

**ANNEXURE I****COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

1. Name of Listed Entity: Johnson Controls-Hitachi Air Conditioning India Limited

2. Quarter ending: 30<sup>th</sup> June, 2019

I. Composition of Board of Directors – Change in Board of Directors during quarter ended 30 <sup>th</sup> June, 2019										
Title (Mr./ Ms)	Name of the Director	PAN	DIN	Category (Chairperson/ Executive/ Non-Executive /Independent/ Nominee)	Date of Appointment in the current term	Date of cessation	Tenure of Director (In months)	No of Directorship in listed entities including this listed entity	Number of memberships in Audit / Stakeholder Committee (s) including this listed entity	No of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity
Mr.	Gurmeet Singh	AAAPS2806E	06938403	Chairperson / Executive	01.02.2017	-	-	1	1	Nil
Mr.	Shinichi Iizuka	Not Applicable	00266660	Non- executive / Non-independent	08.05.2019	-	-	1	Nil	Nil
Mr.	Yoshikazu Ishihara	Not Applicable	07998690	Non-executive / Non-independent	30.01.2018	-	-	1	1	Nil
Mr.	Ashok Balwani	AFCPB1303A	02292791	Non-Executive / Independent	21.07.2014	-	57	1	1	Nil
Ms.	Indira Parikh	AEHPP4908H	00143801	Non-Executive / Independent	01.04.2017	-	60	3	3	Nil
Mr.	Mukesh Patel	AFSPP1245B	00053892	Non-Executive / Independent	21.07.2014	-	57	3	2	4
Mr.	Franz Cerwinka	ZZZZZ9999Z	07531210	Non- executive / Non-independent	30.05.2016	08.05.2019	-	1	NIL	NIL

II. Composition of Committees			
Name of Committee	Name of Committee members	Category (Executive/Non-Executive / Independent / Nominee)	Category (Chairperson/Member)
1. Audit Committee	Mr. Mukesh Patel Mr. Ashok Balwani Ms. Indira Parikh	Non-Executive / Independent Non-Executive / Independent Non-Executive / Independent	Chairperson Member Member
2. Nomination & Remuneration Committee	Mr. Mukesh Patel Mr. Ashok Balwani Ms. Indira Parikh Mr. Shinichi Iizuka	Non-Executive / Independent Non-Executive / Independent Non-Executive / Independent Non-Executive/Non Independent	Chairperson Member Member Member
3. Risk Management Committee	Mr. Gurmeet Singh Mr. Shinichi Iizuka Mr. Yoshikazu Ishihara	Executive Non-Executive/Non Independent Non-Executive/Non Independent	Chairperson Member Member
4. Stakeholders Relationship Committee	Mr. Mukesh Patel Mr. Yoshikazu Ishihara Mr. Gurmeet Singh	Non-Executive / Independent Non-Executive / Independent Executive	Chairperson Member Member

<b>III. Meeting of Board of Directors</b>		
<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Maximum gap between any two consecutive (in number of days)</b>
29-Jan-2019	16-May-2019	106

<b>IV . Meeting of Committees</b>			
<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days*</b>
Audit Committee			
16-May-2019	Yes	29-Jan-2019	106

<b>V. Related Party Transaction</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

**VI. Affirmations.**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee.
  - d. Risk Management Committee
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. The report submitted in the previous quarter has been placed before Board of Directors. There is no comments/observations/advice of Board of Directors.

**For Johnson Controls-Hitachi Air Conditioning India Limited**

**Sd/-**

**Parag Dave  
Company Secretary**