

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

1. Name of Listed Entity: Johnson Controls-Hitachi Air Conditioning India Limited (Formerly known as Hitachi Home & Life Solutions (India) Limited)  
 2. Quarter ending: 31st March, 2017

<b>I. Composition of Board of Directors – Change in Board of Directors during quarter ended 31st March, 2017</b>										
<b>Title (Mr./Ms)</b>	<b>Name of the Director</b>	<b>PAN</b>	<b>DIN</b>	<b>Category (Chairperson/ Executive/ Non-Executive /Independent/ Nominee)</b>	<b>Date of Appointment in the current term</b>	<b>Date of cessation</b>	<b>Tenure of Director (In months)</b>	<b>No of Directorship in listed entities including this listed entity</b>	<b>Number of member-ships in Audit / Stakeholder Committee (s) including this listed entity</b>	<b>No of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity</b>
Mr.	Franz Cerwinka	Not Applicable	07531210	Chairman/ Non- executive / Non-Independent	30.05.2016	-	-	1	Nil	Nil
Mr.	Atsushi Ohtsuka	ABYPO6762E	06584346	Executive	01.09.2015	31.01.2017	-	1	1	NIL
Mr.	Gurmeet Singh	AAAPS2806E	06938403	Executive	01.02.2017	-	-	1	1	Nil
Mr.	Vinay Chauhan	AAJPC7140G	00267806	Executive	15.05.2016	-	-	1	Nil	Nil
Mr.	Varghese Joseph	ADFPJ1085J	03278962	Executive	01.08.2015	-	-	1	Nil	Nil
Mr.	Ashok Balwani	AFCPB1303A	02292791	Non-Executive / Independent	21.07.2014	-	57	1	Nil	Nil
Mr.	Devender Nath	AABPN5194M	02310301	Non-Executive / Independent	21.07.2014	-	57	1	1	Nil
Ms.	Indira Parikh	AEHPP4908H	00143801	Non-Executive / Independent	04.11.2014	-	41	7	6	Nil
Mr.	Mukesh Patel	AFSPP1245B	00053892	Non-Executive / Independent	21.07.2014	-	57	3	2	4
Mr.	Ravindra Jain	AANPJ7290E	00281279	Non-Executive / Independent	21.07.2014	-	57	1	1	Nil
Mr.	R S Mani	ABTPM6917C	00645097	Non-Executive / Independent	21.07.2014	-	57	1	Nil	Nil
Mr.	Vinesh Sadekar	AARPS9410M	00046815	Non-Executive / Independent	21.07.2014	-	57	1	Nil	Nil

<b>II. Composition of Committees</b>			
<b>Name of Committee</b>	<b>Name of Committee members</b>	<b>Category (Executive/Non-Executive / Independent / Nominee)</b>	<b>Category (Chairperson/Member)</b>
1. Audit Committee	Mr. Mukesh Patel Mr. Devender Nath Mr. Ravindra Jain	Non-Executive / Independent Non-Executive / Independent Non-Executive / Independent	Chairperson Member Member
2. Nomination & Remuneration Committee	Mr. Mukesh Patel Mr. Devender Nath Mr. Ravindra Jain	Non-Executive / Independent Non-Executive / Independent Non-Executive / Independent	Chairperson Member Member
3. Risk Management Committee	Not Applicable		
4. Stakeholders Relationship Committee	Mr. Mukesh Patel Mr. Gurmeet Singh	Non-Executive / Independent Executive	Chairperson Member

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)
24-Oct-2016	23-Jan-2017	90

IV . Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee			
23-Jan-2017	Yes	24-Oct-2016	90

V. Related Party Transaction	
Subject	Compliance status (Yes/No/NA)
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	NA

#### VI. Affirmations.

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - Audit Committee
  - Nomination & remuneration committee
  - Stakeholders relationship committee
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 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.
- 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  
(Formerly Known as Hitachi Home & Life Solutions India Limited)**

Sd/-

**Parag Dave  
Company Secretary**

**ANNEXURE II**

<b>I. Disclosure on website in terms of Listing Regulations</b>	
<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	NA
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	Yes
New name and the old name of the listed entity	Yes

<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes

Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

### III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied: Not Applicable.

**For Johnson Controls-Hitachi Air Conditioning India Limited  
(Formerly Known as Hitachi Home & Life Solutions India Limited)**

Sd/-

**Parag Dave  
Company Secretary**