

HITACHI HOME & LIFE SOLUTIONS (INDIA) LIMITED

NOTICE

Notice is hereby given that the Thirty First Annual General Meeting of the members of the Hitachi Home & Life Solutions (India) Limited will be held on Monday, 25th day of July, 2016 at 9.30 a.m. at J B Auditorium, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Vastrapur Road, Ahmedabad: 380 015 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited Balance Sheet as at 31st March, 2016, Statement of Profit and Loss for the year ended on that date and the reports of Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares for the year ended 31st March, 2016.
3. To appoint a Director in place of Mr. Anil Shah (DIN 01603039), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Gurmeet Singh (DIN 06938403), who retires by rotation and being eligible, offers himself for re-appointment.
5. To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. Price Waterhouse & Co. Chartered Accountants LLP (Firm Registration No. 304026E / E300009) be and is hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the sixth consecutive Annual General Meeting at such remuneration as may be agreed upon by Board of Directors and Auditors."

SPECIAL BUSINESS:

6. 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 starting from 1st April, 2016, be paid a remuneration of ₹ 1 Lac and reimbursement of actual travel and out-of-pocket expenses."
7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT Mr. Franz Cerwinka (DIN 07531210), appointed as an Additional Director by the Board of Directors with effect from 30th May, 2016 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."
8. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:
"RESOLVED THAT Mr. Atsushi Ohtsuka (DIN 06584346), appointed as an Additional Director by the Board of Directors with effect from 1st September, 2015 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 not liable to retire by rotation."
"FURTHER 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, and subject to the approval of the Central Government, if required, the consent of the members be and is hereby accorded to the appointment of Mr. Atsushi Ohtsuka as a Managing Director of the Company for a period of three years with effect from 1st September, 2015, 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."
9. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:
"RESOLVED THAT Mr. Varghese Joseph (DIN 03278962), appointed as an Additional Director by the Board of Directors with effect from 1st August, 2015 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 not liable to retire by rotation."
"FURTHER 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, and subject to the approval of the Central Government, if required, the consent of the members be and is hereby accorded to the appointment of Mr. Varghese Joseph as an Executive Director of the Company for a period of three years with effect from 1st August, 2015, 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."

10. 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, and subject to the approval of the Central Government, if required, the consent of the members be and is hereby accorded to increase the remuneration of Mr. Anil Shah, CFO & Executive Director of the Company from Financial year 2015-16, 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 to Mr. Anil Shah."

"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."

11. 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, and subject to the approval of the Central Government, if required, the consent of the members be and is hereby accorded to re-appoint Mr. Anil Shah as a CFO & Executive Director of the Company for a period of three years with effect from 1st June, 2016, 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."

12. 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, and subject to the approval of the Central Government, if required, the consent of the members be and is hereby accorded to increase the remuneration of Mr. Vinay Chauhan, Executive Director of the Company from Financial year 2015-16, 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 to Mr. Vinay Chauhan."

"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."

13. 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, and subject to the approval of the Central Government, if required, the consent of the members be and is hereby accorded to re-appoint Mr. Vinay Chauhan as an Executive Director of the Company for a period of three years with effect from 15th May, 2016, 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."

14. 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, and subject to the approval of the Central Government, if required, the consent of the members be and is hereby accorded to increase the remuneration of Mr. Gurmeet Singh, Executive Director of the Company from Financial year 2015-16, 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 to Mr. Gurmeet Singh.”
- “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.”
15. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:
- “RESOLVED that pursuant to Section 13(2) of the Companies Act, 2013, 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 and subject to the approval of the Central Government and any other regulatory authorities as may be required, consent of the members is hereby accorded for changing the name of the Company from Hitachi Home & Life Solutions (India) Limited to Johnson Controls – Hitachi Air Conditioning India Limited or any other name as may be approved by the Regulatory Authorities, whether under the Companies Act, 2013 or any other statutes or regulations applicable to the Company.
- “FURTHER RESOLVED that the name clause in the Memorandum of Association of the Company be altered by deleting existing name of the Company and substituting it with the new name of the Company.”
- “FURTHER RESOLVED that the Board of Directors or Executive Committee of Directors is hereby authorised to accept any other name approved by the relevant regulatory authorities and seek approval for the change in the name of the Company accordingly without making any further reference to the members for their approval.”
16. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:
- “RESOLVED that pursuant to Section 88 of the Companies Act, 2013 and Rule 5(2) of the Companies (Management and Administration) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 and the rules framed there under and any further statutory modification(s) thereof, Register of Members be maintained at Ahmedabad office of Link Intime India Pvt. Limited which is presently situated at Unit No. 303, 3rd Floor, Shoppers Plaza V, Opp. Municipal Market, Behind Shoppers Plaza II, Off C. G. Road, Ahmedabad 380009.
17. 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 provision of Section 14 and other applicable provision(s) of the Companies Act, 2013 and relevant rules framed thereunder, and any further statutory modification(s) thereof, consent of the members be accorded for substitution of all Articles of existing ‘Articles of Association’ of the Company with new set of Articles prepared based on Table F of Companies Act, 2013.”
- “RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things as may be required or deemed expedient to implement this resolution.”

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 18th July, 2016 to 22nd July, 2016 (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 15th July, 2016.
 - Dematerialised Shares : To the beneficial owners as on 15th July, 2016 as per information to be furnished by Depositories for this purpose.
- Dividend Payment Date : Dividend, if declared, will be paid on or after 11th August, 2016.
- (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. 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 2009-10, 2010-11, 2011-12, 2012-13, 2013-14 and 2014-15 are requested to write to the Company’s Registrars and Share Transfer Agent, for issuance of duplicate dividend warrant(s).
- (g) 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.

- (h) Electronic copy of the Annual Report for the year 2015-16, 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.
- (i) 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.
- (j) The shares of the Company have been listed at BSE Limited and National Stock Exchange of India Limited and Company has already paid Listing Fees to the said Stock Exchanges for the year 2016-17.
- (k) 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 : Delhi
Date : 30th May, 2016
Hitachi Home & Life Solutions (India) Limited
Corporate Identification Number (CIN): L29300GJ1984PLC007470
Regd. Office: 9th Floor, Abhijeet, Mithakhali Six Roads, Ahmedabad: 380006
Phone: 079-26402024
E-mail:compliance.officer@jci-hitachi.com, Web: www.hitachi-hli.com

Parag Dave
Company Secretary

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

Item No. 6

Pursuant to the provisions of Section 148 of the Companies Act, 2013 and Rule 14 of the Rules framed there under, 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 starting from 1st April, 2016 at a remuneration of ₹ 1 Lac 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 starting from 1st April, 2016.

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

The Board commends the resolution for approval of the members.

Item No. 7

Mr. Franz Cerwinka was appointed as an additional Director of the Company by the Board of Directors of the Company with effect from 30th May, 2016 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. Franz Cerwinka, 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.

The Board commends the resolution for approval of the members.

Item No. 8 to 14

Special resolution as set out in Item No. 8 relates to appointment of Mr. Atsushi Ohtsuka (DIN 06584346) as an additional Director of the Company by the Board of Directors of the Company with effect from 1st September, 2015 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.

Board of Directors of the Company has, subject to the approval of the members and Central Government, appointed Mr. Atsushi Ohtsuka as a Managing Director for a period of three years with effect from 1st September, 2015. It is proposed to seek the approval of Members for the appointment and remuneration of Mr. Atsushi Ohtsuka as a Managing Director in terms of the applicable provisions of the Act.

Special resolution as set out in Item No. 9 relates to appointment of Mr. Varghese Joseph (DIN 03278962) as an additional Director of the Company by the Board of Directors of the Company with effect from 1st August, 2015 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.

Board of Directors of the Company has, subject to the approval of the members and Central Government, if required, appointed Mr. Varghese Joseph as an Executive Director for a period of three years with effect from 1st August, 2015. It is proposed to seek the approval of Members for the appointment and remuneration of Mr. Varghese Joseph as an Executive Director in terms of the applicable provisions of the Act.

Special resolution as set out in Item No. 10 relates to increase in remuneration of Mr. Anil Shah (DIN 01603039) from the year 2015-16. Remuneration Committee and Board of Directors of the Company have, subject to the approval of the members and Central Government, if required, increased the remuneration of Mr. Anil Shah, CFO & Executive Director from the year 2015-16. It is proposed to seek the approval of Members for the remuneration of Mr. Anil Shah as a CFO & Executive Director in terms of the applicable provisions of the Act.

Special resolution as set out in Item No. 11 relates to the re-appointment of Mr. Anil Shah (DIN 01603039) as a CFO & Executive Director of the Company. Board of Directors of the Company has, subject to the approval of the members and Central Government, if required, re-appointed Mr. Anil Shah as a CFO & Executive Director for a period of three years with effect from 1st June, 2016. It is proposed to seek the approval of Members for the appointment and remuneration of Mr. Anil Shah as a CFO & Executive Director in terms of the applicable provisions of the Act.

Special resolution as set out in Item No. 12 relates to increase in remuneration of Mr. Vinay Chauhan (DIN 00267806) from the year 2015-16. Remuneration Committee and Board of Directors of the Company have, subject to the approval of the members and Central Government, if required,

increased the remuneration of Mr. Vinay Chauhan, Executive Director from the year 2015-16. It is proposed to seek the approval of Members for the remuneration of Mr. Vinay Chauhan as an Executive Director in terms of the applicable provisions of the Act.

Special resolution as set out in Item No. 13 relates to re-appointment of Mr. Vinay Chauhan (DIN 00267806) as an Executive Director of the Company. Board of Directors of the Company has, subject to the approval of the members and Central Government, if required, re-appointed Mr. Vinay Chauhan as an Executive Director for a period of three years with effect from 15th May, 2016. It is proposed to seek the approval of Members for the appointment and remuneration of Mr. Vinay Chauhan as an Executive Director in terms of the applicable provisions of the Act.

Special resolution as set out in Item No. 14 relates to increase in remuneration of Mr. Gurmeet Singh (DIN 06938403) from the year 2015-16. Remuneration Committee and Board of Directors of the Company have, subject to the approval of the members and Central Government, if required, increased the remuneration of Mr. Gurmeet Singh, Executive Director From the year 2015-16. It is proposed to seek the approval of Members for the remuneration of Mr. Gurmeet Singh as an Executive Director in terms of the applicable provisions of the Act.

Remuneration of above Directors has been determined by the Nomination and Remuneration Committee as under:

Salary, Perquisites and Allowances per annum of the appointees:

Resolution no.	Name of Director	Remuneration
8	Mr. Atsushi Ohtsuka	Not to exceed ₹ 17,500,000 per Annum (inclusive of perquisites as stated under)
9	Mr. Varghese Joseph	Not to exceed ₹ 15,000,000 per Annum (inclusive of perquisites as stated under)
10 &11	Mr. Anil Shah	Not to exceed ₹ 15,000,000 per Annum (inclusive of perquisites as stated under)
12 &13	Mr. Vinay Chauhan	Not to exceed ₹ 15,000,000 per Annum (inclusive of perquisites as stated under)
14	Mr. Gurmeet Singh	Not to exceed ₹ 15,000,000 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, they will be entitled to reimbursement of all expenses incurred in connection with the business of the company.

The appointees 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 appointees, 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

- (1) Nature of Industry: Company is engaged in manufacturing and selling of Air conditioners and trading of Refrigerators, Washing Machines.
- (2) Date or expected date of commencement of commercial production: Company commenced its business in the year 1985.
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable.
- (4) Financial performance based on the given indicators: For the year 2015-16, Income was ₹ 181720 Lacs and Profit before tax was ₹ 6883.97 Lacs.
- (5) 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 appointees

(1) Back ground details: Brief resume of the appointees are provided as part of this notice.

(2) Past remuneration:

Mr. Atsushi Ohtsuka : For the year 2015-16 ₹ 123.64 Lacs

Mr. Varghese Joseph : For the year 2015-16 ₹ 79.68 Lacs

Mr. Anil Shah : For the year 2015-16 ₹ 109.39 Lacs

Mr. Vinay Chauhan : For the year 2015-16 ₹ 110.73 Lacs

Mr. Gurmeet Singh : For the year 2015-16 ₹ 90.89 Lacs

(3) Job Profile and his suitability:

Mr. Atsushi Ohtsuka has done his graduation in Science and Engineering from Waseda University in March, 1986. He has been associated with Hitachi, Ltd., Japan since April, 1986. He is having an extensive experience for about 30 years in various areas in related field.

Mr. Varghese Joseph is a graduate in commerce (specialization in Management) from Gujarat University and a PGPM from International Management Institute, New Delhi. In his total experience of nearly 27 years, he has worked in various companies which are in the field of air-conditioning. In his career he has worked in areas of Sales & Service.

Mr. Anil Shah is a Graduate of Commerce and a Chartered Accountant. He is having an experience in various areas like Finance, Accounts, Budgeting, Costing, Legal, Direct and Indirect Taxation, etc. He is associated with the Company since 1984.

Mr. Vinay Chauhan is Bachelor of Engineering and has done Post Graduate Diploma in Industrial Engineering. He is having an experience in various areas like Design and Development, Quality Management, Manufacturing, etc. He is associated with the Company since 1993.

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 28 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.

- (4) Remuneration proposed to appointees: Remuneration as stated above.
- (5) 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.
- (6) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: Apart from the remuneration they do 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 2015-16, Company has made profit before tax of ₹ 6883.97 Lacs.

IV. Disclosures

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

Except Mr. Atsushi Ohtsuka, Mr. Varghese Joseph, Mr. Anil Shah, Mr. Vinay Chauhan and Mr. Gurmeet Singh 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. 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.

Item No. 15

On 1st October, 2015, Johnson Controls, Hitachi Ltd. and Hitachi Appliances Inc have completed Global Joint Venture agreement and commenced operations of Johnson Controls – Hitachi Air Conditioning. Through this agreement Johnson Controls has acquired a 60 percent ownership stake of the new entity and Hitachi Appliances Inc. retained ownership of remaining 40 percent of the Company.

Hitachi Home & Life Solutions (India) Limited was a Subsidiary of Hitachi Appliances Inc., has now become a subsidiary of Johnson Controls – Hitachi Air Conditioning.

Consequent to above change, the name of the Company has been proposed to change from Hitachi Home & Life Solutions (India) Limited to Johnson Controls – Hitachi Air Conditioning India Limited or any other name as may be approved by the Regulatory Authorities, whether under the Companies Act, 2013 or any other statutes or regulations applicable to the Company.

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

The Board commends the resolution for approval of the members.

Item No. 16

Company has appointed M/s. Link Intime India Pvt. Limited as a Registrar and Transfer Agent. Pursuant to Section 88 of the Companies Act, 2013 and Rule 5(2) of the Companies (Management and Administration) Rules, 2014, Register of Members will be maintained at the office of Link Intime India Pvt. Limited, Unit No. 303, 3rd Floor, Shoppers Plaza V, Opp. Municipal Market, Behind Shoppers Plaza II, Off C. G. Road, Ahmedabad 380009.

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

The Board commends the resolution for approval of the members.

Item No. 17

Existing 'Articles of Association' of the Company, was prepared in accordance with the Companies Act, 1956. Several Articles in the existing 'Articles of Association' contain references to specific provisions of the Companies Act, 1956, some articles are no longer in conformity with the new Companies Act, 2013. Therefore, the existing 'Articles of Association' of the Company are to be re-aligned as per the provisions of the new Act.

It is proposed to substitute all the Articles of 'Articles of Association' in place of existing set of 'Articles of Association' which are prepared based on Table 'F' of Schedule I of the Act.

The proposed new draft 'Articles of Association' is being uploaded on the Company's website i.e. www.hitachi-hli.com for perusal by the Members and is available for inspection at the Registered Office of the Company during business hours on all working days (except Saturdays, Sundays and Public Holidays) from 11:00 A.M. to 1:00 P.M including and upto the date of the meeting.

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

The Board commends the resolution for approval of the members.

By Order of the Board of Directors

Place : Delhi

Date : 30th May, 2016

Hitachi Home & Life Solutions (India) Limited

Corporate Identification Number (CIN): L29300GJ1984PLC007470

Regd. Office: 9th Floor, Abhijeet, Mithakhali Six Roads, Ahmedabad: 380006

Phone: 079-26402024

E-mail:compliance.officer@jci-hitachi.com, Web: www.hitachi-hli.com

Parag Dave
Company Secretary

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 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.
 - a. The voting period begins on 22nd July, 2016 (09.00 am IST) and ends on 24th July, 2016 (5.00 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 18th July, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - b. The shareholders should log on to the e-voting website www.evotingindia.com.
 - c. Click on Shareholders.
 - d. Now Enter your User ID
 - i. For CDSL : 16 digits beneficiary ID,
 - ii. For NSDL : 8 Character DP ID followed by 8 Digits Client ID,
 - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - e. Next enter the Image Verification as displayed and Click on Login.
 - f. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - g. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
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"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is provided along with Annual Report.
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"> • 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).

- h. After entering these details appropriately, click on "SUBMIT" tab.
- i. 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.
- j. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- l. 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.
- m. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- n. 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.

- o. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- p. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- q. 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.
- r. **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
 - 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 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.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance 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 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.
- s. 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, under help section or write an email to 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. Franz Cerwinka

Mr. Franz holds bachelor's degree in Industrial Engineering from Universidad de las Americas, Puebla in Mexico and a master's degree in Business Administration from the University of Michigan, Ann Arbor.

Mr. Franz has served in a variety of operations, commercial and finance leadership positions within Automotive Experience and Building Efficiency during his tenure with Johnson Controls. During his 20-year tenure with the company, he has had experience leading significant change across multiple regions and cultures, having worked for Johnson Controls based in Mexico, US and Japan. Throughout his career, he has led initiatives that significantly improved profitability and performance in Johnson Controls' automotive and HVAC businesses. During his previous 4-year assignment in Japan, he led the finance function for Asia Pacific & Japan and represented Johnson Controls in a number of Joint Ventures in China, South East Asia, India and Korea.

There is no inter-se relation of Mr. Franz Cerwinka 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. Atsushi Ohtsuka

Mr. Atsushi Ohtsuka has done his graduation in Science and Engineering from Waseda University in March, 1986. He has been associated with Hitachi, Ltd., Japan since April, 1986. He is having an extensive experience for about 30 years in various areas in related field.

There is no inter-se relation of Mr. Atsushi Ohtsuka 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. Anil Shah

Mr. Anil Shah is a Graduate of Commerce and a Chartered Accountant. He is having an experience in various areas like Finance, Accounts, Budgeting, Costing, Legal, Direct and Indirect Taxation, etc. He is associated with the Company since 1984.

There is no inter-se relation of Mr. Anil Shah 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. Gurmeet Singh

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 28 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 HHLI for almost 14 years in 2 stints. He had initially joined HHLI 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. Varghese Joseph

Mr. Varghese Joseph is a graduate in commerce (specialization in Management) from Gujarat University and a PGPM from International Management Institute, New Delhi. In his total experience of nearly 27 years, he has worked in various companies which are in the field of Air conditioning. In his career he has worked in fields of Sales & Service. He has been associated with HHLI for almost 24 years. He had initially joined HHLI in 1989 & then re-joined in 2012.

There is no inter-se relation of Mr. Varghese Joseph 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: 200

Mr. Vinay Chauhan

Mr. Vinay Chauhan is Bachelor of Engineering and has done Post Graduate Diploma in Industrial Engineering. He is having an experience in various areas like Design and Development, Quality Management, Manufacturing, etc. He is associated with the Company since 1993.

There is no inter-se relation of Mr. Vinay Chauhan 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: 440.

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, 2016

Employees employed throughout the year:

Name of the Employee	Designation	Qualification	Age (Yrs)	Experience (Yrs)	Remuneration (₹ in Lacs)	Date of commencement of employment	Last Employment held
Mr. Vinay Chauhan	Executive Director	B.E. (Mechanical) PGD in Industrial Engineering	56	31	110.73	06-Dec-1993	Koron Business Systems Ltd.
Mr. Anil Shah	Executive Director	B.Com., A.C.A.	57	34	109.39	07-Dec-1984	Amal Investments Ltd.
Mr. Gurmeet Singh	Executive Director	Graduate in Physics & PGD in Management	50	28	90.90	08-Feb-2014	Orient Paper And Industries Ltd.
Mr. Varghese Joseph	Executive Director	B.Com (Management), PGPM	47	27	71.94	19-Mar-2012	Samsung India Electronics Pvt. Ltd.
Mr. Tomonaga Watanabe	General Manager	B.E. (Mechanical)	53	30	138.73	29-Mar-2014	Hitachi Appliances Inc.
Mr. Ichio Iwai	General Manager	Graduate in Politics and Economics	54	30	135.34	10-Jun-2013	Hitachi Appliances Inc.

Employees employed for a part of the year:

Name of the Employee	Designation	Qualification	Age (Yrs)	Experience (Yrs)	Remuneration (₹ in Lacs)	Date of commencement of employment	Last Employment held
Mr. Shoji Tsubokuta*	Managing Director	B.E. (Mechanical)	61	40	23.55	01-Oct-2013	Hitachi Home Appliances (Wuhu) Ltd.
Mr. Atsushi Ohtsuka	Managing Director	Graduation in Science and Engineering	53	30	123.64	01-Sep-2015	Hitachi Appliances Inc.
Mr. Amit Doshi**	Executive Director	B.E. (Mechanical) PGD in Business Management	56	31	40.85	07-Mar-1994	Bradma (India) Ltd.

* Mr. Shoji Tsubokuta ceased to be Managing Director of the Company with effect from 31st August, 2015.

** Mr. Amit Doshi Ceased to be Executive Director of the Company with effect from 1st June, 2015.

Hitachi Home & Life Solutions (India) Limited**ATTENDANCE SLIP**

Corporate Identification Number (CIN): L29300GJ1984PLC007470

Regd. Office: 9th Floor, Abhijeet, Mithakhali Six Roads, Ahmedabad: 380006 Phone: 079-26402024

E-mail:parag.dave@jci-hitachi.com, Web: www.hitachi-hli.com

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 31st Annual General Meeting of the Company held on 25th July, 2016 at J B Auditorium, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Vastrapur Road, Ahmedabad : 380 015 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.

Hitachi Home & Life Solutions (India) Limited**PROXY FORM**

Corporate Identification Number (CIN): L29300GJ1984PLC007470

Regd. Office: 9th Floor, Abhijeet, Mithakhali Six Roads, Ahmedabad: 380006 Phone: 079-26402024

E-mail:parag.dave@jci-hitachi.com, Web: www.hitachi-hli.com

31st Annual General Meeting on 25th July, 2016

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 _____ or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the Company to be held on Monday, 25th July, 2016 at J B Auditorium, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Vastrapur Road, Ahmedabad: 380 015 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 31st March, 2016.	10.	To increase remuneration of Mr. Anil Shah, CFO & Executive Director of the Company from the year 2015-16.
2.	To declare Dividend for the year ended 31st March, 2016.	11.	To re-appoint Mr. Anil Shah as a CFO & Executive Director of the Company.
3.	To re-appoint Mr. Anil Shah as Director who retires by rotation.	12.	To increase remuneration of Mr. Vinay Chauhan, Executive Director of the Company from the year 2015-16.
4.	To re-appoint Mr. Gurmeet Singh as Director who retires by rotation.	13.	To re-appoint Mr. Vinay Chauhan as an Executive Director of the Company.
5.	To appoint of M/s. Price Waterhouse & Co., Chartered Accountants, LLP as an Auditors of the Company.	14.	To increase remuneration of Mr. Gurmeet Singh, Executive Director of the Company from the year 2015-16.
6.	To appoint Cost Auditors for the year starting from April 01, 2016	15.	To approve change of name of the Company.
7.	To appoint Mr. Franz Cerwinka as a Director of the Company.	16.	To maintain Register of Members at M/s. Link Intime India Pvt. Limited, Registrar and Transfer Agent.
8.	To appoint Mr. Atsushi Ohtsuka as a Managing Director of the Company.	17.	To substitute all Articles of existing 'Articles of Association'.
9.	To appoint Mr. Varghese Joseph as an Executive Director of the Company.		

Signed this _____ day of _____ 2016

Signature of Shareholder _____

Signature of Proxy Holder(s) _____

Affix
15 paise
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.

