

**Compliance Report on Corporate Governance  
under Clause 49 of the Listing Agreement**

**Name of the Company : Hitachi Home & Life Solutions (India) Ltd.**

**Quarter ended on: 31<sup>st</sup> March-2015**

<b>Particulars</b>	<b>Clause of Listing Agreement</b>	<b>Compliance Status</b>	<b>Remarks</b>
<b>II. Board of Directors</b>	<b>49 (II)</b>		
(A) Composition of Board	49 (IIA)	Yes	
(B) Independent Directors	49 (IIB)	Yes	
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	
(D) Other provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	
(F) Whistle Blower Policy	49 (IIF)	Yes	
<b>III. Audit Committee</b>	<b>49 (III)</b>		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 (IIID)	Yes	
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	
<b>IV. Nomination and Remuneration Committee</b>	<b>49 (IV)</b>	Yes	
<b>V. Subsidiary Companies</b>	<b>49 (V)</b>	N.A	
<b>VI. Risk Management</b>	<b>49 (VI)</b>	Yes	
<b>VII. Related Party Transactions</b>	<b>49 (VII)</b>	Yes	
<b>VIII. Disclosures</b>	<b>49 (VIII)</b>		
(A) Related party transactions	49 (VIII A)	Yes	
Details of Material Related Party Transactions: Purchase of Raw Material from Shanghai Hitachi Electrical Appliances Co. Ltd. of Rs. 125.71 crores for the period from 1 <sup>st</sup> April, 2014 to 31 <sup>st</sup> March, 2015.			
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	
(C) Remuneration of Directors	49 (VIII C)	Will be complied in the next Annual Report	
(D) Management	49 (VIII D)		
(E) Shareholders	49 (VIII E)		
(F) Proceeds from public issues, rights issues, preferential issues etc.	49 (VIII F)	N.A	
<b>IX. CEO/CFO Certification</b>	<b>49 (IX)</b>	Will be complied in the next Annual Report	
<b>X. Report on Corporate Governance</b>	<b>49 (X)</b>		
<b>XI. Compliance</b>	<b>49 (XI)</b>		

**For Hitachi Home & Life Solutions (India) Ltd.**

**Parag Dave  
Company Secretary**

**Place : Ahmedabad  
Date : 13th April, 2015**