

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 that the Company's performance will 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 sustained growth and financial performance.

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, 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 principles as below.

Further, this year, we have added ESG (Environment, Social, Governance) since these three elements are at the heart of what Thermax stands for, apart from Energy. It has been practised for many years, and we

will continue to strengthen ourselves as we become greener, embody the Social Compact and uphold our standards of governance in all that we do.

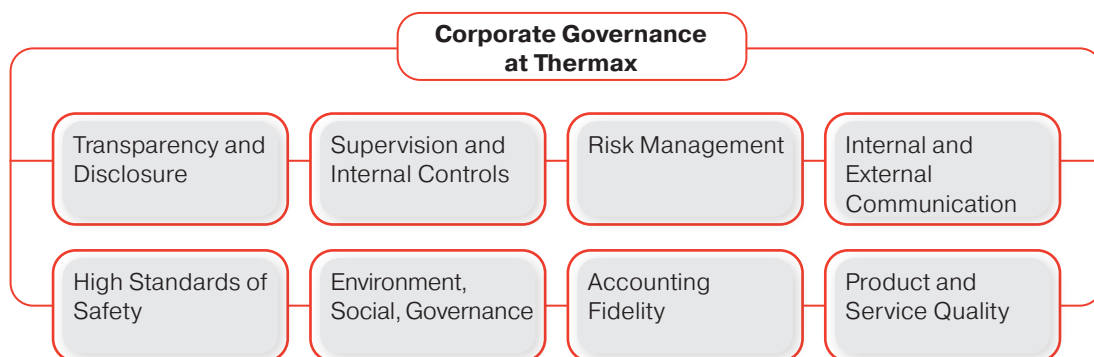
2. Board of Directors

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 10 directors – one non-executive and non-independent chairperson, one non-executive director, one executive director and seven independent directors (out of whom one is independent woman director). This is in conformity with the requirement of Regulation 17 of the Listing Regulations. The Board periodically evaluates the need for change in its size and composition.

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.

Necessary disclosures regarding Committee positions in other public companies as on March 31, 2022, have been made by the Directors.



The table below gives the composition of the Board and *inter alia*, the directorships held by each of the directors of the Company at the end of Financial Year 2021-22.

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 PROMOTER					
Meher Pudumjee	None except*	2	0	1	-
Pheroze Pudumjee	None except*	1	1	2	6,000
INDEPENDENT					
Dr. Valentin A. H. von Massow	None	1	0	0	-
Dr. Jairam Varadaraj	None	10	1	6	-
Nawshir Mirza	None	2	2	2	189
Harsh Mariwala	None	6	0	1	-
S. B. (Ravi) Pandit	None	3	0	2	-
Rajani Kesari	None	3	0	2	-
Dr. Ravi Gopinath [^]	None	1	0	0	-
EXECUTIVE					
Ashish Bhandari	N.A.	3	0	1	-

[®] Includes only listed companies (including Thermax Limited) and unlisted public companies.

[#] Includes only Audit Committee and Stakeholders' Relationship Committee.

^{*} During the year, the Company has paid Rs. 15,91,702/- to Meher Pudumjee as rent for premises taken on lease.

The Company has paid Rs. 15,91,702/- to Pheroze Pudumjee, as rent for premises taken on lease and maintained Rs. 18,00,000/- as the security deposit.

The Company has also paid Rs. 28,32,000/- as rent for premises taken on lease and given security deposit of Rs. 35,00,000/- to Anu Aga (promoter and relative of Meher Pudumjee, Chairperson of the Company).

[^] Dr. Ravi Gopinath was appointed as an Additional Independent Director w.e.f. November 10, 2021.

Attendance and Remuneration of each Director during the Financial Year 2021-22

Name of the Director	Whether Attended Last AGM held on August 6, 2021	Total Attendance at Board Meetings	Sitting Fees [*]	Salary and Perquisites	Commission [†]	Total Remuneration
(Amount in Rs.)						
Meher Pudumjee	Yes	6	9,00,000	NA	46,00,000	55,00,000
Dr. Valentin A. H. von Massow	No	6	8,50,000	NA	33,86,000 [®]	42,36,000
Pheroze Pudumjee	Yes	6	11,50,000	NA	23,00,000	34,50,000
Dr. Jairam Varadaraj	Yes	5	10,50,000	NA	18,00,000	28,50,000
Nawshir Mirza	Yes	6	8,50,000	NA	38,00,000	46,50,000
Harsh Mariwala	Yes	6	5,00,000	NA	23,00,000	28,00,000
S. B. (Ravi) Pandit	Yes	6	8,00,000	NA	18,00,000	26,00,000
Rajani Kesari	Yes	5	6,50,000	NA	18,00,000	24,50,000
Dr. Ravi Gopinath	NA	3	1,50,000	NA	7,50,000	9,00,000
Ashish Bhandari [#]	Yes	6	NA	5,24,51,438	1,85,00,000	7,09,51,438

NA = Not applicable

^{*} Sitting fees also include payments for Board-appointed committee meetings

[†] The commission proposed for the year ended March 31, 2022, will be paid subject to deduction of tax, and as per the provisions of the Companies Act, 2013

[®] Euro 40,000 (rate as on March 31, 2022 is Rs. 84.65 per Euro)

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

B. Number of Meetings of the Board held during the Year and the Dates of Meetings

The Board met six times during the financial year 2021-22 on the following dates: May 12, 2021, May 25, 2021, August 05, 2021, November 10, 2021, December 22, 2021, and February 04, 2022. The maximum time gap between any two sequential meetings was not more than 120 days.

C. 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 he/she occupies in other companies, and changes, if any, regarding their directorships. The Company has obtained a certificate from M/s. SVD & Associates, Practising Company Secretary, 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.

D. Details of Directorships held in Listed Entities as on March 31, 2022

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
3.	Ashish Bhandari	Thermax Limited	Managing Director & CEO
4.	Nawshir Mirza	Thermax Limited	Independent Director
5.	Jairam Varadaraj	Elgi Equipments Limited	Managing Director
		Precot Limited (erstwhile Precot Meridian Limited)	Independent Director
		Magna Electro Castings Limited	Independent Director
		Elgi Rubber Company Limited	Non-Executive Director
		Thermax Limited	Independent Director

Sr. No.	Name of Director	Name of Listed Entity	Category
6.	Dr. Valentin A. H. von Massow	Thermax Limited	Independent Director
7.	Harsh Mariwala	Marico Limited	Chairman & Non-Executive Director
		Kaya Limited	Chairman & Managing Director
		Zensar Technologies Limited	Independent Director
		JSW Steel Limited	Independent Director
		Thermax Limited	Independent Director
8.	S.B. (Ravi) Pandit	KPIT Technologies Limited	Chairperson & Non-Executive Director
		Thermax Limited	Independent Director
9.	Rajani Kesari	Thermax Limited	Independent Director
10.	Dr. Ravi Gopinath	Thermax Limited	Independent Director

E. Disclosure of the Relationship Between Directors inter se

Meher Pudumjee and Pheroze Pudumjee are related to each other.

F. 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, significant developments, reports and internal policies to enable

them to familiarise themselves with the Company's 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. Quarterly updates on relevant statutory, regulatory changes and landmark judicial pronouncements encompassing important laws are regularly circulated to the directors. The details of such familiarisation programme for independent directors are available on the Company's website and can be accessed at: www.thermaxglobal.com.

G. 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, supported by a certificate from M/s. SVD & Associates, Practising Company Secretary, Pune, as per the requirement of Regulation 25(8) of the Listing Regulations, the Board confirms that the independent directors fulfil the conditions as specified under Schedule V of the Listing Regulations, 2015 and are independent of the management.

All independent directors have obtained registration certificate pursuant to provision 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.

H. Independent Directors' Meeting

During the year under review, the independent directors met twice on August 6, 2021, and December 22, 2021, *inter alia* to review the performance of the Board,

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. The meeting was chaired by the Nomination and Remuneration Committee Chairman.

I. Board Evaluation

As a part of the annual Board evaluation, detailed questionnaires were circulated to all the directors. The Nomination and Remuneration Committee (NRC) evaluated the Board's performance and that of its committees. The chairperson of each committee shared the outcome of the evaluation process. The Board conducted an evaluation of independent directors, which included the performance of directors and fulfilment of criteria as specified in SEBI (LODR) (Amendment) Regulations, 2018, and their independence from the management, where the independent directors did not participate.

J. Board Support

The Company Secretary is responsible for collation, review and distribution of all papers submitted to the Board and Committees thereof for consideration. The Company Secretary is also responsible for preparation of the agenda and convening of the Board and Committee meetings. The Company Secretary attends all the meetings of the Board and its Committees, in the capacity of Secretary of the Committees. The Company Secretary advises/ assures the Board and its Committees on compliance and governance principles and ensures appropriate recording of minutes of the meetings. With a view to leverage technology and reduce paper consumption, the Company has adopted a web-based application for transmitting Board/Committee agenda and pre-reads. 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.

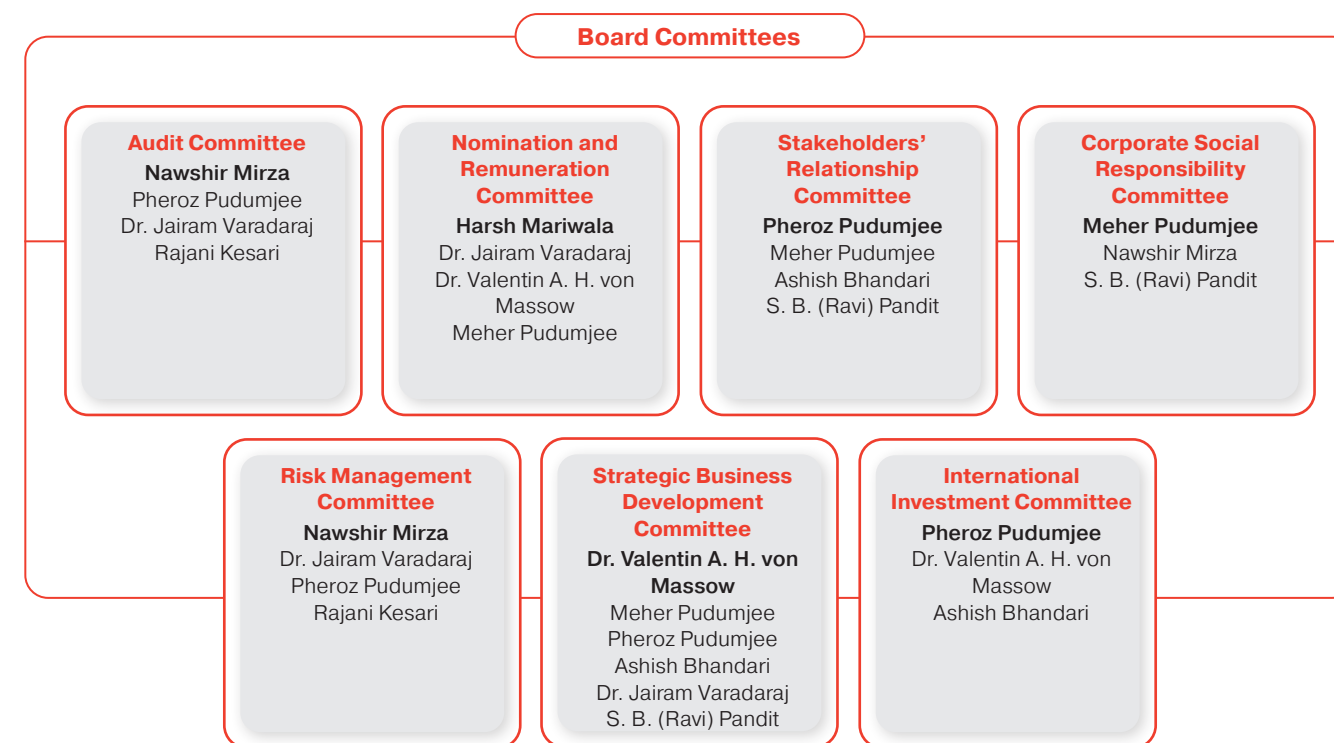
K. Core Skills/Expertise/Competencies Available with the Board

In terms of requirement of Listing Regulations, 2015, 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	✓	✓	-	✓	✓	-	-	-	-
Pheroz Pudumjee	✓	✓	-	✓	✓	-	-	✓	✓
Ashish Bhandari	✓	✓	✓	✓	✓	✓	✓	✓	✓
Harsh Mariwala	-	✓	✓	✓	✓	✓	-	✓	-
Dr. Valentin A.H. von Massow	✓	-	-	✓	-	-	-	-	-
Nawshir Mirza	✓	✓	✓	✓	✓	✓	✓	✓	-
S.B. (Ravi) Pandit	-	✓	✓	✓	✓	✓	-	-	✓
Dr. Jairam Varadaraj	✓	✓	✓	✓	✓	✓	✓	✓	✓
Rajani Kesari	✓	✓	✓	✓	✓	✓	-	-	✓
Dr. Ravi Gopinath	✓	✓	-	✓	✓	✓	✓	✓	✓

3. Board Committees

The members of the committees are co-opted by the Board. The Board constitutes the committees and defines their terms of reference. The Board at present has seven committees. The composition of the Board Committees as on March 31, 2022 is as under:



A. Audit Committee

The Audit Committee ("the Committee") comprises three independent directors and a non-executive director as on March 31, 2022

1. Nawshir Mirza - Chairman
2. Pheroz Pudumjee

3. Dr. Jairam Varadaraj
4. Rajani Kesari

The Committee met seven times during the Financial Year 2021-22, which is more than the requirement of the Companies Act, 2013 and the Listing Regulations.

Attendance details of the Committee are as follows:

Audit Committee Meetings										
Name of the Member	Committee Meeting Dates							Held during the Tenure	Attended	% of Attendance
	April 13, 2021	May 11, 2021	May 24, 2021	August 4, 2021	September 6, 2021	November 9, 2021	February 3, 2022			
Nawshir Mirza	●	●	●	●	●	●	●	7	7	100%
Pheroz Pudumjee	●	●	●	●	●	●	●	7	7	100%
Dr. Jairam Varadaraj	A	●	●	●	●	●	●	7	6	86%
Rajani Kesari	●	●	●	●	●	●	A	7	6	86%

A-Absent

The constitution of the Committee meets the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

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 SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

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 SEBI (LODR) Regulations, 2015. The charter is available on the Company's website: www.thermaxglobal.com.

The terms of the charter broadly 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
- Ensuring the independence of the auditor
- Recommending to the Board the appointment and remuneration of the auditors
- Scrutinising inter-corporate loans and investments
- Monitoring the end use of funds raised through public offers, if any
- Conducting the valuation of any undertaking or asset of the Company
- Structuring the internal audit function and approving 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
- Verifying that the internal control system to prevent insider trading is adequate and working effectively
- Reviewing various risks identified as part of the risk register of the Company, which are within the scope of the Committee

- 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

B. Nomination & Remuneration Committee

The Nomination and Remuneration Committee ("the Committee") comprises three Independent Directors and one Non-Executive Director as on March 31, 2022:

1. Harsh Mariwala - Chairman
2. Dr. Jairam Varadaraj
3. Dr. Valentin A.H. von Massow
4. Meher Pudumjee

The Committee met four times during the Financial Year 2021-22 on May 11, 2021, October 18, 2021, January 12, 2022 and March 10, 2022 where all the members were present at the meeting.

The constitution of the Committee meets the requirements of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

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 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

Details of Remuneration:

- **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 2021-22. The policy broadly consists of:

- 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 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 dated February 4, 2020, with the Company, which has been approved by the Board of Directors and the shareholders. The remuneration broadly comprises fixed and variable components, i.e. salary, allowances, perquisites and other benefits. The variable component comprises a performance bonus. 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 Managing Director & 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 Managing Director & 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

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, 2022:

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

Attendance details of the Committee are as follows:

Name of the Member	Stakeholders' Relationship Committee Meetings				Held during the Tenure	Attended	% of Attendance
	May 7, 2021	August 2, 2021	November 3, 2021	January 28, 2022			
Pheroze Pudumjee					4	4	100%
Meher Pudumjee					4	4	100%
Ashish Bhandari					4	4	100%
S.B. (Ravi) Pandit			A		4	3	75%

A-Absent

The constitution of the Committee meets the requirements of Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

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.

Procedure of Share Transfer/Transmission and Transposition

The Board has empowered the Stakeholder Relationship Committee to, *inter alia*, approve share transfers, transmission, transposition, 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 2021-22

Nature	Opening Balance	Received	Resolved	Closing Balance
Non-receipt of dividend	Nil	2	2	Nil
Non-receipt of share certificate after transfer/consolidation/transmission exchange/split/merger	Nil	0	0	Nil
Letters from statutory authorities	Nil	0	0	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 published in the newspapers.

In terms of the provisions of Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016/Investor Education and Protection Fund (Awareness and Protection of Investors) Rules, 2001, a total of 7,896 shares of 25 shareholders of the Company were transferred on September 27, 2021 to the IEPF.

Compliance Officer

During the year Kedar P. Phadke, ceased to be a Company Secretary, KMP and Compliance Officer of the Company with effect from August 19, 2021, due to his sudden demise.

Further, Ms. Janhavi Khele, a qualified Company Secretary (Membership No. A20601), was appointed as the Company Secretary, Compliance Officer & Key Managerial Person (KMP) of the Company, with

effect from September 1, 2021. She also carried out the responsibility of a Compliance Officer during the intermittent period from August 19, 2021 to August 31, 2021.

D. Corporate Social Responsibility (CSR) Committee

The CSR Committee ("the Committee") comprises two independent directors and a non-executive director as members as on March 31, 2022:

1. Meher Pudumjee - Chairperson
2. Nawshir Mirza
3. S.B. (Ravi) Pandit

The Committee met twice during the Financial Year 2021-22 dated April 13, 2021, and September 23, 2021, where all the members were present at the meeting.

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

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 two or three years

E. Risk Management Committee

The Risk Management Committee ("the Committee") comprises three independent directors and a non-executive director as on March 31, 2022:

1. Nawshir Mirza - Chairman
2. Pheroze Pudumjee
3. Dr. Jairam Varadaraj
4. Rajani Kesari

The committee met twice during the Financial Year 2021-22 on June 23, 2021 and December 20, 2021 where all the members were present at the meeting.

The constitution of the Committee meets the requirements of Regulation 21 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

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 detailed terms of reference of the Risk Management Committee are as below:

- To assess the risks facing the business and the mitigation measures taken thereof
- 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 three independent directors, two non-executive directors and an executive director as on March 31, 2022:

1. Dr. Valentin A.H. von Massow - Chairman
2. Pheroze Pudumjee
3. Meher Pudumjee
4. Dr. Jairam Varadaraj
5. Ashish Bhandari
6. S.B. (Ravi) Pandit (w.e.f. May 5, 2021)

Attendance details of the Committee are as follows:

Name of the Member	Strategic Business Development Committee Meetings					Held during the Tenure	Attended	% of Attendance
	Committee Meeting Dates							
	May 5, 2021	May 18, 2021	July 29, 2021	October 19, 2021	January 25, 2022			
Dr. Valentin A.H. von Massow	Present	Present	Present	Present	Present	5	5	100%
Pheroze Pudumjee	Present	Present	Present	Present	Present	5	5	100%
Meher Pudumjee	Present	Present	Present	Present	Present	5	5	100%
Dr. Jairam Varadaraj	Present	A	Present	Present	Present	5	4	80%
Ashish Bhandari	Present	Present	Present	Present	Present	5	5	100%
S.B. (Ravi) Pandit	Present	Present	Present	Present	Present	5	5	100%

A-Absent

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

G. International Investment Committee

The International Investment Committee ("the Committee") comprises an independent director, a non-executive director and an executive director as on March 31, 2022:

1. Pheroze Pudumjee - Chairman
2. Dr. Valentin A.H. von Massow
3. Ashish Bhandari

The committee met twice during the Financial Year 2021-22 on August 3, 2021 and February 3, 2022 where all the members were present at the meeting.

The broad terms of reference of the Committee are:

- Monitor and review the performance with respect to the purpose and intent of business objectives
- Review human resources development and requirements
- Review of business operations and strategy implementation of new ventures/businesses
- Approval of appointment of Board members

- Formulate strategies with respect to overseas initiatives (including setting up of a company/office and acquisition/takeover/amalgamation)
- Review annual performance of international operations
- Review the strategic business plan annually

4. Annual General Meeting

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

Financial Year	Date	Venue	Time
2018-19 (38 th AGM)	August 8, 2019	Yashwantrao Chavan Academy of Development Administration, MDC (Auditorium) Building, Raj Bhavan Complex, Baner Road, Pune – 411 007	4:00 p.m.
2019-20 (39 th AGM)	August 12, 2020	Through Video Conferencing	4:00 p.m.
2020-21 (40 th AGM)	August 6, 2021	Through Video Conferencing	4:00 p.m.

B. Postal Ballot

The Company had sought the approval of the shareholders by way of a special resolution through notice of postal ballot dated November 10, 2021, for:

1. Grant of stock options to the employees of the Company under 'Thermax Limited Employee Stock Option Plan 2021'
2. Grant of stock options to the employees of group company(ies) of the Company, including subsidiary or its associate company(ies) under 'Thermax Limited Employee Stock Option Plan 2021'

The results were announced on January 14, 2022. Mr. S.V. Deulkar (FCS: 1321 CP: 965), failing him Mr. Sridhar Mudaliar (FCS: 6156 CP: 2664), partners of M/s. SVD & Associates, were appointed to scrutinise the postal ballot process held by voting through electronic means (remote e-voting) in a fair and transparent manner.

Description of the Resolutions		Grant of stock options to the employees of the Company under 'Thermax Limited Employee Stock Option Plan 2021'	Grant of stock options to the employees of group company(ies) of the Company, including subsidiary or its associate company(ies) under 'Thermax Limited Employee Stock Option Plan 2021'
Votes in favour of the resolution	Number of members voted	154	151
	Number of valid votes cast (shares)	9,57,91,545	9,57,91,470
	Percentage of total number of valid votes cast	93.45%	93.45%
Votes against the resolution	Number of members voted	87	90
	Number of valid votes cast (shares)	67,17,501	67,17,576
	Percentage of total number of valid votes cast	6.55%	6.55%
Invalid votes	Total number of members whose votes were declared invalid	13	13
	Total number of invalid votes cast (shares)	29,184	29,184
	Percentage of total number of invalid votes cast	0.00%	0.00%

Procedure for postal ballot:

The postal ballot was carried out as per the provisions of Section 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, and other applicable rules read with General Circular no. 39/2020 dated December 31, 2020 (in continuation of circular no. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, and 33/2020 dated September 28, 2020, issued by the Ministry of Corporate Affairs, Government of India and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (in continuation of circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020) issued under Regulation 101 (SEBI Circulars) and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

No special 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 8, 2019	a. Re-appointment of Dr. Jairam Varadaraj as an Independent Director b. Re-appointment of Nawshir Mirza as an Independent Director c. Re-appointment of Dr. Valentin A.H. von Massow as an Independent Director
August 12, 2020	No special resolution was passed
August 6, 2021	a. Re-appointment of Harsh Mariwala as an Independent Director

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: www.thermaxglobal.com provides comprehensive information regarding the Company's business portfolio, including CSR activities. The quarterly and yearly financial results are available in downloadable format 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.
- Transcripts of teleconferences with analysts are available on the website of the Company.
- The official news releases of the Company are displayed on its website.
- 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: www.thermaxglobal.com.

6. Shareholder Information

A. 41st Annual General Meeting for FY 2021-22

Date and time	Tuesday, August 2, 2022 at 4:00 p.m.
Venue	Through Video Conferencing

B. Financial Calendar

The financial results for FY 2021-22 were announced on:

Financial Results	As Indicated	Actual Date
Quarter ended June 2021	August 5, 2021	August 5, 2021
Quarter ended September 2021	November 12, 2021	November 10, 2021
Quarter ended December 2021	February 4, 2022	February 4, 2022
Year ended March 2022	May 19, 2022	May 20, 2022

For FY 2022-23, the indicative announcement dates are:

Results for the quarter ended June 2022	August 2, 2022
Results for the quarter ended September 2022	November 10, 2022
Results for the quarter ended December 2022	February 8, 2023
Results for the year ended March 2023	May 17, 2023
Record date for payment of dividend subject to approval of shareholders	July 22, 2022
Dividend payment date	August 8, 2022

Listing on Stock Exchanges	Stock Code
National Stock Exchange of India Ltd. (NSE)	THERMAX EQ
BSE Ltd. (BSE)	500411
International Security Identification No. for Equity Shares (ISIN) in NSDL and CDSL	INE 152A01029
Corporate Identity No. (CIN)	L29299PN1980PLC022787

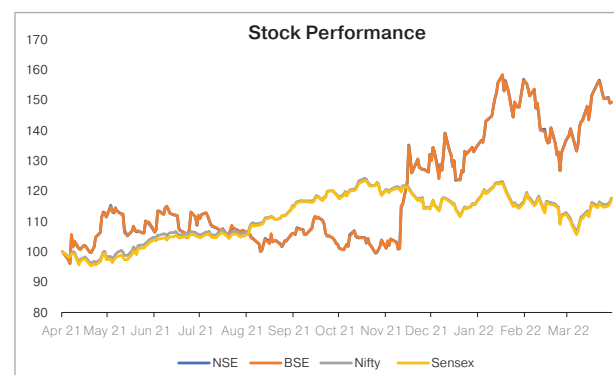
The Company has paid listing fees to BSE and NSE and custodial fees to Central Depositories Services (India) Limited and National Securities Depository Limited for Financial Year 2022-23 on the basis of number of beneficial accounts maintained by them, as on March 31, 2022.

C. Stock Data

(Amount in Rs. per share)

Month	MKT QUOTE – NSE		MKT QUOTE – BSE	
	High	Low	High	Low
April 2021	1,518.85	1,270.00	1,520.75	1,262.25
May 2021	1,577.55	1,381.05	1,550.00	1,381.10
June 2021	1,570.00	1,370.00	1,569.70	1,369.50
July 2021	1,535.00	1,372.00	1,544.15	1,388.75
August 2021	1,437.00	1,286.95	1,435.55	1,288.35
September 2021	1,499.00	1,350.10	1,496.10	1,350.30
October 2021	1,440.00	1,302.00	1,438.00	1,306.65
November 2021	1,895.00	1,330.00	1,895.20	1,330.65
December 2021	1,943.80	1,551.55	1,944.80	1,551.25
January 2022	2,157.95	1,776.65	2,155.55	1,757.60
February 2022	2,174.80	1,651.00	2,174.00	1,653.00
March 2022	2,149.00	1,760.10	2,138.95	1,755.00

Stock Performance



Note: The Company's share price and indices have been indexed to 100 as on the first working day of the Financial Year 2021-22 i.e. April 1, 2021.

D. Registrar and Share Transfer Agent

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

E. Share Transfer System

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.

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

Pursuant to SEBI Circular dated November 3, 2021, it has been 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:

- W.e.f. 01.01.2022, any service request will be entertained by the Company's RTA only upon registration / updation of PAN, KYC, and nomination details.
- The folios in which PAN / KYC / nomination details are not available/updated, will be frozen by the Company's RTA w.e.f. 01.04.2023
- The folios in which PAN is not linked to Aadhaar as on 31.03.2022 or any other date as may be specified by the Central Board of Direct Taxes, will also be frozen by the Company's RTA.
- After 31.12.2025, the frozen folios shall be referred by RTA / Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002.

Accordingly, the Company has sent reminders to those shareholders whose KYC details were not available.

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. Distribution of Shareholding and Shareholding Pattern

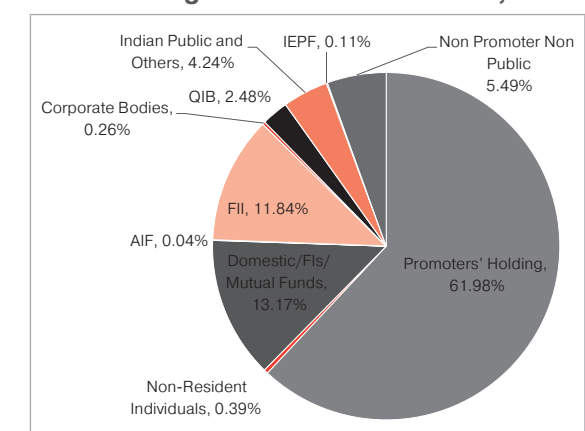
Distribution of Shareholding as on March 31, 2022

Sr. No.	Category (Shares)	No. of Holders	% to Holders	No. of Shares	% to Equity
1	1 - 5000	34,756	98.76	36,34,814	3.05
2	5001 - 10000	134	0.38	4,78,669	0.40
3	10001 - 20000	80	0.23	5,79,942	0.49
4	20001 - 30000	36	0.10	4,30,263	0.36
5	30001 - 40000	18	0.05	3,19,193	0.27
6	40001 - 50000	14	0.04	3,07,596	0.26
7	50001 - 100000	44	0.13	16,68,497	1.40
8	100001 & Above	109	0.31	11,17,37,326	93.77
TOTAL		35,191	100.00	11,91,56,300	100.00

Category of Equity Shareholders as on March 31, 2022

Category	No. of Shares held	% of Share holding
(A) Promoters' Holding		
1. Individuals	6,000	-
2. Corporate bodies	7,38,49,305	61.98
(A) Total Shareholding of Promoters	7,38,55,305	61.98
(B) Non-Promoters' Holding		
1. Mutual funds, banks, financial institutions, insurance companies, etc.	1,56,94,464	13.17
2. Foreign Institutional Investors (FII)	1,41,03,393	11.84
3. Corporate bodies	3,06,532	0.26
4. Non-resident individuals	4,75,309	0.39
5. Indian public and others	50,49,514	4.24
6. IEPF	1,32,749	0.11
7. Qualified Institutional Buyer (QIB)	29,49,526	2.48
8. Alternative Investment Fund (AIF)	48,068	0.04
(B) Total Public Shareholding	3,87,59,555	32.53
(C) Non-Promoter Non-Public	65,41,440	5.49
Total (A)+(B)+(C)	11,91,56,300	100.00

Shareholding Pattern as on March 31, 2022



H. Details of Dematerialisations

The Company's equity shares are under compulsory demat trading for all categories of investors. A total of 11,89,66,015 shares have been dematerialised as on March 31, 2022, representing 99.84% of the total equity capital.

I. 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.

J. 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.

K. Plant Locations of Thermax Group

Domestic	
Pune	Solapur
<ul style="list-style-type: none"> D-13, MIDC Industrial Area, R. D. Aga Road, Chinchwad, Pune - 411 019, Maharashtra. 98-99, Bhosari MIDC Industrial Area, Bhosari, Pune - 411 026, Maharashtra. D-1 Block, MIDC Industrial Area, Chinchwad, Pune - 411 019, Maharashtra. 	<ul style="list-style-type: none"> Plot No. T-1 MIDC, Chincholi, Taluka Mohol, Dist. Solapur - 413 255, Maharashtra. Shirwal Plot No. A-2 & A-3, Khandala Industrial area, Phase 1, MIDC, Village Kesurdi, Tal-Khandala, Dist. Satara - 412802, Maharashtra.

Paudh At Paudh, Post Mazgaon, Taluka Khalapur, Dist. Raigad - 410 206, Maharashtra.	Savli Plot No. 21/1-2-3, GIDC Manjusar, Taluka-Savli, Dist. Vadodara - 391 775, Gujarat.
Mundra SEZ Survey No. 169, Village Dhruh, Taluka Mundra, Mundra - 370421, Dist. Kutch, Gujarat.	Jhagadia Plot No. 903/1, GIDC, Jhagadia Industrial Estate, Jhagadia - 393 110, Dist. Bharuch, Gujarat.
Dahej Plot No. Z/96/C, Dahej SEZ, Phase-II, Taluka Vagra Dist. Bharuch - 392 130, Gujarat.	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

L. Address for Correspondence

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

Shareholders holding shares in dematerialised form should address their queries, such as a 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,
Wakdevadi, Pune - 411 003.
Email: cservice@thermaxglobal.com

7. 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, as updated in pursuance of SEBI (LODR) Regulations, 2015 has

been uploaded on the website of the Company: www.thermaxglobal.com

B) D&O Insurance for Directors

In line with the requirements of Regulation 24(10) of the SEBI Listing Regulations, the Company has taken Directors and Officers Insurance (D&O) for all its directors and members of the senior management 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) Whistleblower Policy/Vigil Mechanism

The Board has adopted a Whistleblower 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 or nhm@nawshirmirza.com for reporting or sending a written complaint to the chairperson or the managing director. The Whistleblower Policy is available on the website of the Company. The confidentiality of such reporting is maintained and the whistleblower is protected from any discriminatory action.

E) Board Diversity Policy

The policy sets out the approach to diversity on the Board of the Company. The policy was adopted at the Board meeting held on June 18, 2020. The policy is available on the website of the Company: www.thermaxglobal.com

F) Insider Trading Policy

The policy provides the framework to deal with securities of the Company. The Insider Trading Policy was amended in line with SEBI (Prohibition of Insider Trading) (Amendment) Regulations,

2019. The policy is available on the website of the Company: www.thermaxglobal.com

G) Dividend Distribution Policy (DDP)

The Company adopted the DDP effective February 8, 2017. There has been no change in the policy during the year, and the same is disclosed on the Company's website: www.thermaxglobal.com.

H) Policy for determining material subsidiaries is disclosed on the website of the Company: www.thermaxglobal.com.

I) The Company has adopted the Policy of Determination of Materiality for Disclosures, and the same is disclosed on the website of the Company: www.thermaxglobal.com.

J) The Company has adopted a Policy on Archival and Preservation of Documents, and the same is disclosed on the website of the Company: www.thermaxglobal.com.

K) The Company has complied with the Corporate Governance requirements as per the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

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

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

N) 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:

(Amount in Rs.)	
Payment to Statutory Auditors and its Network Firms	March 31, 2022
As Auditor	
Audit and limited review fee	3,60,63,834
In Other Capacity	
Other services	28,86,080
Reimbursement of expenses	2,43,752
Total	3,91,93,666

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

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

P) 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 standalone financial statement in note no. 34 on page no. 296.

8. Non-Mandatory Requirements

The Company has adopted the following discretionary practices as specified under Regulation 27(1) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015:

A. The Board

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,
The Shareholders,
Thermax Limited ("the Company"),
Pune

Sub: Compliance with Code of Conduct as per Schedule V of 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.

Pune: May 11, 2022

Ashish Bhandari
Managing Director and CEO

ANNEXURE-B

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

To,
The Board of Directors,
Thermax Limited, Pune

Dear Sirs,

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 year ended March 31, 2022, 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 into by the Company during the year which are fraudulent, illegal or violate 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 the same has 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.

For Thermax Limited

Ashish Bhandari
Managing Director & CEO

Rajendran Arunachalam
Group CFO

Date: May 11, 2022
Place: Pune

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 - 411 019.

We have examined the relevant registers, records, forms, returns and disclosures received from the directors of Thermax Limited (hereinafter referred to as "the Company"), having CIN - L29299PN1980PLC022787 and having registered office at D-13 MIDC Ind. Area, R D Aga Road, Chinchwad, Pune - 411 019 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, 2022 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	Jairam Varadaraj	00003361	31/01/2003
2	Meher Pheroz Pudumjee	00019581	15/01/2001
3	Pheroz Pudumjee Naswanjee	00019602	15/01/2001
4	Nawshir Hoshang Mirza	00044816	03/05/2011
5	Shashishekhar Pandit Balkrishna	00075861	30/05/2017
6	Harsh Charandas Mariwala	00210342	10/11/2016
7	Valentin Albrecht Herwart von Massow	00239314	31/01/2006
8	Rajani Kesari	02384170	14/11/2018
9	Ashish Bhandari	05291138	18/06/2020
10	Ravi Shankar Gopinath	00803847	10/11/2021

Ensuring the eligibility for 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
CP No: 2664

Place: Pune
Date: May 20, 2022

Peer Review Number: P2013MH075200
UDIN: F006156D000326036

ANNEXURE-D
Independent Auditor's Report on Compliance with the Conditions of Corporate Governance as per Provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as Amended

The Members of Thermax Limited,
Thermax Limited,
Thermax House,
14, Mumbai Pune Road,
Wakdewadi,
Pune - 411 003

- The Corporate Governance Report prepared by Thermax Limited (hereinafter the "Company"), contains details as specified in regulations 17 to 27, clauses (b) to (i) and (t) of sub - regulation (2) of regulation 46 and para C, D, and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ('Applicable criteria') for the year ended March 31, 2022 as required by the Company for annual submission to the Stock Exchanges.

Management's Responsibility

- The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
- The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

Auditor's Responsibility

- Pursuant to the requirements of the Listing Regulations, our responsibility is to express a reasonable assurance in the form of an opinion whether the Company has complied with the specific requirements of the Listing Regulations referred to in paragraph 3 above.
- We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
- We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
- The procedures selected depend on the auditor's judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. Summary of key procedures performed include:
 - Read and understood of the information prepared by the Company and included in its Corporate Governance Report;
 - Obtained and verified that the composition of the Board of Directors w.r.t. executive and non-executive directors has been met throughout the year;
 - Obtained and read the Directors Register as on March 31, 2022 and verified that at least one women director was on the Board throughout the year;
 - Obtained and read the minutes of the following committee meetings held during the reporting year:
 - Board of Directors meeting;

- (b) Audit Committee;
 - (c) Risk Management Committee;
 - (d) Corporate Social Responsibility (CSR) committee;
 - (e) Annual General meeting;
 - (f) Nomination and remuneration committee;
 - (g) Stakeholders Relationship Committee
 - (h) International Investment committee;
 - (i) Strategic Business Development Committee; and
 - (j) Independent Directors meeting;
- v. Obtained necessary declarations from the directors of the Company;
 - vi. Obtained and read the policy adopted by the Company for related party transactions;
 - vii. Obtained the schedule of related party transactions during the year and balances at the year- end. Obtained and read the minutes of the Audit Committee meeting where in such related party transactions have been pre-approved prior by the Audit Committee; and
8. Performed necessary inquiries with the management and also obtained necessary specific representations from management.

The above-mentioned procedures include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

Opinion

9. Based on the procedures performed by us as referred in paragraph 7 above, and according to the information and explanations given to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations, as applicable for the year ended March 31, 2022, referred to in paragraph 4 above.

Other Matters and Restriction on Use

10. This Report 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.
11. This Report is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations with reference to compliance with the relevant regulations of Corporate Governance and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this Report.

For S R B C & CO LLP

Chartered Accountants

ICAI Firm Registration Number: 324982E/E300003

per Tridevial Khandelwal

Partner

Membership Number: 501160

UDIN: 22501160AJHQYC3072

Place: Pune

Date: May 20, 2022