

HITACHI HOME & LIFE SOLUTIONS (INDIA) LIMITED

Regd. Off. : 9th Floor, Abhijeet, Mithakhali Six Roads, Ahmedabad-380 006

NOTICE

Notice is hereby given that the Twenty Sixth Annual General Meeting of the members of the Company will be held on Thursday, 28th day of July, 2011 at 9.00 a.m. at H T Parekh Convention Centre, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Vastrapur, Ahmedabad : 380 015 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited Balance Sheet as at March 31, 2011, Profit and Loss Account for the year ended on that date and the reports of Board of Directors and Auditors thereon.
2. To declare a dividend on the Equity Shares for the financial year ended March 31, 2011.
3. To appoint a Director in place of Mr. Ravindra Jain who retires by rotation in terms of Article 110 of the Articles of Association of the Company and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. L G Ramakrishnan who retires by rotation in terms of Article 110 of the Articles of Association of the Company and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. Ashok Balwani who retires by rotation in terms of Article 110 of the Articles of Association of the Company and being eligible, offers himself for re-appointment.
6. To appoint a Director in place of Dr. Devender Nath who retires by rotation in terms of Article 110 of the Articles of Association of the Company and being eligible, offers himself for re-appointment.
7. To appoint Auditors of the Company in place of the retiring Auditors to hold office from conclusion of this meeting to the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

8. To consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:
"RESOLVED THAT Mr. Vinesh Sadekar, appointed as an Additional Director by the Board of Directors on 15th December, 2010 and who holds office upto the date of this Annual General Meeting of the Company and in respect of whom notice under Section 257 of the Companies Act, 1956 has been received from a member signifying his intention to propose Mr. Vinesh Sadekar as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company whose period of office as a director is liable to determination by retirement of directors by rotation."
9. To consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:
"RESOLVED THAT Mr. R S Mani, appointed as an Additional Director by the Board of Directors on 15th December, 2010 and who holds office upto the date of this Annual General Meeting of the Company and in respect of whom notice under Section 257 of the Companies Act, 1956 has been received from a member signifying his intention to propose Mr. R S Mani as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company whose period of office as a director is liable to determination by retirement of directors by rotation."

By Order of the Board of Directors

Place : Ahmedabad
Date : May 23, 2011

Parag Dave
Asst. Company Secretary

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.
- (b) The relative Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 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 July 25, 2011 to July 28, 2011 (both days inclusive).
- (d) Dividend, if declared, will be paid on August 12, 2011 as under:
 - Physical Shares: To the members whose names appear on the Register of members of the Company as on July 22, 2011.
 - Dematerialised Shares: To the beneficial owners as on July 22, 2011 as per information to be furnished by Depositories for this purpose.
- (e) Members are requested to notify promptly any change in their address to the Company's Registrars and Share Transfer Agent, M/s. Sharepro Services (India) Pvt. Ltd. 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 either not received or have not encashed their dividend warrants for the financial year 2009-10 are requested to write to the Company's Registrars and Share Transfer Agent, for issuance of duplicate dividend warrant(s).
- (g) Pursuant to the provisions of the Companies Act, 1956 as amended by the Companies Amendment Act, 1999, 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 Registered Office.
- (h) 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.
- (i) The shares of the Company have been listed at Bombay Stock Exchange Limited and National Stock Exchange of India Limited and Company has already paid Listing Fees to the said Stock Exchanges for the year 2011-12.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956:

Item No. 8

Pursuant to Section 260 of the Companies Act, 1956 and Articles of Association of the Company, Mr. Vinesh Sadekar was appointed as an additional Director of the Company by the Board of Directors of the Company on December 15, 2010 and vacates his office at this Annual General Meeting. A Notice under Section 257 of the said Act with the prescribed deposit has been received from a member of the Company signifying his intention to propose the name of Mr. Vinesh Sadekar for appointment as a Director of the Company.

Mr. Vinesh Sadekar is not holding any Share of the Company either in his name or held by / for other persons on a beneficial basis in the company. He does not have any relation with any other Director of the Company.

None of the other Directors of the Company, is in any way, concerned or interested in the said resolution.

Item No. 9

Pursuant to Section 260 of the Companies Act, 1956 and Articles of Association of the Company, Mr. R S Mani was appointed as an additional Director of the Company by the Board of Directors of the Company on December 15, 2010 and vacates his office at this Annual General Meeting. A Notice under Section 257 of the said Act with the prescribed deposit has been received from a member of the Company signifying his intention to propose the name of Mr. R S Mani for appointment as a Director of the Company.

Mr. R S Mani is not holding any Share of the Company either in his name or held by / for other persons on a beneficial basis in the company. He does not have any relation with any other Director of the Company.

None of the other Directors of the Company, is in any way, concerned or interested in the said resolution.

By Order of the Board of Directors

Place : Ahmedabad
Date : May 23, 2011

Parag Dave
Asst. Company Secretary

Brief resume of the Directors seeking appointment or re-appointment at this Annual General Meeting (Pursuant to clause 49(IV)(G)(i) of the Listing Agreement)

Name	Mr. Ravindra Jain	Mr. L G Ramakrishnan	Mr. Ashok Balwani
Date of Birth	14.09.1957	25.06.1950	22.05.1951
Date of Appointment	15.05.2006	20.05.2004	28.07.2008
Qualifications	BE (Elec.), PGDM from IIMA	B.Sc., Dipl. in Electronics Engineering (DMIT)	B.E. (Hons.) (Electrical Engineering), MBA
Expertise in specific functional areas	Experience in Sales & Marketing, Setting up New Businesses, Strategic Execution, Operations and Supply Chain Management	Experience in Design, Engineering of Communication equipments, Business management	Experience in various areas of Business Planning, Sales, Production Management
Directorship / Membership of Committee of the Board held in other public limited companies	None	None	None
No. of Shares held in Company	Nil	Nil	Nil

Name	Dr. Devender Nath	Mr. Vinesh Sadekar	Mr. R S Mani
Date of Birth	26.06.1945	24.03.1956	19.09.1950
Date of Appointment	28.07.2008	15.12.2010	15.12.2010
Qualifications	Ph.D(Hons.) & B. Tech (Electrical) (Hons.) from IIT-Kharagpur	B. Chem Engg.	B.E. (Mech.), PG Dipl in Organisation & Methods
Expertise in specific functional areas	Experience in R&D, Strategic Planning, Mfg. Automation, HR	Experience in Production, Project Management, Business Planning	Experience in Production, Logistics, New Projects
Directorship / Membership of Committee of the Board held in other public limited companies	None	None	None
No. of Shares held in Company	Nil	Nil	Nil

HITACHI HOME & LIFE SOLUTIONS (INDIA) LIMITED

Regd. Off. : 9th Floor, Abhijeet, Mithakhali Six Roads, Ahmedabad-380 006

PROXY

I, We _____

of _____ being member / members of **Hitachi Home & Life Solutions (India) Ltd.**

hereby appoint _____ of _____

or failing him _____ of _____

or failing him _____ of _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the Twenty Sixth ANNUAL GENERAL MEETING of the Company, to be held on July 28, 2011 at 9.00 a.m. and at any adjournment thereof.

Signed this _____ day of _____ 2011

Member's Folio No. /DP ID & Client ID _____

Affix
30 paise
Revenue
stamp

Signature

HITACHI HOME & LIFE SOLUTIONS (INDIA) LIMITED

Regd. Off. : 9th Floor, Abhijeet, Mithakhali Six Roads, Ahmedabad-380 006

ATTENDANCE SLIP

TO BE HANDED OVER AT THE ENTRANCE OF THE MEETING HALL

I hereby record my presence at the TWENTY SIXTH ANNUAL GENERAL MEETING of the Company held at H T Parekh Convention Centre, Ahmedabad Management Association, ATIRA, Dr. Vikram Sarabhai Marg, Vastrapur, Ahmedabad : 380 015 on July 28, 2011 at 9.00 a.m.

Full Name of attending member (in block letters)

Full Name of the Proxy (to be filled in, if the Proxy attends instead of the Member)

Signature of the Member/Proxy

Member's Folio No./ DP ID & Client ID _____ No. of Shares held _____

- Note:**
- 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.
 - The Proxy must be deposited at the Registered Office of the Company at 9th Floor, Abhijeet, Mithakhali Six Roads, Ahmedabad - 380 006 not less than 48 hours before the time for holding the meeting.