ended 31 March 2026.

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

iii) Valuation technique used to determine fair value

Specific valuation technique used to value financial instruments include:
- the fair value of forward foreign exchange contracts is determined using quoted forward exchange rates at the balance sheet date.

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

Risk management framework

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

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

i. Credit risk

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

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

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

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

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

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

Reconciliation of loss allowance provision

	For the year ended 31 March 2026	For the year ended 31 March 2025
Opening balance	2,096	2,370
Addition/(reversal) during the year	24	103
Utilised during the year*	(342)	(328)
Transferred to discontinued business	-	(49)
Closing balance	**1,778**	**2,096**

*includes Rs.Nil (March, 2025 Rs. 23 lacs) related to discontinued operations.

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

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

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

ii. Liquidity risk

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

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

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

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

(a) Exposure to liquidity risk

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

		Contractual cash flows		
As at March 31, 2026	**Carrying amount**	**Total**	**Less than 1 year**	**More than 1 year**
Non-derivative financial liabilities				
Lease liabilities (current & non current)	2,261	2,261	1,200	1,061
Trade payables	1,08,543	1,08,543	1,08,543	-
Other current financial liabilities	2,814	2,814	2,814	-
Total	**1,13,618**	**1,13,618**	**1,12,557**	**1,061**

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

(b) Financing arrangements

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

	As at March 31, 2026	**As at March 31, 2025**
Overdraft facilities and working capital loan from bank	16,225	18,200
	16,225	**18,200**

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

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

Currency risk

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

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

		As at March 31, 2026		As at March 31, 2025	
	Currency	**FC (in lacs)**	**INR**	**FC (in lacs)**	**INR**
Trade payables	EUR	1	125	1	89
(Gross of forward exchange contracts)	GBP	*	5	*	5
	JPY	582	342	147	84
	USD	141	13,215	51	4,375
	CNY	1,930	26,230	1,023	12,070
	THB	1,181	3,366	716	1,814
	HKD	-	-	-	-
			43,283		**18,437**
Trade receivables	USD	20	1,869	22	1,879
	JPY	3	1	3	1
	CNY	-	-	-	-
	EUR	-	-	*	6
	THB	124	353	52	132
			2,223		**2,018**

		As at March 31, 2026		As at March 31, 2025	
Forward exchange contracts	**Currency**	**FC (in lacs)**	**INR**	**FC (in lacs)**	**INR**
Trade payables	CNY	854	11,602	282	3,328
	USD	38	3,529	-	-
	THB	593	1,690	929	2,351
			16,821		**5,679**

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 31,2026	As at March 31,2025
Not later than 1 month	1,236	692
Later than 1 month but not later than 3 month	15,586	4987
Later than 3 month but not later than 3 month	-	-
	16,822	**5,679**

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

	(Profit) or loss , net of tax	
Effect in INR	Strengthening	Weakening
As at March 31,2026		
10% movement		
Foreign Currency	(2,424)	2,424
	(2,424)	**2,424**

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

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

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

39. Capital management

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

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 2026	**As at 31 March 2025**
Total liabilities	1,58,619	1,06,857
Less: cash and cash equivalents	21,633	48,052
Adjusted net debt	**1,36,986**	**58,805**
Total equity	**42,450**	**57,933**
Adjusted net debt to equity ratio	**3.2**	**1.0**

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40. RELATED PARTY DISCLOSURES

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

i) **Holding Company**
Carrier Corporation, Delaware

ii) **Ultimate Holding Company**
Carrier Global Corporation, USA

iii) **Wholly owned Subsidiary**
Kiddel Technologies India Private Limited, India (till June 30, 2024)

iv) **Fellow Subsidiaries / Entities**

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

v) **Key Management Personnel**

a) Sundaresan Narayanan (Managing Director)
b) Alfred Thomas (Chief Financial Officer) (w.e.f. January 1, 2025)
c) Rahul Jain (Whole Time Director) (till March 21, 2025)
d) Pritesh Agrawal (Chief Financial Officer & Whole Time Director) (till November 27 ,2024)
e) Hitesh Khanna (Whole Time Director) (w.e.f. June 19, 2025)
f) Munish Kumar (Whole Time Director) (w.e.f. July 02, 2025)
g) Simran Thapar (Whole Time Director)
h) Narendra Singh Sisodia (Independent director) (till March 26,2025)
i) Siraj Azmat Chaudhry (Independent director)
j) Shan Jain (Independent director) (w.e.f. June 17, 2025)
k) Har Amrit Pal Singh Dhillon (Non-Executive Director)
l) Ekta (Company Secretary) (w.e.f. June 12, 2024)
m) Anurag Gupta (Company Secretary) (till June 11, 2024)

Carrier Airconditioning & Refrigeration Limited
Notes to the financial statements for the year ended March 31, 2026
(All amounts in Rs. Lacs, unless otherwise stated)

40B - Description of Transactions with the Related Parties

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

SI No	Name of the Party	For the year ended	Remuneration Paid	Sale of Goods and Services#	Purchase of Goods/Service	Commission Income	Expenses		Dividend	Investment made during the year	Investment Sold during the year
							Incurred	Re-imbursement			
1	Carrier Global Corporation,USA	31 March, 2026	-	-	-	-	-	-	-	-	-
		31 March, 2025	-	(-)	(-)	(-)	(-)	(-)	(-)	-	-
2	Carrier Asia Limited, Hong Kong	31 March, 2026	-	72	28,916	-	-	596	-	-	-
		31 March, 2025	-	(-)	(5,106)	(615)	(8)	(-)	-	-	-
3	Carrier Technologies India Limited	31 March, 2026	-	29	354	-	166	454	-	-	-
		31 March, 2025	-	(6)	(737)	(-)	(147)	(580)	(-)	-	-
4	Carrier Corporation, Delaware	31 March, 2026	-	-	-	-	7,085	2,112	30,965	-	-
		31 March, 2025	-	(4)	-119	-	-6,081	(3,004)	(31,401)	-	-
5	CACI Aircon India Pvt. Limited	31 March, 2026	-	-	-	-	214	85	-	-	-
		31 March, 2025	-	-	(35)	-	(375)	(217)	-	-	-
6	Carrier (Malaysia) SDN. BHD., Malaysia	31 March, 2026	-	4	-	-	-	61	-	-	-
		31 March, 2025	-	(82)	-	-	-	-	-	-	-
7	Ecoenergy Insights India Limited	31 March, 2026	-	79	-	-	58	452	-	-	-
		31 March, 2025	-	(3)	(66)	-	(46)	(263)	-	-	-
8	Shanghai Carrier Transicold Equipment Co., Ltd, China	31 March, 2026	-	-	14,608	-	-	-	-	-	-
		31 March, 2025	-	-	(13,264)	-	-	-	-	-	-
9	Carrier Transicold Hong Kong Limited, Hong Kong	31 March, 2026	-	-	1,225	-	-	-	-	-	-
		31 March, 2025	-	-	(974)	-	-	-	-	-	-
10	Carrier Singapore (PTE) Limited, Singapore	31 March, 2026	-	-	1,373	-	-	1,450	-	-	-
		31 March, 2025	-	-	(1,439)	-	(63)	(1,302)	-	-	-
11	Shanghai Yileng Carrier Air Conditioning Equipment Company Limited, China	31 March, 2026	-	-	232	-	16	-	-	-	-
		31 March, 2025	-	-	(91)	-	-	-	-	-	-
12	Qingdao Haier-Carrier Refrigeration Equipment Company Limited, China	31 March, 2026	-	-	-	-	-	-	-	-	-
		31 March, 2025	-	-	(645)	-	-	(2)	-	-	-
13	Carrier Airconditioning & Refrigeration System LTG, China	31 March, 2026	-	-	4,312	-	-	-	-	-	-
		31 March, 2025	-	-	(2,775)	-	-	-	-	-	-
14	Carrier Aircon Sri Lanka Ltd.	31 March, 2026	-	17	166	-	0	62	-	-	-
		31 March, 2025	-	(144)	-	-	-	(95)	-	-	-
15	Carrier Airconditioning (Thailand) Co. Ltd	31 March, 2026	-	-	17,489	-	-	1,439	-	-	-
		31 March, 2025	-	-	(18,306)	-	(102)	(253)	-	-	-
16	Carrier Japan Corporation	31 March, 2026	-	-	1,060	-	1,314	-	-	-	-
		31 March, 2025	-	(43)	(1,096)	-	(2,555)	(279)	-	-	-
17	Carrier International Sdn. Berhad, Malaysia	31 March, 2026	-	7	26	-	17	-	-	-	-
		31 March, 2025	-	(4)	(48)	-	(27)	-	-	-	-
18	Kiddel Technologis India Private Limited	31 March, 2026	-	-	-	-	-	-	-	-	-
		31 March, 2025	-	(646)	-	-	-	-	-	(1,200)	(4,186)
19	Sundaresan Narayanan	31 March, 2026	313	-	-	-	-	-	-	-	-
		31 March, 2025	(184)	-	-	-	-	-	-	-	-
20	Pritesh Agarwal	31 March, 2026	-	-	-	-	-	-	-	-	-
		31 March, 2025	(125)	-	-	-	-	-	-	-	-
21	Rahul Jain	31 March, 2026	-	-	-	-	-	-	-	-	-
		31 March, 2025	(125)	-	-	-	-	-	-	-	-

40B - Description of Transactions with the Related Parties

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

SI No	Name of the Party	For the year ended	Remuneration Paid	Sale of Goods and Services#	Purchase of Goods/Service	Commission Income	Expenses		Dividend	Investment made during the year	Investment Sold during the year
							Incurred	Re-imbursement			
22	Simran Thapar	31 March, 2026	92	-	-	-	-	-	-	-	-
		31 March, 2025	(88)	-	-	-	-	-	-	-	-
23	Narendra Singh Sisodia	31 March, 2026	-	-	-	-	-	-	-	-	-
		31 March, 2025	(9)	-	-	-	-	-	-	-	-
24	Alfred Thomas	31 March, 2026	79	-	-	-	-	-	-	-	-
		31 March, 2025	(30)	-	-	-	-	-	-	-	-
25	Siraj Azmat Choudhury	31 March, 2026	5	-	-	-	-	-	-	-	-
		31 March, 2025	(9)	-	-	-	-	-	-	-	-
26	Shan Jain	31 March, 2026	4	-	-	-	-	-	-	-	-
		31 March, 2025	-	-	-	-	-	-	-	-	-
27	Hitesh Khanna	31 March, 2026	59	-	-	-	-	-	-	-	-
		31 March, 2025	-	-	-	-	-	-	-	-	-
28	Munish Kumar	31 March, 2026	77	-	-	-	-	-	-	-	-
		31 March, 2025	-	-	-	-	-	-	-	-	-
29	Ekta	31 March, 2026	16	-	-	-	-	-	-	-	-
		31 March, 2025	(11)	-	-	-	-	-	-	-	-
30	Anurag Gupta	31 March, 2026	-	-	-	-	-	-	-	-	-
		31 March, 2025	(6)	-	-	-	-	-	-	-	-
31	Others - Fellow subsidiaries	31 March, 2026	-	-	1,807	52	74	469	-	-	-
		31 March, 2025	-	(8)	(1,581)	(40)	(68)	(622)	-	-	-

The transactions with related parties are made on terms equivalent to those that prevail in arm’s length transactions. Outstanding balances at the year-end are unsecured and interest-free. The settlement of these balances occurs through payment.

including appliable taxes

Figures in bracket represent March, 2025's figures

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

Carrier Airconditioning & Refrigeration Limited
Notes to the financial statements for the year ended March 31, 2026
(All amounts in Rs. Lacs, unless otherwise stated)

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

SI No	Name of the Party	For the year ended	Outstanding Balances at year end			Contribution to the Funds
			Trade Receivable & Other receivable	Trade payables	Guarantees Outstanding	
1	Carrier Global Corporation,USA	31 March, 2026	-	-	39,789	-
		31 March, 2025	-	-	(44,487)	-
2	Carrier Asia Limited, Hong Kong	31 March, 2026	532	9,977	-	-
		31 March, 2025	-	(745)	-	-
3	Carrier Technologies India Limited	31 March, 2026	332	70	-	-
		31 March, 2025	(120)	(752)	-	-
4	Carrier Corporation, Delaware	31 March, 2026	495	320	-	-
		31 March, 2025	(758)	(1,702)	-	-
5	Carrier (Malaysia) SDN. BHD., Malaysia	31 March, 2026	67		-	-
		31 March, 2025	-	(6)	-	(-)
6	CACI India Pvt. Ltd	31 March, 2026	11	37	-	-
		31 March, 2025	(31)	(89)	-	-
7	Shanghai Yileng Carrier Air Conditioning Equipment Company Limited, China	31 March, 2026	-	47	-	-
		31 March, 2025	-	(33)	-	-
8	Ecoenergy Insights India Ltd.	31 March, 2026	151	31	-	-
		31 March, 2025	(99)	(0)	-	-
9	Carrier Refrigeration Management Superannuation Fund Trust	31 March, 2026	-	-	-	52
		31 March, 2025	-	-	-	(58)
10	Shanghai Carrier Transicold Equipment Co., Ltd, China	31 March, 2026	-	5,996	-	-
		31 March, 2025	-	(5,798)	-	-
11	Carrier Transicold Hong Kong Limited, Hong Kong	31 March, 2026	-	391	-	-
		31 March, 2025	-	(286)	-	-
12	Carrier Singapore (PTE) Limited, Singapore	31 March, 2026	502	284	-	-
		31 March, 2025	(433)	(312)	-	(-)
13	Carrier Airconditioning & Refrigeration System LTG	31 March, 2026	-	1,041	-	-
		31 March, 2025	-	(787)	-	(-)
14	Carrier Airconditioning (Thailand) Co Ltd	31 March, 2026	496	3,662	-	-
		31 March, 2025	(140)	(3,599)	(-)	(-)
15	Carrier Aircon Sri Lanka Ltd.	31 March, 2026	58	169	-	-
		31 March, 2025	(232)	-	(-)	(-)
16	Carrier Japan Corporation	31 March, 2026	1	1,871	-	-
		31 March, 2025	(13)	(813)	-	-
17	Carrier International Sdn. Berhad, Malaysia	31 March, 2026	5	-	-	-
		31 March, 2025	(4)	-	-	(-)
18	Others - Fellow subsidiaries	31 March, 2026	123	288	-	-
		31 March, 2025	(229)	(460)	(-)	(-)

The transactions with related parties are made on terms equivalent to those that prevail in arm’s length transactions. Outstanding balances at the year-end are unsecured and interest-free. The settlement of these balances occurs through payment.

Figures in bracket represent March, 2025's figures

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

41. Segment Reporting
General Information

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

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

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

Airconditioning
Others (Transicold and Fire & Security Products)*

Transicold includes supply & installation of refrigeration equipment to fleet operators and logistics companies.
Fire & Security Products includes manufacturing / trading and supply of fire & safety products.

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

	Current Year			March, 2025		
	Airconditioning	**Others**	**Total**	**Airconditioning**	**Others**	**Total**
(i) Revenue						
External sales and services (net)	2,91,810	23,999	**3,15,809**	2,26,874	21,673	**2,48,547**
Total Revenue			**3,15,809**			**2,48,547**
(ii) Segment results	26,692	2,089	**28,781**	22,710	2,498	**25,208**
Operating income			**28,781**			**25,208**
Finance charges			(213)			(229)
Interest income			1,260			2,545
Profit before tax from continuing operations			**29,828**			**27,524**
Profit before tax from discontinued operations			**-**			**1,323**
Profit from sale of discontinued business			**-**			**28,303**
Current tax			8,429			11,598
Deferred tax			(784)			147
Tax related to earlier years			-			146
Net Profit after tax (A)			**22,183**			**45,259**
Other comprehensive income/(loss) (D)						
(i) Items that will not be reclassified to profit or loss			104			70
(ii) Income tax related to items that will not be reclassified to profit or loss			(26)			(18)
Other comprehensive income for the year (B)			**78**			**52**
Total comprehensive income for the year (A+B)			**22,261**			**45,311**
(iii) Other information						
Segment assets	1,61,257	8,665	1,69,922	1,01,225	8,199	1,09,424
Add : Unallocated Assets	-	-	31,147	-	-	55,366
Total Assets	**1,61,257**	**8,665**	**2,01,069**	**1,01,225**	**8,199**	**1,64,790**
Segment liabilities	1,49,428	8,804	1,58,232	99,330	7,130	1,06,460
Add : Unallocated Liabilities	-	-	387	-	-	397
Total Liabilities	**1,49,428**	**8,804**	**1,58,619**	**99,330**	**7,130**	**1,06,857**
Capital expenditure	12,608	-	**12,608**	4,780	-	**4,780**
Depreciation / Amortization	3,141	13	**3,154**	2,766	17	**2,783**

	Revenue*		Assets		Capital Expenditure		Non Current Assets	
	Current Year	**Previous Year**	**Current Year**	**Previous Year**	**Current Year**	**Previous Year**	**Current Year**	**Previous Year**
India	3,13,376	2,59,944	1,98,846	1,62,772	12,608	4,780	36,521	24,286
Outside India	2,433	2,000	2,223	2,018	-	-	-	-
TOTAL	**3,15,809**	**2,61,944**	**2,01,069**	**1,64,790**	**12,608**	**4,780**	**36,521**	**24,286**

**includes Nil (March, 2025 Rs. 13,397 lacs) related to discontinued operations.*

Information about major customers
No customer individually accounted for more than 10% of the revenues in the year ended March 31, 2026 and March 31, 2025.

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

42. Employee Stock Option Scheme (ESOP)

A. Description of share based payment arrangements

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

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

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

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

B. Measurement of fair values

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

	March 31, 2026	March 31, 2025
Expected volatility	31.2% to 33.4%	30.6% to 31.7%
Expected term (in years)	5.6	5.6 to 7.8
Expected dividend yield	1.30%	1.80%
Risk-free rate	3.7 % to 4.3%	4% to 4.3%

The weighted-average grant date fair value of SAR's stock options granted during 2025-26 was Rs.1,433 equivalent -$ 15.29 (2024-25 Rs. Nil USD equivalent -$ Nil)

Expected volatilities are based on the returns of Carrier Global Corporation, USA stock, including implied volatilities from traded options on Carrier Global Corporation, USA stock for the binomial lattice model. Historical data is used to estimate equity award exercise and employee termination behavior within the valuation model. The risk-free rate is based on the term structure of interest rates at the time of equity award grant.

C. Reconciliation of outstanding share options

A summary of the transactions under all long-term incentive plans for the year ended March 31, 2026 is as follows:-

RSU's stock options	March 31, 2026		March 31, 2025	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
Outstanding at the beginning of the year	522	-	250	-
Granted during the year	6	-	272	-
Exercised during the year	-	-	-	
Restructure/ cancelled during the year	-	-	-	-
Outstanding at the end of the year	528	-	522	-
Exercisable at the end of the year	-	-	-	-

The options outstanding as at March 31, 2026 have a weighted average remaining contractual life of 8.36 years (2024-25 : 9.37 years)
The weighted average share price at the date of exercise for shares options exercised in 2025-26: Rs.Nil USD equivalent - $ Nil . (2024-25 : Rs.Nil USD equivalent -$Nil)

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

PSU's stock options	**March 31, 2026**		**March 31, 2025**	
	Number of options	**Weighted average exercise price**	**Number of options**	**Weighted average exercise price**
Outstanding at the beginning of the year	232	-	110	-
Granted during the year	820	-	122	-
Exercised during the year	-	-	-	-
Restructure/ cancelled during the year	-	-	-	-
Outstanding at the end of the year	1,052	-	232	-
Exercisable at the end of the year	-	-	-	-

The options outstanding as at March 31, 2026 have a weighted average remaining contractual life of 9.51 years (March 31, 2025: 9.37 years)

SAR's stock options	**March 31, 2026**		**March 31, 2025**	
	Number of options	**Weighted average exercise price**	**Number of options**	**Weighted average exercise price**
Outstanding at the beginning of the year	1,658	22.05	2,083	23.35
Granted during the year	2,945	-	-	-
Exercised during the year	808	-	-	-
Restructure/ cancelled during the year	850	-	(425)	-
Outstanding at the end of the year	4,645	25.48	1,658	22.05

The options outstanding as at March 31, 2026 have a weighted average remaining contractual life of 9.83 years (March 31, 2025 : 0.34 years)
The weighted average share price at the date of exercise for shares options exercised in 2025-26 was Rs. 5,799 USD equivalent - $ 61.86 (2024-25: Rs.Nil USD equivalent - $Nil)

D. Expense recognised in statement of profit and loss

For details on the employee benefits expense, refer note 22

(This space has been intentionally left blank)

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

43. Key Financial Ratios

Sr No.	Particulars	Particulars		Ratio as on	Ratio as on	Variation
		Numerator	Denominator	March 31, 2026	March 31, 2025	
(a)	Current ratio	Current assets	Current liabilities	1.16	1.44	-19%
(b)	Return on equity ratio	Net profits after taxes	Shareholder's equity*	53%	79%	-33%
(c)	Inventory turnover ratio	Cost of goods sold	Average inventory (gross of provision for inventory obsolescence)	3.56	3.49	2%
(d)	Trade receivables turnover ratio	Revenue from operations	Average trade receivable (gross of expected credit loss allowance)	6.33	6.66	-5%
(e)	Trade payables turnover ratio	Net credit purchases	Average trade payable	2.35	2.14	10%
(f)	Net capital turnover ratio	Revenue from operations	Average working capital= average of current assets – current liabilities	9.60	6.48	48%
(g)	Net profit ratio	Net profits after taxes	Revenue from operations	7%	17%	-59%
(h)	Return on capital employed ratio	EBIT= profit before tax + finance costs (other than interest on lease liabilities)	Capital employed= total assets - current liabilities	50%	43%	16%

* Excludes reserve on business combinations and capital reserve

Reasons for variations:

1. The decline in profitability ratios during the current year is primarily attributable to lower profitability, as the previous year's results included a one-time profit from discontinued operations, which did not recur in the current year.
2. Net Capital Turnover Ratio improved primarily due to higher inventories, corresponding trade payables, and a one-time advance received against the sale of immovable properties.
3. The above ratios have been computed after considering the financial figures of both continuing and discontinuing operations.

(This space has been intentionally left blank)

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

44. Other Statutory Information's

i) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

ii) There were no amounts which were required to be transferred but not transferred to the Investor Education and Protection Fund by the Company.

iii) The Company does not have any sanctioned facility on the basis of security of the current assets but has sanctioned facilities supported by the corporate guarantee from the holding company. Hence, there is no requirement of filling periodic returns.

iv) Relationship with Struck off Companies under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956, is as under:

Name of struck off Company	Nature of transactions with struck-off Company	Balance outstanding as at March 31, 2026 (Payable)/Receivable	Balance outstanding as at March 31, 2025 (Payable)/Receivable
Abacus Hvac Solutions India Private Limited	Purchase of goods/services	-	*
Peace Hvac Systems Private Limited	Purchase of goods/services	*	*
Breeze Airconditioning Private Limited	Purchase of goods/services	*	*
BSW Aircon Private Limited	Sales of goods/services	*	-
Ashoka Hotels Private Limited	Sales of goods/services	9	9
Ambience Facility Management Private Limited	Sales of goods/services	-	16
Welspun India Limited	Sales of goods/services	-	*
Arctic Fox Entertainment Private Limited	Sales of goods/services	4	-
B.R.Agencies (Indore)Pvt Ltd	Sales of goods/services	2	-
Asf Insignia Sez I Private Limited	Sales of goods/services	2	-
De Mondain Hospitality Private Limited	Sales of goods/services	2	-
Excelcare Hospitality Private Limited	Sales of goods/services	1	-
Greenair Engineering Solutions Private Limited	Sales of goods/services	*	-
Haryana State Electronics Development Corporation Private Limited	Sales of goods/services	*	-
Jaggat Pharma Limited	Sales of goods/services	4	-
Kirti Films Private Limited	Sales of goods/services	*	-
Martin And Harris Laboratories Ltd.	Sales of goods/services	-1	-
Metroplus Healthcare Private Limited	Sales of goods/services	-1	-
Superchill Hvac Systems Private Limited	Sales of goods/services	*	-
The West Bengal Power Development Corporation Limited	Sales of goods/services	1	-
URS Construction Private Limited	Sales of goods/services	40	-
Welcome Hotels Private Limited	Sales of goods/services	2	-

* 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 previous year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

vi) The Company has not traded or invested in crypto currency or virtual currency during the financial year.

vii) The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

viii) The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

45. The Company has used an accounting software for maintaining its books of account, which has a feature of recording the audit trail (edit log) facility, except that audit trail feature was not enabled at the database level to log any direct changes.

Further, where enabled, the audit trail feature has operated for all relevant transactions recorded in the accounting software and there were no instances of the audit trail feature being tampered with. With respect to software for managing procurement and payroll processing which are managed and maintained by a third-party software service provider(s) and have a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the respective software except at database level as the same is not covered by the respective independent service auditors report of the third party service provider(s).

The current version of accounting software for maintaining books of account does not support enablement of audit trail at database level. The Company has a plan to upgrade the accounting software for maintaining books of accounts post which the audit trail (edit log) facility at database level will be enabled.

Regarding software for managing procurement and payroll Company is in the process of working with third party service provider(s) to incorporate the reporting on audit trail at database level in the independent service auditors report.

46. Previous year figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification/disclosure.

For MSKA & Associates LLP (Formerly known as MSKA & Associates)
Chartered Accountants
ICAI Firm Registration No. 105047W/W101187

Sd/-
Sriparna De
Partner
Membership No: 060978
Place: Gurugram
Date: August 24, 2026

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

Sd/-
Sundaresan Narayanan
Managing Director
DIN No. 06443519
Place: Gurugram
Date: August 24, 2026

Sd/-
Alfred Thomas
Chief Financial Officer
Place: Gurugram
Date: August 24, 2026

Sd/-
Simran Thapar
Whole Time Director
DIN No. 09026461
Place: Gurugram
Date: August 24, 2026

Sd/-
Ekta
Company Secretary
Membership No: A72724
Place: Gurugram
Date: August 24, 2026

Carrier Airconditioning & Refrigeration Limited
CIN: U74999HR1992FLC036104
Registered Office: Narsingpur, Kherki Daula Post, Delhi-Jaipur Highway, Gurugram - 122004, Haryana
E-mail: secretarial@carrier.com **Website:** www.carrierindia.com
Tel: +91-124-4825500 **Fax:** +91-124-2372230

NOTICE OF THE 34th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 34th Annual General Meeting of members of Carrier Airconditioning & Refrigeration Limited (the **"Company"**) will be held on Friday, September 25, 2026 at 12:00 Noon 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, 2026 and the Report of Board of Directors and Auditors thereon and in this regard to consider and if thought fit, to pass, the following resolution as an ordinary resolution:

RESOLVED THAT the audited financial statements of the Company for the financial year ended March 31, 2026, together with the Report of Board of Directors and Auditors thereon, be and are hereby considered and adopted.

2. **To re-appoint Mr. Sundaresan Narayanan (DIN: 06443519), Managing Director, who retires by rotation and being eligible, offers himself for re-appointment as a director of the Company and in this regard to consider and if thought fit to pass the following resolution as an Ordinary Resolution:**

RESOLVED THAT Mr. Sundaresan Narayanan (DIN: 06443519), Managing Director, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the Company liable to retire by rotation.

3. To appoint MSKA & Associates LLP, Chartered Accountants as the Statutory Auditors of the Company for a further term of 4 years 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 139, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force), based on the recommendation of Audit Committee and the Board of Directors, M S K A & Associates LLP, Chartered Accountants, Firm Registration Number: 105047W/W101187 [Formerly known as M S K A & Associates, Chartered Accountants, Firm Registration Number: 105047W], be and is hereby re-appointed as the Statutory Auditors of the Company to hold the office for a second term of 4 consecutive years from the conclusion of the ensuing 34th Annual General Meeting (AGM) till the conclusion of the 38th AGM on such remuneration as may be decided by the Board of Directors of the Company on the recommendation of the Audit Committee from time to time.

RESOLVED FURTHER THAT the remuneration to be paid to the Statutory Auditors for the aforesaid Term and Scope of Work shall be as follows:

i. For the first financial year of the Term- not exceeding Rs. 34,00,000/- [Rupees Thirty Four Lakh Only] plus applicable taxes and the reimbursement of all out-of-pocket expenses incurred in connection with the Scope of Work; and

ii. For the subsequent years of the Term- as judiciously determined by the Board of Directors from time to time based on the recommendations of the Audit Committee and in consultation with the Statutory Auditors, which will be commensurate with the services rendered by them during the said Term.

RESOLVED FURTHER THAT the Board of Directors on the recommendation of the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

RESOLVED FURTHER THAT any Director or Chief Financial Officer or Finance Controller or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to the aforesaid resolutions including but not limited to file the relevant documents with the Registrar of Companies.

SPECIAL BUSINESS:

4. **To approve the appointment of Mr. Naveen Kumar Prabhakaran (DIN: 11640805) as Whole-time Director of the Company and in this regard to consider and if thought fit, to pass, the following resolution as Special Resolution:**

RESOLVED THAT pursuant to the provisions of Section 196, 197, 203, Schedule V and other applicable provisions of the Companies Act, 2013 read with rules framed thereunder, Articles of Association of the Company, and other applicable laws, if any (including any statutory modification(s) or re-enactment(s) thereof), for the time being in force, and based on the recommendation of Nomination & Remuneration Committee and approval of the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to appoint Mr. Naveen Kumar Prabhakaran (DIN: 11640805) as Whole-Time Director and Key Managerial Personnel of the Company, for a term of 5 years ("Tenure") with effect from March 31, 2026 till March 30, 2031 on such terms and conditions as set out in the Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT pursuant to the provisions of Section 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 reads with rules framed thereunder and Articles of Association of the Company, and other applicable laws, if any (including any statutory modification(s) or re-enactment(s) thereof), for the time being in force, and based on the recommendation of Nomination & Remuneration Committee and approval of Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to approve the remuneration to Mr. Naveen Kumar Prabhakaran upto maximum of 2,00,00,000 /- (Rupees Two Crore Only) per annum during his Tenure as Whole-Time Director and Key Managerial Personnel of the Company.

RESOLVED FURTHER THAT where in any financial year during the tenure of Mr. Naveen Kumar Prabhakaran, the Company has no profits or its profits are inadequate, the remuneration subject to the aforesaid ceiling shall be paid to Mr. Naveen Kumar Prabhakaran as minimum remuneration.

RESOLVED FURTHER THAT absolute authority/ liberty is hereby given to the Board of Directors of the Company to revise the remuneration and/or any other terms as may be agreed between the Board and Mr. Naveen Kumar Prabhakaran from time to time, during his tenure, subject to ceiling of remuneration mentioned in the aforesaid resolution.

RESOLVED FURTHER THAT Mr. Naveen Kumar Prabhakaran shall perform such duties and functions as may be delegated to him from time to time, subject to the control and superintendence of the Board of Directors and that a power of attorney may be executed in favor of Mr. Naveen Kumar Prabhakaran as Whole Time Director of the Company and Mr. Sundaresan Narayanan (DIN: 06443519), Managing Director, and/or any other director of the Company has been authorized to execute, sign, seal, register and deliver such Power of Attorney.

RESOLVED FURTHER THAT any director of the Company be and is hereby authorized to do all such deeds, matters and things in his absolute discretion as may be considered necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto, and such person shall have absolute power to accept any modification in terms & conditions of appointment of Mr. Naveen Kumar Prabhakaran on behalf of the Board and acceptable to Mr. Naveen Kumar Prabhakaran in the best interests of the Company.

RESOLVED FURTHER THAT any Director, Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorized to do all such necessary acts, deeds as may be required to give effects to this resolution and/or do filings with the office of the Registrar of Companies and issue certified true copies thereof as and when required.

5. **To ratify remuneration of Cost Auditors of the Company for the Financial Year 2026-27 and in this regard to consider and if though fit to pass, with or without modification(s), the following resolution as an ordinary resolution:**

RESOLVED THAT pursuant to the provisions of section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, and other applicable laws, (including any statutory modification and/or re-enactment thereof, for the time being in force) and based on the recommendation of Audit Committee, the remuneration of Jain Sharma and Associates, Cost Accountants (Firm Registration No. 000270), who have been appointed as Cost Auditors by the Board of Directors to conduct the audit of the cost records of the Company, as per the scope of work approved by the Board of Directors, for the financial year 2026-27 at the remuneration of Rs. 3,65,000/- (Rupees Three Lakhs Sixty-Five Thousand Only) excluding out of pocket expenses and taxes as applicable be and is hereby ratified.

RESOLVED FURTHER THAT any of the Director or Chief Financial Officer or Finance Controller or Company Secretary of the Company be and is hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient and to sign and execute all necessary documents along with the filing of e-form with the jurisdictional Registrar of Companies and do all acts as may be required to give effect the aforesaid resolution.

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

Registered Office:
Carrier Airconditioning & Refrigeration Limited
CIN: U74999HR1992FLC036104
Regd. Office: Narsingpur, Kherki Daula Post, Delhi-Jaipur Highway, Gurugram, 122004, Haryana
Website: www.carrierindia.com
E-mail: secretarial@carrier.com
Tel: +91-124-4825500
Fax: +91-124-2372230

Date: August 24, 2026
Place: Gurugram

Sd/-
Ekta
Company Secretary
Membership No.: ACS 72724

NOTES:

1. In accordance with General Circulars No. 03/2025 dated September 22, 2025, and General Circular No. 09/2024 dated September 19, 2024 and/or any other applicable notification/circular (collectively referred to as **"MCA Circulars"**) issued by Ministry of Corporate Affairs (**"MCA"**) wherein MCA permitted convening of the Annual General Meeting through Video Conferencing (**"VC"**) or Other Audio Visual Means **("OAVM") without the physical presence of the members** at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (**"Act"**) and the rules made thereunder, the 34th AGM of the Company will be held though VC / OAVM and the members can attend and participate in the 34th Annual General Meeting (**"AGM" / "Meeting"**) of the Company through VC/OAVM. The deemed venue for the AGM of the Company shall be the registered office of the Company i.e., Narsingpur, Kherki Daula Post, Delhi-Jaipur Highway, Gurugram - 122004, Haryana, India.

2. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 (**"Act"**) with respect to the special business(es) to be transacted at the AGM is annexed hereto and forms part of this notice.

3. Generally, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company. Since this AGM of the Company is being held through VC / OAVM pursuant to the MCA Circulars, **the physical attendance of members has been dispensed with.** Accordingly, the facility for appointment of proxies by the members will not be available at the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto. However, in pursuance of Section 113 of the Act, a body corporate if it is a member of the Company can authorize such person as it thinks fit, to act as its representative, and such authorized person shall be entitled to exercise voting through remote e-voting, for participating in the AGM through VC/OAVM facility and e-voting during the AGM.

4. Since the AGM will be held through VC/OAVM, the route map of the venue of the AGM is not annexed hereto.

5. Details of Directors retiring by rotation/seeking appointment at this Meeting are provided in the **"Annexure – I"** and Explanatory Statement to the Notice.

DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

6. In compliance with the MCA Circulars, notice of the 34th AGM of the Company along with the Annual Report for the financial year of FY 2025-26 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 2025-26 will also be available on the Company's website **www.carrier.com/building-solutions/en/in/investor/** and on the website of Registrars and Share Transfer Agent of the Company i.e. MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) [**"Share Transfer Agent"**] at **https://in.mpms.mufg.com/** and also on the website of Central Depositary Services (India) Limited (CDSL), the agency appointed for providing the remote e-voting and e-voting facility during the 34th AGM at **www.evotingindia.com**.

7. For receiving all communications including the Annual Report from the Company electronically:

   Members holding shares in physical mode and who have not registered / updated their email addresses with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at **secretarial@carrier.com** or to the Share Transfer agent of Company i.e. MUFG Intime India Private Limited (Formerly Link Intime India Private Limited), Noble Heights, 1st Floor, Plot No. NH-2, C-1 Block, LSC Near Savitri Market, Janakpuri, New Delhi – 110058, India at **investor.helpdesk@in.mpms.mufg.com**

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

PROCEDURE FOR JOINING THE AGM THROUGH VC/ OAVM:

9. Members will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at **https://www.evotingindia.com** under shareholders/ members tab by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/ members tab where the EVSN of Company will be displayed after successful login as per the instructions mentioned for e-voting.

10. Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the procedure given in the instructions for shareholders for remote e-voting below after point 22.

11. Members can join the AGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting. The facility of participation at the AGM through VC/ OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairman of the Audit Committee, Corporate Social Responsibility Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

12. Members are encouraged to join the meeting through Laptops / iPad for better experience.

13. The participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

14. The Members will be required to allow camera and use internet with a good speed to avoid any disturbance during the AGM.

15. The Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 15 days prior to meeting mentioning their name, Demat account number/folio number, email id, mobile number at Company email id **secretarial@carrier.com.** Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the meeting for a maximum period of 3 minutes. Please note that Members' questions will be answered only if they continue to hold shares as on the cut-off date. Should any queries or questions remain unaddressed during the AGM due to time constraints, the Company will respond to those shareholders individually via email following the meeting.

16. The members who do not wish to speak during the AGM but have queries may send their queries in advance 15 days prior to meeting mentioning their name, Demat account number/folio number, email id, mobile number at Company email id **secretarial@carrier.com**. These queries will be replied to by the Company suitably by email.

INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

17. The general meetings of the companies have been conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide the aforesaid MCA Circulars. The forthcoming AGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

18. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and MCA Circulars, the Company is pleased to provide remote e-voting facility to its members to cast their votes electronically on all resolutions set forth in this Notice of AGM. The members may cast their votes remotely using an electronic voting system on the dates mentioned herein below (**"remote e-voting"**). For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (**"CDSL"**) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

19. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

20. The remote e-voting period begins on **22nd September, 2026 at 9.00 AM** and ends on **24th September, 2026 at 5.00 PM.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date (record date) of **18th September, 2026** may cast their votes electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Shareholders who have already voted during the remote e-voting period would not be entitled to vote at the meeting.

21. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **Central Depositary Services India Limited (CDSL)**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website (**www.cdslindia.com**) and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, links are also provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website (**www.cdslindia.com**) and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on **www.cdslindia.com** home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, users will be able to see the e-Voting option where the e-Voting is in progress and able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in Demat mode with **National Securities Depositary Limited (NSDL)**	1) If you are already registered for the NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: **https://eservices.nsdl.com** either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will be opened. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at **https://eservices.nsdl.com.** Select "Register Online for IDeAS Portal" or click at **https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.** 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: **https://www.evoting.nsdl.com/** either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on **https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp.** You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on c**ompany name or e-Voting service provider name** and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.	
Login type	**Helpdesk details**
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at **helpdesk.evoting@cdslindia.com** or contact at toll free number 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at **evoting@nsdl.com** or call at.: 022 - 4886 7000 and 022 - 2499 7000

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

    i. The shareholders should log on to the e-voting website **www.evotingindia.com.**

    ii. Click on "Shareholders" module.

    iii. Now enter your User ID

        a. For CDSL: 16 digits beneficiary ID

        b. For NSDL: 8 Character DP ID followed by 8 digits Client ID

        c. Members holding shares in physical form should enter their Folio Number registered with the Company.

    iv. Next enter the image verification as displayed and Click on Login.

    v. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.

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

	For Members holding shares in Physical Form and other than individual shareholders holding shares in Demat.
PAN	• Enter your 10 Digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/ Share Transfer Agent or contact Company/ Share Transfer Agent at **secretarial@carrier.com** or **investor.helpdesk@in.mpms.mufg.com**.
Dividend Bank Details OR Date of Birth (DOB)	• Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the Company records in order to login. • If both the details are not recorded with the depository or Company, please enter the Member id / folio number in the Dividend Bank details.

    vii. After entering these details appropriately click on "SUBMIT" tab.

    viii. Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other Company on which they are eligible to vote provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

x. Click on the EVSN for **CARRIER AIRCONDITIONING & REFRIGERATION LIMITED.**

xi. On the voting page, you will see **"RESOLUTION DESCRIPTION"** and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xii. Click on the **"RESOLUTIONS FILE LINK"** if you wish to view the entire Resolution details.

xiii. After selecting the resolution, you have decided to vote on, click on **"SUBMIT"**. A confirmation box will be displayed. If you wish to confirm your vote, click on **"OK"** else to change your vote, click on **"CANCEL"** and accordingly modify your vote.

xiv. Once you **"CONFIRM"** your vote on the resolution you will not be allowed to modify your vote.

xv. You can also take a print of the votes cast by clicking on **"Click here to print"** option on the voting page.

xvi. If a Demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

xvii. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

xviii. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to **www.evotingindia.com** and register themselves in the **"Corporates"** module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.
- It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual Shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; **secretarial@carrier.com**, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR MEMBERS FOR E-VOTING DURING THE AGM ARE AS UNDER:

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

25. If the vote has been cast by a member through the e-voting during the AGM but he has not participated in the meeting through VC/OAVM facility, then the vote casted by such member shall be considered invalid as the facility of e-voting during the AGM is available only to the members attending the AGM.

26. Shareholders who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM. Voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his/her share in the paid-up equity share capital of the Company as on the cut-off date i.e., **18th September, 2026**.

27. The Board of Directors have appointed DMK Associates as scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

<u>NOTE FOR NON-INDIVIDUAL SHAREHOLDERS AND CUSTODIANS:</u>

28. 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.

29. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**.

30. 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.

31. 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.

32. It is mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

33. Alternatively, Non Individual shareholders are required to send the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the scrutinizer at **deepak.kukreja@dmkassociates.in** and to the Company at the email address **secretarial@carrier.com** if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

    If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to **helpdesk.evoting@cdslindia.com** or contact at toll free no. 1800 21 09911

    All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to **helpdesk.evoting@cdslindia.com** or call on 1800 21 09911.

    <u>PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES/ MOBILE NUMBER ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:</u>

    For shareholders who holds shares in physical form - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company email address at **secretarial@carrier.com** or to and the Share Transfer agent of Company on email address at investor. **helpdesk@in.mpms.mufg.com**.

    For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

    For individual shareholders who holds shares in Demat form – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

34. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the directors are interested maintained under Section 189 of the Companies Act, 2013 and the relevant documents referred to in the Notice of the AGM will be available electronically for inspection by the members during the AGM at **www.carrier.com/building-solutions/en/in/investor/** and can also be inspected at the registered office of the Company during business hours up to the date of passing of above said resolution. Members seeking to inspect such documents are required to send an email to **secretarial@carrier.com**.

35. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company on or before **10th September, 2026** through email on **secretarial@carrier.com**. The same will be replied to by the Company suitably.

IEPF RELATED INFORMATION:

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

37. As per the provisions of IEPF Rules, 2016, the Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company on its website and the same can be accessed through the web-link: **www. carrier.com/building-solutions/en/in/investor/**. The said details have also been uploaded on the website of the Investor Education and Protection Fund and can be accessed through the link: **www.iepf.gov.in**.

38. 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 or to well before the due date of transfer to IEPF.

39. Unclaimed amount of the dividend declared by the Company for the financial year 2018-19 was transferred to the Investor Education and Protection Fund in the year 2026 respectively within the prescribed time.

40. Attention of the members is also drawn to the provisions of section 124(6) of the Act, which require a Company to transfer all the shares in respect of which dividend has not been paid or claimed for seven (7) consecutive years or more in the name of IEPF authority. In accordance with the aforesaid provision of the Act read with IEPF Rules, 2016 as amended from time to time, the Company has already taken necessary action for transfer of all shares in respect of which dividend declared has not been paid or claimed by the members for seven (7) consecutive years or more. Members are advised to visit the web-link: **www.carrier.com/building-solutions/en/in/investor/** to ascertain details of shares transferred in the name of IEPF authority.

41. **INTIMATION FOR COMPULSORY TRANSFER OF UNPAID/UNCLAIMED DIVIDEND ALONG WITH THE CORRESPONDING EQUITY SHARES TO THE INVESTOR EDUCATION AND PROTECTION FUND ("IEPF") ACCOUNT FOR THE FINANCIAL YEAR 2020-21 AND ONWARDS**

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

    As per Section 124(5) of the Act, any dividend remaining unpaid/ unclaimed for a period of seven (7) years is required to be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has regularly uploaded on its website and also on the website of the Ministry of Corporate Affairs, Government of India, full details of such unpaid or unclaimed dividends before transferring to IEPF.

    The members may please note that the unpaid/unclaimed dividend declared by the Company for the financial year 2020-21 will be transferred to the Investor Education and Protection Fund in the year 2028.

Further, Section 124(6) read with the IEPF Rules, 2016, requires that all the shares in respect of which unpaid/unclaimed dividend has been transferred to IEPF, shall also be transferred to IEPF. The said Rules, amongst other matters, contain provisions for transfer of all shares in respect of which dividend has not been paid/claimed for seven consecutive years or more, in the name of IEPF Account. Therefore, we request you to claim the unpaid/unclaimed dividends for financial year 2020-21 and onwards by making an application along with (a) copy of PAN card (b) a cancelled cheque of your registered bank account and (c) the original un-encashed Dividend warrant or a duly filled in indemnity bond and send it to the Share Transfer Agent of Company i.e. **MUFG Intime India Private Limited** (Formerly Link Intime India Private Limited), Noble Heights, 1st Floor, Plot No. NH-2, C-1 Block, LSC Near Savitri Market, Janakpuri, New Delhi – 110058, India.

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

In case the shares are held in Demat form and are liable to be transferred to IEPF Account, the Company will give Delivery Instruction Slip to the Depository for transfer of shares to IEPF Account.

In case the Company do not hear anything on this intimation we shall, with a view to comply with the requirements of the said Rules, transfer the shares to IEPF Account by the due date as per procedure stipulated in the Rules, without any further notice. Please note that no claim shall lie against the Company or Share Transfer Agents of the Company in respect of unclaimed dividend amount and shares transferred to IEPF account pursuant to the said Rules.

Please note that both unclaimed dividend amount and the shares transferred to IEPF Account can be claimed from the IEPF authority by making an application in Form IEPF-5 online and sending the physical copy of the same duly signed (as per registered specimen signature) along with requisite documents enumerated in the said Form IEPF-5 to the Company at its registered office or to the Share Transfer agent of Company i.e. MUFG Intime India Private Limited (Formerly Intime India Private Limited), Noble Heights, 1st Floor, Plot No. NH-2, C-1 Block, LSC Near Savitri Market, Janakpuri, New Delhi – 110058, India for verification of your claim. The Company shall send a verification report to IEPF Authority for payment of the unclaimed dividend amount and transfer of the relevant shares back to the credit of the shareholder.

The IEPF Rules and the application form (Form IEPF-5), as prescribed by the Ministry of Corporate Affairs, are available on the website of the Ministry of Corporate Affairs at **www.iepf.gov.in**. Please feel free to contact the Company/ Share Transfer Agent in case you have any queries at their following address/email/ telephone number:

Registered Office:
Carrier Airconditioning & Refrigeration Limited
CIN: U74999HR1992FLC036104
Regd. Office: Narsingpur, Kherki Daula Post, Delhi-Jaipur Highway, Gurugram, 122004, Haryana
Website: www.carrierindia.com
E-mail: secretarial@carrier.com
Tel: +91-124-4825500
Fax: +91-124-2372230

Date: August 24, 2026
Place: Gurugram

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

Sd/-
Ekta
Company Secretary
Membership No.: ACS 72724

OTHER INFORMATION

42. The Company's ISIN number is INE040I01011.

43. The members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Share Transfer Agent of the Company for consolidation into a single folio. A consolidated share certificate will be returned to such members after making requisite changes thereon.

44. 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.

45. Pursuant to section 72 of the Act, the members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination are requested to send their requests in **Form No. SH-13** pursuant to Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, to the Share Transfer Agents of the Company. Members holding shares in Demat form may contact their respective depository participants for recording of nomination.

46. Non-resident Indian members are requested to inform the Company's Share Transfer Agent immediately: (i) the particulars of the bank account maintained in India with complete name, branch, account type, account number and address of the bank if not furnished earlier; and (ii) any change in their residential status on return to India for permanent settlement.

47. 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.

48. The register of members and the share transfer register of the Company will remain closed from **September 19, 2026 till September 25, 2026** (both days inclusive) for the purpose of **34th AGM**. The cut-off date to determine the eligibility for the purpose of remote e-voting and e-voting during the **34th AGM is September 18, 2026.**

49. 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 18, 2026** shall only be entitled to avail the facility of remote e-voting / e-voting during the AGM. Any person who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e., **September 18, 2026** may obtain their user ID and password for remote e-voting and e-voting during AGM by sending a request to the Share Transfer Agent at **investor.helpdesk@in.mpms.mufg.com**. A person who is not a member as on the cut-off date should treat this Notice of AGM for information purposes only.

50. The scrutinizer after scrutinizing the votes casted at the AGM (e-voting during 34th AGM) and through remote e-voting will, not exceeding 3 days from the conclusion of the AGM, make a consolidated scrutinizer's report of the votes casted in favor or against, if any, and submit the same to the Chairman of the AGM. The results declared shall be available on the website of the Company **www.carrier.com/building-solutions/en/in/investor/** and on the website of the CDSL. The resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favor of the resolutions.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (SECRETARIAL STANDARD 2):

Item No. 4: To appoint Mr. Naveen Kumar Prabhakaran (DIN: 11640805) as Whole-time Director of the Company

The Board of Directors of the Company in its meeting held on March 19, 2026, on the recommendation of the Nomination & Remuneration Committee (**"NRC"**), appointed Mr. Naveen Kumar Prabhakaran (DIN: 11640805) as Whole-time Director of the Company, subject to approval of members, for a period of 5 (five) years with effect from the allotment of Director Identification Number to him i.e. March 31, 2026.

Mr. Naveen Kumar Prabhakaran is an Engineer and holds a master's degree in business administration. He is a senior operations professional with 28 years of experience in operational excellence and business growth, strategic planning, supply chain management, P&L management, and organizational transformation. He has demonstrated success in leading turnaround initiatives, optimizing processes, and building high-performing teams across complex and geographically dispersed operations.

Mr. Prabhakaran satisfies all the conditions set out in section 196(3) and Part I of Schedule V of the Companies Act, 2013 ("Act") for being eligible for his appointment. Mr. Prabhakaran is not disqualified from being appointed as a Director in terms of section 164 of the Act. He has given all the necessary declarations and confirmation including his consent to be appointed as a Whole-time Director of the Company. Further, the Company has received a notice under Section 160 of the Act proposing the appointment of Mr. Prabhakaran as the Whole-time Director.

Mr. Prabhakaran possesses the core skills/expertise/competencies identified in the Company's business and sectors for it to function effectively. The Board is of the view that Mr. Prabhakaran's knowledge and experience will be of immense benefit and value to the Company and therefore recommends his appointment to the Members.

In view of the above, it is proposed to seek members' approval for the appointment of Mr. Prabhakaran as Whole-time Director of the Company. Mr. Prabhakaran shall get remuneration up to ₹ 2 Crore per annum as may be decided by the Board of Directors on the recommendation of Nomination & Remuneration Committee in compliance with applicable provisions of the Act during his tenure with the Company.

The other terms and conditions of the appointment and remuneration of Mr. Prabhakaran are as follows:

i. Where in any financial year during the tenure of Mr. Prabhakaran, the Company has no profits or its profits are inadequate, the remuneration subject to the aforesaid ceiling shall be paid to Mr. Prabhakaran as minimum remuneration.

ii. The Board of Directors of the Company has been given absolute authority/ liberty to revise the remuneration and/or any other terms as may be agreed between the Board and Mr. Prabhakaran from time to time, during his tenure, subject to ceiling of remuneration mentioned above.

iii. Mr. Prabhakaran shall perform such duties and functions as may be delegated to him from time to time, subject to the control and superintendence of the Board of Directors.

The above may also be treated as a written memorandum setting out the terms of appointment of Mr. Prabhakaran under section 190 of the Act.

As a matter of abundant precaution, in the event of loss/inadequacy of profits in any financial year during the term of Mr. Prabhakaran as Whole-time Director, and pursuant to the provisions of section 197 read with Schedule V and other applicable provisions, of the Act, the matter has been placed before the shareholders by way of Special Resolution for their approval and the necessary disclosures as required in Schedule V(II)(II)(B) of the Act, have been enclosed with the explanatory statement.

The relevant documents inter alia notice under section 160 of the Act and Articles of Association of the Company are available for inspection by the Members in electronic form as per the instructions provided in Note No. 34 of this Notice.

Details of Mr. Prabhakaran are provided in the **"Annexure-I"** to the Notice pursuant to the provisions of Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Save and except Mr. Prabhakaran, and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice. Mr. Prabhakaran is not related to any other Director/ KMP of the Company.

The Board recommends the Special Resolution at Item No. 4 of the Notice for approval of the Members.

Item No. 5: To ratify remuneration of cost auditors of the Company for the financial year 2026-27:

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

The Board of Directors of the Company on the recommendation of the Audit Committee has approved the appointment and remuneration of Jain Sharma & Associates, Cost Accountants (Firm Registration Number 000270) as Cost Auditors of the Company for the financial year 2026-27 at a remuneration of Rs. 3,65,000/- (Rupees Three Lakh Sixty-Five Thousand only) excluding out of pocket expenses and taxes as applicable.

Accordingly, the consent of the members is sought by passing an ordinary resolution as set out at Item No. 5 of the notice for ratification of the remuneration payable to the cost auditors for the financial year 2026-27.

The relevant documents referred to in this resolution, if any, will be available electronically for inspection by the Members in electronic form as per the instructions provided in Note No. 34 of this Notice.

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

The Board recommends the Ordinary Resolution at Item No. 5 of the Notice for approval of the Members.

Annexure - I

Information of directors seeking appointment / re-appointment at the 34th Annual General Meeting pursuant to Secretarial Standards - 2 issued by The Institute of Company Secretaries of India:

Name and Designation of the Director	Mr. Sundaresan Narayanan, Managing Director	Mr. Naveen Kumar Prabhakaran, Whole-time Director
Director Identification Number	06443519	11640805
Date of Birth (Age in years)	February 23, 1981 (45 Years)	June 10, 1978 (48 years)
Original date of appointment	November 01, 2023	March 31, 2026
Qualifications	B.E. (Computer Engineering) M.S. (Engineering) MBA	MBA
Experience & expertise in specific functional area and remuneration last drawn from Company in FY 2025-26	Mr. Narayanan joined the Company in September 2013 as Head – Supply Chain and was elevated to the position of Head – Operations for the Company's HVAC Business in 2015. He has also served as the Occupier of the Company's factory. He currently serves as the Managing Director of the Company; and Rs. 312 Lakh.	Mr. Prabhakaran specializes in strategic planning, supply chain management, and organizational transformation with over 28 years of experience; and Rs. 8 Lakh.
Shareholding in the Company	Nil	Nil
Number of board meetings attended during the year	4/5	N.A.
Terms & conditions of appointment / re-appointment and remuneration	Re-appointed as Director pursuant to retirement by rotation as per the Nomination & Remuneration Policy of the Company.	Appointed as a Whole-Time Director liable to retire by rotation as per the Nomination and Remuneration policy of the Company.
Relationship with other director/ KMP	N/A	N/A
Directorships held in other companies	Onity India Private Limited	N/A
Members / chairmanship of committees in other public limited companies in India	N/A	N/A

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V OF THE COMPANIES ACT, 2013 (THE "ACT") WITH RESPECT TO ITEM NO. 4:

I. GENERAL INFORMATION

(a) Nature of industry:

Carrier Airconditioning & Refrigeration Limited is engaged in the business of manufacturing, assembling, converting, altering, maintaining, servicing, repairing, importing, exporting, buying, selling, preparing, marketing and dealing in all types of air conditioning and other temperature control equipments, refrigerators, instrumentation, compressors, allied equipment, tools, implements, apparatus, accessories, spare parts and components, required for air conditioning and refrigeration equipment as well as deals in air conditioning and refrigeration of all modes of transport, including rail, road, marine and air or any other mode of transport such as train, truck, trailers, ships, bus and the like and use of air conditioning and refrigeration equipment at industrial plants, factories, offices, buildings, home.

(b) Date or expected date of commencement of commercial production:

The Company commenced the business in the year of its incorporation i.e. 1992.

(c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

(d) Financial performance based on given indicators

(Amount Rs. In Lakhs)

Particulars	2025-26	2024-25
Revenue from Operations	3,16,315	2,49,612
Other Income	6,627	4,741
Total Revenue	3,22,942	2,54,353
Total expenses	2,93,114	2,26,829
Profit/(Loss) after tax for the period	22,183	45,259

(e) Foreign investments or collaborations, if any.

The Company is a subsidiary of Carrier Corporation, USA which holds 96.47% of the Company.

II. INFORMATION ABOUT THE APPOINTEE:

Particulars	Mr. Naveen Kumar Prabhakaran
Background details, job profile and suitability and past remuneration:	28 years of experience in diverse areas like strategic planning, supply chain management, and organizational transformation; and 8 lakh.
Recognition or awards:	-
Remuneration proposed:	Please refer to **Resolution no. 4** along with explanatory statement thereof as mentioned above.
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of origin):	Taking into consideration the size of the Company, the profile of Mr. Naveen Kumar Prabhakaran, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid to him as the Whole-time Director is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any:	Apart from the remuneration proposed to be paid to him as Whole-time Director, Mr. Naveen Kumar Prabhakaran does not have any pecuniary relationship directly or indirectly with the Company, its managerial personnel or other directors.

III. OTHER INFORMATION:

(a) **Reason of loss or inadequate profits:** As on March 31, 2026, the Company did not have any loss or inadequate profits. The disclosure under Schedule V has been given as a matter of abundant precaution.

(b) **Steps taken or proposed to be taken for improvement:** The Company regularly takes advanced steps for further improvement and growth in the productivity and profits.

(c) **Expected increase in productivity and profits in measurable terms:** The Company regularly takes advanced steps for increase in the productivity and profits.

Registered Office:
Carrier Airconditioning & Refrigeration Limited
CIN: U74999HR1992FLC036104
Regd. Office: Narsingpur, Kherki Daula Post, Delhi-Jaipur Highway, Gurugram, 122004, Haryana
Website: www.carrierindia.com
E-mail: secretarial@carrier.com
Tel: +91-124-4825500
Fax: +91-124-2372230

Date: August 24, 2026
Place: Gurugram

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

Sd/-
Ekta
Company Secretary
Membership No.: ACS 72724

Board of Directors

Mr. Sundaresan Narayanan
(DIN: 06443519)
Managing Director

Ms. Shan Jain
(DIN: 09661574)
Independent Director

Mr. Siraj Azmat Chaudhry
(DIN: 00161853)
Independent Director

Ms. Simran Thapar
(DIN: 09026461)
Whole-time Director

Mr. Hitesh Khanna
(DIN: 11162300)
Whole-time Director

Mr. Munish Kumar
(DIN: 11178604)
Whole-time Director

Mr. Naveen Kumar Prabhakaran
(DIN: 11640805)
Whole-time Director

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

Board Committees:
Nomination and Remuneration Committee:

Mr. Siraj Azmat Chaudhry
(DIN: 00161853)
Chairman

Ms. Shan Jain
(DIN: 09661574)
Member

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

Audit Committee:

Mr. Siraj Azmat Chaudhry
(DIN: 00161853)
Chairman

Ms. Shan Jain
(DIN: 09661574)
Member

Ms. Simran Thapar
(DIN: 09026461)
Member

Corporate Social Responsibility Committee:

Mr. Siraj Azmat Chaudhry
(DIN: 00161853)
Chairman

Mr. Sundaresan Narayanan
(DIN: 06443519)
Member

Ms. Simran Thapar
(DIN: 09026461)
Member

Stakeholder Relationship Committee:

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

Ms. Simran Thapar
(DIN: 09026461)
Member

Mr. Siraj Azmat Chaudhry
(DIN: 00161853)
Member

*Mr. Naveen Kumar Prabhakaran was appointed as a Whole-Time Director w.e.f March 31, 2026 by the Board of Directors in their meeting dated March 19, 2026, subject to approval of members in the ensuing AGM.

Key Managerial Personnel:

Ms. Ekta
(PAN: ACOPE5176F)
Company Secretary

Mr. Alfred Thomas
(PAN: AELPT0124R)
Chief Financial Officer

Auditors:

MSKA & Associates LLP, Chartered Accountants
Statutory Auditors
(ICAI Firm Registration Number: 105047W/W101187)

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

DMK Associates, Company Secretaries
Secretarial Auditors
(UIN No.: P2006DE003100)

Bankers:

Hongkong & Shanghai Banking Corporation
Standard Chartered Bank
Citibank N.A.
HDFC Bank Limited
ICICI Bank Limited
Yes Bank
State Bank of India
Bank of America
J.P. Morgan Chase Bank

Registrar and Share Transfer Agent:

MUFG Intime India Private Limited
Plot No. NH-2, C-1 Block,
Noble Heights, 1st Floor, LSC Near Savitri Market,
Janakpuri, New Delhi – 110058, India
CIN: U67190MH1999PTC118368
Ph.: +91 011 – 49411000
E-mail: investor.helpdesk@in.mpms.mufg.com
Website: https://in.mpms.mufg.com/

Registered Office and Corporate Headquarters:

Carrier Airconditioning & Refrigeration Limited
Narsingpur, Kherki Daula Post, Delhi – Jaipur Highway,
Gurgaon - 122004, Haryana, India
CIN: U74999HR1992FLC036104
Tel: 0124 - 4825500, Fax: 0124 – 2372230
Email: secretarial@carrier.com
Website: www.carrierindia.com

Unparalleled Global Scale and Local Expertise

We deliver unrivaled expertise both globally and locally, one community at a time.
Our leading solutions help address the most complex climate and energy challenges everywhere

helping industries, communities and people to thrive.

**Carrier manufacturing locations.*

Design & Printed : SHARAD

Carrier

Carrier Airconditioning & Refrigeration Limited

CIN: U74999HR1992FLC036104

Regd. Office:-

Narsingpur, Kherki Daula Post, Delhi - Jaipur Highway Gurgaon - 122004, Haryana, India

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

Website: www.carrierindia.com

Email: secretarial@carrier.com