

**ANNEX I**

**Compliance report on Corporate Governance**

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

2. Quarter ending: 31.03.2020

<b>I. Composition of Board of Directors</b>											
Title (Mr. / Ms)	Name of the Director	PAN DIN	Category (Chair-person / Executive/ Non-Executive / independent / Nominee) &	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure*	Date of Birth	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	AAAPS2806E06938403	Chairperson / Executive	21.07.2014	01.02.2017	-	-	22.10.1965	1	1	Nil
Mr.	Shinichi Iizuka	NA00266660	Non-executive	08.05.2019	-	-	-	23.04.1956	1	Nil	Nil
Mr.	Yoshikazu Ishihara	NA07998690	Non-executive	30.01.2018	-	-	-	30.10.1968	1	1	Nil
Mr.	Ashok Balwani	AFCPB1303A02292791	Independent	28.07.2008	01.04.2019	-	60	22.05.1951	1	1	Nil
Ms.	Indira Parikh	AEHPP4908H00143801	Independent	04.11.2014	01.04.2017	-	60	29.08.1943	2	2	Nil
Mr.	Mukesh Patel	AFSP1245B00053892	Independent	27.03.2003	01.04.2019	-	60	22.01.1954	3	2	4

*Mr. Gurmeet Singh is Regular Chairperson. He is holding position of Chairperson and Managing Director*

<b>II. Composition of Committees</b>					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson / Executive / Non-Executive / independent / Nominee) §	Date of Appointment	Date of Cessation
1. Audit Committee	Mr. Mukesh Patel Mr. Ashok Balwani Ms. Indira Parikh	Independent Independent Independent	Chairperson Member Member	27.03.2003 30.01.2018 30.01.2018	
2. Nomination & Remuneration Committee	Mr. Mukesh Patel Mr. Ashok Balwani Ms. Indira Parikh Mr. Shinichi Iizuka	Independent Independent Independent Non-Executive	Chairperson Member Member Member	21.07.2014 30.01.2018 30.01.2018 08.05.2019	
3. Risk Management Committee	Mr. Gurmeet Singh Mr. Shinichi Iizuka Mr. Yoshikazu Ishihara	Executive Non-Executive Non-Executive	Chairperson Member Member	31.01.2017 08.05.2019 30.01.2018	
4. Stakeholders Relationship Committee'	Mr. Mukesh Patel Mr. Yoshikazu Ishihara Mr. Gurmeet Singh	Independent Non-Executive Executive	Chairperson Member Member	24.05.2010 27.07.2018 31.01.2017	

<b>III. Meeting of Board of Directors</b>		
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)
24-Oct-2019	06-Feb-2020	104

<b>IV. Meeting of Committees.</b>					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
<b>Audit Committee Meeting</b>					
24-Oct-2019	06-Feb-2020	Yes	2	2	104
<b>Stakeholders Relationship Committee</b>					
24-Oct-2019	06-Feb-2020	Yes	2	1	
<b>Nomination and Remuneration Committee Meeting</b>					
	06-Feb-2020				

<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
<b>Note</b>	
1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.	
2 If status is "No" details of non-compliance may be given here.	

#### **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. 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.

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

**Sd/-**

**Parag Dave**  
**Company Secretary**

**ANNEX II**

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>	<b>If Yes provide link to website. If No / NA provide reasons</b>
<b>As per regulation 46(2) of the LODR:</b>		
a) Details of business	Yes	<b>www.hitachiaircon.in</b>
b) Terms and conditions of appointment of independent directors	Yes	
c) Composition of various committees of board of directors	Yes	
d) Code of conduct of board of directors and senior management personnel	Yes	
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
f) Criteria of making payments to non-executive directors	Yes	
g) Policy on dealing with related party transactions	Yes	
h) Policy for determining 'material' subsidiaries	NA	
i) Details of familiarization programmes imparted to independent directors	Yes	
j) Email address for grievance redressal and other relevant details	Yes	
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
l) Financial results	Yes	
m) Shareholding pattern	Yes	
n) Details of agreements entered into with the media companies and/or their associates	Yes	
o) 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	Yes	
p) New name and the old name of the listed entity	NA	
q) Advertisements as per regulation 47 (1)	Yes	
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	NA	
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	
<b>As per other regulations of the LODR:</b>		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	
b) Materiality Policy as per Regulation 30	Yes	
c) Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	
It is certified that these contents on the website of the listed entity are correct.	Yes	

<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes /No / NA)</b>
<i>Independent director(s) have been appointed in terms of specified criteria of independence' and / or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes
<i>Meeting of board of directors</i>	17(2)	Yes
<i>Quorum of board meeting</i>	17(2A)	Yes

<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment &amp; Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Recommendation of board</i>	17(11)	Yes
<i>Maximum number of directorship</i>	17A	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of Nomination &amp; Remuneration Committee</i>	19(1) & (2)	Yes
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes
<i>Meeting of Nomination &amp; Remuneration Committee</i>	19(3A)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes
<i>Meeting of Stakeholder Relationship Committee</i>	20 (3A)	Yes
<i>Composition and role of Risk Management Committee</i>	21(1),(2),(3),(4)	Yes
<i>Meeting of Risk Management Committee</i>	21(3A)	Yes
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1), (1A), (5), (6), (7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	Yes
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	NA
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2), (3), (4), (5) & (6)	NA
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes
<i>Alternate Director to Independent Director</i>	25(1)	Yes
<i>Maximum Tenure</i>	25(2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes
<i>Directors and Officers insurance</i>	25(10)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes

<b>II Annual Affirmations</b>	
<b>Particulars</b>	<b>Compliance status (Yes /No / NA)</b>
The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 <b>a. Audit Committee</b>	Yes
The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; remuneration committee</b>	Yes
The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>c. Stakeholders relationship committee</b>	Yes
The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk management committee (applicable to the top 500 listed entities)</b>	Yes
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
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
This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	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: Not applicable.

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

**Sd/-**

**Parag Dave  
Company Secretary**