

Corporate Finance Division

Ref: GPK/TL-036/02974
July 8, 2015



**The National Stock Exchange
Of India Limited,
Exchange Plaza,
5th Floor, Plot No. C/1, G Block,
Bandra-Kurla Complex,
Bandra (E),
Mumbai - 400 051**

Fax No: 022-26598237/8

Company's Scrip Code: THERMAX EQ

Sub: Quarterly Compliance Report on Corporate Governance

Dear Sir,

We enclose Compliance Report on Corporate Governance for the Quarter ended June 30, 2015, in terms of Clause 49 of the Listing Agreement, as amended vide SEBI Circular No. CIR /CFD /POLICY /CELL /2 /2014, dated April 17, 2014 and CIR /CFD / POLICY/CELL/7/2014, dated September 15, 2014.

Kindly take note of the above.

Thanking you,

Yours faithfully,
For **THERMAX LIMITED**



Gajanan P. Kulkarni
Vice president - Legal &
Company Secretary



Encl: As above

Quarterly Compliance Report on Corporate Governance



Name of the Company: **THERMAX LIMITED**

Quarter ending on: **June 30, 2015**

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49 (II)	Yes	-
(A) Composition of Board	49 (IIA)	Yes	-
(B) Independent Directors	49 (IIB)	Yes	-
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	-
(D) Other provisions as to Board and Committees	49 (IID)	Yes	-
(E) Code of Conduct	49 (IIE)	Yes	-
(F) Whistle Blower Policy	49 (IIF)	Yes	-
III. Audit Committee	49 (III)	Yes	-
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	-
(B) Meeting of Audit Committee	49 (IIIB)	Yes	-
(C) Powers of Audit Committee	49 (IIIC)	Yes	-
(D) Role of Audit Committee	49 (IIID)	Yes	-
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	-
IV. Nomination and Remuneration Committee	49 (IV)	Yes	-
V. Subsidiary Companies	49 (V)	Yes	-
VI. Risk Management	49 (VI)	Yes	-
VII. Related Party Transactions	49 (VII)	Yes	-
VIII. Disclosures	49 (VIII)	Yes	-
(A) Related party transactions	49 (VIIIA)	Yes	-
(B) Disclosure of Accounting Treatment	49 (VIIIB)	N.A	-
(C) Remuneration of Directors	49 (VIII C)	Yes	-
(D) Management	49 (VIII D)	Yes	-
(E) Shareholders	49 (VIII E)	Yes	-
(F) Proceeds from public issues, rights	49 (VIII I)	N.A	-
IX. CEO/CFO Certification	49 (IX)	Yes	-
X. Report on Corporate Governance	49 (X)	Yes	-
XI. Compliance	49 (XI)	Yes	-

For **Thermax Limited**


Gajanan p. Kulkarni
 Vice President- Legal &
 Company Secretary

Place: Pune
Date: July 8, 2015

Ref: GPK/TL-036/02974
July 8, 2015

Corporate Finance Division



**The Secretary,
BSE Ltd.,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.**

Fax No: 022-22723121/3719

Company's Scrip Code: 500411

Sub: Quarterly Compliance Report on Corporate Governance

Dear Sir,

We enclose Compliance Report on Corporate Governance for the Quarter ended June 30, 2015, in terms of Clause 49 of the Listing Agreement, as amended vide SEBI Circular No. CIR /CFD /POLICY /CELL /2 /2014, dated April 17, 2014 and CIR /CFD / POLICY/CELL/7/2014, dated September 15, 2014.

Kindly take note of the above.

Thanking you,

Yours faithfully,
For **THERMAX LIMITED**

A handwritten signature in black ink, appearing to read 'Gajanan P. Kulkarni', with a horizontal line underneath.

Gajanan P. Kulkarni
Vice president - Legal &
Company Secretary



Encl: As above