

ANNEX I

Compliance report on Corporate Governance

1. Name of Listed Entity: Johnson Controls-Hitachi Air conditioning India Limited
2. Quarter ending: 31.03.2024

I. Composition of Board of Directors											
Title	Name of the Director	DIN	Category (Chairperson / Executive/ Non-Executive / independent / Nominee)	Initial Date of Appointment	Date of Re-appointment of Independent Director	Date of Cessation	Tenure	No of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	Number of memberships in Audit / Stake-holder Committee (s) including this listed entity	No of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity
Mr.	Nobuyuki Tao	08080705	Chairperson Non-executive	30.06.2023	-	-	-	1	0	1	0
Mr.	Sanjay Sudhakaran	00212610	Managing Director Executive	01.07.2023	-	-	-	1	0	1	0
Mr.	Yoshikazu Ishihara	07998690	Non-executive	30.01.2018	-	-	-	1	0	1	1
Mr.	Ashok Balwani	02292791	Independent	28.07.2008	01.04.2019	31.03.2024	60	1	1	1	0
Mr.	Mukesh Patel	00053892	Independent	27.03.2003	01.04.2019	31.03.2024	60	4	3	6	4
Mr.	Arpit Patel	00059914	Independent	01.10.2023	01.10.2023	-	60	3	3	5	2
Ms.	Shalini Kamath	06993314	Independent	01.04.2022	01.04.2022	-	54	3	3	4	0

II. Composition of Committees					
Name of Committee	Name of Committee members	Category	Committee Position	Date of Appointment	Date of Cessation
1. Audit Committee	Mr. Mukesh Patel	Independent	Chairperson	27.03.2003	31.03.2024
	Mr. Ashok Balwani	Independent	Member	30.01.2018	31.03.2024
	Mr. Nobuyuki Tao	Non-Executive	Member	01.07.2023	-
	Mr. Arpit Patel	Independent	Member	11.10.2023	-
	Ms. Shalini Kamath	Independent	Member	11.10.2023	-

2. Stakeholders Relationship Committee	Mr. Yoshikazu Ishihara Mr. Sanjay Sudhakaran Mr. Mukesh Patel Mr. Arpit Patel	Non-Executive Executive Independent Independent	Chairperson Member Member Member	27.07.2018 01.07.2023 24.05.2010 11.10.2023	- - 31.03.2024
3. Nomination & Remuneration Committee	Mr. Mukesh Patel Mr. Ashok Balwani Mr. Nobuyuki Tao	Independent Independent Non-Executive	Chairperson Member Member	21.07.2014 30.01.2018 01.07.2023	31.03.2024 31.03.2024 -
4. Risk Management Committee	Mr. Nobuyuki Tao Mr. Sanjay Sudhakaran Mr. Yoshikazu Ishihara Mr. Ashok Balwani	Non-Executive Executive Non-Executive Independent	Chairperson Member Member Member	11.10.2023 01.07.2023 30.01.2018 25.05.2021	- - - 31.03.2024
5. CSR Committee	Mr. Gurmeet Singh Ms. Shalini Kamath Mr. Yoshikazu Ishihara	Executive Independent Non-Executive	Chairperson Member Member	30.01.2017 30.01.2018 26.05.2022	- - -

III. Meeting of Board of Directors						
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
27.10.2023			Yes	7	7	4
	30.01.2024	94	Yes	7	7	4
	18.03.2024	47	Yes	7	7	4

IV. Meeting of Committees.						
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
Audit Committee Meeting						
27.10.2023			Yes	5	5	4
	30.01.2024	94	Yes	5	5	4
Nomination and Remuneration Committee Meeting						
14.12.2023			Yes	3	3	2
	20.02.2024	67	Yes	3	3	2

CSR Committee Meeting						
27.10.2023		94	Yes	3	3	1
	30.01.2024		Yes	3	3	1
Risk Management Committee Meeting						
	04.03.2024	-	Yes	4	4	1

V. Related Party Transaction	
Subject	Compliance status
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
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 :Yes
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - a. Audit Committee : Yes
 - b. Nomination & Remuneration Committee: Yes
 - c. Stakeholders Relationship Committee: Yes
 - d. Risk management committee: Yes
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: Yes
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: Yes
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here: : Yes

For Johnson Controls-Hitachi Air Conditioning India Limited

Sd/-

Company Secretary

eCSIN: EA012626A000079275

ANNEX II

I. Disclosure on website in terms of Listing Regulations		
Item (As per regulation 46(2) of the LODR)	Compliance status	Provide link to website
1) Details of business	Yes	www.hitachi aircon.in
2) Terms and conditions of appointment of independent directors	Yes	
3) Composition of various committees of board of directors	Yes	
4) Code of conduct of board of directors and senior management personnel	Yes	
5) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
6) Criteria of making payments to non-executive directors	Yes	
7) Policy on dealing with related party transactions	Yes	
8) Policy for determining 'material' subsidiaries	NA	
9) Details of familiarization programmes imparted to independent directors	Yes	
10) Email address for grievance redressal and other relevant details	Yes	
11) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
12) Financial results	Yes	
13) Shareholding pattern	Yes	
14) Details of agreements entered into with the media companies and/or their associates	Yes	
15.1) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA	
15.2) Audio or video recordings and transcripts of post earnings/quarterly calls	NA	
16) New name and the old name of the listed entity	NA	
17) Advertisements as per regulation 47 (1)	Yes	
18) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	NA	
19) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	
20) Secretarial Audit Report	Yes	
21) Materiality Policy as per Regulation 30		
22) Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)		
23) Materiality Policy as per Regulation 30		
24) Statements of deviation(s) or variations(s) as specified in regulation 32		
25) Dividend Distribution policy as per Regulation 43A(1)		
26) Annual return as provided under section 92 of the Companies Act, 2013		
27) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	
28) Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes	

II Annual Affirmations			
Sr.	Particulars	Regulation Number	Compliance status
1.	<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
2.	<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes
3.	<i>Meeting of board of directors</i>	17(2)	Yes
4.	<i>Quorum of board meeting</i>	17(2A)	Yes
5.	<i>Review of Compliance Reports</i>	17(3)	Yes
6.	<i>Plans for orderly succession for appointments</i>	17(4)	Yes
7.	<i>Code of Conduct</i>	17(5)	Yes
8.	<i>Fees/compensation</i>	17(6)	Yes
9.	<i>Minimum Information</i>	17(7)	Yes
10.	<i>Compliance Certificate</i>	17(8)	Yes
11.	<i>Risk Assessment & Management</i>	17(9)	Yes
12.	<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
13.	<i>Recommendation of board</i>	17(11)	Yes
14.	<i>Maximum number of directorship</i>	17A	Yes
15.	<i>Composition of Audit Committee</i>	18(1)	Yes
16.	<i>Meeting of Audit Committee</i>	18(2)	Yes
17.	<i>Role of Audit Committee and information to be reviewed by the audit committee</i>	18(3)	Yes
18.	<i>Composition of Nomination & Remuneration Committee</i>	19(1) & (2)	Yes
19.	<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes
20.	<i>Meeting of Nomination & Remuneration Committee</i>	19(3A)	Yes
21.	<i>Role of Nomination & Remuneration Committee</i>	19(4)	Yes
22.	<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes
23.	<i>Meeting of Stakeholder Relationship Committee</i>	20 (3A)	Yes
24.	<i>Role of Stakeholder Relationship Committee</i>	20(4)	Yes
25.	<i>Composition and role of Risk Management Committee</i>	21(1),(2),(3),(4)	Yes
26.	<i>Meeting of Risk Management Committee</i>	21(3A)	Yes
27.	<i>Quorum of Risk Management Committee meeting</i>	21(3B)	Yes
28.	<i>Gap between the meetings of the Risk Management Committee</i>	21(3C)	Yes

29.	<i>Vigil Mechanism</i>	22	Yes
30.	<i>Policy for related party Transaction</i>	23(1), (1A), (5), (6), (7) & (8)	Yes
31.	<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
32.	<i>Approval for material related party transactions</i>	23(4)	Yes
33.	<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes
34.	<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	NA
35.	<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2), (3), (4), (5) & (6)	NA
36.	<i>Alternate Director to Independent Director</i>	25(1)	Yes
37.	<i>Maximum Tenure</i>	25(2)	Yes
38.	<i>Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism</i>	25(2A)	Yes
39.	<i>Meeting of independent directors</i>	25(3) & (4)	Yes
40.	<i>Familiarization of independent directors</i>	25(7)	Yes
41.	<i>Declaration from Independent Director</i>	25(8) & (9)	Yes
42.	<i>Directors and Officers insurance</i>	25(10)	Yes
43.	<i>Confirmation with respect to appointment of Independent Directors who resigned from the listed entity</i>	25(11)	Yes
44.	<i>Memberships in Committees</i>	26(1)	Yes
45.	<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
46.	<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
47.	<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes
48.	<i>Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity</i>	26(6)	Yes
49.	<i>Vacancies in respect Key Managerial Personnel</i>	26A(1) &(2)	Yes

III Affirmations:		
The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied		<i>Not applicable</i>

Annex IV

Half year ending 31.03.2024

I. Disclosure of Loans / guarantees / comfort letters / securities etc.(refer note below)

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (Guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	Nil	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil	Nil

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate amount of Security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Nil	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil	Nil

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company: Not Applicable