

18th June, 2016

To,  
Securities and Exchange Board of India,  
SEBI Bhavan,  
Plot No. C4-A, 'G' Block,  
Bandra Kurla Complex,  
Bandra (East), Mumbai 40005,

Dear Sir,

**Sub: Audit Report under SEBI Order dated 22nd March, 2016 on Transfer of Securities and Dividend payment by Sharepro Services India Pvt. Ltd. (Sharepro)**

This is with reference to the directions issued by the Securities and Exchange Board of India (SEBI) vide its order dated 22<sup>nd</sup> March, 2016, directing companies who are client of Sharepro to conduct audit of records and systems of sharepro with respect to dividend paid and transfer of securities to determine whether dividend have been paid to actual/beneficial holders and whether securities have been transferred as per the provision of law.

In that regard, we have appointed SPANJ & Associates, Company Secretaries, Ahmedabad to conduct the audit of records and systems of Sharepro with respect to dividend paid and transfer of securities for the period from 1<sup>st</sup> April, 2010 to 31<sup>st</sup> March, 2016 i.e for six years (the period during which Sharepro acted as RTA Agent). Auditors have conducted Audit and submitted their Report on 17<sup>th</sup> June, 2016 which is enclosed herewith for your record.

Further, we would like to inform you that company has appointed Link Intime India Pvt. Ltd C/13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai-400078 as the Registrar and Transfer Agent in place of Sharepro Services (India) Pvt. Ltd.

Thanking you,

Yours faithfully

**For Hitachi Home & Life Solutions (India) Limited**



**Parag Dave**  
**Company Secretary**



**CC: BSE Ltd.**

**National Stock Exchange of India Ltd.**

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

**a Johnson Controls – Hitachi Air Conditioning Company**

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.com

**SPANJ**  
**& ASSOCIATES**  
**Company Secretaries**

To  
M/s Hitachi Home and Life Solutions (India) Limited  
Regd. Off: 9<sup>th</sup> Floor, Abhijeet I,  
Mithakhali Six Roads,  
Ahmedabad-380006

Dear Sir,

Sub: Audit Report on Dividend paid and Transfer of shares of Hitachi Home and Life Solutions (India) Limited by R & T Agent M/s Sharepro Services (India) Pvt. Ltd. Ahmedabad

We have conducted audit of the records and systems maintained by Sharepro Services (India) Private Limited (hereinafter referred to as "Sharepro") acting as Registrar and Share Transfer Agents of **M/s Hitachi Home and Life Solutions (India) Limited** (hereinafter called "the Company") with respect to dividends paid and transfer of Equity shares of the company presently having its registered office at 9<sup>th</sup> Floor, Abhijeet I, Mithakhali Six Roads, Ahmedabad - 380006 Gujarat to determine whether dividends have been paid to actual/beneficial holders and whether securities have been transferred as per the provisions of the law. The audit has been conducted in terms of the directives of Securities and Exchange Board of India vide its order dated 22<sup>nd</sup> March, 2016.

The Audit was conducted in a manner that provided us a reasonable basis for evaluating the systems and processes followed by the Sharepro in relation to payment of dividends and share transfers of the company to ascertain compliances of law and systems followed by Sharepro and expressing our opinion thereon. Our responsibility is to express an opinion on these records based on our audit.

We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done to ensure that correct process and procedures have been followed in relation to transfer of shares and payment of dividend to the actual/beneficial holder as per the facts reflected in the records under audit.

*Anison Bldg., 3<sup>rd</sup> Floor, SBI Lane, Nr. Stadium circle, C. G. Road, Navrangpura,, Ahmedabad-380 009*  
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**SPANJ**  
**& ASSOCIATES**  
**Company Secretaries**

**Hitachi Home and Life Solutions (India) Limited**

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For the purpose of verification of compliance system prevailing at the office of Sharepro in relation to transfer of shares and payment of dividend to the actual/beneficial holder, we had verified various records in computerized system as well as physical mode including records as per Annexure A to this report pertaining to period of Six years i.e. 1<sup>st</sup> April 2010 to 31<sup>st</sup> March, 2016 (the period during which Sharepro acted as r & T Agents).

Based on our verification of the Records/Registers/data maintained by Sharepro in computerized manner as well in physical mode, In our opinion and to the best of our information and according to the explanations given to us and representation made by the Registrar and Share transfer Agents Sharepro and representatives of the company, its officers, agents and authorized representatives during the conduct of audit, we hereby report that in our opinion, during the audit period covering the period of six year i.e. 1<sup>st</sup> April

2010 to 31<sup>st</sup> March, 2016, we have not come across any evidence establishing deviation from standard practices and procedures followed for the purpose of payment of dividend to the actual/beneficial holders of the shares and transfer of shares as required under the provisions of the law.

Place : Ahmedabad

Date : 17<sup>th</sup> June, 2016



**For SPANJ & ASSOCIATES**  
**Company Secretaries**

  
CS Ashish C. Doshi  
Partner

**SPANJ**  
**& ASSOCIATES**  
**Company Secretaries**

**Hitachi Home and Life Solutions (India) Limited**

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**Annexure A**

[A] For Transfer/transmission of shares:

1. Register of members
2. Data showing Beneficial Ownership Position (BENPOS) on periodical basis
3. Register/records of Transfer of shares
4. Register/records of Transmission of shares
5. Register/Records of deletion of name of the holder due to death
6. Register/records of Transposition of name
7. Register/records of issue of Duplicate Shares
8. Physical Share Transfer Forms
9. Register/Records for payment of Dividend on yearly basis
10. Register/records

[B] For Payment of Dividend

1. Register/Records of Actual/beneficial Holders as on record date for the purpose of ascertaining entitlement of Dividend each year.
2. Records/system followed for the purpose of payment of dividend.
3. Records/Registers relating to unpaid/unclaimed Dividend.
4. Records/communications from actual/beneficial holders for claiming unpaid/unclaimed dividend
5. Records/Register/System followed by Sharepro and Company for issuance of demand Draft in favour of actual/beneficial holders for payment to the claimants out of unpaid/unclaimed dividend.
6. Records/Registers and Forms filed with registrar of Companies for transfer of unpaid/unclaimed Dividend to Investor Education and Protection Fund on due date on yearly basis

