

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 December, 2017

| I. Composition of Board of Directors – Change in Board of Directors during quarter ended 30th September, 2017 | | | | | | | | | | |
|---|-----------------------------|----------------|------------|---|--|--------------------------|---------------------------------------|--|--|--|
| 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 Director-ship 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. | Franz Cerwinka | Not Applicable | 07531210 | Chairman/ Non-executive / Non-Independent | 30.05.2016 | - | - | 1 | Nil | 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 | 01.04.2017 | - | 60 | 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 |

| 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. 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) |
| 8 -August-2017 | 7-November-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 | | | |
| 7-November-2017 | Yes | 8-August-2017 | 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 | NA |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | NA |

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
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
(Formerly Known as Hitachi Home & Life Solutions India Limited)**

**Parag Dave
Company Secretary**