

# Johnson Controls–Hitachi Air Conditioning India Limited

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty Fourth Annual General Meeting of the members of the Johnson Controls–Hitachi Air Conditioning India Limited will be held on Wednesday, 14<sup>th</sup> day of August, 2019 at 9.30 a.m. at Center for Environment Education, Nehru Foundation for Development, Vastrapur–Gurudwara Road, Bodakdev, Ahmedabad: 380054 to transact the following business:

### ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2019 and the reports of Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares for the financial year ended March 31, 2019.
3. To appoint a Director in place of Mr. Yoshikazu Ishihara (DIN 07998690), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and Rules framed there under and any amendment of such provisions from time to time, M/s. Kiran J Mehta & Co. (FRN - 000025), Cost Accountants, appointed by the Board of Directors of the Company to conduct the Audit of Cost records of the Company for the financial year from April 01, 2019 to March 31, 2020, be paid a remuneration of ₹ 1.25 Lacs and reimbursement of actual travel and out-of-pocket expenses.”

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Shinichi Iizuka (DIN 00266660), appointed as an Additional Director by the Board of Directors with effect from May 08, 2019 and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company whose period of office as a director is liable to retire by rotation.”

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to provisions of Section 149, 152 and other applicable provisions of Companies Act, 2013 and the Rules made thereunder read with Schedule IV of the Companies Act, 2013, Mr. Ashok Balwani (DIN 02292791), who was appointed as an Independent Director of the Company for a first term upto March 31, 2019 by the Shareholders, be and is hereby reappointed as an Independent Director of the Company for second term with effect from April 01, 2019 to March 31, 2024.”

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to provisions of Section 149, 152 and other applicable provisions of Companies Act, 2013 and the Rules made thereunder read with Schedule IV of the Companies Act, 2013, Mr. Mukesh Patel (DIN 00053892), who was appointed as an Independent Director of the Company for a first term upto March 31, 2019 by the Shareholders, be and is hereby reappointed as an Independent Director of the Company for second term with effect from April 01, 2019 to March 31, 2024.”

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196 and 197 read with Schedule V and any other applicable provisions of the Companies Act, 2013 and the rules framed there under and any further statutory modification(s) thereof, for the time being in force the consent of the members be and is hereby accorded for the revision in the maximum remuneration payable to Mr. Gurmeet Singh (DIN 06938403) as a Chairman & Managing Director of the Company with effect from February 01, 2019 on the terms and conditions of appointment and remuneration as set out in the explanatory statement attached to this notice.”

“FURTHER RESOLVED THAT the Board (term “Board” referred hereinafter includes Board of Directors of the Company and Nomination and Remuneration Committee) be and is hereby authorised to vary and / or modify the terms and conditions including remuneration, benefits and perquisites payable / made available to the appointee in such manner as may be agreed upon between the Board and the appointee.”

“FURTHER RESOLVED THAT in the event of loss, absence or inadequacy of profits of the Company during the term of the office of the appointee, the remuneration as mentioned in the Explanatory Statement shall be paid to him as minimum remuneration.”

“FURTHER RESOLVED THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings, as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or to any director or to any employee of the Company to give effect to the aforesaid resolutions.”

### Notes:

- a. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the Company. The instrument appointing proxy must be deposited at the Registered Office of the Company not less than forty eight hours before the time fixed for the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent

of the total capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

- b. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect to the Special business to be transacted at the Meeting is annexed hereto.
- c. The Register of Members and Share transfer books of the Company will be closed from 10<sup>th</sup> August, 2019 to 14<sup>th</sup> August, 2019 (both days inclusive).
- d. Dividend, if declared, will be paid as under:
  - Physical Shares: To the members whose names appear on the Register of members of the Company as on closing hours of 9<sup>th</sup> August, 2019.
  - Dematerialised Shares: To the beneficial owners as on closing hours of 9<sup>th</sup> August, 2019 as per information to be furnished by Depositories for this purpose.

Dividend Payment Date: Dividend, if declared, will be paid on or after 28<sup>th</sup> August, 2019.

- e. Members are requested to notify promptly any change in their address to the Company's Registrars and Share Transfer Agent, **Link Intime India Pvt. Limited at its present address at 506-508, Amarnath Business Centre-1 (ABC-1), Besides Gala Business Centre, Near St. Xavier's College Corner, Off C G Road, Ellisbridge, Ahmedabad 380006, Gujarat, India.** The members are also requested to send all correspondence relating to Shares, including transfers and transmissions to the Registrars and Share Transfer Agent.
- f. All members who have not encashed their dividend warrants for the financial years 2011-12, 2012-13, 2013-14, 2014-15, 2015-16, 2016-17 and 2017-18 are requested to write to the

Company's Registrars and Share Transfer Agent, for issuance of duplicate dividend warrant(s).

- g. Dividend pertaining to financial years 2009-10 and 2010-11 have already been transferred to Investors Education and Protection Fund. Shares of those shareholders whose Dividend was unpaid for last 7 years, have been transferred to Investors Educations and Protection Fund.
- h. The facility for making nominations is available for members in respect of the shares held by them. Nomination form can be obtained from the Company's Registrars and Share Transfer Agent.
- i. Electronic copy of the Annual Report for the year 2018-19, Notice of the Annual General Meeting of the Company along with Attendance Slip and Proxy Form are being sent to all the members whose email IDs are registered with the Company / Depository Participant for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies are being sent in the permitted mode.
- j. Members desirous of obtaining information in respect of accounts of the Company, are requested to send queries in writing to the Company at the registered office, so as to reach at least seven days before the date of the meeting.
- k. The shares of the Company have been listed at BSE Limited and National Stock Exchange of India Limited and Company has paid Listing Fees to the said Stock Exchanges for the year 2019-20.
- l. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule framed thereunder the Company is pleased to provide members, a facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

By Order of the Board of Directors

Place: Ahmedabad  
Date: May 16, 2019

**Parag Dave**  
Company Secretary

Johnson Controls-Hitachi Air Conditioning India Limited  
Corporate Identification Number (CIN): L29300GJ1984PLC007470  
Regd. Office: 9<sup>th</sup> Floor, Abhijeet, Mithakhali Six Roads, Ahmedabad: 380006  
Phone: 079-26402024 E-mail: [parag.dave@jci-hitachi.com](mailto:parag.dave@jci-hitachi.com), Web: <https://www.hitachiaircon.in/>

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

### Item No. 4

Pursuant to the provisions of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, on recommendation of Audit Committee, the Board has considered and approved appointment of M/s. Kiran J Mehta & Co. (FRN - 000025), Cost Accountants, as Cost Auditors to conduct Audit of Cost records of the Company for the financial year from April 01, 2019 to March 31, 2020 at a remuneration of ₹ 1.25 Lacs plus Service Tax and reimbursement of actual travel and out-of-pocket expenses.

Such remuneration has to be ratified by the Shareholders of the Company. Therefore, consent of the Members is sought for passing an Ordinary resolution for ratification of the Remuneration payable to Cost Auditors for the financial year from April 01, 2019 to March 31, 2020.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution.

Considering above, the Board recommends the resolution for approval of the members.

#### Item No. 5

Mr. Shinichi Iizuka was appointed as an additional Director of the Company by the Board of Directors of the Company with effect from May 08, 2019 and holds his office upto the date of this Annual General Meeting. Consent of the Members is sought for his appointment as Director of the Company.

Except Mr. Shinichi Iizuka, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution.

Considering above, the Board recommends the resolution for approval of the members.

#### Item No. 6 & 7

Based on the skills, experience, knowledge and performance evaluation, Board of the Company has accorded approval for re-appointment of Mr. Ashok Balwani and Mr. Mukesh Patel as Independent Director for Second term from April 01, 2019 to March 31, 2024. They have given a declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Companies Act and in the opinion of the Board, they fulfil the conditions specified in the Act and the Rules framed there under for re-appointment as Independent Director.

Consent of the Members is sought for their appointment as Independent Director of the Company.

Except Mr. Ashok Balwani and Mr. Mukesh Patel, being appointees, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution.

Considering above, the Board recommends the resolution for approval of the members.

#### Item No. 8

Nomination and Remuneration Committee and Board of Directors has increased the maximum limit of Remuneration of Mr. Gurmeet Singh Chairman & Managing Director with effect from 1<sup>st</sup> February, 2019 as under:

##### Salary:

Not to exceed ₹ 25,000,000 per Annum (inclusive of perquisites as stated under).

##### Perquisites:

##### Category A:

The Company shall provide furnished accommodation or house rent allowance and any other perquisites as may be decided by the Company from time to time.

##### Category B:

Company's car and telephone at residence. Extent of usage of these perquisites for official duties, shall not be included in the computation of the limit of the above remuneration ceiling.

Apart from the aforesaid remuneration, he will be entitled to reimbursement of all expenses incurred in connection with the business of the company.

The appointee shall not be entitled to any sitting fees for Board / Committee meetings.

In the event of loss, absence or inadequacy of profits of the Company in any financial year during the term of the office of the appointee, the remuneration as mentioned above shall be paid to him as minimum remuneration.

Annual / interim increments will be decided as per the policy of the Company on the basis of performance of the appointee.

### Information as required under Section II of the Part II of Schedule V of the Companies Act, 2013

#### I. General Information

- a) Nature of Industry: Company is engaged in manufacturing and selling of Air conditioners and trading of Refrigerators, Washing Machines.
- b) Date or expected date of commencement of commercial production: Company commenced its business in the year 1985.
- c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable.
- d) Financial performance based on the given indicators: For the year 2018-19, Income was 22,413 Million and Profit before tax was 1323.7 Million.
- e) Foreign investments or collaborations, if any: Johnson Controls-Hitachi Air conditioning is holding 74.25% of the total paid up share capital as well as Company has entered into Technical Collaboration agreements with Johnson Controls-Hitachi Air Conditioning Technology (Hong Kong) Limited for the products of the Company.

#### II. Information about the appointee

- a) Back ground details: Brief resume of the appointee is provided as part of this notice.
- b) Past remuneration: For the year 2018-19 ₹ 18.5 Million.
- c) Job Profile and his suitability:

Mr. Gurmeet Singh is an Honours Graduate in Physics from the University of Delhi with a Post Graduate Diploma in Management. In his total experience of nearly 31 years, he has worked in various companies and product categories. In his career he has worked in fields of Sales, Marketing, Business Planning, Service and Strategy.

- d) Remuneration proposed to appointee: Remuneration as stated above.
- e) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin): With globalisation and liberalisation taking roots in India, the demand for the knowledge and skill in various fields are on the rise and there has been a phenomenal growth in the remuneration package for key positions in the last few years.

Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: Apart from the remuneration, he does not have any pecuniary relationship with the Company or with the managerial personnel or with the other Directors of the Company.

**III. Other Information**

Reasons of loss or inadequate profits: Not applicable since, during the year 2018-19, Company has made profit before tax of ₹ 1323.7 Million.

**IV. Disclosures**

The disclosures of remuneration shall be reported in Corporate Governance Report attached to the Directors’ Report.

Except Mr. Gurmeet Singh being appointee, none of the other Directors and Key Managerial Personnel of the

Company and their relatives are concerned or interested, financially or otherwise, in the resolution.

The above explanatory statement sets out an abstract of material terms and conditions of the appointment and hence the same may be treated as an abstract of memorandum of interest in accordance with Section 190 of the Companies Act, 2013.

The Board commends the resolution for approval of the members.

By Order of the Board of Directors

Place: Ahmedabad  
Date: May 16, 2019

**Parag Dave**  
Company Secretary

Johnson Controls-Hitachi Air Conditioning India Limited  
Corporate Identification Number (CIN): L29300GJ1984PLC007470  
Regd. Office: 9<sup>th</sup> Floor, Abhijeet, Mithakhali Six Roads, Ahmedabad: 380006  
Phone: 079-26402024 E-mail: parag.dave@jci-hitachi.com, Web: <https://www.hitachiaircon.in/>

**Instructions for E-voting**

1. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule framed thereunder the Company is pleased to provide members, a facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).
2. Facility for voting, either through ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
3. Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
4. Tejal Shah & Associates, Company Secretaries in practice (Membership no. ACS-13316), has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
5. (i) The voting period begins on 11<sup>th</sup> August, 2019 (09.00 am IST) and ends on 13<sup>th</sup> August, 2019 (05.00 pm IST). During this period shareholders’ of the Company, holding shares

- either in physical form or in dematerialized form, as on the cut-off date of 7<sup>th</sup> August, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Johnson Controls-Hitachi Air Conditioning India Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also use Mobile app - "m - Voting" for e-voting. m - Voting app is available on Apple, Android and Windows based Mobile. Shareholders may log in to m - Voting using their e voting credentials to vote for the company resolution(s).

**(xix) Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- After receiving the login details, user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Brief resume of the Directors seeking appointment or re-appointment at this Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015)**

**Mr. Gurmeet Singh**

Mr. Gurmeet Singh is an Honors' Graduate in Physics from the University of Delhi with a Post Graduate Diploma in Management. In his total experience of nearly 31 years, he has worked in various companies and product categories. In his career he has worked in fields of Sales, Marketing, Business Planning, Service and Strategy. He has been associated with Company for almost 15 years in 2 stints. He had initially joined the Company in 2001.

There is no inter-se relation of Mr. Gurmeet Singh with any other Director of the Company.

Directorship / Membership of Committee of the Board held in other public limited companies in India: None.

No. of Shares held in Company: Nil.

**Mr. Shinichi Iizuka**

Mr. Shinichi Iizuka holds a bachelor's degree in Science and Technology from Sophia University. He has held various positions in Product Development, Environmental Equipment, and Refrigeration & Air Conditioning Division. He started to work in India in 2002 and was appointed as the Managing Director of the Company in 2006. He became COO and President of Johnson Controls – Hitachi Air Conditioning effective since October, 2015.

He became COO & President of Johnson Controls – Hitachi Air Conditioning effective October, 2015.

There is no inter-se relation of Mr. Shinichi Iizuka with any other Director of the Company.

Directorship / Membership of Committee of the Board held in other public limited companies in India: None.

No. of Shares held in Company: Nil.

**Mr. Yoshikazu Ishihara**

Mr. Yoshikazu Ishihara is a Graduate from the University of Southern California and Post Graduate from Emory University

School of Law. He is having total experience of nearly 23 years in the field of Legal.

There is no inter-se relation of Mr. Yoshikazu Ishihara with any other Director of the Company.

Directorship / Membership of Committee of the Board held in public limited listed companies in India: Nil

No. of Shares held in Company: Nil

#### Mr. Ashok Balwani

Mr. Ashok Balwani is a B.E.(Hons) (Elec.) from BITS, Pilani and an MBA from FMS, University of Delhi. He has over 30 years' experience and was associated with many large corporates like L&T Ltd, Det Norske Veritas and Man Industries (India) Ltd. He is now working as an independent management consultant.

There is no inter-se relation of Mr. Ashok Balwani with any other Director of the Company.

Directorship / Membership of Committee of the Board held in other public limited companies in India: None.

No. of Shares held in Company: Nil.

#### Mr. Mukesh Patel

An Eminent Advocate and International Tax Expert, Mr. Mukesh Patel enjoys over four decades of extensive experience in the legal profession, with expertise in the fields of Personal and Corporate Tax Planning, Appellate Matters, International Taxation, Tax and Investment Planning for Non-Resident Indians and Foreign Collaborations. Over the past 40 years, he has been actively involved in Legal Education and Tax Journalism, has occupied the designation as Visiting Faculty with the Gujarat Law Society, the IIM, Ahmedabad and also a Columnist of renowned newspapers.

He is associated with the Company since March, 2003.

There is no inter-se relation of Mr. Mukesh Patel with any other Director of the Company.

Directorship / Membership of Committee of the Board held in other public limited companies in India:

No. of Shares held in Company: 1500.

**Particulars of employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the year ended March 31, 2017 Employees employed throughout the year:**

#### Employees employed throughout the year:

Name of the Employee	Designation	Qualification	Age (Yrs)	Experience (Yrs)	Remuneration (₹ in Million)	Date of commencement of employment	Last Employment held
Mr. Gurmeet Singh	Chairman & Managing Director	Graduate in Physics & PGD in Management	53	31	18.4	08-Feb-2014	Orient Paper And Industries Ltd.
Mr. Vinay Chauhan	Director-GDC	B.E. (Mechanical) PGD in Industrial Engineering	59	34	15.0	06-Dec-1993	Koron Business Systems Ltd.
Mr. Ichio Iwai	Asst. Vice President	Graduate in Politics and Economics	56	33	15.1	06-Oct-2013	Hitachi Consumer Marketing Inc. Japan
Mr. Jitendhar G S	Sr. Vice President	B.Tech	55	28	9.9	13-Mar-2018	EAFT Technologies
Mr. Rishi Mehta	Chief Financial Officer	M.Com, Chartered Accountant	40	17	8.2	08-Jan-2018	Adient India Pvt. Ltd
Mr. Sanjay Kumar	Vice President	M.B.A, B.A	49	27	7.7	27-Jan-2015	Tafe Motor And Tractors Ltd.
Mr. Vikas Verma	Sr. Vice President	B.E.	49	20	7.6	27-Jan-18	Daikin Air conditioning India Private Limited

#### Employees employed for a part of the year:

Name of the Employee	Designation	Qualification	Age (Yrs)	Experience (Yrs)	Remuneration (₹ in Million)	Date of commencement of employment	Last Employment held
Mr. Naoji Anjiki	Sr. Vice President	B.E.	61	39	9.5	05-Jun-2017	Hitachi-Johnson Controls Air Conditioning Inc.
Mr. Masahiko Watanabe	Asst. Vice President	B.E. (Mechanical)	50	27	7.6	18-Apr-2017	Hitachi Johnson Controls Air Conditioning Inc. Japan
Mr. Sanjeev Agarwal	Director-Sales	M.A.	56	33	7.5	20-Sep-18	L G Electronics

## Johnson Controls-Hitachi Air Conditioning India Limited

Corporate Identification Number (CIN): L29300GJ1984PLC007470  
 Regd. Office: 9<sup>th</sup> Floor, Abhijeet, Mithakhali Six Roads, Ahmedabad: 380006 Phone: 079-26402024  
 E-mail:parag.dave@jci-hitachi.com, Web: https://www.hitachiaircon.in/

ATTENDANCE SLIP

Name of Sole / First named Member : \_\_\_\_\_  
 Registered Folio No. / DP ID No.-Client No. : \_\_\_\_\_  
 Number of Shares Held : \_\_\_\_\_

I/We hereby record my / our presence at the 34<sup>th</sup> Annual General Meeting of the Company held on 14<sup>th</sup> August, 2019 at Center for Environment Education, Nehru Foundation for Development, Vastrapur-Gurudwara Road, Ahmedabad: 380054 at 9.30 a.m.

Member's / Proxy's Name

Signature of Member / Proxy

Shareholders / Proxy holders are requested to bring the attendance slip with them duly completed when they come to the meeting and hand over at the Gate duly signed.

## Johnson Controls-Hitachi Air Conditioning India Limited

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 Regd. Office: 9<sup>th</sup> Floor, Abhijeet, Mithakhali Six Roads, Ahmedabad: 380006 Phone: 079-26402024  
 E-mail:parag.dave@jci-hitachi.com, Web: https://www.hitachiaircon.in/

### 34<sup>th</sup> Annual General Meeting on 14<sup>th</sup> August, 2019

PROXY FORM

Name of the Member(s) : \_\_\_\_\_  
 Registered Address : \_\_\_\_\_  
 E-mail Id : \_\_\_\_\_  
 Folio No. / DP ID No.-Client No. : \_\_\_\_\_

I/We being the member(s) of \_\_\_\_\_ shares of the above named Company hereby appoint:

- (1) Name \_\_\_\_\_ Address \_\_\_\_\_  
 e-mail ID \_\_\_\_\_ Signature \_\_\_\_\_ or failing him
- (2) Name \_\_\_\_\_ Address \_\_\_\_\_  
 e-mail ID \_\_\_\_\_ Signature \_\_\_\_\_ or failing him
- (3) Name \_\_\_\_\_ Address \_\_\_\_\_  
 e-mail ID \_\_\_\_\_ Signature \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual General Meeting of the Company to be held on Wednesday, August 14, 2019 at Center for Environment Education, Nehru Foundation for Development, Vastrapur-Gurudwara Road, Ahmedabad: 380054 at 9.30 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Adoption of Financial Statement for the year ended March 31, 2019
2. To declare Dividend for the year ended March 31, 2019
3. To re-appoint Mr. Yoshikazu Ishihara as Director who retires by rotation
4. To appoint Cost Auditors for the year starting from April 01, 2019 to March 31, 2020
5. To appoint Mr. Shinichi Iizuka as a Director of the Company
6. To re-appoint Mr. Ashok Balwani as Independent Director for 2<sup>nd</sup> term
7. To re-appoint Mr. Mukesh Patel as Independent Director for 2<sup>nd</sup> term
8. To increase maximum limit of remuneration of Mr. Gurmeet Singh, Chairman & Managing Director

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Signature of Shareholder: \_\_\_\_\_ Signature of Proxy Holder(s) \_\_\_\_\_

Affix  
 1 Rupee  
 Revenue  
 Stamp

Note: This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

**Route map of AGM place Center for Environment Education, Nehru Foundation for Development, Vastrapur-Gurudwara Road, Ahmedabad: 380054**

