

**RESULTS OF THE RESOLUTIONS PASSED
AT THE 30TH ANNUAL GENERAL MEETING OF MEMBERS
OF THE COMPANY HELD ON AUGUST 14, 2019**

16th August, 2019

Dear Members,

34th Annual General Meeting of the members of the Company was held on August 14, 2019 at 9.30 a.m. at Center for Environment Education, Nehru Foundation for Development, Vastrapur-Gurudwara Road, Bodakdev, Ahmedabad. Resolutions proposed at the said Annual General Meeting were passed by members either by way of e-voting or by poll.

On the basis of the report of Scrutinizer, copy of which is annexed hereto, I hereby declare results of voting as under:

Sr	Details of the Agenda	Resolution Required	Result
1.	Adoption of Financial Statement for the year ended 31st March, 2019	Ordinary	Passed by requisite majority
2.	To declare Dividend for the year ended 31st March, 2019.	Ordinary	Passed by requisite majority
3.	To re-appoint Mr. Yoshikazu Ishihara as Director who retires by rotation	Ordinary	Passed by requisite majority
4.	To appoint Cost Auditors for the year from April 01, 2018 to March 31, 2019.	Ordinary	Passed by requisite majority
5.	To appoint Mr. Shinichi Iizuka as a Director of the Company	Ordinary	Passed by requisite majority
6.	To appoint Mr. Ashok Balwani as an Independent Director from 1st April, 2019 to 31st March, 2024	Special	Passed by requisite majority
7.	To appoint Mr. Mukesh Patel as an Independent Director from April 01, 2019 to March 31, 2024.	Special	Passed by requisite majority
8.	To revise remuneration of Mr. Gurmeet Singh, Chairman & Managing Director	Special	Passed by requisite majority

For Johnson Controls-Hitachi Air Conditioning India Limited



Parag Dave
Company Secretary



Johnson Controls-Hitachi Air Conditioning India Limited

Head Office & Works: Hitachi Complex, Karan Nagar, Kadi, Dist: Mehsana – 382 727, Gujarat, India.
Tel: +91-2764-277571 Fax: +91-2764-233425 E-mail: hitachi@jci-hitachi.com
Dial-a-care & 3532 4848 (Prefix City/State Capital STD code or 079)
Registered Office: 9th Floor, Abhijeet – I, Mithakhali Six Roads, Ahmedabad – 380 006, Gujarat, India.
CIN No. L29300GJ1984PLC007470, Regd. Office Ph. No. 91-79-26402024

www.jci-hitachi.in

ANNEXURE - II

FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To,
Chairman
34th Annual General Meeting of the Equity Shareholders of
JOHNSON CONTROLS-HITACHI AIR CONDITIONING INDIA LIMITED
(Formerly known as HITACHI HOME & LIFE SOLUTIONS (INDIA) LIMITED)

held on Wednesday, 14th August, 2019 at 9.30 a.m. at Centre for Environmental Education, Nehru Foundation
for Development, Vastrapur-Gurudwara Road, Ahmedabad - 3800554

Dear Sir,

I, Tejal Shah, Practicing Company Secretary, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions at the Annual General meeting of the Equity Shareholders of JOHNSON CONTROLS-HITACHI AIR CONDITIONING INDIA LIMITED (Formerly known as HITACHI HOME & LIFE SOLUTIONS (INDIA) LIMITED), held on Wednesday, August 14, 2019 at Centre for Environmental Education, Nehru Foundation for Development, Vastrapur-Gurudwara Road, Ahmedabad - 3800554 at 9.30 a.m., submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by JOHNSON CONTROLS-HITACHI AIR CONDITIONING INDIA LIMITED (Formerly known as HITACHI HOME & LIFE SOLUTIONS (INDIA) LIMITED) and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

1. As an Ordinary Resolution – Item No. 1 need to be passed with requisite majority.

Adoption of audited Balance Sheet as at March 31, 2019, Statement of Profit and Loss for the year ended on that date and the reports of Board of Directors and Auditors thereon.

(i) Voted in favour of the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
15	582	100%

(ii) Voted against the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-

proxy) whose votes were declared invalid



2. As an Ordinary Resolution – Item No. 2 need to be passed with requisite majority.

Declare Dividend on Equity Shares for the year ended March 31, 2019.

(i) Voted in favour of the resolution:		
Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
15	582	100%
(ii) Voted against the resolution:		
Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0
(iii) Invalid votes:		
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
-	-	

3. As an Ordinary Resolution – Item No. 3 need to be passed with requisite majority.
To appoint a Director in place of Mr. Yoshikazu Ishihara (DIN-07998690), who retires by rotation and being eligible, offers himself for reappointment.

(i) Voted in favour of the resolution:		
Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
15	582	100%
(ii) Voted against the resolution:		
Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0
(iii) Invalid votes:		
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
-	-	

4. As an Ordinary Resolution – Item No. 4 need to be passed with requisite majority.
To appoint cost auditors for the year starting from April 01, 2019 to March 31, 2020

(i) Voted in favour of the resolution:		
Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
15	582	100%
(ii) Voted against the resolution:		
Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0
(iii) Invalid votes:		
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
-	-	

5. As an Ordinary Resolution – Item No. 5 need to be passed with requisite majority.
To Appoint Mr. Shinichi Iizuka (DIN00266660) as a Director of the Company whose period of office as a Director is liable to retire by rotation.

(i) Voted in favour of the resolution:		
Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
15	582	100%
(ii) Voted against the resolution:		
Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0
(iii) Invalid votes:		
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
-	-	



6. As an Special Resolution – Item No. 6 need to be passed with requisite majority.

To Appoint Mr. Ashok Balwani (DIN 02292791) as an Independent Director of the Company for Second term with effect from April 01, 2019 to March 31, 2024.

(i) Voted in favour of the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
15	582	100%

(ii) Voted against the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-

7. As a Special Resolution – Item No. 7 need to be passed with 75% majority.

To Appoint Mr. Mukesh Patel (DIN 00053892) as an Independent Director of the Company for Second term with effect from April 01, 2019 to March 31, 2024.

(i) Voted in favour of the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
15	582	100%

(ii) Voted against the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-

8. As a Special Resolution – Item No. 8 need to be passed with 75% majority.

To Revise the Maximum Remuneration payable to Mr. Gurmeet Singh (DIN 06938403) as a Chairman & Managing Director of the Company with effect from February 01, 2019.

(i) Voted in favour of the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
15	582	100%

(ii) Voted against the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-

5. A Compact Disc (CD) containing list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.



6. The poll papers and all other relevant records were sealed and will be handed over to the Company Secretary/Director Authorised by the board for safe keeping.

THANKING YOU,

DATE: 14.08.2019
PLACE: AHMEDABAD

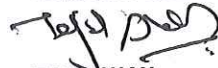



PARAG DAVE
COMPANY SECRETARY

As authorized by Chairman of the Meeting through
Authority Letter dated 14.08.2019



FOR TEJAL SHAH & ASSOCIATES
COMPANY SECRETARIES



TEJAL SHAH
PROPRIETOR
COP NO. : 13316

Tejal Shah
B.Com., LLB, ACS

Tejal Shah & Associates
COMPANY SECRETARIES
E/69, Ayojannagar Society,
Nr. Shreyas Railway Crossing,
Paldi, Ahmedabad-380007.
Phone Nos. : 26621871, 9825097067
email : tejalshah.associates@gmail.com
email : tejal75_shah@yahoo.co.in

ANNEXURE - I

**SCRUTINIZER'S REPORT ON E-VOTING CARRIED OUT FOR JOHNSON CONTROLS-HITACHI AIR
CONDITIONING INDIA LIMITED [FORMERLY KNOWN AS HITACHI HOME & LIFE SOLUTIONS
(INDIA) LIMITED]**

To,
The Chairman
JOHNSON CONTROLS-HITACHI AIR CONDITIONING INDIA LIMITED
(Formerly Known as Hitachi Home & Life Solutions (India) Limited)
9TH Floor, Abhijit,
Mithkhali Six Roads,
Ahmedabad-380006

Dear Sir,

Sub: Scrutinizer's Report on e-voting conducted pursuant to the provisions of section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Amendment Rules, 2015.

I, Tejal Shah of M/s. Tejal Shah & Associates, Practicing Company Secretaries, had been appointed as the scrutinizer by the Board of Directors of M/s. JOHNSON CONTROLS-HITACHI AIR CONDITIONING INDIA LIMITED (Formerly Known as Hitachi Home & Life Solutions (India) Limited) vide resolution dated 16th May, 2019 pursuant to Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, to conduct the electronic voting process from shareholders in respect of the below mentioned resolutions passed at the Thirty Forth Annual General Meeting of the Company held on August 14, 2019.

The Notice dated 16th May, 2019 Convening Annual General Meeting (AGM) of the Company along with the statement setting out material facts under Section 102 of the Act were sent to the shareholders in respect of the below mentioned resolutions.

The Company has availed the E-Voting Facility offered by Central Depository Services Limited (CDSL) for conducting the e-voting by the Shareholders of the Company. The CDSL had provided a system for recording the votes of the shareholders electronically on all the items of the business sought to be transacted in the 34th Annual General Meeting of the company.

As on the "cut-off" date of 7th August, 2019 there were 14,950 shareholders of the Company entitled to vote on the proposed resolutions as set out in item nos. 1 to 8 in the Notice of 34th AGM of JOHNSON CONTROLS-HITACHI AIR CONDITIONING INDIA LIMITED (Formerly Known as Hitachi Home & Life Solutions (India) Limited).

The voting period for e-voting commenced on Sunday, August 11, 2019 at 9.00 a.m. and ended on Tuesday, August 13, 2019 at 5.00 p.m. and the CDSL e-voting platform was blocked thereafter and the votes cast under e-voting facility were unblocked after Annual General Meeting in presence of Two witnesses who are not in the employment of the Company.

As prescribed in clause (v) of sub rule 4 of Rule 20, the company also released an advertisement, which was published on 23rd July, 2019 which is 21 days before the date of Annual General Meeting which was held on 14th August, 2019 in Business Standard English News Paper and Jay Hind Gujarati News Papers.



The notice published in the newspaper carried required information as specified in Sub Rule 4 (v)(a) to (g) of the said Rule 20.

I have scrutinized and reviewed the voting through electronic vote tendered therein based on data downloaded from the Central Depository Services Limited (CDSL).

I now submit my Report as under on the result of the voting through electronic mode in respect of the said resolutions.

1. As an Ordinary Resolution – Item No. 1 need to be passed with requisite majority.

Adoption of audited Balance Sheet as at March 31, 2019, Statement of Profit and Loss for the year ended on that date and the reports of Board of Directors and Auditors thereon.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
48	24055479	100%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
1	1	0.00%

(iii) Invalid votes:

Number of members voted through electronic voting system	Total number of votes cast by them
0	0

2. As an Ordinary Resolution – Item No. 2 need to be passed with requisite majority.

Declare Dividend on Equity Shares for the year ended March 31, 2019.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
48	24055479	100%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
1	1	0.00%

(iii) Invalid votes:

Number of members voted through electronic voting system	Total number of votes cast by them
0	0

3. As an Ordinary Resolution – Item No. 3 need to be passed with requisite majority.

To appoint a Director in place of Mr. Yoshikazu Ishihara (DIN-07998690), who retires by rotation and being eligible, offers himself for reappointment.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
48	24055479	100%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
1	1	0.00%

(iii) Invalid votes:

Number of members voted through electronic voting system	Total number of votes cast by them
0	0



4. As an Ordinary Resolution – Item No. 4 need to be passed with requisite majority

To appoint cost auditors for the year starting from April 01, 2019 to March 31, 2020

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
48	24055479	100%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
1	1	0.00%

(iii) Invalid votes:

Number of members voted through electronic voting system	Total number of votes cast by them
0	0

5. As an Ordinary Resolution – Item No. 5 need to be passed with requisite majority

To Appoint Mr. Shinichi Iizuka (DIN00266660) as a Director of the Company whose period of office as a Director is liable to retire by rotation.

(iv) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
48	24055479	100%

(v) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
1	1	0.00%

(vi) Invalid votes:

Number of members voted through electronic voting system	Total number of votes cast by them
0	0

6. As a Special Resolution – Item No. 6 need to be passed with requisite majority

To Appoint Mr. Ashok Balwani (DIN 02292791) as an Independent Director of the Company for Second term with effect from April 01, 2019 to March 31, 2024.

(vii) Voted in favour of the resolution:

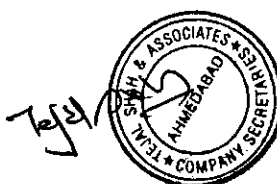
Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
44	23645733	98.3%

(viii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
5	409747	1.70%

(ix) Invalid votes:

Number of members voted through electronic voting system	Total number of votes cast by them
0	0



7. As a Special Resolution – Item No. 7 need to be passed with 75% majority.

To Appoint Mr. Mukesh Patel (DIN 00053892) as an Independent Director of the Company for Second term with effect from April 01, 2019 to March 31, 2024.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
44	23645733	98.3%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
5	409747	1.70%

(iii) Invalid votes:

Number of members voted through electronic voting system	Total number of votes cast by them
0	0

8. As a Special Resolution – Item No. 8 need to be passed with 75% majority.

To Revise the Maximum Remuneration payable to Mr. Gurmeet Singh (DIN 06938403) as a Chairman & Managing Director of the Company with effect from February 01, 2019.

(iv) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
48	24055479	100%

(v) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
1	1	0.00%

(vi) Invalid votes:

Number of members voted through electronic voting system	Total number of votes cast by them
0	0

I hereby confirm that I am maintaining registers received from service provider electronically, in respect of vote cast through e-voting by shareholders of the company. I shall be arranging to handover these records to the Chairman of the Company or such person to be authorized by him in due course as prescribed in the said rules.

Thanking you,

Yours faithfully,
For TEJAL SHAH & ASSOCIATES
COMPANY SECRETARIES

DATE: 14th AUGUST, 2019
PLACE: AHMEDABAD

TEJAL SHAH
PROPRIETOR
COP NO. : 13316

[Signature]



PARAG DAVE
COMPANY SECRETARY

As authorized by Chairman of the Meeting through
Authority Letter dated 14th August, 2019.



Tejal Shah
B.Com., LLB, ACS

Tejal Shah & Associates
COMPANY SECRETARIES
E/69, Ayojannagar Society,
Nr. Shreyas Railway Crossing,
Paldi, Ahmedabad-380007.
Phone Nos. : 26621871, 9825097067
email : tejalshah.associates@gmail.com
email : tejal75_shah@yahoo.co.in

**Combined Scrutinizer Report for E-voting & Poll for JOHNSON CONTROLS-HITACHI AIR
CONDITIONING INDIA LIMITED (Formerly Known As Hitachi Home & Life Solutions (India)
Limited)**

To,
The Chairman

JOHNSON CONTROLS-HITACHI AIR CONDITIONING INDIA LIMITED
Formerly Known As Hitachi Home & Life Solutions (India) Limited
9TH Floor, Abhijit,
Mithkhali Six Roads,
Ahmedabad-380006

Dear Sir,

**Sub. : Passing of Resolution through electronic AND poll conducted at the 34th AGM of
JOHNSON CONTROLS-HITACHI AIR CONDITIONING INDIA LIMITED (Formerly known as Hitachi Home
& Life Solutions (India) Limited) held on 14th August, 2019**

The Board of the Company at its meeting held on 16th May, 2019 had appointed me as Scrutinizer for the e-voting and the Chairman of the AGM has appointed me as the Scrutinizer for the Poll held at the 34th AGM of the Company on 14th August, 2019.

The Company has appointed Central Depository Services Limited as the Service Provider for extending the facility of electronic voting to the shareholders of the Company. The e-voting results were unblocked by me on 14th August, 2019 in the presence of two witnesses. At the 34th AGM held on 14th August, 2019, the poll has been carried out to facilitate the members present in the meeting who could not participate in the e-voting to record their vote. Detail report on results of E-voting and Poll are attached in Annexure-I and Annexure-II (In MGT-13) respectively.

The result of e-voting together with that of the Poll is as under:

Item No. of Notice	Mode of Voting	Votes in favour of the Resolution		Votes Against the Resolution		Invalid Votes
		Nos.	% age	Nos.	% age	
Item No. 1 of Notice as an Ordinary Resolution	E-voting	24055479	99.9976%	1	0.00%	
	Poll	582	0.0024%	-	-	
Item No. 2 of Notice as an Ordinary Resolution	E-voting	24055479	99.9976%	1	0.00%	
	Poll	582	0.0024%	-	-	
Item No. 3 of Notice as an Ordinary Resolution	E-voting	24055479	99.9976%	1	0.00%	
	Poll	582	0.0024%	-	-	



Item No. 4 of Notice as an Ordinary Resolution	E-voting	24055479	99.9976%	1	0.00%	-
	Poll	582	0.0024%	-	-	-
Item No. 5 of Notice as an Ordinary Resolution	E-voting	24055479	99.9976%	1	0.00%	-
	Poll	582	0.0024%	-	-	-
Item No. 6 of Notice as an Special Resolution	E-voting	23645733	98.2944%	409747	1.70%	-
	Poll	582	0.0024%	-	-	-
Item No. 7 of Notice as a Special Resolution	E-voting	23645733	98.2944%	409747	1.70%	-
	Poll	582	0.0024%	-	-	-
Item No. 8 of Notice as a Special Resolution	E-voting	24055479	99.9976%	1	0.00%	-
	Poll	582	0.0024%	-	-	-

All the Resolutions stands passed under e-voting and poll with the requisite majority.

The Registers, all other papers and relevant records relating to e-voting and Poll shall remain in our safe custody unless the Minutes of the aforesaid Annual General Meeting is signed and thereafter same will be handed over to Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

**For TEJAL SHAH & ASSOCIATES
COMPANY SECRETARIES**

Tejal Shah
**TEJAL SHAH
PROPRIETOR
COP NO. : 13316**



**DATE: 14th August, 2019
PLACE: AHMEDABAD**

For, Johnson Controls-Hitachi Air Conditioning India Limited

Parag Dave

**Parag Dave
Company Secretary**

**PARAG DAVE
COMPANY SECRETARY
As authorized by Chairman of the Meeting
Through Authority Letter dated
14th August, 2019**