

DIRECTORS’ REPORT

Dear Shareholder,

Your Directors have pleasure in presenting the 44th Annual Report on the business and operations of the Company, together with the audited financial statements of your Company for the year ended March 31, 2025.

Financial Results

(Rs. in crore)

Particulars	Consolidated		Standalone	
	FY 2024-25	FY 2023-24	FY 2024-25	FY 2023-24
Total revenue	10,388.69	9,323.46	6,254.07	5,821.93
Profit before finance cost, depreciation and tax	1,160.00	1,029.96	729.20	674.56
Finance cost and depreciation	275.29	235.67	109.79	96.58
Profit before tax and exceptional items	884.47	793.47	619.41	577.98
Exceptional items	-	75.49	93.73	2.08
Profit before tax but after exceptional items	884.47	868.96	713.14	580.06
Provision for taxation (incl. deferred tax)	257.77	225.77	141.00	142.62
Profit after tax	626.70	643.19	572.14	437.44
Other comprehensive income	(2.33)	(8.87)	(3.52)	(4.21)
Total comprehensive income	624.37	634.32	568.62	433.23
Total equity	4,942.58	4,439.80	3,967.76	3,536.70
Earnings Per Share (EPS) (Rs.) face value per share Rs. 2/- from continuing operations	56.33	57.30	48.02	36.71
Earnings Per Share (EPS) (Rs.) face value per share Rs. 2/- from continuing and discontinuing operations	56.33	57.30	48.02	36.71

Result of Operations and the State of Affairs

Consolidated

On a consolidated level, the group revenue was at Rs.10,389 crore (Rs.9,323 crore). The Group’s international business was higher by 13.5% at Rs. 2,324 crore (Rs. 2,048 crore). Consolidated order booking for FY 2024-25 increased by 10.5 % to Rs. 10,337 crore (Rs. 9,355 crore). Order booking in international markets at Rs. 3,597 crore was higher by 72.3%.

Standalone

Your Company, on a standalone basis, posted a revenue of Rs. 6,254 crore for the FY 2024-25, against last year’s revenue of Rs. 5,822 crore. Revenue from exports was up 9.7% at Rs.1,181 (Rs. 1,077 crore). Order booking from continuing operations stood at Rs. 6,270 crore, higher by 9.0 % as compared to Rs. 5,751 crore in the previous year.

Material Changes and Commitments

There have been no material changes and commitments affecting the financial position of the Company, which have occurred between the end of the financial year and the date of this report.

Change in Nature of Business

There is no change in the nature of business of the Company.

Credit rating

Your Company has been rated ‘AA+/- Stable (Reaffirmed) for Long Term Rating and A1+ (Reaffirmed) for Short Term Rating’ by Credit Rating Information Services of India Limited (CRISIL) for its banking facilities. The rating reflects your Company’s continued good parentage, credit profile, liquidity position, strong corporate governance practices, financial flexibility and conservative financial policies.

Your Company has also been assigned ESG rating of CareEdge-ESG 1 i.e. rating scale “Leadership” by CARE ESG Ratings Limited, a registered ESG ratings service provider.

Dividend

The Board of Directors have recommended a dividend of Rs.14/- (700%) per equity share of face value of Rs. 2/- each for the year ended March 31, 2025. The dividend is subject to the approval of members at the ensuing Annual General Meeting (AGM).

In accordance with Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company has adopted the Dividend Distribution Policy, which is made available on the Company’s website and can be accessed using the link: https://www.thermaxglobal.com/wp-content/uploads/2025/01/Dividend-Distribution-Policy_New.pdf

Transfer to Reserve

The closing balance of the retained earnings of the Company for FY 2024-25, after all appropriation and adjustments, was Rs. 3,387.54 crore on standalone basis and Rs. 4,144.60 crore on a consolidated basis. During the year, the Company has not transferred any amount to the General Reserve.

Share Capital

The paid-up equity share capital of the Company was Rs. 23.83 crore as on March 31, 2025. There were no public or preferential rights or bonus issued during the year. The Company has not issued any shares with differential voting rights, sweat equity shares.

Statement of Deviation(s) or Variation(s) in share capital

During the year under review, there was no instance to report Statement of Deviation(s) or Variation(s) in share capital as per Regulation 32 of the Listing Regulations.

Subsidiaries

In accordance with Section 136 of the Companies Act, 2013 (“the Act”) the Annual Report of your Company containing inter alia, financial statements and consolidated financial statements, has been placed on our website: <https://www.thermaxglobal.com/annual-reports/> which can be accessed using the above link. Further, the financial statements of the subsidiaries have also been placed on our website: <https://www.thermaxglobal.com/subsidiary-annual-report/>

The report on the growth trends and outlook of those subsidiaries which impact your Company’s performance reasonably are captured in the Management Discussion and Analysis section of this report.

Changes in Subsidiaries / Associates during the year

Through its wholly owned subsidiary, First Energy Private Limited (FEPL), the Company has incorporated First Energy 11 Private Limited on July 29, 2024 and First Energy 12 Private Limited on May 5, 2025 as step-down subsidiaries for undertaking renewable energy projects in different states of India.

FEPL entered into a Share Purchase Agreement on September 6, 2024, to acquire 100% stake in Onix Two Enersol Private Limited (OTEPL). As the sellers failed to fulfill certain closing conditions within the agreed and extended timelines, the acquisition has not been completed. FEPL has intimated the sellers about non-fulfilment of the conditions. Consequently, OTEPL has not been consolidated in the Group’s accounts. The Company will update the Stock Exchanges on any material developments.

TSA Process Equipments Private Limited (TSA)

The Company entered into a Share Purchase and Share Subscription Agreement (SHA) for the acquisition of 100% of the equity share capital of TSA in one or more tranches. In accordance with the terms of the agreement, the Company acquired 51% of the equity share capital of TSA on April 19, 2024. Accordingly, TSA became a subsidiary of the Company with effect from the said date.

Thermax Chemical Solutions Private Limited (TCSPL)

Thermax Chemical Solutions Private Limited (TCSPL) was incorporated as a wholly owned subsidiary on May 28, 2024.

Thermax Vebro Polymers India Private Limited (TVPIPL)

TCSPL entered into a Shareholders Agreement with Vebro Polymers Holdings Limited, Manchester, England (“Vebro”). Pursuant to the said agreement, TVPIPL was incorporated as a wholly owned subsidiary of TCSPL on July 18, 2024. Thereafter, upon allotment of shares to Vebro on March 3, 2025, TVPIPL ceased to be a wholly owned subsidiary of TCSPL.

Buildtech Products India Private Limited (Buildtech)

The Company entered into a Share Purchase and Share Subscription Agreement with Buildtech and its

shareholders, Mr. Sunder Lal Kothari, Mr. Sanjiv Kapoor, and Mrs. Prapti Kothari. Pursuant to the agreement, the Company completed the acquisition of 100% of the equity share capital of Buildtech on December 17, 2024. Accordingly, Buildtech became a wholly owned subsidiary of the Company with effect from the said date.

Thermax Chemical Europe A/s

Thermax Chemical Europe A/s was incorporated as a wholly owned step down subsidiary of the Company on December 06, 2024.

Covacsis Technologies Private Limited (Covacsis)

The Company has entered into Share Purchase Agreement with Infinite Uptime Inc., USA for sale of stake in Covacsis. Accordingly, Covacsis has ceased to be an Associate Company.

Management Discussion and Analysis

The Management Discussion and Analysis section highlighting the performance of the Company's Industrial Products, Industrial Infra, Green Solutions and Chemicals, including details of select subsidiaries, information on the Company's health, safety and environment measures, human resources, risk management and internal controls, is given on page no. 62.

Corporate Governance Report

A detailed report on Corporate Governance as per Listing Regulations and disclosures required as per section 134 and 177 of the Companies Act, 2013, is attached as Annexure 1 on page no. 115.

A certificate from M/s. SVD & Associates, Practising Company Secretaries, Pune, regarding compliance with the conditions of corporate governance as required under Schedule V of the Listing Regulations forms part of this Report.

Secretarial Standards

Your Company is in compliance with the Secretarial Standards on Meetings of the Board of Directors (SS-1) and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) as amended from time to time.

Business Responsibility and Sustainability Reporting (BRSR)

In terms of the Listing Regulations, Business Responsibility and Sustainability Report including BRSR core indicators describing the initiatives undertaken by

the Company from environmental, social and governance perspectives is enclosed as Annexure 2 on page no.142. M/s. Price Waterhouse Chartered Accountants LLP has provided a reasonable assurance report on core BRSR indicators which forms part of the BRSR report.

Vigil Mechanism/Whistle Blower Policy

The Company has a 'Whistleblower Policy' as a part of the vigil mechanism to deal with instances of fraud and mismanagement, if any. The details of the policy are provided in the Corporate Governance Report and also available on the website of the Company: <https://www.thermaxglobal.com/wp-content/uploads/2024/11/Whistler-Blower-Policy.pdf>

Industrial Relations

The overall Industrial Relations at all the manufacturing locations were peaceful during the year 2024-25.

Human Resource Management

1. Particulars of Employees

The details of employees are given below:

Category	Employee type	2024-25	2023-24
Thermax Limited	Permanent Employees	3,093	2,843
	Contractual	2,655	2,723
	Total	5,748	5,566
Group Level	Permanent Employees (Staff and Workers)	5,601	5,225
	Contractual (Staff on fixed term contract)	3,253	3,328
	Total	8,854	8,553

The information required pursuant to section 197 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, duly amended, in respect of employees of the Company, forms part of Annexure A to this Board's report and information required pursuant to Rule 5(2) will be provided upon request.

In terms of Section 136 of the Act, the Annual Report excluding the aforesaid information is being sent to all the members and others entitled to receive it. Any shareholder interested in obtaining such particulars may write to the Company Secretary.

2. Anti-Sexual Harassment Policy/Internal Committee

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of

the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. All employees (permanent, contractual, temporary and trainees) are covered under this policy. To build awareness in this area, the Company has been carrying out online induction/refresher programmes across the organisation on a periodic basis.

An Internal Committee (IC) has been set up to redress complaints received regarding sexual harassment at workplace under the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Two complaints were received and resolved during the year 2024-25.

Disclosure pursuant to Section 197(14) of the Companies Act, 2013, and Rules made thereunder

The Managing Director and CEO of the Company is not in receipt of any remuneration and/or commission from any Holding / Subsidiary Company, as the case may be.

Details of Trusts for the Benefit of Employees

a) ESOP Trust

The Company has a Thermax Employees ESOP & Welfare Trust which holds 28,81,164 equity shares of Rs. 2/- each of the Company.

The trust has not entered into any transaction of buying or selling of shares in the secondary market.

Thermax Employee Stock Option Scheme 2021

With a view to motivate the key workforce, seeking their contribution to the corporate growth, to create an employee ownership culture, to attract new talents and to retain them for ensuring sustained growth, your Company has implemented an employee stock option plan namely 'Thermax Limited Employee Stock Option Plan 2021' ("ESOP 2021"/ "Plan") covering the employees of the Company and its Group Companies including subsidiary and its associate companies.

The scheme was approved by the shareholders through postal ballot on January 13, 2022 with requisite majority.

During the year under review, the Nomination and Remuneration Committee (NRC) and the Board of Directors of your Company, have approved grant of stock options to employees under ESOP 2021.

There were no material changes made in the ESOP 2021 during the year. The above-mentioned Scheme is in compliance with the SEBI (Share-Based Employee Benefits & Sweat Equity) Regulations, 2021 (SBEB Regulations, 2021). No employee was issued stock options during the year equal to or exceeding 1% of the issued capital of the Company at the time of grant. Your Company's Secretarial Auditor, M/s. SVD & Associates, Practising Company Secretaries, Pune, has certified that the Company's above-mentioned Scheme has been implemented in accordance with the SBEB Regulations, 2021.

In line with regulation 14 of the SBEB Regulations, 2021, a statement giving complete details, as at March 31, 2025, is available on the website of the Company: <https://www.thermaxglobal.com/thermax-disclosures-under-sebi-sbeb-regulations/>

b) Employee Welfare Trusts

The Company has various Employee Welfare Trusts primarily for providing medical, housing and educational aid to its employees and their families. These trusts presently hold 36,35,190 equity shares of Rs. 2/- each of the Company. None of the trusts had any dealings in the secondary market.

In line with regulation 14 of the SBEB Regulations, 2021, a statement giving complete details, as at March 31, 2025, is available on the website of the Company: <https://www.thermaxglobal.com/thermax-disclosures-under-sebi-sbeb-regulations/>

Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo

The information on the conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013, read with Rule 8 of the Companies (Accounts) Rules, 2014, is provided as Annexure 3 on page no.187.

Corporate Social Responsibility Initiatives

As a part of its initiative under Corporate Social Responsibility (CSR), the Company has undertaken projects in the area of education. The project is in accordance with Schedule VII of the Companies Act, 2013. Since 2007, CSR initiatives have been undertaken through Thermax Foundation, the details of CSR activities are provided under CSR Activities and CSR Policy on page no. 48.

The Annual Report on CSR Activities is provided as Annexure 4 on page no. 190.

The details of the CSR Committee and CSR Policy are available on the Company’s website: <https://www.thermaxglobal.com/wp-content/uploads/2024/11/CSR-Policy.pdf>

Directors and Key Managerial Personnel

The Board of Directors of your Company comprises of 9 directors, viz., two non-executive directors, one executive director and six independent directors, including one independent and one non-independent woman director as on March 31, 2025. As per the articles of association of the Company, one-third of the directors, other than independent directors and Chairperson, are liable to retire by rotation at the AGM of the Company every year.

Pursuant to Regulation 17(1D) of the Listing Regulations, the members have approved continuation of directorship of Mrs. Meher Pudumjee (DIN: 00019581), Non-Executive Director and Chairperson of the Company for a period of 5 (five) consecutive years commencing from April 01, 2024 to March 31, 2029 (both days inclusive).

Basis the recommendation of Nomination and Remuneration Committee, the Board vide its circular resolution dated December 12, 2024 approved the appointment of Mr. Parag Shah (DIN: 00374944) as Additional, Non-Executive Independent Director of the Company for a period of 5 (five) consecutive years with effect from December 12, 2024 to December 11, 2029 (both days inclusive). The justification of the Board on Mr. Shah’s appointment forms part of the Postal Ballot Notice dated December 12, 2024. The members approved the appointment of Mr. Shah by passing a special resolution vide postal ballot on February 16, 2025.

Further, in accordance with the provisions of the Companies Act, 2013, and the Company’s Articles of Association, Mr. Pheroz N. Pudumjee (DIN: 00019602), Non-Executive, Non-Independent Director, retires by rotation and being eligible offers himself for re-appointment. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors recommends his re-appointment.

Mr. Nawshir Mirza and Dr. Jairam Varadaraj completed their tenure as Non-Executive, Independent Directors of the Company on July 21, 2024.

The Board of Directors of the Company at their meeting held on June 18, 2020, appointed Mr. Ashish Bhandari (DIN: 05291138) as Additional Director & MD&CEO of the Company for a period of five years effective from September 01, 2020 valid till August 31, 2025. The same was approved by shareholders of the Company at the

AGM held on August 12, 2020. It is now proposed to re-appoint Mr. Bhandari as MD&CEO of the Company for a further period of five years effective from September 1, 2025 till August 31, 2030 (both days inclusive).

Based on the recommendation(s) of Nomination and Remuneration Committee, the Board at its meeting held on May 09, 2025 has approved the re-appointment of Mr. Bhandari as MD&CEO of the Company for a period of five years effective from September 1, 2025 till August 31, 2030 (both days inclusive), subject to approval of the shareholders at the ensuring AGM of the Company.

The above proposals forms part of the Notice convening 44th AGM of the Company.

The Company has received consent and necessary disclosures / declarations from the above directors as required under the Companies Act, 2013 and the Listing Regulations.

Board and Independent Directors’ Meeting

A calendar of meetings is prepared and circulated in advance to the directors. During the year, eight Board Meetings were convened and held, the details of which are given in the Corporate Governance Report.

For the FY 2024-25, one meeting of the independent directors was held on February 5, 2025.

Familiarisation Programme

The Company has formulated a policy on ‘Familiarisation Programme for Independent Directors’, which is available on the Company’s website: <https://www.thermaxglobal.com/corporate-governance-policies-and-disclosures/>

Committees of the Board

The details of all committees and their terms of reference are set out in the Corporate Governance Report.

Key Managerial Personnel

During the year, Ms. Janhavi Khele (Membership No. A20601) resigned from her position as the Company Secretary, Compliance Officer and Key Managerial Personnel of the Company vide her resignation letter dated January 21, 2025 effective April 18, 2025. Except this, there were no other changes in Key Managerial Personnel during the year.

Remuneration Policy

The Remuneration Policy details for selection, appointment and remuneration of directors and senior management are given in the Corporate Governance

Report, and the said policy is available on the Company’s website: <https://www.thermaxglobal.com/wp-content/uploads/2024/08/Selection-and-appointment-of-Directors.pdf>

Board Evaluation

Pursuant to the provisions of the Companies Act, 2013, and Listing Regulations, annual evaluation of performance of the Board, its Committees and individual directors were carried out through an external agency. Recommendations arising from this entire process were deliberated upon by the Board to be used constructively in order to enhance its overall effectiveness.

Board Diversity

The Company recognises and embraces the importance of a diverse Board for its success. Your Company believes that a truly diverse Board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical backgrounds, age, ethnicity, race and gender that will help in retaining its competitive advantage. The Board Diversity Policy adopted by the Board outlines its approach to diversity. The policy is available on the website: <https://www.thermaxglobal.com/wp-content/uploads/2024/11/Board-Diversity-Policy.pdf>

Directors’ Responsibility Statement

In terms of Section 134(3)(c) of the Companies Act, 2013, the directors of your Company, to the best of their knowledge and belief and according to the information and explanations obtained by them in the normal course of their work, state that, in all material respects:

- a) In the preparation of the annual financial statements for the year ended March 31, 2025, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) Appropriate accounting policies have been selected, applied consistently and judgement and estimates have been made that are reasonable and prudent to give a true and fair view of the state of affairs of the Company as on March 31, 2025, and of the profit of the Company for the year ended on that date;
- c) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- d) The annual financial statements have been prepared on a going concern basis;
- e) Proper internal financial controls were in place and the financial controls were adequate and operating effectively; and
- f) Proper systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

Please refer to the Internal Controls section of the Management Discussion and Analysis for further details.

Related Party Transactions

All related party transactions entered into during the financial year were at arm’s length basis and were in the ordinary course of business. There were no materially significant related party transactions made by the Company with promoters, directors, key managerial personnel or other designated persons, which may have a potential conflict with the interest of the Company at large. Hence disclosure of particulars of contracts or arrangements with related parties referred to in sub-section (1) of section 188 Act in the prescribed form AOC-2 is not required.

All related party transactions are placed before the Audit Committee. Prior omnibus approval of the Audit Committee is obtained annually for transactions that are foreseeable and repetitive. The transactions entered pursuant to the omnibus approval so granted along with the statement giving details of all related-party transactions are placed before the Audit Committee for their approval on a quarterly basis.

Company has adopted policy on Related Party Transactions which is available on the Company’s website: <https://www.thermaxglobal.com/wp-content/uploads/2024/11/Related-Party-Transactions-Policy.pdf>

None of the directors have any pecuniary relationships or transactions vis-à-vis the Company except as disclosed under Sr. No. 2 of the Corporate Governance Report.

Standalone and Consolidated Financial Statements

The financial statements for the year ended March 31, 2025, have been prepared as per Schedule III to the Companies Act, 2013, as amended from time to time. The consolidated financial statements of the Group are prepared in compliance with the Accounting Standards and Listing Regulations. The cash flow for the year is attached to the balance sheet. A separate statement containing the salient features of subsidiaries and joint ventures in the prescribed Form (AOC-1) is available on page no. 320.

Public Deposits

During the year, your Company has not accepted deposits from the public, and as such no principal or interest was outstanding as on March 31, 2025, as per the provisions of the Companies Act, 2013 and the Rules framed thereunder.

Particulars of Loans, Guarantees or Investments

The details of loans, guarantees and investments covered under the provisions of section 186 of the Companies Act, 2013, are given in the notes to the financial statements.

Pursuant to the provisions of section 67(3)(c) of the Companies Act, 2013, and rules made thereunder, the Company has not given any loan to any person in the employment of the Company including its directors or key managerial personnel, in order to purchase or subscribe shares of the Company.

Significant and Material Orders Passed by the Regulators or Courts

There are no significant and material orders passed by the regulators and courts or tribunals, which would impact the going concern status of the Company.

The Insolvency and Bankruptcy Code, 2016

Your Board confirms that there are no proceeding(s) pending under the Insolvency and Bankruptcy Code, 2016.

There was no instance of one-time settlement with any bank or financial institution during the year under review.

Internal Audit

The internal audit at Thermax Group is carried out by the in-house Internal Audit Department with support of co-sourcing audit firms. For scope determination, planning the audit and conducting reviews, the Internal Audit Department has been consistently following an audit cycle of July to June every year, which ensures review of transactions included in financial year April to March. The internal audit is risk based with a focus on controls for management of risks. The directors consider this approach to meet the desired purpose of Internal Audit.

Internal Financial Control Systems and their Adequacy

The details in respect of internal financial control and their adequacy are included in the Management Discussion and Analysis section, which is a part of this report.

Risk Management

The Board of Directors of the Company have formed a Risk Management Committee to assess the risks facing the business and the mitigation measures taken thereof. For more information on the Risk Management Committee, please refer the Corporate Governance section of this report. The committee is responsible for assisting the Board in understanding existing risks and reviewing the mitigation and elimination plans for those. The Audit Committee has additional oversight in the area of financial risks and controls. The major risks identified by the businesses and functions are systematically bifurcated between the committees of the Board and addressed through mitigating actions on a continued basis. For more information refer page no. 102 of the Management Discussion and Analysis section of this report.

Auditors

Statutory Auditors

M/s. SRBC & Co. LLP, Chartered Accountants, were appointed as the Statutory Auditors of the Company for a period of five years commencing from the 39th AGM until the conclusion of the 44th AGM.

The details of total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditors are set out in the Corporate Governance Report.

The Auditor’s Report does not contain any qualifications, reservations, adverse remarks or disclaimer.

Based on the recommendations of the Audit Committee and subject to approval of members, the Board of Directors of the Company at their Meeting held on March 20, 2025 approved the appointment of M/s. Price Waterhouse Chartered Accountants LLP, Firm Registration No. 012754N/N500016 as the Statutory Auditors of the Company for a period of five years commencing from the conclusion of the 44th AGM of the Company till the conclusion of the 49th AGM of the Company. The proposal for their appointment forms part of the Notice convening the 44th AGM of the Company and is subject to the approval of the shareholders.

Cost Auditors

In terms of section 148 of the Companies Act, 2013, read with the Companies (Cost Records and Audit) Rules, 2014, M/s. Dhananjay V. Joshi & Associates, Cost Accountants, Pune, have been appointed as the cost auditors of the Company for FY 2024-25.

The maintenance of cost records as specified under section 148 of the Companies Act, 2013 is applicable to the Company, and accordingly, all the cost records are

made and maintained by the Company and audited by the cost auditors.

The Cost Auditor’s Report does not contain any qualifications, reservations, adverse remarks or disclaimer.

Secretarial Auditor

In accordance with the provisions of section 204 of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed M/s. SVD & Associates, Practising Company Secretaries, Pune, to undertake the secretarial audit of the Company for FY 2024-25. The Secretarial Audit Report for FY 2024-25 is attached as Annexure 5 on page no. 192.

The Secretarial Audit Report does not contain any qualifications, reservations, adverse remarks or disclaimer.

As per Regulation 24(1)(a) of the Listing Regulations, the appointment of Secretarial Auditors is subject to the approval of the shareholders. Based on the recommendations of the Audit Committee, the Board at its meeting held on May 9, 2025, approved the appointment of M/s. Makarand M. Joshi & Co., Peer Reviewed Firm of Company Secretaries in Practice (Firm Registration Number: P2009MH007000) as the Secretarial Auditors of the Company for a term of five years commencing from FY 2025-26 to FY 2029-30. M/s. Makarand M. Joshi & Co. have confirmed that they meet the eligibility criteria as prescribed under the Listing Regulations. The proposal for their appointment forms part of the Notice convening the 44th AGM of the Company and is subject to the approval of the shareholders.

Internal Auditor

The internal audit at Thermax Group is carried out by the in-house Internal Audit Department with co-sourcing support. Mr. Satish Jayaram, Chief Internal Auditor, was assigned new roles and responsibilities within the organisation and accordingly ceased to be Chief Internal Auditor of the Company effective May 9, 2025.

Based on the recommendations of the Audit Committee, the Board at its meeting held on May 9, 2025, appointed Mr. Tushar Dahale as the Chief Internal Auditor of the Company effective May 10, 2025.

Details regarding Frauds reported by Auditors

During the year ended March 31, 2024, the Company received certain whistleblower complaints. The Company conducted detailed investigations into these matters

in line with its Vigil Mechanism and Code of Conduct. Certain findings were identified in one instance. Appropriate actions have been taken with respect to the concerned employees and vendors in connection with the matter. The amount involved in the instance is below the threshold prescribed under Rule 13(1) of the Companies (Audit and Auditors) Rules, 2014.

During the year under audit, none of the Auditors have reported any matter under section 143(12) of the Act. Therefore, no details are required to be disclosed in this regard.

Annual Return

The Annual Return of the Company for the FY 2024-25 to be filed with the Registrar of Companies is available on website of the Company at <https://www.thermaxglobal.com/annual-returns/>

Since the Annual General Meeting is proposed to be held on July 31, 2025, the Company shall upload final copy of the Annual Return for FY 2024-25, once the same is filed with the Registrar of Companies.

Disclosures as required under clause 5A of Para A of Part A of Schedule III of the Listing Regulations are given in the Corporate Governance Report attached as Annexure 1 to this Report.

Awards and Recognition

Your Company is proud to have received various awards during the year. Details of the awards received during the year are given on page no. 20.

Acknowledgements

Your directors place on records their appreciation for the continued support extended during the year by the Company’s customers, business associates, suppliers, bankers, investors and government authorities. They also place on record their appreciation for the dedication and value-added contribution made by all the employees.

Your directors would also like to thank all the shareholders for continuing to repose their faith in the Company and its future.

For and on behalf of the Board of Directors of Thermax Limited

Meher Pudumjee
Chairperson
DIN: 00019581
Pune, May 9, 2025

ANNEXURE A TO THE BOARD'S REPORT

Information required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

A. Ratio of remuneration and details of percentage increase in the remuneration of each Director and KMPs in the financial year 2024-25 are as follows:

Name	DIN	Designation	Increase/ decrease (%)	Ratio of remuneration of Director to the Median remuneration for 2024-25 (MRE)
Meher Pudumjee	00019581	Chairperson and Non-Executive Director	14.08	6.02
Pheroze Pudumjee	00019602	Non-Executive Director	27.10	3.70
Dr. Jairam Varadaraj	00003361	Independent Director	(1.72)	2.69
Nawshir Mirza	00044816	Independent Director	(1.40)	4.63
Harsh Mariwala	00210342	Independent Director	32.18	3.59
Dr. S.B. (Ravi) Pandit	00075861	Independent Director	34.32	3.42
Rajani Kesari	02384170	Independent Director	28.03	3.48
Dr. Ravi Gopinath	00803847	Independent Director	29.49	3.80
Shyamak R Tata (Appointed w.e.f October 17, 2023)	07297729	Independent Director	NA*	NA*
Parag Shah (Appointed w.e.f. December 12, 2024)	00374944	Independent Director	NA*	NA*
Ashish Bhandari [#]	05291138	Managing Director and CEO	47.86	162.53
Rajendran Arunchalam [#]	NA	Group CFO	36.62	29.50
Janhavi Khele	NA	Company Secretary	16.90	5.33

Note -

*The % increase of remuneration is provided only for those directors and KMP who have drawn remuneration from the Company for full fiscal 2024 and full fiscal 2025. The ratio of remuneration to MRE is provided only for those directors and KMP who have drawn remuneration from the Company for the full fiscal 2025.

The remuneration of all Non-Executive Directors includes sitting fees paid.

The median remuneration of the Company for all its employees is 10,63,689 for the financial year 2024-25. For calculation of median remuneration, the employee count taken is 4187 for FY 2024-25.

[#]The increase in remuneration is mainly due to ESOP perquisites i.e. exercise of stock options.

B. Percentage increase in the Median Remuneration of all employees in the financial year 2024-25

	FY24-25	FY23-24	% Change
Percentage increase in the Median Remuneration of all employees	1,063,689	1,000,012	6.37

C. Average percentile increase in the salaries of employees other than the Managerial Personnel is 10.90%. The Managerial Remuneration is considered on an actual basis. The increase in Managerial Remuneration is mainly due to ESOP perquisites i.e. exercise of stock options by the MD & CEO.

D. Affirmation

Pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and Senior Management is as per the Company's Policy on Nomination, Remuneration & Evaluation.

Annexure-1 to the Directors' Report

CORPORATE GOVERNANCE REPORT

1. Thermax's Philosophy on Corporate Governance

Thermax believes in following, in letter and spirit, high standards of corporate governance so as to have a positive impact on its stakeholders – customers, shareholders, employees, vendor partners and business associates, larger community and governments of countries where it operates. It upholds the core tenets of corporate governance for sustainable growth and financial performance.

In the fiscal year 2024-25, the Company was proud to receive several prestigious accolades in recognition of its outstanding commitment to transparency, communication, and governance. The Annual Report for the year 2023-24 was bestowed with the 2023/24 Vision Awards by the League of American Communications Professionals (LACP). These included the Gold Award for excellence within our industry in annual report development, and the Technical Achievement Award – recognised for overall excellence in the art and method of annual report communications. We were ranked among the Top 100 Reports Worldwide, securing the 80th position out of all reports reviewed globally. This achievement stands as a testament to our dedication to accountability and presenting key information,

ensuring our stakeholders receive the highest quality of reporting.

Furthermore, Thermax was honoured with the Best Governance Award in the GIGA category at the third edition of the Indian Family Business Awards 2023, presented by Moneycontrol. This recognition underscores our unwavering commitment to excellence, visionary leadership, and governance practices that uphold the core values and enduring legacy of the family business.

In order to enhance and retain the trust of its stakeholders, your Company is committed to ethical business conduct, integrity and commitment to values, transparency and accountability which are essential features of effective corporate governance.

Empowered by the Board, your Company's key management officials implement policies and guidelines related to corporate governance. Our corporate governance framework is guided by our core values and is based on the three elements of ESG (Environmental, Social and Governance) which are at the heart of what Thermax stands for. It has been practised for many years, and the Company will continue to strengthen itself as it becomes greener, embodies Social Compact and upholds our standards of governance in all that it does.

Corporate Governance at Thermax

Product and Service Quality	Transparency and Disclosure	Supervision and Internal Controls	Risk Management
Internal and External Communication	High Standards of Safety	Environment, Social, Governance	Accounting Fidelity

2. Board of Directors

A. Composition of the Board

The Company believes that its Board needs to have an appropriate mix of executive, non-executive and independent directors to maintain its independence, and separate its functions of governance and management. The Board of your Company comprises of 9 Directors – one non-executive and non-independent woman chairperson, one non-executive and non-independent director, one executive director and six non-executive independent directors (including one woman independent director). This is in conformity with the requirement of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The Board periodically evaluates the need for change in its size and composition.

Based on the recommendations of the Nomination and Remuneration Committee, the Board at its meeting held on May 9, 2025 have nominated Mr. Harsh Mariwala as the Lead – Independent Director and accordingly defined the Roles and Responsibilities of Lead – Independent Director which are made available on the website of the Company at <https://www.thermaxglobal.com/wp-content/uploads/2025/06/Roles-and-Responsibilities-of-Lead-ID.pdf>

None of the Directors on the Board holds directorships in more than 10 public companies or serves as a Director or as independent director (ID) in more than seven listed entities. No executive director serves as an ID in more than three listed entities. Directors have disclosed Directorship and Committee positions held in other public companies as on March 31, 2025.

The table below gives the composition of the Board and the directorships held by each of the Directors of the Company at the end of financial year 2024-25.

Name of the Director	Pecuniary or Business Relationship with the Company	Number of Directorships @	Committee Position#		Number of Shares held in the Company
			Chairperson	Member	
NON-EXECUTIVE DIRECTOR					
Meher Pudumjee (Chairperson related to Promoter)	None except**	2	0	1	-
Pheroze Pudumjee (related to Promoter)	None	2	1	3	6,000
INDEPENDENT					
Harsh Mariwala	None	4	0	1	-
Dr. S. B. (Ravi) Pandit	None	2	0	1	-
Rajani Kesari	None	2	1	2	-
Dr. Ravi Gopinath	None	1	0	0	-
Shyamak R. Tata	None	6	5	6	-
Parag Shah*	None	6	0	4	-
EXECUTIVE					
Ashish Bhandari	N.A.	4	0	1	4,169

@ Includes only listed companies (including Thermax Limited) and unlisted public companies.

Includes only Audit Committee and Stakeholders' Relationship Committee.

*Parag Shah was appointed as Non-Executive Independent Director of the Company w.e.f. December 12, 2024.

**The Company has paid Rs. 62,00,000/- (excl of GST) as rent for premises taken on lease and given security deposit of Rs. 53,00,000/- to Anu Aga (Promoter and relative of Meher Pudumjee, Chairperson of the Company).

B) Attendance and Remuneration of each Director during the Financial Year 2024-25

(Amount in Rs.)

Name of the Director	Whether attended last AGM held on August 1, 2024	Total Attendance at Board Meetings	Sitting Fees*	Salary and Perquisites	Commission †	Total Remuneration
Meher Pudumjee	Yes	8	11,00,000	NA	53,00,000	64,00,000
Pheroze Pudumjee	Yes	8	14,40,000	NA	25,00,000	39,40,000
Dr. Jairam Varadaraj®	NA	2	3,60,000	NA	25,00,000	28,60,000
Nawshir Mirza®	NA	2	4,30,000	NA	45,00,000	49,30,000
Harsh Mariwala	Yes	7	8,20,000	NA	30,00,000	38,20,000
Dr. S.B. (Ravi) Pandit	Yes	8	11,40,000	NA	25,00,000	36,40,000
Rajani Kesari	Yes	8	12,00,000	NA	25,00,000	37,00,000
Shyamak R. Tata	Yes	8	13,40,000	NA	11,45,833	24,85,833
Dr. Ravi Gopinath	Yes	8	10,40,000	NA	30,00,000	40,40,000
Parag Shah#	NA	3	3,50,000	NA	-	3,50,000
Ashish Bhandari^	Yes	8	NA	12,08,83,580	5,20,00,000	17,28,83,580

NA = Not applicable.

* Sitting fees also include payments for Board-appointed committee meetings.

† Amount paid at actual basis is considered for commission.

®Dr. Jairam Varadaraj and Nawshir Mirza ceased to be Non-Executive, Independent Director of the Company effective July 21, 2024.

#Parag Shah was appointed as Non-Executive Independent Director w.e.f. December 12, 2024.

^Salary of the MD&CEO includes ESOP perquisites of Rs. 4,44,52,050.

The non-executive directors are entitled to reimbursement of expenses incurred in the performance of duties as directors.

As per the Employee Stock Option Scheme, 2021, the MD & CEO has been granted 26,109 stock options against which 10,171 options have been vested and exercised as on March 31, 2025. Each option is equal to one equity share of the Company and the options are to be exercised within a period of five years from the date of vesting. The exercise price is Rs. 15.25/-.

Further, details as required under Regulation 14 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 are made available on website of the Company at <https://www.thermaxglobal.com/thermax-disclosures-under-sebi-sbeb-regulations/>

C) Number of Meetings of the Board held during the Year and the Dates of Meetings

The Board met eight times during the financial year 2024-25 on the following dates:

Members	Board Meetings						February 4, 2025	February 5, 2025	March 20, 2025
	May 10, 2024	July 03, 2024	August 1, 2024	October 25, 2024	November 13, 2024				
Meher Pudumjee	P	P	P	P	P		P	P	P
Pheroze Pudumjee	P	P	P	P	P		P	P	P
Dr. Jairam Varadaraj®	P	P	NA	NA	NA		NA	NA	NA
Nawshir Mirza®	P	P	NA	NA	NA		NA	NA	NA
Harsh Mariwala	P	P	P	P	P		P	P	A
Dr. S. B. (Ravi) Pandit	P	P	P	P	P		P	P	P
Rajani Kesari	P	P	P	P	P		P	P	P
Shyamak R. Tata	P	P	P	P	P		P	P	P
Dr. Ravi Gopinath	P	P	P	P	P		P	P	P
Parag Shah#	NA	NA	NA	NA	NA		P	P	P
Ashish Bhandari	P	P	P	P	P		P	P	P

®Dr. Jairam Varadaraj and Nawshir Mirza ceased to be Non-Executive, Independent Director of the Company effective July 21, 2024.

#Parag Shah was appointed as Non-Executive Independent Director w.e.f. December 12, 2024.

The maximum time gap between any two sequential meetings was not more than 120 days. All the Directors were present at the Annual General Meeting held on August 1, 2024.

D) Confirmation and Certification from Practising Company Secretary

On an annual basis, the Company obtains from each director, details of the Board and Board Committee positions in other companies, and changes, if any, regarding their directorships. The Company has obtained a certificate from M/s. SVD & Associates, Practising Company Secretaries, Pune, confirming that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India and Ministry of Corporate Affairs or any such authority and the same forms part of this report. Please refer to page no. 139 of this Report for the certificate.

The Company has also obtained certificate from M/s. SVD & Associates, Practising Company Secretaries, Pune, confirming compliance of conditions of Corporate Governance. Please refer to page no. 141 of this Report for the certificate.

E) Details of Directorships held in Listed Entities as on March 31, 2025

Sr. No.	Name of Director	Name of Listed Entity	Category
1.	Meher Pudumjee	Thermax Limited	Chairperson & Non-Executive Director
2.	Pheroze Pudumjee	Thermax Limited	Non-Executive Director
		Voltas Limited	Independent Director
3.	Ashish Bhandari	Thermax Limited	Managing Director & CEO
4.	Harsh Mariwala	Marico Limited	Chairman & Non-Executive Director
		Kaya Limited	Chairman & Managing Director
		Zensar Technologies Limited	Independent Director
		Thermax Limited	Independent Director
5.	Dr. S.B. (Ravi) Pandit	KPIT Technologies Limited	Chairperson & Non-Executive Director
		Thermax Limited	Independent Director
6.	Rajani Kesari	Thermax Limited	Independent Director
7.	Dr. Ravi Gopinath	Thermax Limited	Independent Director
8.	Shyamak R. Tata	Thermax Limited	Independent Director
		Siemens Limited	Independent Director
		Hawkins Cookers Limited	Independent Director
9.	Parag Shah	Thermax Limited	Independent Director
		HDFC Asset Management Company Limited	Independent Director
		Lumax Auto Technologies Limited	Independent Director

F) Disclosure of the Relationship between Directors inter se

None of the Directors other than Meher Pudumjee and Pheroze Pudumjee are related to each other.

G) Disclosure of Interest by Senior Management

In terms of regulation 26(5) of the Listing Regulations, the senior management of the Company have made disclosures to the Board confirming that there are no material financial and commercial transactions between them and the Company, which could have potential conflict of interest with the Company at large.

H) Resignation of Independent Director(s)

During the year under review, none of the Independent Directors of the Company have resigned before the expiry of their respective term(s). Dr. Jairam Varadaraj and Nawshir Mirza ceased to be Non-Executive, Independent Director(s) of the Company effective July 21, 2024 upon completion of their tenure.

I) Familiarisation Programme Imparted to Independent Directors

Through the familiarisation programme, the Company intends to achieve the following objectives:

- To apprise the directors about the business model, corporate strategy, nature of the industry, business plans and operations of the Company
- To familiarise them with the Company’s financial performance, annual budgets, internal control processes and statutory compliances
- To apprise them about their roles and responsibilities in the Company
- To familiarise them with the Company’s vision, values, ethics, and corporate governance practices

The independent directors are provided with necessary documents, business model, annual budgets, investment and exposure limits, compliance report(s) of all laws applicable to your Company, significant developments, reports and internal policies to enable them to familiarise themselves with the Company’s businesses, procedures and practices.

Periodic presentations are made at the Board and Committee meetings on business and performance updates of the Company, global business environment, business strategy and risks involved. Detailed presentations on the Company’s business segments are made at the Board retreat. The details of such familiarisation programme for independent

directors are available on the Company’s website and can be accessed at: https://www.thermaxglobal.com/wp-content/uploads/2025/05/TL_Familiarisation-Programme_2024-25_Final.pdf

J) Board Independence

Our definition of ‘independence’ of Directors is derived from Section 149(6) of the Companies Act, 2013 and Regulation 16 of Listing Regulations. The Independent Directors provide an annual confirmation that they meet the criteria of independence. Based on the confirmations/ disclosures received from the Directors and on evaluation of the relationships disclosed, the Board confirms that the independent directors fulfil the conditions as specified under Schedule V of the Listing Regulations and are independent of the management.

All independent directors have confirmed that they have obtained registration certificate pursuant to provisions of Section 150(3) of the Companies Act, 2013, read with Rule 6 of the Companies (Appointment and Qualification of Directors) Amendment Rules, 2020 from the Indian Institute of Corporate Affairs.

K) Independent Directors’ Meeting

In compliance with regulation 25(3) of Listing Regulations, during the year under review, the Independent Directors met on February 5, 2025, inter alia to review the performance of the Board, the Chairperson and Non-Independent Directors of the Company. They also reviewed the quality, quantity, timelines and flow of information between the management and the Board.

L) Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Listing Regulations, annual evaluation of performance of the Board, its Committees and individual Directors was carried out through an external agency. Recommendations arising from this

entire process were deliberated upon by the Board to be used constructively in order to enhance its overall effectiveness.

M) Board Support/ Assistance

The Board is regularly provided information with respect to strategic, operational, finance and environmental, social and governance (ESG) related matters. With a view to leverage technology and reduce paper consumption, the Company has adopted a web-based application for circulating Board/ Committee agenda and pre-reads to its directors. The Directors of the Company receive the agenda and pre-reads in electronic form through this application, which can be accessed through browsers or other electronic devices. The application meets high standards of security and integrity that are required for storage and transmission of Board/ Committee agenda and pre-reads in electronic form.

N) Core Skills/Expertise/Competencies Available with the Board

The Board ensures that the expertise, knowledge, experience and competencies needed to effectively steer the Company are represented on the Board. The approach for selection and appointment of Directors on the Board ensures that their specific skills, knowledge and experience fulfill a particular skill – set requirement of the Board. It is acknowledged that not all Directors will have every necessary skill, but the Board as a whole must have them, as also that the expertise, knowledge and experience required for the Board will change as the organisation evolves and grows. The Company’s aim has always been for an all-inclusive and sustainable growth while addressing the environmental, social, and governance (ESG) aspects.

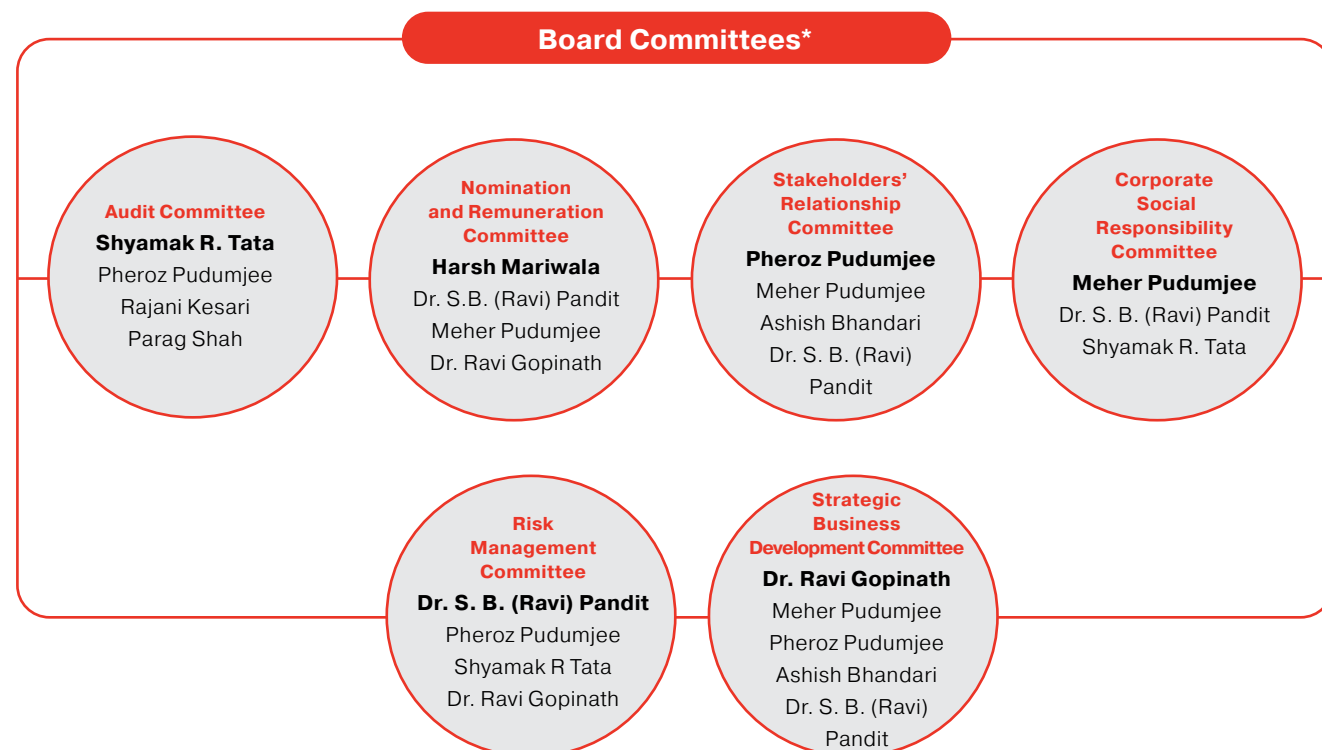
In terms of requirement of Listing Regulations, the Board has identified the following core skills/ expertise/ competencies of the Directors in the context of the Company’s business for effective functioning as given below:

Key Board Qualifications / Skills / Expertise									
Director	Industry Knowledge	Leadership	Expertise & Experience in Finance	Strategy & Planning	Board Governance	Mergers & Acquisitions	Exposure in Policy Shaping and Industry Advocacy	Sales & Marketing	Technology
Meher Pudumjee	✓	✓	-	✓	✓	-	-	-	-
Pheroze Pudumjee	✓	✓	✓	✓	✓	-	-	✓	✓
Ashish Bhandari	✓	✓	✓	✓	✓	✓	✓	✓	✓
Harsh Mariwala	-	✓	✓	✓	✓	✓	-	✓	-
Nawshir Mirza	✓	✓	✓	✓	✓	✓	✓	✓	-
Dr. S. B. (Ravi) Pandit	-	✓	✓	✓	✓	✓	-	-	✓
Dr. Jairam Varadaraj	✓	✓	✓	✓	✓	✓	✓	✓	✓
Rajani Kesari	✓	✓	✓	✓	✓	✓	-	-	✓
Shyamak R. Tata	-	✓	✓	✓	✓	✓	✓	-	✓
Dr. Ravi Gopinath	✓	✓	-	✓	✓	✓	✓	✓	✓
Parag Shah	✓	✓	✓	✓	✓	✓	-	-	✓

3. Board Committees

In compliance with the Companies Act, 2013, and Listing Regulations, the Board has constituted five mandatory and one non-mandatory committee. The members of the committees are co-opted by the Board. The Board formulates the terms of reference and charter of the Committees as per the relevant statutory provisions for effective functioning of these Committees. The minutes of the meetings of all Committees are placed before the Board for noting.

The composition of the Board Committees as on March 31, 2025 is as under:



*Text in bold indicates chairman/chairperson.

A. Audit Committee

The Audit Committee ("the Committee") comprises of Three Independent Directors and one Non-Executive Director as on March 31, 2025:

- Shyamak R. Tata - Chairman
- Pheroze Pudumjee
- Rajani Kesari
- Parag Shah (w.e.f. February 4, 2025)

The Committee was reconstituted on May 10, 2024 wherein Shyamak R. Tata, Non-Executive Independent Director of the Company was appointed as Chairman of the Committee effective July 22, 2024 and on February 4, 2025, Parag Shah was inducted as member of the Committee.

The Committee met nine times during the financial year 2024-25 and the gap between any two meetings did not exceed 120 days. Attendance details of the Committee are as follows:

Name of the Member	Audit Committee Meetings										Held during year	Attended	% of attendance
	Committee Meeting Dates												
	April 12, 2024	May 9, 2024	July 1, 2024	July 18, 2024	July 31, 2024	August 22, 2024	November 12, 2024	February 3, 2025	March 20, 2025				
Nawshir Mirza	P	P	P	P	NA	NA	NA	NA	NA	9	4	100	
Pheroze Pudumjee	P	P	P	P	P	P	P	P	P	9	9	100	
Dr. Jairam Varadaraj	A	P	P	A	NA	NA	NA	NA	NA	9	2	50	
Rajani Kesari	A	P	P	P	P	P	P	P	P	9	8	89	
Shyamak R. Tata	P	P	P	P	P	P	P	P	P	9	9	100	
Parag Shah	NA	NA	NA	NA	NA	NA	NA	NA	P	9	1	100	

The constitution of the Committee meets the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. All Members of the Committee are financially literate and have financial management expertise.

The Chairman of the Committee was present at the Annual 43rd General Meeting of the Company held on August 1, 2024. The Committee reviews various aspects of internal controls, internal auditors' reports on a regular basis. The Committee also reviews information as per Regulation 18 of the Listing Regulations.

The Internal Auditor presents to the Committee, observations and recommendations arising out of internal audits and also on issues having an impact on the control system and compliance.

The Chief Financial Officer, Chief Internal Auditor and the representatives of the Statutory Auditors are permanent invitees and attend all the meetings of the Committee. The Company Secretary acts as the Secretary to the Committee.

The Board has approved the charter of the Audit Committee defining its role, responsibilities, powers

and processes as amended pursuant to the Listing Regulations. The Charter of the Audit Committee was last amended by the Board at its meeting held on August 1, 2023.

The terms of reference of the committee are available on the Company's website: https://www.thermaxglobal.com/wp-content/uploads/2025/02/Updated_BoardCommitteesComposition.pdf

The charter of the Committee is available on the Company's website: <https://www.thermaxglobal.com/wp-content/uploads/2024/11/Audit-Committee-Charter.pdf>

The broad Terms of Reference of the committee include:

- Overseeing the processes that ensure the integrity of financial statements
- Overseeing the processes for compliance with laws and regulations to ensure their effectiveness
- Approving transactions with related parties
- Enquiring into reasons for any default by the Company in honouring its obligations to its creditors and members

- Overseeing the quality of internal accounting and other controls
- Overseeing the quality of financial reporting process, including the selection of accounting policies
- Recommending to the Board the appointment, remuneration of auditors of the Company and monitoring their independence, performance and effectiveness of audit process
- Scrutinising inter-corporate loans and investments
- Monitoring the end use of funds raised through public offers, if any, or by way of any other issue
- Conducting the valuation of any undertaking or asset of the Company
- Structure the internal audit function, approve the appointment of the Chief Internal Auditor
- Bringing to the notice of the Board any lacunae in the code of conduct
- Reviewing with the CEO and the CFO of the Company the underlying process followed by them in their annual certification to the Board
- Approving the appointment of the CFO
- Recommending to the Board the appointment and remuneration of the secretarial and cost auditors
- Reviewing the utilisation of loans and/or advances from/investment by the holding Company in the subsidiary exceeding Rs. 100 crore or 10% of the asset size of the subsidiary, whichever is lower, including existing loans/advances/investments
- Reviewing compliance with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 including any amendments thereof.

- Verifying that the internal control system to prevent insider trading is adequate and operating effectively
- Review various risks identified as part of the risk register of the Company, which are within the scope of the Committee
- Review and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders
- Carrying out any other role or function as mentioned in the Charter of the Audit Committee and as prescribed under the Companies Act, 2013, the SEBI (Listing Obligation and Disclosure Requirements), 2015 including any amendments thereof.

In addition, the powers and role of the Audit Committee are as laid down under Section 177 of the Act and Regulation 18 read with Schedule II Part C of the Listing Regulations.

B. Nomination & Remuneration Committee

The Nomination and Remuneration Committee ("the Committee") comprises of three Independent Directors and one Non-Executive Director as on March 31, 2025:

1. Harsh Mariwala - Chairman
2. Dr. S. B. (Ravi) Pandit
3. Meher Pudumjee
4. Dr. Ravi Gopinath (w.e.f. July 22, 2024)

The Committee was reconstituted on May 10, 2024 and Dr. Ravi Gopinath, Non-Executive Independent Director was inducted as a member of the committee effective July 22, 2024.

The constitution of the Committee meets the requirements of Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations.

The Chairman of the Committee was present at the 43rd Annual General Meeting held on August 1, 2024.

The Committee oversees key processes through which the Company recruits new members to its Board and the processes through which the Company recruits, motivates and retains outstanding senior management as well as the Company's overall approach to human resources management.

The terms of reference of the Committee were last amended by the Board at it's meeting held on May 17, 2023.

The terms of reference are available on the Company's website: https://www.thermaxglobal.com/wp-content/uploads/2025/02/Updated_BoardCommitteesComposition.pdf

The broad Terms of Reference of the Committee are:

- Evaluate the performance, including the extension of contracts of Executive Directors (EDs)
- The NRC would set the performance measures of EDs and evaluate their performance annually
- Recommend the remuneration for the EDs based on evaluation
- Evaluate the performance of senior management (one level below the EDs), including their employment extensions
- Recommend the remuneration of the senior management based on the evaluation
- Evaluate the need for EDs and recommend their appointment
- Identify all critical positions in the Company among the EDs and senior management and review progress of succession plans
- Recommend to the Board, the policy relating to the remuneration of directors and key management personnel
- Lay down criteria for selecting new Non-Executive Directors (NEDs) based on the requirements of the organisation
- Carry out evaluation of the performance of NEDs and define the system for linking it to their remuneration

- Review the succession plan for those NED positions that are likely to be vacant during the year
- Recommend to the Board, the appointment and removal of directors
- Review and approve the annual compensation of the organisation, including a benchmarking with other companies
- Ensure periodic meetings of the senior management with the directors
- Initiate and review employee engagement surveys
- Review and approve the code of conduct for the Company
- Review and approve the disclosures of the Committee in the Annual Report
- Formulate policies and framework related to human resources, including diversity and Environment Social Governance (ESG)
- Responsible for all human resources – white and blue collar
- Review various risks identified as part of the risk register of Company, which are within the scope of the Committee
- Administer, monitor and formulate detailed terms and conditions of the Employees' Stock Option Schemes under the plans and applicable laws
- Carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification as may be applicable.

• Non-Executive Directors

In recognition of the contribution by the NEDs, especially in adherence to the corporate governance policies and practices, the Board had adopted guidelines to remunerate the Directors by way of commission.

The Committee of the Board has framed a policy on selection and appointment of directors and their remuneration. Based on the recommendation of the NRC, the Board has approved the policy, which forms the basis for the remuneration of directors for the financial year 2024-25. The policy broadly consists of:

The Committee met four times during the Financial Year 2024-25. Attendance details of the Committee are as follows:

Nomination & Remuneration Committee Meetings							
Name of the Member	Committee Meeting Dates				Held during the year	Attended	% of Attendance
	May 9, 2024	August 23, 2024*	December 12, 2024	February 6, 2025			
Harsh Mariwala	P	P	P	P	4	4	100
Dr. Jairam Varadaraj	P	NA	NA	NA	4	1	100
Dr. S. B. (Ravi) Pandit	P	P	P	P	4	4	100
Meher Pudumjee	P	P	P	P	4	4	100
Dr. Ravi Gopinath	NA	P	P	P	4	3	100

*Date of original meeting is entered in case of adjourned meeting.



- Criteria for selection and appointment of directors and their remuneration
- Method of performance evaluation

As per the policy, the Non-Executive Directors, apart from receiving sitting fees for attending Board/Committee meetings, will be entitled to receive a commission on the net profits of the Company. The Board at its meeting held on May 10, 2024 amended the Policy on Selection and Appointment of Directors and their Remuneration which is available on the Company's website at: <https://www.thermaxglobal.com/wp-content/uploads/2024/08/Selection-and-appointment-of-Directors.pdf>

The Committee may recommend payment of commission on a uniform basis or may recommend higher commission to directors who are the Chairman of the Board or other committees, taking into consideration the higher responsibilities taken by them.

Furthermore, as per the policy, the Committee, while determining the quantum of commission, may consider membership of the directors on the committees and their attendance at various meetings.

Based on the above and the recommendation of the Committee, the Board has approved the payment of remuneration to the Directors.

• Managing Director & CEO

The Company's Board at present comprises one Executive Director, Ashish Bhandari, who was appointed as Managing Director & CEO effective September 1, 2020, for a period of five years. His remuneration is governed by the agreement with the Company dated February 4, 2020 and amended during the financial year 2022-23. The shareholders of the Company had provided approval to revise the overall managerial remuneration of Ashish Bhandari effective from July 1, 2022 upto his remaining tenure i.e. August 31, 2025. The remuneration broadly comprises fixed and variable components, i.e. salary, allowances, perquisites and other benefits. The variable component comprises a performance bonus. As per the terms of

Agreement, notice period is of three months and there is no compensation for loss of office. The remuneration of MD & CEO is disclosed in point no. 2(b) of this report. The Committee has recommended a remuneration policy for appointment of directors and their remuneration which has been approved by the Board. As per the policy, while determining remuneration payable to the MD & CEO, the following factors are considered:

- The clarity of the relationship between remuneration and performance
- Balance between fixed and incentive pay reflecting short and long-term performance objectives, appropriate to the working of the Company and its goals
- Responsibilities required to be shouldered by the MD & CEO as per industry benchmarks and current trends
- Performance of the Company vis-à-vis the annual budget and individual performance vis-à-vis the KRAs/KPIs

The Committee at its meeting held on May 8, 2025 approved and recommended to the Board re-appointment of Ashish Bhandari as the Managing Director and CEO for a further period of five years. His re-appointment proposal, along with terms and conditions of appointment including remuneration is subject to the shareholders approval and forms part of the 44th AGM Notice of the Members of the Company.

C. Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee ("the Committee") comprises one Independent Director and two Non-Executive Directors and an Executive Director as members as on March 31, 2025:

- Pheroze Pudumjee - Chairman
- Meher Pudumjee
- Ashish Bhandari
- Dr. S. B. (Ravi) Pandit

The Committee met four times during the financial year 2024-25. Attendance details of the Committee are as follows:

Name of the Member	Committee Meeting Dates				Held during the year	Attended	% of Attendance
	April 25, 2024	July 25, 2024	October 25, 2024	January 27, 2025			
Pheroze Pudumjee	P	P	P	P	4	4	100
Meher Pudumjee	P	P	P	A	4	3	75
Ashish Bhandari	A	P	P	P	4	3	75
Dr. S. B. (Ravi) Pandit	P	P	P	P	4	4	100

The constitution of the Committee meets the requirements of Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations.

The Chairman of the Committee was present at the 43rd Annual General Meeting held on August 1, 2024.

The terms of reference of the Committee are available on the Company's website: https://www.thermaxglobal.com/wp-content/uploads/2025/02/Updated_BoardCommitteesComposition.pdf

The broad terms of reference of the Committee are:

- To approve and register transfer and/or transmission of shares
- To approve dematerialisation and rematerialisation of the Company's shares
- To affix or authorise affixing of the common seal of the Company on the share certificates
- To look into the shareholders/investors/debenture holders/security holders grievances and redress them
- To review measures taken for effective exercise of voting rights by shareholders
- To review adherence to the service standards adopted by the listed entity with respect to various services being rendered by the Registrar & Share Transfer Agent

- To review various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company
- To do all such acts, things or deeds as may be necessary or incidental to the exercise of the above powers

The Committee reviews the performance of KFin Technologies Limited, the Company's Registrar and Transfer Agent (RTA) and also recommends measures for overall improvement for better investor services. The Committee specifically looks into complaints of shareholders and investors pertaining to transfer/transmission of shares, non-receipt of share certificates, non-receipt of dividend, etc.

Purpose of the Committee

The Board has empowered the Stakeholder Relationship Committee to assist the Board and the Company to oversee various aspects of interests of Stakeholders. The Committee oversees various activities related to share transmission, transposition, dematerialisation, dividend payments and all other investor-related activities.

Further, the Stakeholder Relationship Committee has delegated powers to the director(s)/officials of the Company to deal with the Investor Service Requests received by the Company or its RTA.

Summary of Complaints during FY 2024-25

Nature	Opening Balance	Received	Resolved	Closing Balance
Non-receipt of dividend	Nil	Nil	Nil	Nil
Non-receipt of share certificate after transfer/consolidation/transmission exchange/split/merger	Nil	2	2	Nil
Letters from statutory authorities	Nil	Nil	Nil	Nil
Total	Nil	2	2	Nil

Shares Transferred to IEPF

In accordance with the provisions of Sections 124 and 125 of the Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF rules), dividends not encashed/claimed within seven years from the date of declaration are to be transferred along with relevant shares, to the Investor Education and Protection Fund (IEPF) authority.

Members can claim such transferred dividend/shares from the IEPF authority.

In accordance with the IEPF rules and its amendments, the Company has sent notices to all the shareholders whose shares were due to be transferred to IEPF authority. Simultaneously, an advertisement was also published in the newspapers.

In terms of the provisions of IEPF Rules a total of 8,953 shares of 29 shareholders of the Company were transferred on October 1, 2024 to the IEPF.

The Committee met twice during the financial year 2024-25. Attendance details of the Committee are as follows:

Name of the Member	Corporate Social Responsibility Committee Meetings				
	Committee Meeting Dates		Held during the year	Attended	% of Attendance
	April 12, 2024	October 17, 2024			
Meher Pudumjee	P	P	2	2	100
Dr. S. B. (Ravi) Pandit	A	P	2	1	50
Nawshir Mirza	P	NA	2	1	100
Shyamak R. Tata	NA	P	2	1	100

The Chairperson of the Committee was present at the 43rd Annual General Meeting held on 1st August, 2024.

The constitution of the Committee meets the requirements of Section 135 of the Companies Act, 2013.

The terms of referernce and CSR Policy were last amended by the Board of the Company at it's Meeting held on May 17, 2023.

The terms of reference are available on the Company's website: <https://www.thermaxglobal.com/wp-content/uploads/2025/02/UpdatedBoardCommitteesComposition.pdf>

The CSR Policy is available on the Company's website: <https://www.thermaxglobal.com/wp-content/uploads/2024/11/CSR-Policy.pdf>

Compliance Officer / Contact Details:

To,
The Company Secretary and Compliance Officer
Thermax Limited, Thermax House,
14 Mumbai-Pune Road Wakdewadi, Pune 411003
Email: Cservice@thermaxglobal.com
Phone No: (020) 66051200

D. Corporate Social Responsibility (CSR) Committee

The CSR Committee ("the Committee") comprises of two Independent Directors and a Non-Executive Director as members as on March 31, 2025:

1. Meher Pudumjee - Chairperson
2. Dr. S. B. (Ravi) Pandit
3. Shyamak R. Tata (w.e.f. July 22, 2024)

The Committee was reconstituted on May 10, 2024 and Shyamak R. Tata, Non-Executive Independent Director was inducted as a member of the committee effective July 22, 2024.

The broad terms of reference of this Committee are:

- Formulate and recommend a CSR policy to the Board
- Recommend the amount of expenditure to be incurred on different CSR activities
- Institute a transparent monitoring mechanism for the implementation of CSR projects or programmes or activities undertaken by the Company
- Review the CSR policy of the Company every year

E. Risk Management Committee

The Risk Management Committee ("the Committee") comprises of three Independent Directors and a Non-Executive director as on March 31, 2025:

1. Dr. S. B. (Ravi) Pandit – Chairman (w.e.f. July 22, 2024)
2. Pheroze Pudumjee
3. Shyamak R. Tata
4. Dr. Ravi Gopinath

The Committee met two times during the Financial Year 2024-25. The gap between two meetings did not exceed 210 days.

Attendance details of the Committee are as follows:

Name of the Member	Risk Management Committee Meetings				
	Committee Meeting Dates		Held during the year	Attended	% of Attendance
	August 22, 2024	February 13, 2025			
Dr. S. B. (Ravi) Pandit	P	P	2	2	100
Pheroze Pudumjee	P	P	2	2	100
Dr. Ravi Gopinath	P	P	2	2	100
Shyamak R. Tata	P	P	2	2	100

The constitution of the Committee meets the requirements of Regulation 21 of the Listing Regulations.

The Chairman of the Committee was present at the 43rd Annual General Meeting held on August 1, 2024.

The purpose of the risk management committee is to assist the Board in fulfilling its responsibilities with regard to the identification, evaluation and mitigation of operational, strategic and environmental risks. The risk management committee has the overall responsibility of monitoring and approving the risk policies and associated practices of the Company.

The risk management policy was last amended by the Board at it's meeting held on November 3, 2023 and is available on website of the Company at <https://www.thermaxglobal.com/wp-content/uploads/2025/03/Risk-Management-Policy-1.pdf>

Additionally, the Board has also approved Charter for Risk Management Committee which is available on website of the Company at: <https://www.thermaxglobal.com/wp-content/uploads/2024/11/Risk-Management-Committee-Charter.pdf>

The terms of reference are available on the Company's website: <https://www.thermaxglobal.com/wp-content/uploads/2025/02/UpdatedBoardCommitteesComposition.pdf>

The detailed terms of reference of the Committee are as below:

- To assess the risks facing the business and the mitigation measures taken thereof

The Committee was reconstituted on May 10, 2024 wherein Dr. Ravi Gopinath, Non-Executive Independent Director was inducted as a member of the committee and Dr. S. B. (Ravi) Pandit was appointed as Chairman effective July 22, 2024.

- To identify developments in the environment or in internal operating processes that could materially affect the profile of risks
- To assist the Board in identifying existential risks and reviewing the mitigation and elimination plans for those
- To assess and examine the status of cyber security of the Company
- To report annually to the Board on its working
- Recommend to the Board policy for hedging commodity risk

F. Strategic Business Development Committee

The primary objective of the Strategic Business Development Committee ("the Committee") of the Board is to review and guide the strategic initiatives of the Company.

The Committee comprises of two Independent Directors, two Non-Executive Directors and an Executive Director as on March 31, 2025:

1. Dr. Ravi Gopinath- Chairman
2. Pheroze Pudumjee
3. Meher Pudumjee
4. Ashish Bhandari
5. Dr. S. B. (Ravi) Pandit



The Committee met three times during the year FY 2024-25. Attendance details of the Committee are as follows:

Strategic Business Development Committee Meetings						
Name of the Member	Committee Meeting Dates			Held during the year	Attended	% of Attendance
	May 9, 2024	July 31, 2024	November 12, 2024			
Dr. Ravi Gopinath	P	P	P	3	3	100
Pheroze Pudumjee	P	P	P	3	3	100
Meher Pudumjee	P	P	P	3	3	100
Dr. Jairam Varadaraj	P	NA	NA	3	1	100
Ashish Bhandari	P	P	P	3	3	100
Dr. S. B. (Ravi) Pandit	P	P	P	3	3	100

The terms of reference are available on the Company's website: <https://www.thermaxglobal.com/wp-content/uploads/2025/02/UpdatedBoardCommitteesComposition.pdf>

The broad terms of reference of the Committee are:

- Review and recommend corporate strategy, including corporate brand and M&A
- Selectively review and direct SBU, subsidiary and JV level strategies as well as selective SBU plans and business initiatives
- Initiate and impart guidance on best practices across the Board e.g. manufacturing, new markets, branding, etc.
- Review the key strategic performance indicators and milestones established by the Company
- Review various risks identified as part of risk register of Company, which are within the scope of the Committee

Rules, 2014, and other applicable rules read with relevant Circulars issued by the Ministry of Corporate Affairs and Circulars issued by the SEBI and applicable provisions of Listing Regulations.

During the financial year 2024-25, the Company had sought the approval of the shareholders by way of a special resolution through notice of postal ballot dated December 12, 2024 for:

- Appointment of Mr. Parag Shah (DIN: 00374944) as a Non-Executive Independent Director of the Company

The results were announced on February 18, 2025. Sridhar Mudaliar (Membership No. F6156, COP: 2664), Partner of M/s. SVD & Associates, Company Secretaries, Pune were appointed as the Scrutiniser for conducting the postal ballot and e-voting process held by voting through electronic means (remote e-voting) in a fair and transparent manner.

Description of the Resolution		Appointment of Mr. Parag Shah (DIN: 00374944) as a Non-Executive Independent Director of the Company	
Votes in favour of the resolution	Number of members voted	659	
	Number of valid votes cast (shares)	10,39,62,202	
	Percentage of total number of valid votes cast	99.99%	
Votes against the resolution	Number of members voted	15	
	Number of valid votes cast (shares)	11,800	
	Percentage of total number of valid votes cast	0.01%	

Description of the Resolution		Appointment of Mr. Parag Shah (DIN: 00374944) as a Non-Executive Independent Director of the Company	
Invalid votes	Total number of members whose votes were declared invalid	29	
	Total number of invalid votes cast	2,75,701	
	Percentage of total number of invalid votes cast	0.27%	

No resolution is proposed to be conducted through postal ballot as on the date of this report.

C. Special Resolution(s) Passed

The details of special resolution/s passed during the last three Annual General Meetings are as under:

Date of Annual General Meeting	Details of Special Resolution
August 2, 2022	a. Appointment of Dr. Ravi Shankar Gopinath (DIN: 00803847) as an Independent Director b. Re-appointment of Dr. Shashishekhar Balkrishna Pandit (DIN: 00075861) as an Independent Director c. To make amendments to the trust deeds of all the Employee welfare trusts
August 1, 2023	Re-appointment of Rajani Kesari (DIN: 02384170), as Non-Executive Independent Director
August 1, 2024	Alteration of the Object Clause of Memorandum of Association of the Company

for investors' convenience on the Company's website. The Annual Report of the Company is also available on the website in a user-friendly and downloadable form at <https://www.thermaxglobal.com/annual-reports/>

- Transcripts and audio/video recordings of analyst meets are available on the Company's website: <https://www.thermaxglobal.com/analyst-conference-calls/>
- The official news releases are published in one english newspaper (usually Financial Express) and in one vernacular newspaper (usually Loksatta in Marathi) as per the relevant statutory requirements. Press releases are submitted to the Stock Exchanges and hosted on the Company's website: <https://www.thermaxglobal.com/stock-exchange-notifications/>
- Presentations made to the institutional investors/ analysts after the declaration of the financial results are submitted to the Stock Exchanges where Company's securities are listed, and the same are also available on the Company's website: <https://www.thermaxglobal.com/investor-presentations/>

6. Shareholder Information

A. 44th Annual General Meeting for FY 2024-25

Date and time Thursday, July 31, 2025 at 4:30 p.m.

Venue / Mode Through Video Conferencing

B. Financial Year of the Company

The financial year covers the period from April 1 to March 31.

C. Financial Calendar

The financial results for FY 2024-25 were announced on:

Financial Results	As Indicated	Actual Date
Quarter ended June 2024	August 1, 2024	August 1, 2024
Quarter ended September 2024	November 13, 2024	November 13, 2024
Quarter ended December 2024	February 5 - 7, 2025	February 4, 2025
Year ended March 2025	May 9, 2025	May 9, 2025

4. Annual General Meeting

A. The details of the last three Annual General Meetings (AGMs) of the Company are as follows:

Financial Year	Date	Time	Venue
2021-22 (41 st AGM)	August 2, 2022	4:00 p.m.	Registered office of the Company
2022-23 (42 nd AGM)	August 1, 2023	4.00 p.m.	through video conferencing
2023-24 (43 rd AGM)	August 1, 2024	4.00 p.m.	/ other audio visual means

B. Postal Ballot

The Company carries out Postal Ballot as per the provisions of Section 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration)

5. Means of Communication

- The Company publishes the quarterly and yearly financial results in prominent English and regional language newspapers. The same are also displayed on its website.
- The Company's corporate website: <https://www.thermaxglobal.com/about-us/> provides comprehensive information regarding the Company's business portfolio, including CSR activities. The quarterly and yearly financial results are available in downloadable format

For FY 2025-26, the indicative announcement dates are:

Results for the quarter ended June 2025	July 31, 2025
Results for the quarter ended September 2025	November 11, 2025
Results for the quarter ended December 2025	February 3-4, 2026
Results for the year ended March 2026	May 8, 2026
Record date for payment of dividend subject to approval of shareholders	July 4, 2025
Dividend payment date	August 5, 2025
Dividend Announcement	The Board has recommended a dividend of Rs. 14/- (700%) per share on the equity shares of the face value of Rs. 2/- for the year ended March 31, 2025, subject to approval of Members at the ensuing 44 th Annual General Meeting.

Listing on Stock Exchanges	Stock Code
National Stock Exchange of India Ltd. (NSE), Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051	THERMAX
BSE Ltd. (BSE), Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001	500411
International Security Identification No. for Equity Shares (ISIN) in NSDL and CDSL	INE152A01029
Corporate Identity No. (CIN)	L29299PN1980PLC022787

The Company has paid listing fees to BSE and NSE and custodial fees to Central Depositories Services (India) Limited and National Securities Depository Limited for financial year 2025-26 on the basis of number of beneficial accounts maintained by them, as on March 31, 2025.

D. Registrar and Share Transfer Agent

KFin Technologies Limited
Selenium Tower B,
Plot No. 31 & 32, Gachibowli, Financial District,
Nanakramguda,
Serilingampally, Hyderabad - 500 032.
Tel: 040-67162222 / 79611000
WhatsApp Number: (91) 9100094099
Fax: 040-23001153
Toll free: 1800 309 4001
E-mail: einward.ris@kfintech.com
Website: www.kfintech.com

E. Share Transfer System

The SEBI, effective April 01, 2019, barred physical transfer of shares of listed companies and mandated transfers only through demat. However, investors are not barred from holding shares in physical form. We request shareholders whose shares are in physical mode to dematerialise their shares. Shareholders holding shares in dematerialised mode have been requested to register their email address, bank account details and mobile number with

their depository participants. Those holding shares in physical mode have been requested to furnish their email address, bank account details and mobile number with the Company's RTA, at einward.ris@kfintech.com. Updating all the relevant information will enable shareholders to receive dividends and communications on time.

Further, the SEBI has now made it mandatory for listed companies to issue securities in demat mode only while processing any investor service requests viz. issue of duplicate share certificates, exchange/sub-division/ splitting/ consolidation of securities, transmission/ transposition of securities.

F. Mandatory Furnishing of PAN, KYC Details and Nomination by Holders of Physical Securities

SEBI vide its Master Circular dated May 7, 2024 (as amended), has made mandatory for all holders of physical shares to furnish / update the PAN, nomination, contact details, bank account details and specimen signature with the Company's RTA i.e. M/s KFin Technologies Limited.

The SEBI, vide the aforesaid circular, also specified the formats for physical shareholders for raising the requests, with regard to registration or changes / updation of PAN, KYC, nomination and for banker's attestation in the

event of a major mismatch in the signature of the shareholder. All the formats are available on the Company's website i.e. <https://www.thermaxglobal.com/download-forms/>

The shareholders are requested to please note that:

- Any service request will be entertained by the Company's RTA only upon registration/ updation of PAN, KYC, and nomination details.
- Company has sent reminders to those shareholders whose KYC details were not available.
- SEBI has also vide its circular dated July 23, 2021 has mandated submission of choice of nomination i.e. either furnishing of nomination or declaration for opting out of nomination for all existing trading and demat account holders and for all new accounts at the time of opening from October 1, 2021.

Hence, all the physical shareholders are requested to update PAN, KYC details, and nomination with the Company's RTA. Shareholders holding shares in dematerialised mode are requested to provide these details to their depository participants.

G. Address for Correspondence

Investors should address their correspondence to the Company's Registrar and Transfer Agent, KFin Technologies Limited, whose address has been provided at (D) above.

Shareholders holding shares in dematerialised form should address their queries, such as change in bank account details, address, nomination etc., to their respective Depository Participants (DPs).

Queries relating to the Annual Report may be addressed to:

The Company Secretary,
Thermax Limited,
Thermax House, 14, Mumbai-Pune Road,
Wakdewadi, Pune - 411 003.
Email: cservice@thermaxglobal.com

H. SEBI Investors website

The Securities and Exchange Board of India has launched its new website at <https://investor.sebi.gov.in/> for creating investment awareness amongst existing and new investors. The said website contains information on personal finance and investment. It also includes videos prepared by Market Intermediaries related to securities market process education and awareness messages. The SEBI Investor website promotes confident and informed participation by investors in the securities market.

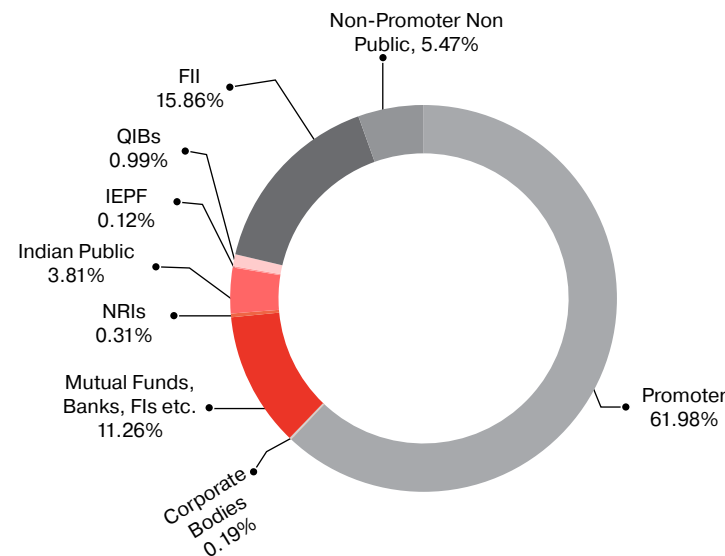
I. Distribution of Shareholding and Shareholding Pattern

Distribution of Shareholding as on March 31, 2025

Sl. no.	Category (Shares)	No.of Holders	% to Holders	No.of Shares	% To Equity
1	1 - 500	52030	97.02	2273015	1.91
2	501 - 1000	658	1.23	504630	0.42
3	1001 - 2000	316	0.59	465276	0.39
4	2001 - 3000	131	0.24	329598	0.28
5	3001 - 4000	68	0.13	240698	0.20
6	4001 - 5000	38	0.07	171762	0.14
7	5001 - 10000	98	0.18	700076	0.59
8	10001 - 20000	96	0.18	1370581	1.15
9	20001 and above	195	0.36	113100664	94.92
Total:		53630	100.00	119156300	100.00

**Category of Equity Shareholders as on March 31, 2025**

Category	No. of Shares held	% of Shareholding
(A) Promoters' Holding		
1. Individuals	6,000	0.01
2. Corporate bodies	73,849,305	61.98
(A) Total Shareholding of Promoters	73,855,305	61.99
(B) Non-Promoters' Holding		
1 Mutual funds, banks, financial institutions, etc.	13,419,840	11.26
2 Foreign Institutional Investors (FII)	18,895,351	15.86
3 Corporate bodies	2,27,332	0.19
4 Non-resident individuals	3,69,247	0.31
5 Indian public and others	4,54,4980	3.81
6 IEPF	1,45,633	0.12
7 Qualified Institutional Buyer (QIB)	1,178,125	0.99
8 Alternative Investment Fund (AIF)	4,133	0.00
(B) Total Public Shareholding	38,784,641	32.54
(C) Non-Promoter Non-Public	6,516,354	5.47
Total (A)+(B)+(C)	1,19,156,300	100

Shareholding Pattern as on March 31, 2025**J. Details of Dematerialisations**

The Company's equity shares are under compulsory demat trading for all categories of investors. As on March 31, 2025 a total of 119,047,420 shares are in dematerialised form representing 99.91% of the total equity share capital.

K. Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, Conversion Date and Likely Impact on Equity

The Company has not issued GDRs/ADRs/warrants or any convertible instruments.

L. Foreign Exchange Risk and Hedging Activities

To mitigate the risk, the Company has a well-defined policy of hedging, which is founded on the principle of prudence.

M. Plant Locations

Domestic	
Pune <ul style="list-style-type: none">Plot D 13, 13 A, 7/1, D-1 Block, R.D. Aga Road, Chinchwad Pune 411 019Plot No. 98-99 BG block MIDC, Industrial Area, Bhosari Pune 411 026Plot No. 81, 90, 91, 92, 97 BG Block MIDC Bhosari, Pune 411 026Plot No. 111, Block D1, MIDC Industrial Area, Chinchwad, Pune 411 019	Solapur Plot No. T-1 MIDC, Chincholi, Taluka Mohol, Dist. Solapur - 413 255, Maharashtra
Paudh At Paudh, Post Mazgaon, Taluka Khalapur, Dist. Raigad - 410 220, Maharashtra	Shirwal Plot No. A-2 & A-3, Khandala Industrial area, Phase 1, MIDC, Village Kesurdi, Tal-Khandala, Dist. Satara - 412 801, Maharashtra
Mundhra SEZ Survey No. 169, Village Dhrub, Taluka Mundra, Mundra - 370421, Dist. Kutch, Gujarat	Savli Plot No. 21/1-2-3, GIDC Manjusar, Taluka-Savli, Dist. Vadodara - 391 775, Gujarat
Dahej Plot No. Z/96/C, Dahej SEZ, Phase-II, Taluka Vagra Dist. Bharuch - 392 130, Gujarat	Jhagadia Plots No. 903/1&2, GIDC Industrial Estate, Jhagadia -393 110, Dist. Bharuch, Gujarat India
Palghar <ul style="list-style-type: none">Plot No.5 and 6, Survey No. 130, Palghar Boisar Road, Behind Dhavale Hospital, Palghar West, Maharashtra, 401404Plot No.7 and 8, Survey No. 130, Palghar Boisar Road, Behind Dhavale Hospital, Palghar West, Maharashtra, 401404	Sri City 2700, Peepul Boulevard Sricity DTZ Andhra Pradesh – 517 646
International	
Danstoker A/S Industrivej Nord 13 DK-7400 Herning, Denmark	PT Thermax International Indonesia Jl. Eropal Kav P2 KIEC, Cilegon-Banten, Indonesia
Danstoker Poland SP.ZO.O. ul. Kolejowa, nr 20, lok. miejsc. Ostrowiec Swietokrzyski, kod 27-400, Poczta Ostrowiec Swietokrzyski, Kraj Polska	RIFOX - Hans Richter GmbH Spezialarmaturen, Bertha-von-Suttner- Str. 9, 28207 Bremen, Germany

N. Credit Rating

Your Company has been rated 'AA+/ Stable (Reaffirmed) for Long Term Rating and A1+ (Reaffirmed) for Short Term Rating' by Credit Rating Information Services of India Limited (CRISIL) for its banking facilities.

Your Company has also been assigned ESG rating of CareEdge-ESG 1 i.e. rating scale "Leadership" by CARE ESG Ratings Limited, a registered ESG ratings service provider.

7. Senior Management Personnel

The Securities Exchange Board of India (SEBI) vide it's circular dated July 13, 2023 amended the SEBI (LODR) Regulations, 2015. Pursuant to such amendment the Company is required to disclose the details of the Senior Management personnels of the Company as well as changes if any during the year. The details of the Senior Management are as under:

Sr. No.	Name	Designation	Particulars of Changes During the Year, if Any
1.	Ashish Bhandari	Managing Director & Chief Executive Officer and Key Managerial Personnel (KMP)	-
2.	Rajendran Arunachalam	Executive Vice President, Group Chief Financial Officer (CFO) and KMP	-
3.	B. C. Mahesh	Executive Vice President and BU Head – Industrial Product Business	-



Sr. No.	Name	Designation	Particulars of Changes During the Year, if Any
4.	Rajesh B. C.	Executive Vice President and CEO – TBWES	-
5.	Dinesh Mandhana	Executive Vice President and BU Head – Chemical	-
6.	Hemant Mohgaonkar	Executive Vice President and BU head – New Energy	Ceased effective November 30, 2024
7.	Jasmeet Bhatia	Executive Vice President and Chief Human Resources Officer	-
8.	Kirtiraj Jilkar	Executive Vice President and BU head – P&ES	-
9.	Pravin Karve	President - TBWES	-
10.	Dr. Amit Sethi	Executive Vice President and Chief Digital and Information Officer	-
11.	Dr. Santanu Chaudhuri	Chief Technology Officer	Inducted effective October 21, 2024
12.	Arun Unni	Executive Vice President and Business Head – New Energy & Head Strategy	Inducted effective November 18, 2024
13.	Janhavi Khele	Company Secretary, Compliance Officer and KMP	Resigned on January 21, 2025 effective April 18, 2025
14.	Satish Jayaram	Chief Internal Auditor	Ceased effective May 9, 2025
15.	Tushar Dahale	Chief Internal Auditor	Appointed effective May 10, 2025
16.	Samina Khalid	Head – Corporate Communication	-
17.	Vipin Upadhyay	Head – HSE	-

8. Other Disclosures

A) Related Party Transactions

Related party transactions during the year have been disclosed as a part of financial statements as required under Ind-AS 24 issued by The Institute of Chartered Accountants of India. The Audit Committee reviews these transactions. The Related Party Transactions Policy is made available on the website of the Company at: <https://www.thermaxglobal.com/wp-content/uploads/2024/11/Related-Party-Transactions-Policy.pdf>

B) D&O Insurance for Directors

In line with the requirements of Regulation 25(10) of the Listing Regulations, the Company has taken Directors and Officers Insurance (D&O) for all its directors and officers for such quantum and for such risks as determined by the Board.

C) Details of any Non-Compliance w.r.t. Capital Markets during the Year

During the previous three years, there were no instances of non-compliance by the Company or penalties, strictures imposed on the Company by stock exchanges or SEBI or any other statutory authority on any matter related to capital markets.

D) Whistle Blower Policy/Vigil Mechanism

The Board has adopted a Whistle Blower Policy to promote reporting of any unethical or improper practice or violation of the Company's code of conduct or complaints regarding accounting, auditing, internal controls or disclosure practices of the Company. It gives a platform to the whistleblower to report any unethical or improper practice (not necessarily violation of law) and to define processes for receiving and investigating complaints. The Company has assigned e-mail IDs - tlgovernance@gmail.com (Chairperson or Managing Director) or govtlsrt@gmail.com (Chairman of the Audit Committee) for reporting or sending a written complaint. The Whistle Blower Policy is available on the website of the Company at: <https://www.thermaxglobal.com/wp-content/uploads/2024/11/Whistler-Blower-Policy.pdf> The confidentiality of such reporting is maintained and the whistleblower is protected from any discriminatory action. The Board confirms that no person has been denied access to the Audit Committee.

E) Board Diversity Policy

The policy sets out the approach to diversity on the Board of the Company. The policy is available on the website of the Company: <https://www.thermaxglobal.com/wp-content/uploads/2024/11/Board-Diversity-Policy.pdf>

F) Insider Trading Policy

The policy provides the framework to deal with securities of the Company. The Insider Trading Policy is amended in line with SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended thereto). The policy is available on the website of the Company at: https://www.thermaxglobal.com/wp-content/uploads/2024/10/TL_PIT_Policy_final.pdf

G) Dividend Distribution Policy (DDP)

The Company has adopted the DDP effective February 8, 2017. The Board at its meeting held on November 13, 2024 amended the policy. The revised policy is made available on Company's website at: https://www.thermaxglobal.com/wp-content/uploads/2025/03/Dividend-Distribution-Policy_New-1.pdf

H) Code of Conduct

The Board of your Company has laid down a Code of Conduct for Board of Directors and Senior Management of Thermax Limited ("Code of Conduct"). The Code is disclosed on the website of the Company at: <https://www.thermaxglobal.com/wp-content/uploads/2024/11/Code-of-Conduct-for-the-Board-of-Directors-and-Senior-Management-of-Thermax-Limited.pdf>

- All the Board Members and Senior Management Personnel have affirmed compliance with this Code.
- The declaration by the MD & CEO as required under Regulation 34(3) read with Schedule V (D) of the Listing Regulations regarding adherence to the Code of Conduct has been obtained for FY 2024-25 and forms part of this Report.

I) The Board of Directors at their meeting held on February 4, 2025 have adopted Anti-Bribery and Anti-Corruption Policy of the Company which is made available on the website of the Company at: https://www.thermaxglobal.com/wp-content/uploads/2025/02/ABC_Policy_final.pdf

J) The updated Policy for determining material subsidiaries is disclosed on the website of the Company: <https://www.thermaxglobal.com/wp-content/uploads/2025/03/Policy-on-material-subsidiaries.pdf>

K) The Company has adopted the Policy of Determination of Materiality for Disclosures. The Board at it's meeting held on November 13, 2024 amended the policy for determination of materiality for disclosure of events or information. The revised policy is available on the website of the Company at: <https://www.thermaxglobal.com/wp-content/uploads/2025/05/Materiality-Policy.pdf>

L) The Company has adopted a Policy on Archival and Preservation of Documents, and the same is disclosed on the website of the Company: <https://www.thermaxglobal.com/wp-content/uploads/2024/11/Thermax-Record-Retention-Policy.pdf>

M) The Company has complied with the Corporate Governance requirements as per the Listing Regulations.

N) The Company has not raised funds through preferential allotment or qualified institutional placement as specified under Regulation 32(7A).

O) There was no recommendation that has been proposed by the committees, which has not been approved by the Board.

P) Details of Remuneration Paid to the Statutory Auditors:

The details of total fees for all services paid by the Company and its subsidiaries on a consolidated basis to the statutory auditors are as follows:

Payment to Statutory Auditors and its Network Firms	Amount (Rs. Crores)
As Auditor	
Audit and limited review fee	4.42
In Other Capacity	
Other services	0.10
Reimbursement of expenses	0.13
Total	4.65

Q) Disclosure in Relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Number of complaints filed during the financial year	2
Number of complaints disposed of during the financial year	2
Number of complaints pending as on end of the financial year	Nil

R) Disclosure of ‘Loans and Advances in the nature of Loans to Firms/Companies in which Directors are interested by Name and Amount’

The details of loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount are given in the financial statement in note no. 32 on page no.405.

S) Details of Material Subsidiaries

In terms of the requirement of Regulation 24(1) of the Listing Regulations, Thermax Babcock & Wilcox Energy Solutions Limited (TBWES), is an unlisted material subsidiary of the Company. Rajani Kesari and Shyamak R. Tata, Independent Directors of the Company, are appointed as Non-Executive Director(s) on the Board of TBWES.

The details of TBWES are as under:

1. Date of incorporation: June 26, 2010
2. Place of incorporation: Mumbai
3. Name of Statutory Auditors: SRBC & Co. LLP
4. Date of Appointment of Statutory Auditors: August 8, 2019 (1st term)
5. Date of Re-appointment of Statutory Auditors: July 28, 2020 (2nd term for 5 years)

T) Annual Report

The Annual Report containing, inter alia, the audited Financial Statement, Consolidated Financial Statement, Board’s Report, Auditor’s Report and other important information is sent to Members and others entitled thereto. The Annual Reports are also available on the Company’s website: <https://www.thermaxglobal.com/annual-reports/>

U) Website

The Company’s website <https://www.thermaxglobal.com/> has a separate dedicated section ‘Investors’ where latest information required under Regulation 46 and other applicable provisions of the Listing Regulations

is available. Other than the quarterly and annual results, comprehensive information about the Company, its business and operations, press releases, shareholding pattern, corporate benefits, contact details, forms, etc. are also hosted on the website.

V) Cyber Security Incidents or Breaches or Loss of Data or Documents

During the year under review, the Company confirms that, there were no cyber security incidents or instances of breach or loss of data or documents.

W) Disclosure under clause 5A of Para A of Part A of Schedule III of Listing Regulations

The Articles of Association of the Company grants certain rights to Core Promoters of the Company relating to appointment and removal of Directors, Whole-time Director/s or Managing Director and to designate one of them as Chairman of the Company. Relevant disclosures in this regard have been intimated to the stock exchanges and are available on website of the Company at <https://www.thermaxglobal.com/wp-content/uploads/2023/08/SEIntimationmateriality1.pdf>

9. Non-Mandatory Requirements

The Company has adopted the following discretionary practices as specified under Regulation 27(1) of Listing Regulations:

A. Chairperson’s Office

The Chairperson’s office is maintained at the Company’s expense, which is equipped with all required facilities. The Chairperson is also allowed reimbursement of expenses incurred towards the performance of her duties.

B. Separate Post of Chairperson and CEO

The Company has separate positions of Non-Executive Chairperson and Managing Director and CEO.

C. Reporting of Internal Auditor

The Chief Internal Auditor of the Company reports directly to the Audit Committee.

ANNEXURE-A

To,
Shareholders,
Thermax Limited (“the Company”),
Pune

Sub: Compliance with Code of Conduct as per Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Company has adopted a Code of Conduct, which deals with governance practices expected to be followed by the Board of Directors and senior management employees of the Company.

I hereby declare that all the Directors and senior management employees of the Company have affirmed compliance with the said code of conduct adopted by the Board.

Date: May 6, 2025
Place: Pune

Ashish Bhandari
Managing Director and CEO

ANNEXURE-B

Compliance Certificate as Required Under Regulation 17(8) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

To
The Board of Directors,
Thermax Limited, Pune

Dear Sir(s) and Madam(s),

We hereby certify, to the best of our knowledge and belief, that:

- a) We have reviewed financial statements and the cash flow statement for the quarter and year ended March 31, 2025, and that:
- i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, those deficiencies, of which we are aware, in the design or operation of such internal controls, and we have taken the required steps to rectify these deficiencies.
- d) We have indicated to the auditors and the Audit Committee that:
- i. there have been no significant changes in internal control over financial reporting during the year;
 - ii. there have been no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. there have been no instances of significant fraud, of which we have become aware involving management or an employee having a significant role in the Company's internal control system over financial reporting.

Ashish Bhandari

Managing Director & CEO

Place: Pune

Date: April 28, 2025

Rajendran Arunachalam

Group CFO

ANNEXURE-C

Certificate of Non-Disqualification of Directors

(Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
The Members,
Thermax Limited,
D-13 MIDC, Ind Area, R. D. Aga Road,
Chinchwad, Pune - 411019

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Thermax Limited** (hereinafter referred to as **the Company**), bearing **CIN: L29299PN1980PLC022787** and having registered office at D-13 MIDC, Ind Area, R. D. Aga Road, Chinchwad, Pune - 411019 produced before us by the Company on the email for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal (www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on **March 31, 2025** have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India and Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of the Director	DIN	Original Date of Appointment
1	Ashish Bhandari	05291138	18/06/2020
2	Harsh Charandas Mariwala	00210342	10/11/2016
3	Ravi Shankar Gopinath	00803847	10/11/2021
4	Meher Pheroze Pudumjee	00019581	15/01/2001
5	Pheroze Naswanjee Pudumjee	00019602	15/01/2001
6	Shashishekhar Pandit Balkrishna	00075861	30/05/2017
7	Rajani Kesari	02384170	14/11/2018
8	Shyamak Ramyar Tata	07297729	17/10/2023
9	* Parag Chandulal Shah	00374944	12/12/2024
10	# Nawshir Hoshang Mirza	00044816	03/05/2011
11	\$ Jairam Varadaraj	00003361	31/01/2003

* Mr. Parag Shah (DIN: 00374944) is appointed as Additional and Non-Executive Independent Director of the Company with effect from December 12, 2024, through circular resolution and regularised via postal ballot dated February 16, 2025.

Mr. Nawshir Hoshang Mirza (DIN: 00044816) ceased to be a Non-Executive Independent Director of the Company w.e.f. July 21, 2024, upon completion of the second term.

\$ Mr. Jairam Varadaraj (DIN: 00003361) ceased to be a Non-Executive – Independent Director of the Company w.e.f. July 21, 2024, upon completion of the second term.

Ensuring the eligibility of the appointment/ continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For SVD & Associates

Company Secretaries

Sridhar Mudaliar

Partner

FCS No: 6156

C P No: 2664

Peer Review Number: 6357/2025

UDIN: F006156G000274921

Place: Pune

Date: May 9, 2025

Note: We have relied on the documents and evidences provided by electronic mode for the purpose of issuing this certificate.

ANNEXURE-D

Certificate from Practising Company Secretary on Corporate Governance

To,
The Members of
Thermax Limited

We have examined the compliance of conditions of Corporate Governance by **Thermax Limited** (hereinafter referred “the Company”), for the year ended on **March 31, 2025**, as stipulated in relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (Listing Regulations).

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned listing regulations, as applicable.

We further state that this certificate is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For SVD & Associates

Company Secretaries

Sridhar Mudaliar

Partner

FCS No: 6156

C P No: 2664

Peer Review No: 6357/2025

UDIN: F006156G000274974

Place: Pune

Date: May 9, 2025

Note: We have relied on the documents and evidences provided by electronic mode for the purpose of issuing this certificate.



Annexure-2 to the Directors' Report

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

Section A: General Disclosures

I. Details of the Listed Entity

1	Corporate Identity Number (CIN) of the Listed Entity	L29299PN1980PLC022787
2	Name of the Listed Entity	Thermax Limited
3	Year of incorporation	1980
4	Registered office address	D-13, MIDC, Industrial Area, R. D. Aga Road, Chinchwad, Pune 411019
5	Corporate office address	Thermax House 14, Mumbai-Pune Road, Wakdewadi, Pune 411003, Maharashtra, India
6	E-mail	cservice@thermaxglobal.com
7	Telephone	020-66051200
8	Website	www.thermaxglobal.com
9	Financial year for which reporting is being done	2024-25
10	Name of the Stock Exchange(s) where shares are listed	BSE Limited and National Stock Exchange of India Limited
11	Paid-up Capital	Rs. 23,83,12,600
12	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Mr. Ashish Bhandari Email: cservice@thermaxglobal.com Telephone: 020-66051200
13	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities that form a part of its consolidated financial statements, taken together).	Standalone – Thermax Limited
14	Name of Assurance / Assessment Provider	Price Waterhouse Chartered Accountants LLP
15	Type of Assurance / Assessment Obtained	Reasonable

II. Products/Services

16. Details of business activities (accounting for 90% of the turnover)

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the Entity
1	Industrial Products Segment	Manufacturing, installation, sales and services related to boilers & heating equipment (small capacity), absorption chillers/heat pumps, air pollution control equipment/systems, water & waste recycle, including associated services and engineering, procurement and construction (EPC)	61
2	Industrial Infra Segment	Engineering, procurement, and construction (EPC) of power plants, infra projects, flue gas desulphurisation projects, along with associated services and manufacturing, installation, sales and services related to boiler & heater (high capacity) plants	28
3	Chemical Segment	Manufacturing, installation, sales and services related to ion exchange resins, performance chemicals, construction chemicals, water treatment chemicals, oil field chemicals, paper and construction chemicals, and related services	11

17. Products/services sold by the entity (accounting for 90% of the entity's turnover)

S. No.	Products/Services	NIC Code	% of Total Turnover Contributed
1	Industrial Products Segment: Manufacturing, installation, sales and services related to boilers & heating equipment (small capacity), absorption chillers/heat pumps, air pollution control equipment/systems, water & waste recycle, including associated services and engineering, procurement and construction (EPC)	37003, 25131, 20119	61
2	Industrial Infra Segment: Engineering, procurement, and construction (EPC) of power plants, infra projects, flue gas desulphurisation projects, along with associated services and manufacturing, installation, sales and services related to boiler & heater (high capacity) plants	37003, 25131, 20119	28
3	Chemical Segment: Manufacturing, installation, sales and services related to ion exchange resins, performance chemicals, construction chemicals, water treatment chemicals, oil field chemicals, paper and construction chemicals and related services	37003, 25131, 20119	11

III. Operations

18. Number of locations where plants and/or operations/offices of the entity are situated

Location	Number of Plants	Number of Offices	Total
National	8	17	25
International	0	0	0

19. Markets served (refers to all the geographic regions where the Company sells its products) by the entity

a. Number of Locations

Locations	Number
National (No. of States)	28
International (No. of Countries)	90

b. What is the contribution of exports as a percentage of the total turnover of the entity?

14

**c. A brief on types of customers**

The Company operates in both national and international markets, offering products and services primarily to manufacturing customers. Many of these customers prioritise sustainability, seeking products that are environmentally conscious and economically viable. By supplying sustainable products, the Company helps its manufacturing customers positively impact the environment while maintaining their bottom line.

IV. Employees**20. Details as at the end of the financial year****a. Employees and workers (including differently-abled)**

S. No.	Particulars	Total	Male		Female	
		(A)	No. (B)	% (B / A)	No. (C)	% (C / A)
EMPLOYEES						
1	Permanent (D)	3,092	2,773	90	319	10
2	Other than Permanent (E)	2,787	2,650	95	137	5
3	Total Employees (D + E)	5,879	5,423	92	456	8
WORKERS						
4	Permanent (F)	612	610	100	2	0
5	Other than Permanent (G)	2,438	2,340	96	98	4
6	Total Workers (F + G)	3,050	2,952	97	100	3

b. Differently-abled employees and workers

S. No.	Particulars	Total	Male		Female	
		(A)	No. (B)	% (B / A)	No. (C)	% (C / A)
EMPLOYEES						
1	Permanent (D)	15	13	87	2	13
2	Other than Permanent (E)	5	5	100	0	0
3	Total Differently-Abled Employees (D + E)	20	18	90	2	10
WORKERS						
4	Permanent (F)	-	-	-	-	-
5	Other than Permanent (G)	-	-	-	-	-
6	Total Differently-Abled Workers (F + G)	-	-	-	-	-

21. Participation/inclusion/representation of women

	Total	No. and Percentage of Females	
	(A)	No. (B)	% (B / A)
Board of Directors	9	2	22
Key Management Personnel	3	1	33

22. Turnover rate for permanent employees and workers (Disclose trends for the past 3 years)

	FY 2024-2025 (Turnover Rate in Current FY)			FY 2023-2024 (Turnover Rate in Previous FY)			FY 2022-2023 (Turnover Rate in the Year Prior to the Previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	13	2	15	15	17	15	18	27	18
Permanent Workers	2	0	2	13	-	13	1	60*	1

* During FY 2022-23, out of five, three female workers left

V. Holdings, Subsidiaries, and Associate Companies (including Joint Ventures)**23. (a) Names of holdings/subsidiaries/associate companies/joint ventures**

S.No.	Name of the Holding/Subsidiary/Associate Companies/Joint Ventures (A)	Indicate Whether Holding/ Subsidiary/ Associate/ Joint Venture	% of Shares Held By the Listed Entity	Does the Entity Indicated at Column A, Participate In the Business Responsibility Initiatives Of the Listed Entity? (Yes/No)
1	RDA Holdings Private Limited	Holding	-	No
2	Thermax Onsite Energy Solutions Limited	Subsidiary	100	Yes
3	Thermax Instrumentation Ltd.	Subsidiary	100	Yes
4	Thermax Engineering Construction Company Limited	Subsidiary	100	No
5	Thermax Babcock & Wilcox Energy Solutions Limited	Subsidiary	100	Yes
6	Thermax Cooling Solutions Ltd.	Subsidiary	100	No
7	Enernxt Private Limited	Subsidiary	100	No
8	Thermax Bioenergy Solutions Private Limited	Subsidiary	65	Yes
9	First Energy Private Limited	Subsidiary	100	Yes
10	First Energy TN 1 Private Limited	Subsidiary	74	Yes
11	First Energy 2 Private Limited	Subsidiary	74	Yes
12	First Energy 3 Private Limited	Subsidiary	74	Yes
13	First Energy 4 Private Limited	Subsidiary	74	Yes
14	First Energy 5 Private Limited	Subsidiary	74	Yes
15	First Energy 6 Private Limited	Subsidiary	74	Yes
16	First Energy 7 Private Limited	Subsidiary	71	Yes
17	First Energy 8 Private Limited	Subsidiary	100	Yes
18	First Energy Nine Private Limited	Subsidiary	100	Yes
19	First Energy 10 Private Limited	Subsidiary	100	Yes
20	First Energy 11 Private Limited	Subsidiary	100	Yes
21	Jalansar Wind Energy Private Limited	Subsidiary	74	Yes
22	Kanakal Wind Energy Private Limited	Subsidiary	74	Yes
23	Onix-Two Enersol Private Limited	Subsidiary	100	No
24	Thermax Chemical Solutions Private Limited	Subsidiary	100	No
25	Thermax Vebro Polymers India Private Limited	Subsidiary	50.1	No
26	TSA Process Equipments Private Limited	Subsidiary	51	No
27	Buildtech Products India Private Limited	Subsidiary	100	No
28	Thermax International Limited	Subsidiary	100	No
29	Thermax Europe Limited	Subsidiary	100	No
30	Thermax Inc. (USA)	Subsidiary	100	No
31	Thermax do Brasil Energia e Equipamentos Ltda	Subsidiary	100	No
32	Thermax Netherlands BV.	Subsidiary	100	No
33	Thermax Denmark ApS	Subsidiary	100	No
34	Danstoker A/S	Subsidiary	100	No
35	Ejendomsanp artsselskabet Industrivej Nord 13	Subsidiary	100	No
36	Boilerworks A/S	Subsidiary	100	No

S.No.	Name of the Holding/Subsidiary/Associate Companies/Joint Ventures (A)	Indicate Whether Holding/ Subsidiary/ Associate/ Joint Venture	% of Shares Held By the Listed Entity	Does the Entity Indicated at Column A, Participate In the Business Responsibility Initiatives Of the Listed Entity? (Yes/No)
37	Danstoker Poland Spółka Z Ograniczona Odpowiedzialnoscia	Subsidiary	100	No
38	Rifox-Hans Richter GmbH Spezialarmaturen	Subsidiary	100	No
39	Thermax Sdn.Bhd (Malaysia)	Subsidiary	100	No
40	Thermax Engineering Singapore Pte. Ltd.	Subsidiary	100	No
41	PT Thermax International Indonesia	Subsidiary	100	No
42	Thermax Energy & Environment Philippines Corporation	Subsidiary	100	No
43	Thermax Energy & Environment Lanka (Private) Limited	Subsidiary	100	No
44	Thermax Nigeria Limited	Subsidiary	100	No
45	Thermax Engineering Construction FZE	Subsidiary	100	No
46	Thermax International Tanzania Limited	Subsidiary	100	No
47	Thermax (Thailand) Limited	Subsidiary	100	No
48	Thermax Chemical Europe A/s	Subsidiary	100	No
49	Exactspace Technologies Private Limited	Associate	15.17	No
50	Covacsis Technologies Private Limited	Associate	16.67	No

VI. CSR Details

24. (i) Whether CSR is applicable as per section 135 of the Companies Act, 2013: Yes
- (ii) Turnover (in Rs. Cr): 6,254.07
- (iii) Net worth (in Rs. Cr): 3,967.76

VII. Transparency and Disclosures Compliances

25. Complaints/grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct (NGRBC)

Stakeholder Group from Whom the Complaint is Received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then Provide Web-Link for Grievance Redress Policy)	FY 2024-2025 Current Financial Year			FY 2023-2024 Previous Financial Year		
		Number of Complaints Filed During the Year	Number Of Complaints Pending Resolution at the Close Of the Year	Remarks	Number Of Complaints Filed During the Year	Number of Complaints Pending Resolution at the Close of the Yea	Remarks
Communities	No	-	-	-	-	-	-
Investors (Other than Shareholders)	Yes*	2	-	-	-	-	-
Shareholders	Yes*	-	-	-	-	-	-
Employees and Workers	Yes**	10	2	-	13	5	-
Customers	Yes***	7,656	83	-	8,257	30	-
Value Chain Partners	Yes****	-	-	-	-	-	-

Note: The Company has mechanisms (complaint boxes at various locations) and platforms (town-hall meetings) to track complaints, and numbers are mentioned under respective heads in the report. Routine or miscellaneous complaints and concerns addressed at forums like town-hall meetings are not included here.

* <https://www.thermaxglobal.com/investor-services-contact/>

** <https://www.thermaxglobal.com/about-us/policies/>

*** <https://www.thermaxglobal.com/thermaxedge/>

**** https://www.thermaxglobal.com/wp-content/uploads/2023/09/Code_of_Conduct_for_ThermaxGroupsSupplyChainPartners.pdf

**** <https://www.thermaxglobal.com/wp-content/uploads/2021/05/Thermax-Ltd.-Whistleblower-Policy-.pdf>

26. Overview of the entity’s material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk, along with its financial implications, as per the following format:

S. No.	Material Issue Identified	Indicate whether Risk or Opportunity (R/O)	Rationale for Identifying the Risk/ Opportunity	In Case of Risk, Approach to Adapt or Mitigate	Financial Implications of the Risk or Opportunity (Indicate Positive or Negative Implications)
1	Energy Management	O	Effective energy efficiency management resulted in several advantages to the Company, such as cost reduction, increased efficiency, enhanced reputation, regulatory compliance, and innovation.		Positive
2	Design Upgradation & Improvements	O	Opportunity to develop and deliver state-of-the-art technology products and implement sustainability aspects in both products and services. The Company's strong internal engineering and R&D are developing new products and services to meet customer needs.		Positive
3	Waste Management	R	Waste management is a material issue due to growing regulatory pressure, as companies that fail to comply with regulations may face legal and financial consequences.	Improper disposal of waste can have detrimental effects on our ecosystems and public health. Waste management is one of the most pressing environmental issues of our time. The Company ensures adherence to the regulatory framework defined under applicable laws.	Negative
		O	The Company has taken proactive measures to incorporate sustainable waste management approaches such as recycling and waste reduction. By doing so, we seize the chance to minimise our environmental footprint, reduce expenses, explore fresh avenues for business growth, and ensure compliance with regulations.		Positive
4	Climate Change-Related Risks	R	Climate change is a significant risk for companies due to the growing awareness of the negative impact of human activities on the environment. To mitigate this risk, companies must adopt more sustainable practices and offer environment-friendly products to meet the changing demands of their customers and stakeholders.	The Company recognises the importance of being proactive in responding to the challenges and opportunities presented by climate change. By charting out a strategy, the Company is well-positioned to respond to climate change-related risks.	Negative
		O	The increasing awareness of the negative impact of human activities on the environment, particularly climate change, presents a significant opportunity for companies. Responding to this concern, the Company is putting concentrated efforts into developing sustainable products and environment-friendly solutions.		Positive



S. No.	Material Issue Identified	Indicate whether Risk or Opportunity (R/O)	Rationale for Identifying the Risk/ Opportunity	In Case of Risk, Approach to Adapt or Mitigate	Financial Implications of the Risk or Opportunity (Indicate Positive or Negative Implications)
5	Water Management	R	The increasing scarcity of freshwater sources can disrupt the Company's operations, supply chain, and reputation, leading to potential economic losses. Additionally, companies that rely heavily on water for their operations, such as chemical manufacturing, are particularly vulnerable to water-related risks.	The Company has developed in-house expertise and solutions for optimising water usage in industrial plants.	Negative
		O	The Company's effective water management practices are helping to mitigate risks associated with water scarcity, such as disruptions to its operations, supply chain, and reputation. Furthermore, the Company considers water management as an opportunity to reduce customer's water consumption, save costs, and increase efficiency. Adopting sustainable water practices can mitigate risks associated with water scarcity, preserve vital ecosystems, and ensure access to safe and clean drinking water for communities.		Positive
6	Emission Management	O	The Company's utmost priority is emission management through various activities that contribute to mitigating climate change while also reaping the benefits of a more sustainable and profitable business model.		Positive
7	Local Employment	R	Lack of employment opportunities in the local area can impede economic development in the community, resulting in insufficient support from local stakeholders. Furthermore, businesses that fail to prioritise local employment may encounter challenges in accessing the skills and expertise of the local workforce, resulting in escalated costs and decreased efficiency.	The Company's emphasis on local hiring minimises the risks and establishes favourable relationships with the local community as a responsible corporate.	Negative
8	Occupational Health & Safety	R	Workplace accidents and illnesses can impact productivity and increase costs. It may damage the reputation of the Company and may adversely impact the morale of employees and its culture.	The Company has implemented the OHSE policy and enforces strict adherence to it. Several initiatives and programmes have also been initiated to manage health and safety, which are continually monitored for improvement. One of the initiatives is the behaviour based safety (BBS) programme, which aims to bring about a cultural shift towards safety improvement. Furthermore, the Company has put in place several insurances and medical policies to safeguard its employees.	Negative

S. No.	Material Issue Identified	Indicate whether Risk or Opportunity (R/O)	Rationale for Identifying the Risk/ Opportunity	In Case of Risk, Approach to Adapt or Mitigate	Financial Implications of the Risk or Opportunity (Indicate Positive or Negative Implications)
9	Talent Acquisition and Retention	R	The inability to attract and retain top talent can result in a shortage of skilled employees, leading to reduced productivity, increased costs, and potential quality issues. Additionally, the turnover of key employees can lead to a loss of institutional knowledge and expertise, which can negatively impact the Company's competitiveness and ability to innovate.	The Company has implemented various measures to attract and retain talent through initiatives such as job rotation, up-skilling, reskilling, training, fast-track promotion, leadership development programmes, etc. Moreover, the Company has taken steps to ensure the well-being of its employees.	Negative
10	Responsible Supply Chain Management	R	Consumers are becoming increasingly aware of the ethical and environmental impacts of the products they purchase, and they are more likely to avoid brands that do not meet their expectations. This can lead to a loss of market share and reputational damage for companies. By prioritising responsible supply chain management practices, companies can mitigate these risks, improve their reputation, and gain a competitive advantage in the market. Failure to ensure that suppliers meet environmental and social standards can lead to legal and regulatory challenges, resulting in fines, legal action, and negative publicity.	The Company enforces a vendor code of conduct and actively collaborates with vendors to improve its operations. The vendor code of conduct lays down guidelines outlining expectations and standards for vendors who provide goods or services to the Company. It covers various areas such as labour practices, human rights, environmental sustainability, and business ethics. By having a vendor code of conduct, the Company sets clear expectations for its suppliers, ensuring they meet the necessary standards.	Negative
11	Labour Management Relations	R	Not adhering to labour laws by contractors not only violates human rights but can also lead to legal and reputational risks for the Company. Negative publicity resulting from labour disputes, strikes, or other labour-related issues can lead to a loss of customer confidence and reduced sales.	The Company ensures ongoing monitoring and audits, which reveal compliance at all locations. This helps the Company to progressively move to the next level as envisioned through the Social Compact initiative.	Negative
12	Diversity & Equal Opportunity	O	A diverse workforce can bring new perspectives and ideas, which can lead to increased creativity and innovation. Different viewpoints and experiences can improve decision-making and lead to more thoughtful decisions. A diverse workforce can also help companies better understand and serve a diverse customer base, which can lead to improved customer satisfaction and financial performance.		Positive
13	Ethics & Integrity	O	Prioritising ethics and integrity can lead to enhanced reputation, increased customer loyalty, improved employee morale, and better risk management. Companies that operate with ethics and integrity create a culture of trust and transparency, which can attract customers, investors, and top talent. Employees are more likely to feel engaged and committed to a company that operates with integrity, leading to increased productivity and retention.		Positive

Section B: Management and Process Disclosures

Sr. No.	Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Policy and Management Processes										
1a	Whether Your Entity's Policy/Policies Cover Each Principle and Its Core Elements of the NGRBCs? (Yes/No)	Yes								
1b	Has the Policy Been Approved by the Board? (Yes/No)	Yes. The Board has approved the Thermax Code of Conduct, CSR, terms of reference of the Stakeholder Relationship Committee, Anti-Bribery and Anti-Corruption Policy, Board Diversity Policy and Whistleblower Policy, which covers each principle and elements of NGRBC.								
1c	Web Link of the Policies, If Available	https://www.thermaxglobal.com/about-us/policies/ https://www.thermaxglobal.com/corporate-governance-policies-and-disclosures/								
2	Whether the Entity has Translated the Policy into Procedures? (Yes/No)	Yes								
3	Do the Enlisted Policies Extend to Your Value Chain Partners? (Yes/No)	Yes, all applicable policies are extended to the value chain partners								
4	Name of the National and International Codes/Certifications/Labels/Standards (Eg. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) Standards (Eg. SA 8000, OHSAS, ISO, BIS) Adopted by Your Entity and Mapped to Each Principle	ISO9001, ISO 14001, ISO45001								
5	Specific Commitments, Goals and Targets set by the Entity with Defined Timelines, If Any	The company has committed to achieving a 50% absolute reduction in carbon emissions by FY 2030, relative to the FY 2019 baseline. With respect to water consumption, the Company has committed to reduce freshwater consumption by 5% by 2030, with FY 2024-25 as the baseline. As part of our journey toward zero waste to landfill, we have set an annual target to restrict landfill disposal to less than 5% of total waste generated. The Company is committed to reducing total waste generation by 5% by 2030, keeping FY 2024-25 as the baseline.								
6	Performance of the Entity Against the Specific Commitments, Goals and Targets Along With Reasons in Case the Same are Not Met	In FY'24, Thermax successfully achieved its initial goal of a 25% absolute reduction in carbon emissions from the FY 19 baseline. The Company has revised its target last year to an ambitious new goal, i.e. a 35% reduction in emissions by FY'25, which is 40% higher than the previous target. This milestone was driven by strategic actions across four key areas: enhancing energy efficiency, expanding renewable energy capacity, procuring green energy, and transitioning to cleaner fuels i.e. maximising renewable electricity usage at key manufacturing facilities in Chinchwad and Shirwal; increasing solar rooftop capacity by 109 kWp at the Solapur facility; switching furnace fuel at the Chinchwad plant from light diesel oil to piped natural gas etc. These targeted actions have resulted in a notable reduction of 19,443 tCO e, representing a 42.6% decrease from the FY 19 baseline—well ahead of the revised target.								

Governance, Leadership and Oversight

7	Statement by the Director Responsible for the Business Responsibility Report, Highlighting ESG Related Challenges, Targets and Achievements (Listed Entity Has Flexibility Regarding the Placement of This Disclosure)	<p>Thermax has been committed to environmental well-being since its inception, prioritising ESG long before it became a mainstream concept. The Company aims to reduce 35% of absolute carbon emissions from the base year of 2019 by 2025. To achieve this, multiple initiatives are being implemented across its facilities, focussing on improving operational efficiency, increasing renewable energy generation and procurement, and switching to cleaner fuels.</p> <p>On the business side, the Company offers a range of energy-efficient and environment-friendly products and solutions. These enable industries to optimise their energy consumption, reduce greenhouse gas emissions, and minimise freshwater intake through reuse and recycling of water.</p> <p>Recognising the recent changes in the energy mix and its ability to contribute to this transition, the Company has concentrated its efforts on green energy. It has proactively aligned its strategies with climate change mitigation and sustainability goals. Along with investing in R&D and digital capabilities, it has formed partnerships with global technology majors to strengthen its clean energy offerings and solidify its presence as a trusted partner in energy transition for its customers.</p>								
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Sr. No.	Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
		<p>On the social front, the Company is actively engaged in initiatives aimed at creating equal opportunities through education and empowering the informal workforce through its SoCo initiative.</p> <p>Despite making persistent efforts to meet its ESG imperatives, the Company faces several challenges such as dealing with the complexity of existing industry infrastructure and transitioning to cleaner alternatives, the cost implications of implementing technological innovations, assessing and managing the sustainability practices of its suppliers, and collecting and reporting ESG performance metrics across the organisation. But the Company is addressing them through ongoing innovation, strategic partnerships, stakeholder engagement, and continuous improvement of its ESG practices. While much progress has been made, there is still much to be done.</p>								
8	Details of the Highest Authority Responsible for Implementation and Oversight of The Business Responsibility Policy(ies)	Managing Director and Chief Executive Officer Ashish Bhandari DIN – 05291138								
9	Does the Entity Have a Specified Committee of the Board/Director Responsible for Decision Making on Sustainability Related Issues? (Yes/No). If Yes, Provide Details	Yes. Managing Director and Chief Executive Officer Ashish Bhandari DIN – 05291138								

10. Details of review of NGRBCs by the Company:

Subject For Review	Indicate whether Review was Undertaken by Director/ Committee of the Board/ Any other Committee									Frequency (Annually/Half Yearly/ Quarterly/Any Other – Please Specify)								
	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Performance Against the Above Policies and Follow-Up Action																		
Compliance With Statutory Requirements of Relevance to the Principles, and Rectification of Any Non-Compliances																		

Thermax’s policies, including the Code of Conduct, CSR, and Whistleblower policies, which encompass elements of the NGRBC Principles, are periodically reviewed and approved by the Board. During these reviews, the effectiveness of the policies is evaluated, and necessary amendments to policies and procedures are implemented. The Company complies with the relevant regulations and principles as applicable.

11. Information about the independent assessment/evaluation of the working of its policies by anexternal agency? (Yes/No). If yes, provide the name of the agency.

	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Has the entity carried out an independent assessment/evaluation of the working of its policies by an external agency? (Yes/No)									No assessment conducted
If yes, provide the name of the agency.									Not applicable

12. If answer to question (1) above is “No” i.e., not all principles are covered by a policy, reasons to be stated:

Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
The entity does not consider the principles material to its business (Yes/No)									
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/No)									Not Applicable
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									



Section C: Principle-wise Performance Disclosure

Principle 1: Businesses should conduct and govern themselves with integrity, and in a manner that is ethical, transparent and accountable

Essential Indicators

1. **Percentage coverage by training and awareness programmes on any of the principles during the financial year:**

Segment	Total Number of Training and Awareness Programmes Held	Topics/Principles Covered Under the Training and Its Impact	% Age of Persons in the Respective Category Covered by the Awareness Programmes
Board of Directors	1	Strategy Planning	100
Key Managerial Personnel (KMP)	2	COBEC, POSH, Data Privacy	67
Workers	2952	POSH-COBEC, Health & Safety	100
Employees other than BoD and KMP	Online Trainings	POSH-COBEC	100

Health-related training has significantly improved workers' safety and their work environment. It has led to a safer workplace by reducing accidents, injuries, and illnesses. The Company can demonstrate this impact by providing statistics on the reduction in fatalities and injuries over the past year. Additionally, a healthier workforce has enhanced the Company's productivity and efficiency.

2. **Details of fines/penalties/punishment/award/compounding fees/settlement amount paid in proceedings (by the entity or by Directors/KMPs) with regulators/law enforcement agencies/judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):**

	NGRBC Principle	Name of the Authority	Amount (in INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Monetary					
Penalty/Fine	Refer to the Company's website for all disclosures made under Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 at https://www.thermaxglobal.com/stock-exchange-notifications/				
Settlement					
Compounding Fee					
Non-Monetary					
Imprisonment	NIL				
Punishment					

3. **Of the instances disclosed in Question 2 above, details of the appeal/revision preferred in cases where monetary or non-monetary action has been appealed.**

Case Details	Name of the Regulatory/ Enforcement Agencies/Judicial Institutions
	Not Applicable

4. **Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.**

Yes, the Company has a separate anti-corruption and anti-bribery policy which distinctly elucidates the expected standards of governance practices within our organisation. A particular emphasis is placed on the Company's stance of zero tolerance towards any form of bribery and corruption. The intention of this Code is to ensure that all business operations and transactions are carried out in a professional, fair, and principled manner, thereby affirming our commitment towards upholding human rights.

Web-link - https://www.thermaxglobal.com/wp-content/uploads/2025/02/ABC_Policy_final.pdf

5. **Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/corruption:**

	FY 2024-2025 (Current Financial Year)	FY 2023-2024 (Previous Financial Year)
Directors	NIL	NIL
KMPs	NIL	NIL
Employees	NIL	NIL
Workers	NIL	NIL

6. **Details of complaints regarding conflict of interest:**

	FY 2024-2025 (Current Financial Year)		FY 2023-2024 (Current Financial Year)	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of conflict of interest of the Directors	NIL	Not Applicable	NIL	Not Applicable
Number of complaints received in relation to issues of conflict of interest of the KMPs	NIL	Not Applicable	NIL	Not Applicable

7. **Provide details of any corrective action taken or underway on issues related to fines/ penalties/action taken by regulators/law enforcement agencies/judicial institutions, on cases of corruption and conflicts of interest.**

Not Applicable

8. **Number of days of accounts payable ((accounts payable *365) /Cost of goods/services procured) in the following format:**

	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
No. of Days of Accounts Payable	81	86

Note: An independent assurance has been carried out by Price Waterhouse Chartered Accountants LLP on the FY 2024-25 indicators in the table above. Please find the assurance report on page no. 181

As per the industry standards released by SEBI, cost of goods/services procured also includes capital expenditure made by the company in FY 2024-25. Hence, the number is not comparable to last year's number to that extent.

9. **Openness of business: Provide details of concentration of purchases and sales with trading houses, dealers, and related parties, along with loans and advances & investments with related parties, in the following format:**

Parameter	Metrics	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	8%	6%
	b. Number of trading houses where purchases are made from	1,236	527
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	39%	47%
Concentration of Sales	a. Sales to dealers/distributors as % of total sales	7%	7%
	b. Number of dealers /distributors to whom sales are made	157	147
	c. Sales to top 10 dealers/distributors as % of total sales to dealers/ distributors	35%	36%
Share of RPTs in	a. Purchases (purchases with related parties/total purchases)	2%	4%
	b. Sales (sales to related parties/total sales)	6%	6%
	c. Loans & advances (loans & advances given to related parties/total loans & advances)*	39%	53%
	d. Investments (investments in related parties/total investments made)^	50%	47%



Note: An independent assurance has been carried out by Price Waterhouse Chartered Accountants LLP on the FY 2024-25 indicators in the table above. Please find the assurance report on page no. 181

*For loans and advances and investments, closing balances disclosed in the audited standalone financial statements for the year ended March 31, 2025, have been considered.

[^]Including investment in subsidiaries and associates.

Leadership Indicators

1. **Awareness programmes conducted for value chain partners on any of the principles during the financial year:**

Total Number of Awareness Programmes Held	Topics/Principles Covered Under the Training	%Age of Value Chain Partners Covered (By Value of Business Done with Such Partners) Under the Awareness Programmes
16	BRSR 9 principles	20

2. **a. Does the entity have processes in place to avoid/manage conflicts of interest involving members of the Board? (Yes/No).**

Yes

- b. If yes, provide details of the same.**

The Company has a Code of Conduct. This Code of Conduct, aimed towards the Board of Directors and Senior Management, is made publicly accessible on the Company's website.Link - <https://www.thermaxglobal.com/corporate-governance-policies-and-disclosures/>

Directors, key managerial personnel, and senior management are expected to avoid situations where their personal interests conflict with the Company's welfare. They disclose any potential conflicts of interest to the Board annually.

Before entering related party transactions, necessary approvals are obtained from the Audit Committee and the Board, especially if Directors have vested interests. Directors and key managerial personnel should abstain from participating in decisions where they have a personal conflict of interest to prevent improper influence or complications.

Principle 2: Businesses should provide goods and services in a manner that is sustainable and safe

Essential Indicators

1. **Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of products and processes to total R&D and capex investments made by the entity, respectively.**

	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)	Details of Improvements in Environmental and Social Impacts
R&D	6	11	(1) Fuel Cell Development – Environmental - This reduces the CO2 emissions from the gen set and it produces clean power (2) Mobile air conditioning system (HVAC) – Environmental - This helps in saving the diesel consumption, and in turn also reduces CO2 emissions (3) CL2001-TAC demonstration at Bus World Brussel Expo Oct'21 (HVAC) – Environmental - This helps in saving the diesel consumption, and in turn it also reduces CO2 emissions (4) IC1714 - Incubation TAC AMF – Environmental - This will help in saving the diesel consumption, and in turn will also reduce CO2 emissions (5) Power Roll Solar Film - Environmental: To generate renewable power working on flexible solar, which will help reduce the CO2 emission for power generation (6) Green Hydrogen - Environmental: This will help in reducing the carbon emission in other hydrogen-producing technology (grey/blue/etc.)

	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)	Details of Improvements in Environmental and Social Impacts
			(7) Bio Hydrogen - Environmental: This will help in reducing the carbon emission in other hydrogen-producing technology (grey/blue/etc.) (8) WW1610 - CDI development for drinking water application - Social - This will help us in saving the water reject quantity and power consumption
Capex	6	13	(1) Ultrapure water plant setup: Project Name - JC-DMP1-080 - Reduction in VOC content in product by utilising a process which utilises less energy - Environmental Impact (Product & Process) (2) UPS Scheme at Polymer Plant Dahej - Project Name - JC-DMP1-089 Yield improvement and wastage reduction - Environmental Impact (Product) (3) 10 T x 30 Mtr span DG Goliath crane - Reduction in scope 3 emissions, improved safety and efficiency

2. **(a) Does the entity have procedures in place for sustainable sourcing? (Yes/No)**

Yes

- (b) If yes, what percentage of inputs were sourced sustainably?**

54

3. **Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for:**

Waste Type	Process Description
Plastics (Including Packaging)	Not Applicable
E-Waste	Not Applicable
Hazardous Waste	Not Applicable
Other Waste	Not Applicable

The Company does not have specific products for end-of-life reclamation. However, at project and operation sites, systems are in place to recycle, reuse, and dispose of waste according to regulatory requirements during construction and operation.

4. **Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes /No). (b) If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to the Pollution Control Boards? If not, provide steps taken to address the same**

Yes, the Company has obtained the Extended Producer Responsibility (EPR) registration for specific products. This includes collecting and recycling waste through a Central Pollution Control Board (CPCB) approved agency. The organisation is actively fulfilling its EPR obligations by taking effective steps, such as progressing towards brand owner registration status.

5. **Reclaimed products and their packaging materials (as percentage of products sold) for each product category:**

Indicate Product Category	Reclaimed Products and Their Packaging Materials as % of Total Products Sold in Respective Category
	Not Applicable



Principle 3: Businesses should respect and promote the well-being of all employees, including those in their value chains

Essential Indicator

1. (a) Details of measures for the well-being of employees:

Category	% of Employees Covered By										
	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent Employees											
Male	2,773	2,773	100	2,773	100	-	-	2,773	100	2,773	100
Female	319	319	100	319	100	319	100	-	-	319	100
Total	3,092	3,092	100	3,092	100	319	100	2,773	100	3,092	100
Other than Permanent Employees											
Male	2,650	2,650	100	2,650	100	-	-	2,650	100	2,650	100
Female	137	137	100	137	100	137	100	-	-	137	100
Total	2,787	2,787	100	2,787	100	137	100	2,650	100	2,787	100

(b) Details of measures for the well-being of workers:

Category	% of Employees Covered By										
	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent Workers											
Male	610	610	100	610	100	-	-	610	100	-	-
Female	2	2	100	2	100	2	100	-	-	-	-
Total	612	610	100	612	100	2	100	610	100	-	-
Other than Permanent Workers											
Male	2,340	-	0	-	0	-	0	-	0	-	0
Female	98	-	0	-	0	-	0	-	0	-	0
Total	2,438	-	0	-	0	-	0	-	0	-	0

The day-care facility is not provided to the permanent workers. The well-being of the workers other than permanent is the responsibility of the respective contractors engaged at the respective locations.

(c) Spending on measures towards the well-being of employees and workers (including permanent and other than permanent) in the following format:

	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Cost incurred on wellbeing measures as a % of the total revenue of the Company	0.19	0.17

Note: An independent assurance has been carried out by Price Waterhouse Chartered Accountants LLP on the FY 2024-25 indicators in the table above. Please find the assurance report on page no. 181

2. Details of retirement benefits, for the current and previous financial year

Benefits	FY 2024-2025 (Current Financial Year)			FY 2023-2024 (Previous Financial Year)		
	No. of Employees Covered as a % of Total Employees	No. of Workers Covered as a % of Total Workers	Deducted and Deposited with the Authority (Y/N/N.A.)	No. of Employees Covered as a % of Total Employees	No. of Workers Covered as a % of Total Workers	Deducted and Deposited with The Authority (Y/N/N.A.)
PF	100	100	Y	100	100	Y
Gratuity	100	100	Y	100	100	Y
ESI	1	4	Y	4	-	Y
Others- Please Specify	Not Applicable			Not Applicable		

3. Accessibility of workplaces

Are the premises/offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard?

The Company is working towards improving infrastructure for eliminating barriers to accessibility for differently-abled people. Ramps have been constructed at various locations, and wheelchairs and separate washrooms are provided at select sites.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Yes, <https://www.thermaxglobal.com/about-us/policies/>

5. Return to work and retention rates of permanent employees and workers that took parental leave.

Gender	Permanent Employees		Permanent Workers	
	Return to Work Rate	Retention Rate	Return to Work Rate	Retention Rate
Male	100	100	NA*	NA
Female	100	100	NA	NA
Total	100	100	NA	NA

*No permanent workers have availed parental leave during FY 2024-25.

6. (a) Is there a mechanism available to receive and redress grievances for the following categories of employees and workers? If yes, give details of the mechanism in brief.

Permanent Workers	Yes, the mechanism to receive and redress grievances is in place. The Whistleblower Policy facilitates the reporting of protected disclosures to top-level management, including the Chairperson, Managing Director, or the Chair of the Audit Committee. This process is managed through distinct communication avenues, channelling grievances from different sources and addressing them to senior officials. Two specific email addresses have been assigned for this purpose to ensure written complaints can be directly submitted. The confidentiality of the Whistleblower is maintained, and any retaliatory actions are strictly prohibited.
Other than Permanent Workers	
Permanent Employees	
	The organisation has implemented a Prevention of Sexual Harassment Policy, consistent with the directives of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. This policy applies to all individuals, irrespective of their employment status, and is supported by regular virtual training sessions to create awareness within the organisation.
Other than Permanent Employees	Moreover, a Code of Conduct applies equally to both employees and business partners. To ensure adherence to this code, diverse training initiatives have been undertaken, encompassing all employees from various business sectors and geographies. However, the Whistleblower Policy does not include daily workers' grievances. To address these concerns, the company organises town hall meetings, providing a platform for employees to freely voice their troubles. Additionally, several other platforms, including induction sessions are available for employees to articulate their grievances.

**7. Membership of employees and workers in association(s) or unions recognised by the listed entity:**

Category	FY 2024-25 (Current Financial Year)			FY 2023-24 (Previous Financial Year)		
	Total Employees / Workers in Respective Category (A)	No. of Employees / Workers in Respective Category, Who are Part of Association(s) or Union (B)	% (B / A)	Total Employees / Workers in Respective Category (C)	No. of Employees / Workers in Respective Category, Who are Part of Association(s) or Union (D)	% (D / C)
Total Permanent Employees						
- Male	2,773	0	0	0	0	0
- Female	319	0	0	0	0	0
Total Permanent Workers						
- Male	610	538	88	540	462	86
- Female	2	0	0	2	0	0

8. Details of training given to employees and workers:

Category	FY 2024-25 (Current Financial Year)					FY 2023-24 (Previous Financial Year)				
	Total (A)	On Health and Safety Measures		On Skill Upgradation		Total (D)	On Health and Safety Measures		On Skill Upgradation	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No.(E)	% (E / D)	No. (F)	% (F / D)
Employees (Permanent + Other than Permanent)										
Male	5,423	4,542	84	2,225	41	6,667	4,021	60	4,004	60
Female	456	262	57	300	66	422	173	41	310	73
Total	5,879	4,804	82	2,525	43	7,089	4,194	59	4,314	60
Workers										
Male	11,326	11,008	97	610	5	18,757	17,332	92	340	2
Female	206	180	87	2	1	73	73	100	2	3
Total	11,532	11,188	97	612	5	18,830	17,405	92	342	2

Note: Training to workers includes, workers deployed at site locations.

9. Details of performance and career development reviews of employees and workers:

Category	FY 2024-2025 Current Financial Year			FY 2023-2024 Previous Financial Year		
	Total (A)	No. (B)	% (B / A)	Total (D)	No.(E)	% (E / D)
Employees						
Male	5,423	5,423	100	5,203	5,203	100
Female	456	456	100	350	350	100
Total	5,879	5,879	100	5,533	5,533	100
Workers						
Male	610	445	73	540	390	72
Female	2	2	100	2	2	100
Total	612	447	73	542	392	72

10. Health and safety management system:**(a) Whether an occupational health and safety management system has been implemented by the entity? (Yes/No). If yes, the coverage of such a system?**

Yes, the Company has taken a systematic approach to safeguard the health and safety of its employees by implementing the ISO 45001:2018 Occupational Health and Safety Management System across its manufacturing,

EPC (engineering, procurement, and construction) and O&M (operations & maintenance) sites. This application aims to promote a positive occupational health and safety (OHS) culture within the organisation.

By establishing standard operating procedures for every task, the organisation ensures that activities are carried out consistently and safely. In addition, contingency management protocols have been instituted, including conducting frequent mock drills, to increase preparedness and response to potential emergencies.

The organisation conducts regular training sessions about occupational health and safety procedures and preferred practices.

(b) What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

The Company has adopted multiple methods for identifying potential and work-related risks to ensure a healthy and safe workplace. These methods include risk assessments such as Hazard Identification and Risk Assessment (HIRA), job safety analysis, and Hazard and Operability Study (HAZOP); Health, Safety, and Environment (HSE) audits; site severity index ratings; and daily site inspections, which are conducted regularly. Furthermore, a digital platform called “Thermax LIFE” has been implemented. This platform is utilised by Thermax employees and workers, including contractor workers, for reporting any identified hazards. The platform also facilitates the monitoring and tracking of reported hazard resolutions. These measures contribute to creating a safe and healthy environment for all personnel.

(c) Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Yes/No)

To enhance safety norms, the company has implemented a digital platform called “Thermax LIFE” for reporting at-risk behaviours, unsafe conditions, near-miss incidents, and HSE inspections. Access is provided to employees and workers, including contractor workers. This digital tool has significantly improved safety measures at our locations by substantially mitigating associated risks.

Additionally, we conduct detailed risk assessments and issue permits to work for non-routine activities to ensure tasks are performed safely. Stop Work Authority is also a fundamental aspect of our safety culture, empowering employees and workers to halt work if they feel unsafe or if someone is in danger.

Furthermore, the Company has adopted new initiatives aimed at promoting a safety culture. One such measure is the implementation of a Behaviour-Based Safety Programme. Through this programme, the Company encourages safe behaviour among employees and workers, rectifies any inappropriate at-risk behaviour, and flags it for future reference.

Regular Safety Committee meetings provide a platform for workers to raise any concerns they may have regarding workplace hazards. In addition to this, the Company is progressively digitising HSE management. This move aims to foster a sense of accountability among employees and improve the transparency of our operations.

To motivate and reward compliance with safety standards, the organisation has instituted a recognition system for individuals who demonstrate exemplary commitment to safety protocols. Simultaneously, a consequence management system has been structured to address any violations of the established safety protocols.

(d) Do the employees/workers of the entity have access to non-occupational medical and healthcare services? (Yes/No)

Yes. Medical centres and first aid facilities are available for both employees and workers. The entity has implemented several measures diligently to ensure a secure and healthy environment for the workforce. The on-site medical facilities are easily accessible to all staff members. Additionally, first aid facilities are available across the organisation, prepared for immediate assistance in case of any emergencies or unforeseen medical

conditions. This comprehensive healthcare infrastructure upholds the health and well-being of not just permanent employees but also temporary and contractual labour.

11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category	FY 2024-2025 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Lost Time Injury Frequency Rate (LTIFR) (Per One Million-Person Hours Worked)	Employees	-	-
	Workers (including the contract workforce)	0.11	0.55
Total Recordable Work-Related Injuries#	Employees	1	3
	Workers (including the contract workforce)	24	20
No. of Fatalities	Employees	-	-
	Workers (including the contract workforce)	-	-
High Consequence Work-Related Injury or Ill-Health (Excluding Fatalities)	Employees	-	-
	Workers (including the contract workforce)	-	-
No. of Permanent Disabilities	Employees	-	-
	Workers (including the contract workforce)	-	-

Note: An independent assurance has been carried out by Price Waterhouse Chartered Accountants LLP on the FY 2024-25 BRSR Core indicators in the table above. Please find the assurance report on page no. 181

*The incidents that occurred at manufacturing locations and offices are included.

Note: As per the industry standards released by SEBI, number of permanent disabilities is disclosed under High Consequence Work related Injuries/ Ill health by the company.

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

The Company has incorporated protective measures to ensure a safe and healthy working environment. Ensuring the well-being and safety of all regular and contractual employees is a fundamental priority for the organisation.

The organisation's Occupational Health, Safety, and Environmental (OHSE) Policy, authorised by the Managing Director and CEO, serves as a compulsory guideline for every individual employed by or representing Thermax Limited. We emphasise the non-negotiable adherence to Thermax's lifesaving rules throughout the Company. The importance of these rules is communicated to all employees and workers, including contractor workers, highlighting that any deviation from these principles will not be tolerated, with consequences clearly outlined for violations.

The Company is committed to providing regular Health, Safety, and Environment (HSE) training to all employees through on-the-job training, classroom training, and online training covering diverse safety subjects. We conducted the IOSH Managing Safely training programme for our line managers.

In compliance with statutory requirements, safety committees have been established, and safety council meetings are organised regularly at respective work locations and business units.

Pre-employment medical fitness evaluations are a condition of hiring, ensuring that all employees and workers meet health standards. Compliance with Health, Safety & Environment guidelines is affirmed by department heads and undergoes regular scrutiny. To monitor attentively, periodic safety audits and inspections focussed on high-risk sectors such as work at height, material handling, confined spaces, electrical, and fire safety parameters are performed by cross-functional teams. If necessary, corrective actions are taken promptly to rectify any issues identified.

We also encourage our line managers to take on the role of a safety officer for a day, performing tasks such as conducting toolbox talks, safety inspections, safety meetings, and incident investigations.

Safety is highlighted as the utmost priority during all Board meetings, creating a ripple effect that extends to every employee. The accountability framework emphasises the safety of permanent, contractual, and temporary workers. The Company pledges to maintain these initiatives and explore further opportunities to solidify the safety measures for our workforce.

13. Number of complaints on the following made by employees and workers

	FY 2024-25 (Current Financial Year)			FY 2023-24 (Previous Financial Year)		
	Filed During the Year	Pending Resolution at the End of the Year	Remarks	Filed During the Year	Pending Resolution at the End of the Year	Remarks
Working Conditions	0	0	NA	0	0	NA
Health and Safety	0	0	NA	0	0	NA

Note: The Company has a mechanism to track complaints and the numbers are mentioned under respective heads in the report. There are no other complaints received during the year.

14. Assessments for the year

	% of Your Plants and Offices that Were Assessed (by Entity or Statutory Authorities or Third Parties)
Health and Safety Practices	No assessment was conducted by the statutory authority.
Working Conditions	No assessment was conducted by the statutory authority.

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks/concerns arising from assessments of health & safety practices and working conditions.

Not Applicable

Leadership Indicators

1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N), (B) Workers (Y/N)?

Employees (Y/N)	Yes
Workers (Y/N)	Yes*

*Only permanent workers are considered. The Company has started extending the life insurance coverage to the workers from January 2023 and other workers will be covered gradually. Currently, workers engaged at 2 manufacturing units are covered under the Death Benevolent Fund as a part of the wage settlement agreement.

2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

To ensure a safe and healthy work environment, the entity lays significant emphasis on strict adherence to relevant statutory provisions. This incorporates payment and deduction of mandatory dues, which is duly integrated within the contract agreement with all value chain partners. The Company ensures all clauses associated with legal compliance are meticulously validated and abided by all parties involved. Moreover, contractors are obligated to furnish supporting documentation for the payment of statutory dues, such as Provident Fund (PF), Employee's State Insurance (ESIC) alongside their invoices. Additionally, the entity also supervises the Goods and Services Tax (GST) payments of vendors during the process of releasing payments, further reinforcing its commitment to maintaining legal and regulatory compliance.



3. Provide the number of employees/workers having suffered high consequence work related injury/ill-health/fatalities (as reported in Q11 of Essential Indicators above), who have been rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

	Total no. of Affected Employees/ Workers		No. of Employees/Workers that are Rehabilitated and Placed in Suitable Employment or Whose Family Members Have Been Placed in Suitable Employment	
	FY 2024-25 (Current Financial Year)	FY 2024-25 (Previous Financial Year)	FY 2024-25 (Current Financial Year)	FY 2024-24 (Previous Financial Year)
Employees	0	0	0	0
Workers	0	0	0	0

4. Does the entity provide transition assistance programmes to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/No)

No

Principle 4: Businesses should respect the interests of and be responsive to all its stakeholders

Essential Indicator

1. Describe the processes for identifying key stakeholder groups of the entity.

The Company recognises the importance of identifying and engaging with various stakeholders to gain insight into their expectations and develop effective strategies. Key stakeholders, both internal and external, are identified based on their impact on the Company's operations and functioning. These include employees, shareholders, customers, investors, communities, suppliers, and vendors. Channels of communication have been established to facilitate open dialogue and understanding of issues that are critical to their respective interests. This enables us to create shared value and make a positive contribution to building a sustainable society.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether Identified as Vulnerable & Marginalised Group (Yes/No)	Channels of Communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of Engagement (Annually/ Half yearly/ Quarterly/ Others – Please Specify)	Purpose and Scope of Engagement including Key Topics and Concerns Raised During Such Engagement
Owners & Shareholders	No	(1) Annual Report (2) Company website (3) Quarterly calls (4) Investor relationship meetings and AGM (5) Various publications (6) Stock exchange notifications (7) Newspapers (8) Emails (9) Stakeholders Relationship committee (10) Investor relations (11) Registrar & transfer agent	Quarterly/Half Yearly	Purpose: (1) Continuously elevating corporate value (2) Delivering better returns on investments Concerns Raised: (1) Company's financial health (2) Effective risk controls (3) Fair business practices -Improved return on investment

Stakeholder Group	Whether Identified as Vulnerable & Marginalised Group (Yes/No)	Channels of Communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of Engagement (Annually/ Half yearly/ Quarterly/ Others – Please Specify)	Purpose and Scope of Engagement including Key Topics and Concerns Raised During Such Engagement
Employees and Workers	No	(1) Awards (2) Department Meetings (3) Surveys (4) Townhalls (5) Trainings (6) Workshops (7) Nomination & Remuneration Committee (8) Human Resource Function	Continuous	Purpose: (1) Employee well-being (2) Functional and soft skill Development (3) Structured learning (4) Talent attraction and retention Concerns Raised: (1) Career growth (2) Employee benefits (3) Performance management
Customers	No	(1) Advertisement campaigns (2) Brochures (3) Company website (4) Customer care (5) Customer meets (6) Customer satisfaction survey (7) Feedback forms - Fireside (in-house magazine) (8) Events and exhibitions (9) Emailers (10) Social media webinars	Continuous	Purpose: (1) Providing a comprehensive portfolio of products and solutions aligned with their evolving requirements Concerns Raised: (1) Quality (2) Responsiveness (3) Timely project completion (4) Engineering technique
Vendors and Business Partners	No	(1) Enquiries via telephone and e-mail (2) Periodic partner meets (3) Publications (4) Supplier surveys (5) Tendering and procurement	Continuous	Purpose: (1) Assessment and audit of suppliers (2) Aligning suppliers with environmental and supplier code of conduct (3) Conforming to quality and HSE (Health, Safety and Environment) Concerns Raised: (1) Purchase processes (2) Repeat orders (3) Timely payments
Government Authorities	No	(1) Activities through business and industry groups (2) Industry associations (3) Participation in policy councils (4) Inspection (5) Report & return submission to the authorities	Continuous	Purpose: (1) Building businesses contributing to the development (2) Making mandatory and non-mandatory disclosures Concerns Raised: (1) Compliance with regulations (2) CSR reporting (3) ESG performance



Stakeholder Group	Whether Identified as Vulnerable & Marginalised Group (Yes/No)	Channels of Communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of Engagement (Annually/ Half yearly/ Quarterly/ Others – Please Specify)	Purpose and Scope of Engagement including Key Topics and Concerns Raised During Such Engagement
Communities and Academia Groups	No	(1) CSR initiatives (2) Community development (3) Engaging with local authorities (4) Engaging with research institutes and premier universities	Continuous	Purpose: (1) Contributing to the well-being of local communities through social activities (2) Educational Initiatives (3) Health and skill development (4) Research and development initiatives Concerns Raised: (1) Creating livelihoods (2) Developing community infrastructure (3) Improving living standards (4) Developing commercially viable solutions

Leadership Indicator

- Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.**

The Company's management frequently engages with its key stakeholders, including investors, customers, suppliers, and employees. Progress updates are provided to the Board, and their inputs are sought periodically. The Board of Directors is regularly updated on various topics, including industry overviews, customer service updates, digital initiatives, Corporate Social Responsibility projects, financial performance, and strategy. Additionally, the Directors are briefed on the regulatory environment, including significant regulatory developments, circulars, and amendments by bodies such as the Securities & Exchange Board of India and the Ministry of Corporate Affairs. Feedback from the Board is also collected to ensure alignment and collaboration.

- Whether stakeholder consultation is used to support the identification and management of environmental, and social topics. If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.**

Yes, the Company utilises materiality assessments to engage with stakeholders and priority issues related to economic, environmental, and social topics. In addition, the Company interacts with investors and analysts to gain an understanding of their expectations and incorporate them into the sustainability framework. This has led to the development of several initiatives focussed on responsible investing, equal opportunity, diversity and inclusion policies, privacy policies, human capital, environmental impact, and sustainability risk assessments.

- Provide details of instances of engagement with, and actions taken to address the concerns of vulnerable/marginalised stakeholder groups.**

The Company places a strong emphasis on education for economically underprivileged children, with Thermax Foundation supporting two Akanksha Foundation schools in Pune through a public-private partnership. Additionally, Thermax Foundation provides support to Akanksha Foundation alumni through mentorship and guidance to pursue higher education and careers. In addition to education, the Company is also involved in addressing social discrimination through affirmative action, skill development, and employability initiatives. The Company's social arm, Thermax Foundation, also addresses complex health, safety, and environmental issues faced by disadvantaged, vulnerable, and marginalised stakeholders.

Principle 5: Businesses should respect and promote human rights

Essential Indicator

- Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:**

Category	FY 2024-25 (Current Financial Year)			FY 2023-24 (Previous Financial Year)		
	Total (A)	No. of Employees/ Workers Covered (B)	% (B / A)	Total (C)	No. of Employees/ Workers Covered (D)	% (D/C)
Employees						
Permanent	3,511	3,511	100	3,255	3,255	100
Other than Permanent	4,473	4,473	100	3,834	3,834	100
Total Employees	7,984	7,984	100	7,089	7,089	100
Workers						
Permanent	612	612	100	542	542	100
Other than Permanent	2,438	Not Applicable*		3,159	Not Applicable*	
Total Workers	3,050		-	3,701	542	0

* For non-permanent workers or contractually employed personnel, the responsibility to provide training on the same aspects of human rights lies with their respective contractors. This unified approach ensures consistent understanding and adherence to the principles that underline a safe and respectful workplace.

Note: The above table includes employees and workers who had been trained during the year.

As part of an ongoing commitment to uphold Human Rights, the entity has incorporated several measures into its operational activities to ensure a safe and healthy work environment. These include the ongoing implementation of the Human Rights Policy, the inclusion of human rights components into the entity's Code of Conduct, adherence to Child Labour Laws, and the foundation of preventive policies against Sexual Harassment at the workplace.

To facilitate comprehension and awareness of these principles among the workforce, the entity has established a structured induction process for newly appointed employees and permanent workers. This introductory plan includes training and orientation sessions focussed on the aforementioned aspects of human rights in the workplace.

- Details of minimum wages paid to employees and workers, in the following format:**

Category	FY 2024-25					FY 2023-24				
	(Current Financial Year)					(Previous Financial Year)				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B /A)	No. (C)	% (C /A)		No. (E)	% (E/ D)	No. (F)	% (F/ D)
Employees										
Permanent										
Male	2,773	-	-	2,773	100	2,572	-	-	2,572	100
Female	319	-	-	319	100	258	-	-	258	100
Other than Permanent										
Male	2,650	-	-	2,650	100	2,631	-	-	2,650	100
Female	137	-	-	137	100	92	-	-	137	100
Workers										
Permanent										
Male	610	-	-	610	100	540	-	-	540	100
Female	2	-	-	2	100	2	-	-	2	100
Other than Permanent										
Male	2,340	759	32	1,581	68	2,269	-	-	2,269	100
Female	98	62	63	36	37	71	-	-	71	100

**3. (a) Details of remuneration/salary/wages, median remuneration/wages:**

	Male		Female	
	Number	Median Remuneration/ Salary/Wages of the Respective Category	Number	Median Remuneration/ Salary/Wages of the Respective Category
Board of Directors (BoD)	7	3,820,000	2	5,050,000
Key Managerial Personnel	2	50,116,423	1	5,027,575
Employees other than BoD and KMP	5,423	660,000	456	707,800
Permanent Workers	610	45,609	2	22,982
Contractual Workers	1,181	17,191	98	15,373

(b) Gross wages paid to females as % of total wages paid by the entity, in the following format:

	FY 2024-2025 Current Financial Year	FY 2023-2024 Previous Financial Year
Gross wages paid to females as % of total wages	7	6

Note: An independent assurance has been carried out by Price Waterhouse Chartered Accountants LLP on the FY 2024-25 indicators in the table above. Please find the assurance report on page no. 181

Note: As per the industry standards released by SEBI, in addition to the permanent employees/workers, salaries to other than permanent employees/workers (i.e. contractual workers/employees) have included for FY 2024-25. Hence the numbers are not comparable to last year's number to that extent.

4. Do you have a focal point (Individual/Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

Operating under COBEC (Code of Business Ethics & Conduct), POSH (Prevention of Sexual Harassment), and the Whistleblower Policy, the Company has established relevant committees to respond to a variety of work-related incidents. Employees and stakeholders who have concerns or grievances have protected channels through which to report them, including directly reaching out to the Chairperson, the Managing Director, or the Chairperson of the Audit Committee. The Company has established a clear procedure for receiving and directing grievances from different platforms towards the relevant parties. Furthermore, strict confidentiality is maintained to protect whistleblowers from any form of retaliatory actions.

Thermax has also implemented the Prevention of Sexual Harassment Policy in accordance with the requisites put forth by the Sexual Harassment of Women at Workplace Act of 2013. This measure is all-inclusive, covering all employees, irrespective of their employment status—permanent, contractual, temporary, or trainees. The Company conducts periodic awareness sessions.

Lastly, with the Company-wide adoption of COBEC, Thermax mandates adherence to a specific set of business ethics and conduct, applicable across all its employees and business associates. This has been complemented by a slew of training programmes aimed at reaching all business divisions and regions since the instatement of COBEC.

6. Number of complaints on the following made by employees and workers:

	FY 2024-2025 (Current Financial Year)			FY 2023-2024 (Previous Financial Year)		
	Filed During the Year	Pending Resolution at the End of Year	Remarks	Filed During the Year	Pending Resolution at the End of Year	Remarks
Sexual Harassment	2	0	Complaints are resolved	1	0	Complaint is resolved
Discrimination at Workplace	0	0	No complaint received	0	0	No complaint received
Child Labour	0	0	No complaint received	0	0	No complaint received
Forced Labour/ Involuntary Labour	0	0	No complaint received	0	0	No complaint received
Wages	0	0	No complaint received	0	0	No complaint received
Other Human Rights Related Issues	0	0	No complaint received	0	0	No complaint received

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

	FY 2024-2025 (Current Financial Year)	FY 2023-2024 (Previous Financial Year)
Total Complaints reported under Sexual Harassment on Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	2	1
Complaints on POSH as a % of female employees/workers	0.41	0.24
Complaints on POSH upheld	2	1

Note: An independent assurance has been carried out by Price Waterhouse Chartered Accountants LLP on the FY 2024-25 indicators in the table above. Please find the assurance report on page no. 181

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

The Company believes in upholding fairness and meritocracy through a policy framework that strictly adheres to non-discriminatory practices and provides equal opportunities to all individuals, regardless of their gender, religion, caste, race, age, community, physical ability, or sexual orientation. To achieve this, the Company has implemented various policies such as the Code of Conduct, Prevention of Sexual Harassment, and Rights of Persons with Disabilities. These policies ensure a robust grievance redressal process and establish clear employee responsibilities and acceptable conduct. By upholding these policies, the Company promotes a diverse and inclusive culture in the workplace.

9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes

10. Assessments for the year:

	% of Your Plants and Offices that Were Assessed (by Entity or Statutory Authorities or Third Parties)
Child Labour	100
Forced/Involuntary Labour	100
Sexual Harassment	100
Discrimination at Workplace	100
Wages	100

Internal Assessment carried out by Thermax Limited at its Plants & offices.

11. Provide details of any corrective actions taken or underway to address significant risks/concerns arising from the assessments at Question 9 above.

Not Applicable

Leadership Indicator

1. Details of a business process being modified/introduced as a result of addressing human rights grievances/complaints.

The organisation has implemented several robust policies and mechanisms to ensure a secure and wholesome work environment. These include COBEC, POSH, Whistleblower, and Equal Opportunity Policies to meticulously manage and address human rights grievances. These frameworks are potent tools to handle any incidents that may impact employees. However, at this stage, no alteration or introduction of business processes has taken place. Through this comprehensive approach, the organisation strictly adheres to maintaining an office environment that respects human rights and promotes well-being.

2. Details of the scope and coverage of any human rights due diligence conducted.

The human rights aspects are covered under various laws like the prevention of sexual harassment at the workplace, child labour law, equal opportunity policy, etc. The Company ensures that human rights aspects are strictly adhered to by following the applicable laws.

3. Is the premise/office of the entity accessible to differently-abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

The Company is working towards improving infrastructure for eliminating barriers to accessibility for differently-abled people. Ramps have been constructed at various locations, and wheelchairs and separate washrooms are provided at select sites.

4. Details on assessment of value chain partners:

% of Value Chain Partners (by Value of Business Done with Such Partners) that Were Assessed	
Sexual Harassment	54% value chain partners were assessed during FY 24-25.
Discrimination at Workplace	
Child Labour	
Forced Labour/Involuntary Labour	
Wages	
Others – Please Specify	

5. Provide details of any corrective actions taken or underway to address significant risks/concerns arising from the assessments at Question 4 above.

Not Applicable

Principle 6: Businesses should respect and make efforts to protect and restore the environment

Essential Indicator

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
From Renewable Sources		
Total Electricity Consumption (A)	32,120	21,295
Total Fuel Consumption (B)	103,848	54,998
Energy Consumption through Other Sources	-	-
Total Energy Consumed from Renewable Sources (A+B+C)	135,968	76,293
From Non-Renewable Sources		
Total Electricity Consumption (D)	59,715	66,938
Total Fuel Consumption (E)	81,144	118,836
Energy Consumption through Other Sources (F)	-	-
Total Energy Consumed from Non-Renewable Sources (D+E+F)	140,859	185,774
Total Energy Consumed (A+B+C+D+E+F)	276,827	262,067
% of energy consumed from renewable sources	49%	29%
Energy Intensity per Rupee of Turnover (Total Energy Consumption/Revenue from Operations)	0.0000044	0.0000045
Energy Intensity per Rupee of Turnover Adjusted for Purchasing Power Parity (PPP)*\$ (Total Energy Consumed/Revenue from Operations Adjusted for PPP)	0.00009145	0.00009435
Energy Intensity in Terms of Physical Output#		

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency. (Y/N) If yes, name of the external agency.

Yes, an independent assurance has been carried out by Price Waterhouse Chartered Accountants LLP on the FY 2024-25 BRSR core indicators in the table above (other than energy intensity per rupee of turnover). Please find the assurance report on page no. 181

*For FY 2023-24, the revenue from operations has been adjusted for PPP based on the latest PPP conversion factor published for the year 2024 by the World Bank for India which is 20.96.

\$For FY 2024-25, the revenue from operations has been adjusted for PPP based on the latest PPP conversion factor published for the year 2025 by the International Monetary Fund which is 20.66

#Due to the diverse nature of the business operations and products/services of the Company, it is not feasible to determine the physical output for the calculation of Energy Intensity.

2. Does the entity have any sites/facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N). If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

Not Applicable

3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Water Withdrawal by Source (in Kilolitres)		
(i) Surface Water	115,794	125,352
(ii) Groundwater	-	-
(iii) Third Party Water	618,232	582,190
(iv) Seawater/desalinated water	-	-
(v) Others (Rainwater Use)	38,458	32,362
Total Volume of Water Withdrawal (in Kilolitres) (i + ii + iii + iv + v)	772,484	739,304



Parameter	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Total Volume of Water Consumption (in Kilolitres)	393,393	388,849
Water Intensity Per Rupee of Turnover (Water Consumed/Turnover)	0.00000629	0.00000668
Water Intensity Per Rupee of Turnover Adjusted for Purchasing Power Parity (PPP) (Total Water Consumption/Revenue From Operations Adjusted for PPP)#	0.00012996	0.00013999
Water Intensity in Terms of Physical Output^		

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, an independent assurance has been carried out by Price Waterhouse Chartered Accountants LLP on the Total volume of water consumption, Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) for the FY 2024-25 indicators in the table above. Please find the assurance report on page no. 181

*The rainwater consumption for the Solapur unit is estimated based on the capacity of water pits for the storage of rainwater.

#For 2023-24, the revenue from operations has been adjusted for PPP based on the latest PPP conversion factor published for the year 2022 by the World Bank for India which is 20.96.

\$For FY 2024-25, the revenue from operations has been adjusted for PPP based on the latest PPP conversion factor published for the year 2025 by the International Monetary Fund which is 20.66

^Due to the diverse nature of the business operations and products/services of the Company, it is not feasible to determine the physical output for the calculation of Water Intensity.

4. Provide the following details related to water discharged:

Parameter	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Water Discharge by Destination and Level of Treatment (in Kilolitres)		
(i) To Surface Water	-	-
No Treatment	-	-
With Treatment – Please Specify Level of Treatment	-	-
(ii) To Groundwater	-	-
No Treatment	-	-
With Treatment – Please Specify Level of Treatment	-	-
(iii) To Seawater	367,958	349,342
No Treatment	-	-
With Treatment – Please Specify Level of Treatment (Tertiary Treatment)	367,958	349,342
(iv) Sent to Third-Parties	11,133	1,713
No Treatment	7,401	1,713
With Treatment – Please Specify Level of Treatment (Secondary Treatment)	1,129	-
With Treatment – Please Specify Level of Treatment (Tertiary Treatment)	2,603	-
(V) Others	-	-
No Treatment	-	-
With Treatment – Please Specify Level of Treatment	-	-
Total Water Discharged (in Kilolitres)	379,091	351,055

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency. (Y/N) If yes, name of the external agency.

Yes, an independent assurance has been carried out by Price Waterhouse Chartered Accountants LLP on the FY 2024-25 indicators in the table above, please find the assurance report on page no.181

5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

4 plants (Chinchwad, Savli, Solapur and Paudh) are Zero liquid discharge.

6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please Specify Unit	FY2024-25 (Current Financial Year)	FY2023-24* (Previous Financial Year)
NOx	T/Y	15	19
SOx	T/Y	13	16
Particulate Matter (PM)	T/Y	33	39
Persistent Organic Pollutants (POP)		Not Applicable	Not Applicable
Volatile Organic Compounds (VOC)	T/Y	6	3
Hazardous Air Pollutants (HAP)		Not Applicable	Not Applicable
Others – Please Specify			

*The numbers for FY 2023-24 are recalculated.

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency. (Y/N) If yes, the name of the external agency.

No

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Total Scope 1 Emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFC _s , PFC _s , SF ₆ , NF ₃ , if Available)	Metric tonnes of CO ₂ equivalent	7,384	8,838^
Total Scope 2 Emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFC _s , SF ₆ , NF ₃ , if Available)	Metric tonnes of CO ₂ equivalent	12,059	13,312
Total Scope 1 and Scope 2 Emission intensity Per Rupee of Turnover (Total Scope 1 and Scope 2 GHG Emissions/Revenue from Operations)	Metric tonnes of CO ₂ equivalent / Crore of revenue	0.00000031	0.00000038
Total Scope 1 and Scope 2 Emission Intensity Per Rupee of Turnover Adjusted or Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG Emissions/Revenue from Operations Adjusted for PPP)*\$		0.00000642	0.00000798
Total Scope 1 and Scope 2 Emission Intensity in Terms of Physical Output#			

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency. (Y/N) If yes, name of the external agency.

Yes, an independent assurance has been carried out by Price Waterhouse Chartered Accountants LLP on the FY 2024-25 BRSR core indicators in the table above (other than Total Scope 1 and Scope 2 emission intensity per rupee of turnover). Please find the assurance report on page no. 181

*For FY 2023-24, the revenue from operations has been adjusted for PPP based on the latest PPP conversion factor published for the year 2022 by the World Bank for India which is 20.96

\$For FY 2024-25, the revenue from operations has been adjusted for PPP based on the latest PPP conversion factor published for the year 2025 by the International Monetary Fund which is 20.66

#Due to the diverse nature of the business operations and products/services of the Company, it is not feasible to determine the physical output for the calculation of Scope 1 and Scope 2 emission Intensity.

Total Biogenic emissions due to biomass and biofuel for FY 2024-25 and FY 2023-24 is 11,337 MTCO₂e and 6,160 MTCO₂e respectively.

^Biogenic emissions in FY 2023-24 were included in Scope 1 emissions, it is now disclosed separately.

8. Does the entity have any projects related to reducing green house gas emission? If yes, then provide details.

Over the past year, significant strides have been made through targeted initiatives, such as maximising renewable electricity use at key manufacturing facilities in Chinchwad and Shirwal, increasing the installed solar rooftop capacity by 109 kWp at Solapur, and switching the fuel at the Chinchwad plant's furnace from light diesel oil to piped natural gas. These specific actions have culminated in a notable reduction in absolute emissions, amounting to 19443 tCO₂e, which is a 42.6% reduction from the FY19 baseline.

9. Provide details related to waste management by the entity, in the following format

Parameter	FY 2024-25 (Current Financial Year)	FY2023-24 (Previous Financial Year)
Total Waste Generated (in metric tonnes)		
Plastic Waste (A)	151	148
E-waste (B)	15	7
Bio-medical Waste (C)	0**	0**
Construction and Demolition Waste (D)	71	-
Battery Waste (E)	0***	-
Radioactive Waste (F)	-	-
Other Hazardous Waste. Please Specify, if Any. (G)	13,355	12,780
Other Non-Hazardous Waste Generated (H). Please Specify, if Any. (Break-Up by Composition i.e. by Materials Relevant to the Sector)	4,124	3,543
Total (A+B + C + D + E + F + G+ H)^	17,716	16,479
Waste Intensity Per Rupee of Turnover (Total Waste Generated/Revenue From Operations)	0.00000028	0.00000028
Waste Intensity Per Rupee of Turnover Adjusted For Purchasing Power Parity (PPP).*\$ (Total Waste Generated/Revenue from Operations Adjusted for PPP)	0.00000585	0.00000593
Waste Intensity in Terms of Physical Output#		
Waste Intensity (Optional) – the Relevant Metric May Be Selected by The Entity		
For Each Category of Waste Generated, Total Waste Recovered Through Recycling, Reusing or Other Recovery Operations (in Metric Tonnes)		
Category of waste		
(i) Recycled	14,040	3,912
(ii) Reused	71	-
(iii) Other Recovery Operations	-	-
Total	14,111	3,912
For Each Category of Waste Generated, Total Waste Disposed by Nature of Disposal Method (in Metric Tonnes)		
Category of waste		
(i) Incineration (Including Co-processing)	2,469	11,381
(ii) Landfilling	1,137	1,186
(iii) Other Disposal Operations	-	-
Total	3,605	12,567

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, an independent assurance has been carried out by Price Waterhouse Chartered Accountants LLP on the FY 2024-25 BRSR core indicators in the table above (other than waste intensity per rupee of turnover). Please find the assurance report on page no. 181

*For FY 2023-24 the revenue from operations has been adjusted for PPP based on the latest PPP conversion factor published for the year 2022 by the World Bank for India which is 20.96

\$For FY 2024-25, the revenue from operations has been adjusted for PPP based on the latest PPP conversion factor published for the year 2025 by the International Monetary Fund which is 20.66

**Bio-medical Waste - 0.03 for FY 2023-24 and FY 2024-25.

***Battery Waste is NIL for FY 2023-24 and 0.04 for FY 2024-25 respectively

#Due to the diverse nature of the business operations and products/services of the Company, it is not feasible to determine the physical output for the calculation of waste Intensity.

^Waste is accounted for at the time of disposal and therefore waste disposed has been considered as waste generated.

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your Company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

The Company has implemented comprehensive waste management practices focussing on waste segregation, monitoring, and responsible disposal in accordance with regulations. At Paudh manufacturing unit has optimised lime consumption, resulting in a significant reduction in ETP sludge generation. The Company has also diverted 24% of boiler ash to brick manufacturing, with plans to recycle 100% of it from January 2025. Furthermore, all manufacturing units have remained single-use plastic-free throughout FY 2024–25, promoting sustainability and reducing plastic waste. Our approach ensures that hazardous and toxic chemicals are minimised by substituting them with safer alternatives in water treatment and other processes, contributing to reduced waste generation and enhanced environmental compliance.

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones, etc.) where environmental approvals/clearances are required, please specify details in the following format:

S. No.	Location of Operations/Offices	Type of Operations	Whether the Conditions of Environmental Approval/Clearance are Being Complied with? (Y/N) If No, The Reasons Thereof and Corrective Action Taken, if Any.
			NIL

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and Brief Details of Project	EIA Notification No.	Date	Whether Conducted by Independent External Agency (Yes / No)	Results Communicated in Public Domain (Yes / No)	Relevant Web Link
					NIL

13. Is the entity compliant with the applicable environmental law/regulations/guidelines in India, such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment Protection Act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

S. No.	Specify the Law/ Regulation/Guidelines which Was Not Complied with	Provide Details of the Non- compliance	Any Fines/Penalties/Action Taken by Regulatory Agencies Such as Pollution Control Boards or by Courts	Corrective Action Taken, if Any
				NIL

Leadership Indicator

1. Water withdrawal, consumption, and discharge in areas of water stress (in kilolitres).

For each facility/plant located in areas of water stress, provide the following information:

- Name of the area – Ahmedabad, Bengaluru, Bhubaneshwar, Chandigarh, Chennai, Kolkata, Lucknow and Delhi
- Nature of operations – Regional Offices & Guest Houses
- Water withdrawal, consumption, and discharge in the following format:



Parameter	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Water withdrawal by source (in kilolitres)		
(i) Surface Water	-	-
(ii) Groundwater	-	-
(iii) Third Party Water	4,333	1,223
(iv) Seawater/Desalinated Water	-	-
(v) Others	-	-
Total Volume of Water Withdrawal (in kilolitres)	4,333	1,223
Water Intensity per Rupee of Turnover(Water consumed/ turnover)	0.00000007	0.00000002
Water Intensity (optional) – The Relevant Metric may be Selected by the Entity	-	-
Water Discharge by Destination and Level of Treatment (in kilolitres)		
(i) Into Surface water	-	-
- No treatment	-	-
- With treatment – Please Specify Level of Treatment	-	-
(ii) Into Groundwater	-	-
- No treatment	-	-
- With Treatment – Please Specify Level of Treatment	-	-
(iii) Into Seawater	-	-
- No treatment	-	-
- With Treatment – Please Specify Level of Treatment	-	-
(iv) Sent to Third-parties	-	-
- No Treatment	1,735	-
- With Treatment – Please Specify Level of Treatment	1,680	-
(v) Others	-	-
- No Treatment	-	-
- With treatment – Please Specify Level of Treatment	-	-
Total Water Discharged (in Kilolitres)	3,415	-

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

2. Please provide details of total Scope 3 emissions & its intensity, in the following format:

Parameter	Unit	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Total Scope 3 Emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if Available)	Metric tonnes of CO2 equivalent	Not captured in FY 24-25	Not captured in FY 23-24
Total Scope 3 Emissions Per Rupee of Turnover	Metric tonnes of CO2 equivalent	Not captured in FY 24-25	Not captured in FY 23-24
Total Scope 3 Emission Intensity (Optional) – The Relevant Metric May Be Selected by the Entity	Metric tonnes of CO2 equivalent	Not captured in FY 24-25	Not captured in FY 23-24

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

3. With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.

No manufacturing unit and offices are located in ecological sensitive area. Hence, not applicable.

4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions/effluent discharge/waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

Sr. No	Initiative Undertaken	Details of the Initiative (Web-link, if any, may be provided along-with summary)	Outcome of the Initiative
1	Switching to Cleaner Fuel at Chinchwad Plant (LDO to PNG)	The Company has successfully transitioned from Light Diesel Oil (LDO) to Piped Natural Gas (PNG) for the stress release furnace at our Chinchwad plant, demonstrating our commitment to sustainability and operational efficiency. Previously, the use of LDO resulted in high greenhouse gas (GHG) emissions, poor air quality, and frequent maintenance issues due to inefficient burner placement and manual operation requirements. To address these challenges, we implemented several solutions, including the installation of a PNG gas line, 18 gas burners, a gas train, an air modulator, an auto temperature controller, a flame ignitor, and a gas meter. Additionally, we modified the exhaust system for better efficiency and connected the controller to a UPS line for uninterrupted operation.	The project, meticulously planned and executed, has resulted in a significant reduction of 1150 tCO ₂ e per year, lower operational costs, improved air quality, and reduced maintenance needs.
2	In Dahej Boiler Ash Diversion to Brick Manufacturing	Collaborated with and financed a local brick manufacturing unit to utilise boiler ash as a raw material for making fly-ash bricks. This initiative supports waste-to-resource circularity and local entrepreneurship.	<ul style="list-style-type: none">- In FY 2024–25, 24% of total boiler ash generated was diverted to brick manufacturing.- From January 2025 onwards, 100% of boiler ash generated is being recycled for brick production.- Reduced landfill dependency and supported sustainable local entrepreneurship.
3	Water Neutrality Achievement at Sricity Unit	The Sricity manufacturing unit conducted a comprehensive water audit and implemented rainwater harvesting, treated water reuse, and water conservation measures. Following third-party verification, the unit was certified as Water Positive by TÜV SÜD.	<ul style="list-style-type: none">- Achieved a Water Positive Ratio of 1.54 in FY 2024–25.
4	Single-Use Plastic Free Manufacturing Units	All manufacturing units Dahej, Paudh, Jhagadia, Savli, Chinchwad, Solapur and Sricity implemented strict protocols to eliminate the use of single-use plastics, including vendor engagement, employee sensitisation, and replacement with sustainable alternatives.	<ul style="list-style-type: none">- Promoted behavioural change and reduced plastic waste footprint.
5	Water Neutrality Recertification at Solapur Unit	The Solapur unit underwent a detailed water audit and implemented comprehensive measures like large-scale rainwater harvesting, treated water reuse, and water balance monitoring. Following third-party assessment, the unit was recertified as Water Positive by TÜV SÜD.	<ul style="list-style-type: none">- Achieved a Water Positive Ratio of 5.61 in FY 2024–25.

5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.

The Company has a focussed policy framework on Business Continuity & Disaster Recovery Management and wherein Thermax's management, business heads, and other senior executives, commit to implementing and managing BCP and DR processes for their respective key applications and infrastructure. Detailed recovery procedures are documented and maintained for implemented recovery strategies. Periodic tests/Disaster Recovery drills are planned to ensure that business continuity is viable, effective, and meets the recovery objective as appropriate.



6. **Disclose any significant adverse impact to the environment arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard?**

No such adverse impact related to the environment found during assessment.

7. **Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.**

54% sustainable sourced/value chain assessed via Thermax standard Sustainable Supply Chain Management (SSCM) check sheet on environment.

8. **How many Green Credits have been generated or procured:**

a. *By the listed entity* - NIL

b. *By the top ten (in terms of value of purchases and sales respectively) value chain partners* -

Principle 7: Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

Essential Indicator

1. (a) **Number of affiliations with trade and industry chambers/associations:** 4

(b) **List the top 10 trade and industry chambers/associations (determined based on the total members of such body) the entity is a member of/affiliated to.**

S. No.	Name of the Trade and Industry Chambers/Associations	Reach of Trade and Industry Chambers/Associations (State/National)
1	CII's National Committee for Capital Goods & Engineering	National
2	Mahratta Chamber of Commerce, Industries and Agriculture	State
3	Boilers and Pressure Vessels Sectional Committee, MED01, BIS	National
4	National Safety Council	National

2. **Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.**

Name of Authority	Brief of the Case	Corrective Action Taken
Not Applicable	Not Applicable	Not Applicable

NIL. There is no litigation filed/pending or completed against Thermax Limited regarding any anti-competitive behaviour and violations of anti-trust provisions under the Competition Act, 2002.

Principle 8: Businesses should promote inclusive growth and equitable development

Essential Indicator

1. **Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.**

Name and Brief of Project	SIA Notification No.	Date of Notification	Whether Conducted by Independent External Agency (Yes / No)	Result Communicated in Public Domain (Yes/No)	Relevant Web Link
No such project was initiated which requires Social Impact Assessment.					

2. **Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:**

Name of Project which R&R is Ongoing	State	District	No of Project Affected Families (PAFs)	% of PAFs Covered by R&R	Amount Paid to PAFs in the FY (In Rs.)
No rehabilitation and resettlement were undertaken by the entity during this reporting period					

3. **Describe the mechanisms to receive and redress grievances of the community.**

Any community member can raise a complaint on Company's toll-free number and email address provided on the Company's website which is monitored, addressed, and a proper record is maintained under the Whistleblower Policy.

4. **Percentage of input material (inputs to total inputs by value) sourced from suppliers:**

	FY2024-25 (Current Financial Year)	FY2023-24 (Previous Financial Year)
Directly Sourced from MSMEs/Small Producers	66%	59%
Directly from Within India	98%	95%

Note: An independent assurance has been carried out by Price Waterhouse Chartered Accountants LLP on the FY 2024-25 indicators in the table above. Please find the assurance report on page no. 181

5. **Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent/on contract basis) in the following locations, as % of total wage cost. (Place to be categorised as per RBI Classification System - rural/semi-urban/ urban/ metropolitan)**

Location	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Rural	6	10
Semi-Urban	2	2
Urban	8	1
Metropolitan	84	87

Note: An independent assurance has been carried out by Price Waterhouse Chartered Accountants LLP on the FY 2024-25 indicators in the table above. Please find the assurance report on page no. 181

For the purpose of categorisation of people employed at locations into Rural/Semi-Urban/Urban/ Metropolitan the following mechanism has been adopted along with RBI Classification System:

- (a) All manufacturing locations and offices are mapped basis their respective actual addresses. All employees are reported on the basis of their base office location.
- (b) As per the industry standards released by SEBI, in addition to the permanent employees/workers, salaries to other than permanent employees/workers (i.e. contractual workers/employees) have included for FY 2024-25. Hence the numbers are not comparable to last year's number to that extent.

Leadership Indicator

1. **Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):**

Details of Negative Social Impact Identified	Corrective Action Taken
Not applicable	

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

S. No.	State	Aspirational District	Amount Spent (In Rs.)
1	Rajasthan	Sirohi	15,40,500

3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalised/vulnerable groups? (Yes/No): No
- (b) From which marginalised/vulnerable groups do you procure? NA
- (c) What percentage of total procurement (by value) does it constitute? NA

4. Details of beneficiaries of CSR Projects:

S. No.	CSR Project	No of Persons Benefitted from CSR Project	% of Beneficiaries from Vulnerable and Marginalised Group
1	School Project - Thermax Foundation (TF) funds two Pune Municipal Corporation (PMC) Schools run by NGO Akanksha Foundation through public-private partnership (PPP). Through this project, students from underprivileged economic families receive access to quality education.	1,739	100%
2	Alumni Project - TF supports the alumni from Akanksha Foundation as well as another NGO iTeach to continue higher education after school. Since most of the students are first-generation learners, through alumni projects, they receive career guidance, academic mentoring and support for junior college enrolment.	4,632	100%
3	Skill Building - TF supports (based on identified need) the community youth from villages near Thermax factories, who have dropped out from education after class 10 th to develop skills, and take on roles like electrician, data entry operator. The NGO partner provides training and placement to a minimum of 75% among them in nearby companies.	657	100%

Principle 9: Businesses should engage with and provide value to their consumers in a responsible manner equitable development

Essential Indicator

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.
- The organisation has initiated several measures to guarantee a secure and healthy working environment. These measures include the establishment of a system to receive customer complaints and feedback, which is managed via diverse modes such as email, transmittal letters and verbal conversations. Complaints that come through Thermax Channel Associates (TCAs) are diligently registered on a dedicated IT-enabled platform where they are reviewed by our dedicated service team. The team also records the corresponding resolutions in SFDC. In scenarios where the complaints are directly received from customers by our Customer Relationship Center (CRC), they are immediately sent to the respective teams for relevant action. Monitoring customer complaints through Salesforce.com allows us to enhance our efficiency and responsiveness, while effectively identifying and addressing recurring issues. Hence, this strategy contributes significantly to ensuring a safe and healthy work environment as it effectively manages potential sources of stress and dissatisfaction.

2. Turnover of products and services as a percentage of turnover from all products/service that carry information about:

As a Percentage to Total Turnover	
Environmental and Social Parameters Relevant to the Product	All the products of the Company contain relevant information as required under applicable laws
Safe and Responsible Usage	
Recycling and/or Safe Disposal	

3. Number of consumer complaints in respect of the following:

	FY2024-2025 (Current Financial Year)		Remarks	FY2023-2024 (Previous Financial Year)		Remarks
	Received During the Year	Pending Resolution at End of Year		Received During the Year	Pending Resolution at End of Year	
Data Privacy	0	0	No such complaint received in FY 2024-25	0	0	No such complaint received in FY 2023-24
Advertising	0	0	No such complaint received in FY 2024-25	0	0	No such complaint received in FY 2023-24
Cyber-Security	0	0	No such complaint received in FY 2024-25	0	0	No such complaint received in FY 2023-24
Delivery Of Essential Services	0	0	No such complaint received in FY 2024-25	0	0	No such complaint received in FY 2023-24
Restrictive Trade Practices	0	0	No such complaint received in FY 2024-25	0	0	No such complaint received in FY 2023-24
Unfair Trade Practices	0	0	No such complaint received in FY 2024-25	0	0	No such complaint received in FY 2023-24
Other	0	0	No such complaint received in FY 2024-25	0	0	No such complaint received in FY 2023-24

4. Details of instances of product recalls on account of safety issues:

	Number	Reasons for Recall
Voluntary Recalls	0	NA
Forced Recalls	0	NA

5. Does the entity have a framework/policy on cybersecurity and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.
- The Company regularly provides training on security awareness to its employees. Unused information is archived and purged according to the Company's Data Retention Policy. Role-specific access to IT equipment is created and controlled. Implementation of identity and access management through single sign-on and multi-factor authentication is underway. Servers and databases for all hosted applications are currently being upgraded for high availability. The Company regularly tests its disaster recovery plan for critical applications. The cybersecurity and risk related policy is published on the intranet.

6. **Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty/action taken by regulatory authorities on safety of products/services.**

Not Applicable

7. **Provide the following information relating to data breaches:**

- a) Number of instances of data breaches: NIL
- b) Percentage of data breaches involving personally identifiable information of customers: NIL
- c) Impact, if any, of the data breaches: NIL

Note: An independent assurance has been carried out by Price Waterhouse Chartered Accountants LLP on the FY 2024-25 indicators in the table above. Please find the assurance report on page no. 181

Leadership Indicators

1. **Channels/platforms where information on products and services of the entity can be accessed (provide web link, if available).**

The details of the product and services are available on <https://www.thermaxglobal.com/>

2. **Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.**

The Company's tech-enabled assets/products drive operational efficiency and sustainable growth for its customers. Additionally, the Company places a strong emphasis on educating the customers through product manual/e-manual about the responsible usage of its products and services.

3. **Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.**

Not Applicable

4. **Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products/services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)**

Necessary information is provided through the product manual

Independent Practitioner’s Reasonable Assurance Report on Identified Sustainability Information in Thermax Limited’s Business Responsibility and Sustainability Report pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

To the Board of Directors of Thermax Limited

We have undertaken to perform a reasonable assurance engagement for Thermax Limited (the “Company”) vide our Engagement Letter dated February 20, 2025 in respect of the agreed Sustainability Information referred in “Identified Sustainability Information” paragraph below (the “Identified Sustainability Information”) in accordance with the Criteria stated in the “Criteria” paragraph below. The Identified Sustainability Information is included in the Business Responsibility and Sustainability Report (“BRSR”) section in the Integrated Annual Report of the Company for the financial year ended March 31, 2025 pursuant to the requirement of Regulation 34(2)(f) of the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the “LODR Regulations”). This engagement was conducted by a team comprising of assurance practitioners and engineers/ environment experts.

Identified Sustainability Information

The Identified Sustainability Information for the financial year ended March 31, 2025, is summarised in Appendix 1 to this report.

Our reasonable assurance engagement was only with respect to the Identified Sustainability Information included in the BRSR of the Company for the financial year ended March 31, 2025.

Criteria

The criteria used by the Company to prepare the Identified Sustainability Information is the “BRSR Core”, which is a subset of the BRSR, consisting of a set of Key Performance Indicators (“KPIs”)/ metrics under nine Environmental, Social and Governance (“ESG”) attributes, as per the format of BRSR Core specified in Annexure 17A read with the format of BRSR and the Guidance Note given in Annexure 16 and 17, respectively, of the SEBI ‘Master Circular for compliance with the provisions of the SEBI LODR Regulations, 2015 by listed entities’ dated November 11, 2024, and the SEBI Circular on the ‘Industry Standards on Reporting of BRSR Core’ dated December 20, 2024 (collectively referred to as the “SEBI Circulars”).

Management’s Responsibilities

The Company's Management is responsible for determining the Reporting Boundary of the BRSR, and for selecting or establishing suitable criteria for preparing the Identified Sustainability Information, taking into account applicable laws and regulations including the SEBI Circulars related to reporting on the Identified Sustainability Information, identification of key aspects, engagement with stakeholders, and content, preparation and presentation of the Identified Sustainability Information in accordance with the Criteria. This responsibility includes design, implementation and maintenance of internal control relevant to the preparation of the BRSR, and the measurement of Identified Sustainability Information, which is free from material misstatement, whether due to fraud or error. The Management and the Board of Directors of the Company are also responsible for overseeing the Company's compliance with the requirements of LODR Regulations and the SEBI Circulars in relation to the BRSR Core.

Independent Practitioner's Reasonable Assurance Report

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Inherent limitations in preparing the Identified Sustainability Information

The absence of a significant body of established practice on which to draw to evaluate and measure non-financial information allows for different, but acceptable, measures and measurement techniques and can affect comparability between entities. In addition, Greenhouse Gas ("GHG") quantification is subject to inherent uncertainty because of incomplete scientific knowledge used to determine emissions factors and the values needed to combine emissions of different gases.

Our Independence and Quality Control

We have maintained our independence and confirm that we have met the requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") and the International Code of Ethics for Professional Accountants (including International Independence Standards) ("IESBA Code") issued by the International Ethics Standard Board for Accountants, which is founded on the fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

Price Waterhouse Chartered Accountants LLP (the "Firm") applies Standard on Quality Control 1, "Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements", the International Standard on Quality Management ("ISQM") 1 "Quality Management for Firms that perform Audits or Reviews of Financials Statements, or Other Assurance or Related Services Engagements" and ISQM 2 "Engagement Quality reviews", and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards, and applicable legal and regulatory requirements.

Practitioner's Responsibilities

Our responsibility is to express a reasonable assurance opinion on the Identified Sustainability Information based on the procedures we have performed and the evidence we have obtained.

We conducted our engagement in accordance with the Standard on Sustainability Assurance Engagements ("SSAE") 3000 "Assurance Engagements on Sustainability Information" and the Standard on Assurance Engagements ("SAE") 3410 "Assurance Engagements on Greenhouse Gas Statements", both issued by the Sustainability Reporting Standards Board of the ICAI and the International Standard on Assurance Engagement ("ISAE") 3000 (Revised) "Assurance Engagements other than Audits or Reviews of Historical Financial Information" and the ISAE 3410 "Assurance Engagements on Greenhouse Gas Statements", both issued by the International Auditing and Assurance Standards Board (collectively referred to as "the Standards").

These Standards require that we plan and perform our engagement to obtain reasonable assurance about whether the Identified Sustainability Information is prepared, in all material respects, in accordance with the Criteria. A reasonable assurance engagement involves assessing the risks of material misstatement of the Identified Sustainability Information whether due to fraud or error and responding to the assessed risks as necessary in the circumstances and evaluating the overall presentation of the Identified Sustainability Information.

The procedures we performed were based on our professional judgement and included inquiries, observation of processes performed, inspection of documents, evaluating the appropriateness of quantification methods and reporting policies, and agreeing or reconciling with underlying records.

Given the circumstances of the engagement, in performing the procedures referred above, we:

- Obtained an understanding of the Identified Sustainability Information and related disclosures.
- Obtained an understanding of the assessment criteria and their suitability for the evaluation and /or measurements of the Identified Sustainability Information;

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- Made enquiries of Company's Management, including the various teams such as Sustainability team, Human Resource team, etc., and those with responsibility for managing standalone BRSR;
- Obtained an understanding and performed an evaluation of the key systems and processes for managing, recording and reporting on the Identified Sustainability Information as per Appendix 1 including at the sites and corporate office visited. This did not include testing of the design and operating effectiveness of management systems and controls;
- Based on above understanding, the risks that the Identified Sustainability Information may be materially misstated, determined the nature, timing and extent of further procedures;
- Checked the consolidation for various plants and corporate office under the reporting boundary (as mentioned in the BRSR) for ensuring the completeness of data being reported;
- Performed substantive testing on a sample basis of the Identified Sustainability Information for various sites and corporate office under the reporting boundary (as mentioned in the BRSR) to verify that data had been appropriately measured with underlying documents recorded, collated and reported. This includes assessing records and performed testing including recalculation of sample data to establish an assurance trail;
- Where applicable for the Identified Sustainability Information in the BRSR, we have relied on the information in the audited standalone financial statements of the Company for the year ended March 31, 2025, which were audited by another firm of chartered accountants under the Companies Act, 2013 who, vide their report dated May 9, 2025, expressed an unmodified opinion on those standalone financial statements;
- Assessed the level of adherence to the BRSR format issued by Securities and Exchange Board of India (SEBI) followed by the Company in preparing the Integrated Report, which includes the BRSR;
- Assessed the BRSR for detecting, on a test basis, any major anomalies between the information reported in the BRSR on performance with respect to agreed information and relevant source data/information;
- Evaluated the reasonableness and appropriateness of significant estimates and judgments made by the Management in the preparation of the Identified Sustainable Information; and
- Obtained representations from Company's Management.

Exclusions

Our reasonable assurance scope excludes the following and therefore we do not express an opinion on the same:

- Operations of the Company other than the Identified Sustainability Information listed in Appendix 1 to this report.
- Aspects of the BRSR and data/ information (qualitative or quantitative) included in the BRSR, other than the Identified Sustainability Information.
- Data and information outside the defined reporting period, i.e., the financial year ended March 31, 2025.
- The statements that describe expression of opinion, belief, aspiration, expectation, aim or future intentions provided by the Company and testing or assessing any forward-looking assertions and/ or data.

Opinion

Based on the procedures performed and the evidence obtained, the Company's Identified Sustainability Information summarised in Appendix 1 to this report and included in the BRSR for the financial year ended March 31, 2025 are prepared, in all material respects, in accordance with the Criteria specified in the "Criteria" section of our report.

Independent Practitioner’s Reasonable Assurance Report
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Restriction on use

Our obligations in respect of this report are entirely separate from, and our responsibility and liability is in no way changed by, any other role we may have (or may have had) as auditor of the Company or otherwise.

This report has been issued at the request of the Board of Directors of the Company to whom it is addressed, solely to enable them to comply with the requirements of the Circular and LODR Regulations, on reporting Company’s sustainability performance and activities, and for publishing the same as a part of the BRSR Report forming part of Company’s Integrated Annual Report which will be published on the Company’s website. Our report should not be used for any other purpose or by any person other than the addressee of our report. Price Waterhouse Chartered Accountants LLP does not accept or assume any liability or any duty of care for any other purpose or to any person other than the Company.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/500016

Hirak Patwa
Partner
Membership Number: 128990
UDIN: 25128990BMOYHZ1878

Place: Ahmedabad
Date: July 04, 2025

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Appendix 1

Identified Sustainability Information (BRSR Core KPIs)

Sr. No.	Principle and indicator reference*	Attribute	Parameters (KPIs) Assured
1.	Principle 6 – E7	Green-house gas (GHG) footprint	1. Total Scope 1 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available) 2. Total Scope 2 emissions (Break-up of the GHG (CO2e) into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available) 3. GHG Emission Intensity (Scope 1 +2) a) Total Scope 1 and Scope 2 emissions (MT) / Total Revenue from Operations adjusted for PPP b) Total Scope 1 and Scope 2 emissions (MT) / Total Output of Product or Services
2.	Principle 6 – E3 and E4	Water footprint	1. Total water consumption 2. Water consumption intensity a) Water Intensity per rupee of turnover adjusted for PPP b) Water Intensity in terms of physical output 3. Water Discharge by destination and levels of Treatment
3.	Principle 6 – E1	Energy Footprint	1. Total Energy Consumed 2. % of energy consumed from renewable sources 3. Energy intensity a) Energy Intensity per rupee of turnover adjusted for PPP b) Energy Intensity in terms of physical output
4.	Principle 6 – E9	Embracing circularity- details related to waste management by the entity	1. Plastic waste (A) 2. E-waste (B) 3. Bio-medical waste (C) 4. Construction and demolition waste (D) 5. Battery waste (E) 6. Radioactive waste (F) 7. Other Hazardous waste (G) 8. Other Non-hazardous waste generated (H) 9. Total waste generated (A+B + C + D + E + F + G + H) 10. Waste intensity a) Waste Intensity per rupee of turnover adjusted for PPP b) Waste Intensity in terms of physical output 11. For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations 12. For each category of waste generated, total waste disposed by nature of disposal method

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5	Principle 3 – E1(C) Principle 3 – E11	Enhancing employee wellbeing and Safety	1. Spending on measures towards well-being of employees and workers- cost incurred as a % of total revenue of the company 2. Details of safety related incidents for employees and workers a) Number of Permanent Disabilities b) Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked) c) No. of fatalities
6.	Principle 5 – E3(b) Principle 5 – E7	Enabling Gender Diversity in Business	1. Gross wages paid to females as a % of wages paid 2. Complaints on POSH a) Total Complaints on Sexual Harassment (POSH) reported b) Complaints on POSH as a % of female employees / workers c) Complaints on POSH upheld
7.	Principle 8 – E4 Principle 8 – E5	Enabling Inclusive Development	1. Input material sourced from following sources as % of total purchases –Directly sourced from MSMEs/ small producers and directly from within India 2. Job creation in smaller towns- wages paid to people employed in smaller towns (permanent or non-permanent/on contract) as % of total wage cost
8.	Principle 9 – E7 Principle 1 – E8	Fairness in Engaging with Customers and Suppliers	1. Instances involving loss/ breach of data of customers as a percentage of total data breaches or cyber security events 2. Number of days of accounts payable
9.	Principle 1 – E9	Open-ness of business	Instances involving loss/ breach of data of customers as a percentage of total da 1. Concentration of purchases & sales done with trading houses, dealers, and related parties a) Purchases from trading houses as % of total purchases b) Number of trading houses where purchases are made from c) Purchases from top 10 trading houses as % of total purchases from trading houses d) Sales to dealers / distributors as % of total sales e) Number of dealers / distributors to whom sales are made f) Sales to top 10 dealers / distributors as % of total sales to dealers / distributors 2. Loans and advances & investments with related parties Share of RPTs (as respective %age) in- a) Purchases b) Sales c) Loans & advances d) Investments

*'E' indicates Essential Indicator

Annexure-3 to the Directors' Report

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND
FOREIGN EXCHANGE EARNINGS & OUTGO

[Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014]

A. Conservation of Energy

(i) Steps Taken for Conservation of Energy

Thermax, a prominent player in energy and environmental solutions, has made notable progress in its decarbonisation efforts. The company has been actively enhancing operational efficiency, switching to cleaner fuels, and initiating renewable energy projects to reduce its carbon footprint and foster sustainability. Over the past year, Thermax has implemented various energy and resource conservation measures, including:

a. Electricity:

Thermax has effectively executed multiple operational efficiency projects at its manufacturing plants. These include AC usage optimisation, capacity optimisation in shotblasting booth, shot blasting and bending machine automation, ideal machine shutoff, deploying motion sensors to prevent unnecessary usage, substituting water pumps with energy-efficient pumps. These initiatives have not only resulted in reduced energy consumption and greenhouse gas emissions for Thermax but have also enhanced operational efficiency and lowered costs.

b. Fuel:

Thermax is actively enhancing operational efficiency and minimising its carbon footprint through strategic projects. For instance, at the Chinchwad Plant, LDO fuel is replaced with Natural Gas to reduce GHG Emission. These efforts have led to a significant reduction of 1150 tCO₂e/Annum. These projects have resulted in cost savings and substantial environmental benefits.

c. Water:

Thermax reinforces its commitment to sustainable water management through impactful initiatives across its manufacturing units. This year, our Shirwal and Sricity units earned Water Positive certification, and Solapur was successfully recertified. We also boosted our rainwater harvesting potential by 191%, significantly enhancing our conservation

efforts. Additionally, through strategic reuse and recycling initiatives, we successfully offset 21% of our total water demand using alternate sources such as treated wastewater and internal reuse.

(ii) Steps Taken by the Company for Utilising Alternate Sources of Energy:

The Company is actively implementing initiatives to increase the utilisation of renewable energy sources. The Company has procured 114 lakh units of renewable energy through open access mechanism.

Moreover, Thermax has generated 21.1 lakh units from a combined capacity of 2.838 MWp across its plants in Savli, Jhagadia, Sri City, Solapur and Pune offices, showcasing a strong commitment to adopting renewable energy for its operations. The Company has enhanced its renewable energy capacity at Solapur by installing a 109 kwp Solar PV system.

Overall, Thermax has consumed a total of 135 lakh units of renewable power this year, demonstrating significant efforts to reduce its environmental impact through renewable energy adoption.

(iii) Capital Investment on Energy Conservation Equipments

The Company has spent ₹ 2.55 crore as capital expenditure on Carbon Reduction Projects for FY 2024-25.

B. Technology Absorption, Adaption & Innovation

(i) Efforts Towards Technology Development, Innovation with Benefits derived like Product Improvement, Cost Reduction, Product Development, and Import Substitution

• Carbon Capture and utilisation:

Under the initiative of Decarbonisation, a new Technology Development & Demonstration project on Carbon-Capture and Utilisation (CCU) was proposed as a bolt-on arrangement to the existing Coal-to Methanol plant and sanctioned by

DST. The MoU between Thermax and the Academic partner (IITD) has been signed and the project kicked off successfully. The technology can be applied to sectors like steel, cement, and power.

The indigenous technology development has garnered interest from various stakeholders, including Indian private corporations and PSUs, aiming to scale up coal-to-chemical projects. With the CCU project sanctioned by DST, the company now has the opportunity to develop technology for converting CO₂ into value-added products such as methanol, DME etc.

- Hydrogen (AEM/GPS/ BIO)**

An AEM-based electrolyser development programme has started, with cell-level testing completed with repeatability, and stack-level (2.5 KW) performance testing is now underway. The joined development programme along with CSIR's National Chemical Laboratory has successfully completed its phase 1 where in a 2.5 kWe AEM Electrolyser POC was successfully demonstrated to the Project monitoring committee. The AEM development project will now enter into the phase 2 where a commercial size of 30 kWe module will be demonstrated.

The Company had initiated (2023-24) a new in-house modular gas purification system (GPS) which will reduce the footprint and cost compared to conventional systems. POC trials are completed on the new gas purification system. A conventional GPS is also built, and trials are taken simultaneously to create a baseline with which the new design was compared and found to be successful. Biomass based Hydrogen can help us to produce 20% more hydrogen than conventional biological route. The POC trials are going on and steady progress in achieving the target results are seen in these trials.

- Falling Film Evaporator for ZLD:**

During this year, Plate type Falling film Evaporator development was initiated and

is nearing completion. This will reduce the energy consumption of the current MVR based thermal evaporation system of ZLD systems by 55%. Currently MVR units above 80 KLD capacities are site erected. With this development even 120 KLD systems will be supplied as a complete factory assembled packaged unit. The new class of FFE-MVR system will be ready for commercial proposal from end of Q1 FY 2025-26.

- Higher Capacity Non-IBR Electric Boiler (up to 1500 kg/h)**

During this year a new concept of embedded electric heat exchanger was conceptualised and used in the development of high-capacity non-IBR boilers. The non-IBR boiler is currently under alpha trials and will be launched in the coming months through Heating division.

C. In Case of Imported Technology (Imported During the Last Three Years Reckoned from the Beginning of the Financial Year), the Following Information is Furnished:

Technology Imported	Year of Import	If Technology has been Fully Absorbed	If not absorbed, reasons and future plan of Action
Solid Oxide Electrolysis	FY 2024-25	The Technology is yet to be absorbed.	The technology transfer is currently under-progress, detailed engineering and development of pilot project ongoing to set up a pilot project by March 2026.
High Pressure Condensate Polishing Unit (HPCPU) Technology	FY 2024-25	The Technology is yet to be absorbed.	The technology transfer is proposed to be undertaken on a 'live project' and shall be completed upon receipt of relevant project.
Anaerobic system for ETP	FY 2024-25	The Technology is yet to be absorbed.	The technology transfer is proposed to be undertaken on a 'live project' and shall be completed upon receipt of relevant project.

D. Expenditure on R&D

Particulars	Amount (₹ Crore)	
	Current Year 2024-25	Previous Year 2023-24
Capital	3.94	1.71
Recurring	37.40	35.02
Total	41.34	36.73
Total R&D expenditure as a percentage of turnover	0.4%	0.4%

E. Foreign Exchange Earnings and Outgo

The Company's operations in export markets are elaborated in the Management Discussion and Analysis which is a part of its Director's Report.

The details of the foreign exchange earnings and outgo are given below:

Particulars	Amount (₹ Crore)	
	Current Year 2024-25	Previous Year 2023-24
Inflow	1,549	1,296
Outflow	488	455
Net	1,061	841

**For and on behalf of the Board of Directors of
Thermax Limited**

Meher Pudumjee

Chairperson

DIN: 00019581

Pune, May 9, 2025

Annexure 4 to the Directors' Report

ANNUAL REPORT ON CSR ACTIVITIES AND CSR POLICY

1. A Brief Outline on CSR Policy of the Company

The Board of Directors of Thermax Limited, after taking into account the recommendations of the CSR Committee, has approved the CSR Policy for the Company. The highlights of the policy are given in this report and the complete policy is uploaded on the Company's website.

The Company has been focussing predominantly in the area of education of economically underprivileged children. Apart from education, Thermax is also involved, in a small way, in addressing the issue of social discrimination through affirmative action, skill development and employability initiatives.

Thermax created a formal structure named Thermax Social Initiative Foundation as a Section 25 Company (under the erstwhile Companies Act, 1956) in 2007 to design and implement its CSR Programme. In 2015-16, it was renamed Thermax Foundation (TF) and continues to be the primary implementing agency for the Thermax Group.

2. Composition of the CSR Committee

The Committee met two times on April 12, 2024, and October 17, 2024, during the year. Details of the Committee members and meetings attended by the members are as follows:

Sr. No.	Name of Director Designation/ Nature of Directorship	Number of Meetings of the CSR Committee Held during the Year	Number of Meetings of the CSR Committee Attended During the Year
1	Meher Pudumjee Chairperson Non-Executive Promoter Director	2	2
2	Dr. S.B (Ravi) Pandit Committee Member & Independent Director	2	1
3	Nawshir Mirza* Committee Member & Independent Director	2	1
4	Shyamak Tata* Committee Member & Independent Director	2	1

*Mr. Shyamak Tata was appointed w.e.f. July 22, 2024, as a member of the committee, Mr. Nawshir Mirza, ceased to be a member w.e.f. July 21, 2024.

3. Provide the web link where the composition of the CSR committee, CSR policy and CSR projects approved by the Board are disclosed on the website of the company: <https://www.thermaxglobal.com/corporate-governance-policies-and-disclosures/>

4. Average net profit of the company as per section 135(5): **374.32 crore**

5. (a) 2% of average net profit of the company as per section 135(5): **7.49 crore**
(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: **NA**
(c) Amount required to be set off for the financial year, if any: **NA**
(d) Total CSR obligation for the financial year (7a+7b- 7c): **7.49 crore**

6. (a) Amount spent on CSR Projects (both ongoing project and other than ongoing project)
(b) Amount spent on administrative overheads: **Nil**
(c) Amount spent on impact assessment, if applicable: **NA**
(d) Total amount spent for the financial year [(a) + (b) + (c)]: **7.49 crore**

(e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (in ₹)	Amount Unspent (in Rs. crore)				
	Total Amount Transferred to Unspent CSR Account as per Section 135(6)		Amount Transferred to Any Fund Specified Under Schedule VII as per Second Provision to Section 135(5)		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
7.49	Nil	-	Nil	-	-

(b) Excess amount for set off, if any

Sr. No.	Particulars	Amount (in Rs. crore)
(i)	2% of the average net profit of the Company as per section 135(5)	7.49
(ii)	Total amount spent for the financial year	7.49
(iii)	Excess amount spent for the financial year [(ii)-(i)]	Nil
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	-

7. (a) Details of unspent CSR amount for the preceding three financial years: Nil

Sr. No.	Preceding Financial Year	Amount Transferred to Unspent CSR Account Under Section 135(6) (in Rs.)	Balance Amount Spent in Unspent CSR Account Under Section 135(6) (in Rs.)	Amount Spent in the Financial Year (in Rs.)	Amount Transferred to a Fund as Specified Under Schedule VII as per Second provision to Sub-section (5) of Section 135, if any	Amount Remaining to be Spent in Succeeding Financial Years (in Rs.)	Deficiency
					Amount (in Rs.) Date of transfer		
1	FY 1						
2	FY 2						
3	FY 3						

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the financial year: **No**

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): **NA**

Ashish Bhandari

DIN: 05291138

(Managing Director & CEO)

Meher Pudumjee

DIN: 00019581

(Chairperson, CSR Committee)

Form No. MR-3
Annexure 5(a) to the Directors' Report

SECRETARIAL AUDIT REPORT

For the Financial Year Ended March 31, 2025

Pursuant to section 204(1) of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 & Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

To,
The Members,
Thermax Limited
D-13, MIDC, Ind Area,
R D Aga Road, Chinchwad,
Pune -411019

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Thermax Limited** (hereinafter called the Company) bearing **CIN: L29299PN1980PLC022787**. The secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the **Financial Year ended on March 31, 2025** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the **Financial Year ended on March 31, 2025 (audit period)** according to the provisions of:

- The Companies Act, 2013, as amended from time to time (the Act) and the rules made thereunder;
- The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment;

- The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
 - The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018 **(Not applicable to the Company during the audit period)**;
 - The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
 - The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(Not applicable to the Company during the audit period)**;
 - The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(Not applicable to the Company during the audit period)**; and
 - The Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 **(Not applicable to the Company during the audit period)**;
- We further report that having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, no other law was applicable specifically to the Company.

We have also examined compliance with the applicable clauses and regulations of the following:

- Secretarial Standards issued by 'The Institute of Company Secretaries of India'; and
- The Listing Agreement entered into by the Company with Stock Exchange(s) pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the year under review, the Company has complied with the provisions of the Act, rules, regulations, guidelines, standards etc. mentioned above.

We further report that,

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Further, in the incidences where, for the purpose of any Board or Committee Meeting, notice, agenda or notes to agenda are circulated with shorter period of less than seven days, all the Directors, including Independent Directors, have consented to the shorter period of circulation of the same.

All decisions at Board Meetings and Committee Meetings are carried out with requisite majority as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

We further report that,

There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that, during the audit period:

- The Company entered into a Share Purchase Agreement ("SPA") and a Shareholders Agreement ("SHA") on February 06, 2024, with TSA Process Equipments Private Limited (TSA) and its shareholders to acquire 51% equity shares of TSA subject to certain conditions. The Company completed the acquisition of 51% equity shares of TSA for cash consideration of INR. 71.14 crore subject to certain adjustments with effect from April 19, 2024, thus making it a subsidiary of the Company.

- The Company has incorporated Thermax Chemical Solutions Private Limited (TCSPL), as a wholly-owned subsidiary on May 28, 2024, with a paid-up capital of INR. 9.90 crore.
- The Company has amended the main object clause of the Memorandum of Association vide special resolution passed in the Annual General Meeting dated August 1, 2024.
- First Energy Private Limited, a wholly-owned subsidiary of the Company, has entered into Share Purchase Agreement (SPA) on September 06, 2024 for acquisition of 100% of the equity share capital of Onix-Two Enersol Private Limited (OTEPL) thus, making it a step-down subsidiary of the Company.
- Company has entered into the Share Purchase and Share Subscription Agreement with Buildtech Products India Private Limited on October 25, 2024, for acquiring its 100% of the equity share capital and making it a wholly-owned subsidiary of the Company. This acquisition was completed on December 20, 2024.
- Thermax Denmark ApS, a wholly-owned subsidiary of the Company has incorporated Thermax Chemical Europe A/S, as its wholly-owned subsidiary on December 06, 2024, thus, making it a step-down subsidiary of the Company.
- Thermax Chemical Solutions Private Limited, a wholly-owned subsidiary of the Company, has incorporated Thermax Vebro Polymers India Private Limited (TVPIPL) on July 18, 2024. Further, TVPIPL ceased to be the wholly-owned step-down subsidiary of the Company with effect from March 03, 2025, due to allotment made pursuant to the Technology License Agreement executed with Vebro Polymers Holdings Limited.

For SVD & Associates

Company Secretaries

Sridhar Mudaliar

Partner

FCS No: 6156

C P No: 2664

Unique Code of the Firm: P2013MH031900

Peer Review No : 6357/2025

UDIN: F006156G000274875

Place: Pune

Date: May 9, 2025

*Note: This report is to be read with the letter of even date by the Secretarial Auditors, which is annexed as **Annexure A** and forms an integral part of this report.*

ANNEXURE A

To,
The Members
Thermax Limited
D-13, MIDC, Ind Area, R D Aga Road, Chinchwad, Pune -411019

Our Secretarial Audit Report of even date is to be read along with this letter.

Management’s Responsibility

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor’s Responsibility

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. We believe that audit evidence and information obtained from the Company’s management is adequate and appropriate for us to provide a basis for our opinion.
4. We have relied on the documents and evidence provided by the Company either physically or in electronic mode.
5. Wherever required, we have obtained the management’s representation about the compliance of laws, rules and regulations and happening of events, etc.

Disclaimer

6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

For SVD & Associates

Company Secretaries

Sridhar Mudaliar

Partner

FCS No: 6156

C P No: 2664

Unique Code of the Firm: P2013MH031900

Peer Review No : 6357/2025

UDIN: F006156G000274875

Place: Pune

Date: May 9, 2025

Form No. MR-3

Annexure 5(b) to the Directors’ Report

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Thermax Babcock & Wilcox Energy Solutions Limited
Dhanraj Mahal, 2nd Floor, Chhatrapati Shivaji Maharaj Marg, Near Regal Cinema, Colaba, Mumbai MH 400039

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Thermax Babcock & Wilcox Energy Solutions Limited (hereinafter called ‘the Company’)**. Secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the company’s books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2025 (audit period), complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2025, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder; **(not applicable to the Company during the audit period)**
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; **(not applicable to the Company during the audit period)**
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of overseas direct investment; **(not applicable to the Company during the audit period)**

- (v) The following regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):- **(Following sub-clauses (a) to (h) are not applicable to the Company during the audit period as Company continues to be a Unlisted Public Company in its Articles under Section 2(71) of the Act)**
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021;
 - e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018
- (vi) Following important specific laws applicable to the Company, as confirmed by the Company were substantially complied with:
 - a. The Boilers Act, 1923
 - b. The Environment (Protection) Act, 1986
 - c. The Contract Labour (Regulation and Abolition) Act, 1970

I have also examined compliance with applicable clauses of the following:

- (i) Secretarial Standards (SS.1 relating to meetings of the Board of Directors & SS.2 relating to General Meetings) issued by the Institute of Company Secretaries of India.
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; **(Not applicable to the Company during the audit period)**

During the period under review, the Company has complied with the provisions of the Act, rules, regulations, guidelines, standards, etc. mentioned above.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings and Committee Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, except when meetings were called at shorter notice as permitted u/s. 173(3) of the Act and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board meetings and Committee meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board as the case maybe.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

- I further report that during the audit period:
- Mr. Ravinder Advani (DIN: 01677195), Director of the Company resigned w.e.f. April 24, 2024.
 - Mr. Nawshir Mirza (DIN: 00044816), Director of the Company resigned w.e.f. July 22, 2024.
 - At the Annual General Meeting held on July 30, 2024, Mr. Rajesh Bunkinkere Channakeshaviah (DIN: 10486449) was regularised as Director of the Company and was appointed as Whole Time Director of the Company w.e.f. February 6, 2024.
 - The Company at the Annual General Meeting held on July 30, 2024, Mr. Shyamak R. Tata (DIN: 07297729) was regularised as Director of the Company.
 - The Company has approved the payment of dividend on Preference shares and redemption of 52,700,000 8% Cumulative Redeemable Preference shares (RPS) of Rs. 10 each by passing circular resolution on July 18, 2024.
 - The Company at Extra Ordinary General Meeting held on May 8, 2024, passed a special resolution to increase the limit under section 186 up to Rs. 1,000 crore.

For Amit Jaste & Associates
Practising Company Secretaries

Amit Jaste
Proprietor

FCS No.:7289
CP No.:12234

Date: May 7, 2025
Place: Mumbai
UDIN: F007289G000292376
Peer review No: 1751/2022

This report is to be read with our letter of even date, which is annexed as Annexure-A and forms an integral part of this report

Annexure A

To,
The Members,
Thermax Babcock & Wilcox Energy Solutions Limited
Dhanraj Mahal, 2nd Floor, Chhatrapati Shivaji Maharaj Marg,
Near Regal Cinema, Colaba Mumbai MH 400039

Our report of even date to be read along with this letter.

- 1) Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- 2) 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 on a test basis to ensure that correct facts are reflected in the secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
- 3) We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- 4) Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events, etc.
- 5) The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on a test basis.
- 6) The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Amit Jaste & Associates
Practising Company Secretaries

Amit Jaste
Proprietor

FCS No.:7289
CP No.:12234

Date: May 7, 2025
Place: Mumbai
UDIN: F007289G000292376
Peer review No: 1751/2022