

DIRECTORS' REPORT

Dear Shareholder,

Your directors have the pleasure in presenting the Forty-First 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, 2022.

Financial Results

(Rs. in crore)

Particulars	Standalone		Consolidated	
	FY 2021-22	FY 2020-21	FY 2021-22	FY 2020-21
Total revenue	4,015.39	3,131.48	6,128.33	4,791.25
Profit before finance cost, depreciation and tax	350.58	358.51	548.38	462.93
Finance cost and depreciation	80.52	72.56	138.41	135.21
Profit before tax and exceptional items	270.06	285.95	410.10	327.72
Exceptional items	(14.00)	(103.03)	-	(52.53)
Profit before tax but after exceptional items	256.06	182.92	410.10	275.19
Provision for taxation (incl. deferred tax)	55.27	41.90	97.79	68.61
Profit after tax	200.79	141.02	312.31	206.58
Other comprehensive income	4.24	0.87	7.62	16.91
Total comprehensive income	205.03	141.89	319.93	223.49
Total equity	3,001.00	2,879.38	3,492.49	3,251.39
Earnings Per Share (EPS) (Rs.) face value per share Rs. 2/- from continuing operations	16.85	11.83	27.73	18.34
Earnings Per Share (EPS) (Rs.) face value per share Rs. 2/- from continuing and discontinuing operations	16.85	11.83	27.73	18.34

Result of Operations and the State of Affairs

Standalone

Your Company, on a standalone basis, posted a revenue of Rs. 4,015 crore for the financial year 2021-22, against last year's revenue of Rs. 3,131 crore. Revenue from exports was up 20% at Rs. 952 crore (Rs. 791 crore). Order booking from continuing operations stood at Rs. 6,867 crore, higher by 123% as compared to Rs. 3,079 crore in the previous year.

Consolidated

On a consolidated level, the group revenue was at Rs. 6,128 crore (Rs. 4,791 crore). The Group's international business was lower by 3% at Rs. 1,622 crore (Rs. 1,675 crore). Consolidated order booking for FY 2021-22 increased by 97% to Rs. 9,410 crore (Rs. 4,784 crore). Order booking in international markets at Rs. 1,878 crore was higher by 37%. The Company booked a major order in refinery for a sulphur recovery unit worth Rs. 1,176 crore and

two orders for flue gas desulphurisation systems worth Rs. 1,376 crore in the fiscal year.

The energy segment contributed 70.8% (74.8%) to the Group's gross operating revenues in FY 2021-22.

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.

Credit Rating

Your Company has been rated 'AA+' by Credit Rating Information Services of India Limited (CRISIL) for its banking facilities. The upgrade reflects your Company's continued good parentage, credit profile, liquidity position, strong corporate governance practices, financial flexibility and conservative financial policies.

Covid-19

Measures taken by the Company for Covid relief are covered in Integrated Report.

Dividend

The Board of Directors have recommended a dividend of Rs. 9 (450%) per equity share of face value of Rs. 2/- each for the year ended March 31, 2022. 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/>.

Transfer to Reserve

The closing balance of the retained earnings of the Company for FY 2021-22, after all appropriation and adjustments, was Rs. 2,434 crore. During the year, the Company has not transferred any amount to General Reserve.

Share Capital

The paid-up equity share capital of the Company was Rs. 23.83 crore as on March 31, 2022. There were no public or preferential rights or bonus issued during the year. The Company has neither issued any shares with differential voting rights, sweat equity shares nor has it granted any stock options.

Statement of Deviation(s) or Variation(s) in Share Capital

During the year under review, there was no instance to report containing Statement of Deviation(s) or Variation(s) in share capital as per Regulation 32 of SEBI Listing Regulations, 2015.

Subsidiaries

In accordance with Section 136 of the Act, the Annual Report of your Company containing *inter alia*, financial statements, including consolidated financial statements, has been placed on our website: <https://www.thermaxglobal.com/annual-reports/> which can be accessed using the link.

Further, the financial statements of the subsidiaries have also been placed on our website: <https://www.thermaxglobal.com/subsidiary-annual-report/>. On request, these

documents will be made available for inspection at the Company's corporate office.

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.

Information on Newly Incorporated Subsidiaries and Acquisitions during the Year

Through its wholly-owned subsidiary, First Energy Private Limited (FEPL), the Company has established step-down subsidiaries, named First Energy TN 1 Private Limited and First Energy 2 Private Limited, incorporated on January 29, 2022, and March 30, 2022, respectively, for launching the renewable energy business of FEPL.

During the year, the Company has done restructuring of international subsidiaries, by which Thermax Thailand Limited and Thermax SDN BHD, Malaysia, the wholly-owned subsidiaries of the Company have been transferred to Thermax Engineering Singapore Pte Limited effective December 2021; and with this Thermax Thailand Limited and Thermax SDN BHD, Malaysia, became step down subsidiaries of Thermax Limited. This restructuring is in line with the consolidation of South-East Asia entities of the Group under Thermax Engineering Singapore Pte Limited.

During the year, the liquidation of subsidiary Boilerworks Properties ApS is completed. This Company's principal activity was to own and lease out the property at Papegøjevej 7, DK-6270 Tønder. During 2019-20, the property was sold, on September 28, 2020, the Company entered into voluntary liquidation, and no claims in the period of notice to creditors have been received. The Company has been liquidated on March 24, 2022.

The Company has decided to make an investment in ExactSpace Technologies Private Limited (ExactSpace) up to a sum of Rs. 10 crore in one or more tranches. ExactSpace is engaged in the business of developing artificial intelligence solutions for industries in the energy segment. The investment will result in the Company's holding up to 15.17% of the share capital of ExactSpace. The Company has invested up to Rs. 6.50 crore till March 2022.

Management Discussion and Analysis

The Management Discussion and Analysis section highlighting the performance of the Company's energy, environment and chemical segments, including details of

select subsidiaries, information on the Company's health, safety and environment measures, human resources, risk management and internal controls, is on page no.57.

Corporate Governance Report

A detailed Corporate Governance Report regarding the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which also includes disclosures required as per Sections 134 and 177 of the Companies Act, 2013, is attached as Annexure 1 on page no. 87.

A certificate from the statutory auditors of the Company regarding compliance with the conditions of corporate governance as required under Schedule V of the Listing Regulations is a part of this report.

Integrated Report

The SEBI, in its circular dated February 6, 2017, has advised the top 500 listed companies (by market capitalisation) to voluntarily adopt Integrated Reporting (IR) from FY 2017-18.

In compliance with the above circular, an Integrated Report encompassing both financial and non-financial information enabling the Company's diverse stakeholders to make well-informed decisions and have a better understanding of the Company's long-term perspective is on page no. 02.

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 may be amended from time to time.

Business Responsibility Reporting

In terms of the Listing Regulations, Business Responsibility Report describing the initiatives taken by the Company from environmental, social and governance perspectives is enclosed as Annexure-2 on page no. 109.

Vigil Mechanism/Whistleblower Policy

The Company has a vigil mechanism named 'Whistleblower Policy' to deal with instances of fraud and mismanagement, if any. The details of the policy are provided in the Corporate Governance Report and also posted on the website of the Company: www.thermaxglobal.com.

Industrial Relations

The overall Industrial Relations at all the locations were peaceful. The Company has signed three years wage settlement with the union at the Paudh Chemical facility in July 2021.

The wage settlement at the Savli manufacturing plant is in force till March 31, 2022, and at Chinchwad plant up to April 30, 2022. The Company has started negotiation with the union at both the places, and is hopeful of concluding the discussion by the end of July 2022.

Human Resources Management

1. Particulars of Employees

The total number of permanent employees on the rolls of the Company as on March 31, 2022, was 3,096 compared to 3,034 employees in the previous year. At the group level, the total number of permanent employees is 4,634 compared to 3,627 employees in the previous year.

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 periodical basis.

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

The following is a summary of sexual harassment complaints received and disposed of during the year 2021-22:

- Number of complaints received – Nil
- Number of complaints disposed of – NA

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

The Managing Director and Whole Time Director of the Company are 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 Thermax Employees ESOP and Welfare Trust which holds 29,06,250 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, seek their contribution to the corporate growth, create an employee ownership culture, attract new talents, and retain them to ensure 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 a postal ballot on January 13, 2022, with requisite majority.

In line with Regulation 14 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, a statement giving complete details, as on March 31, 2022, is available on the website of the Company: <https://www.thermaxglobal.com/>.

b) Employee Welfare Trusts

The Company has various Employee Welfare Trusts primarily for providing medical, housing, and educational aid to its employees. 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.

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. 113.

Corporate Social Responsibility Initiatives

As a part of its initiatives under Corporate Social Responsibility (CSR), the Company has undertaken projects mainly in the area of education. The projects are in accordance with Schedule VII of the Companies Act, 2013. Since 2007, CSR initiatives have been undertaken through Thermax Foundation. The detailed report on CSR in the new format is provided in the Social and Relationship Capital on page no. 44.

The details of the CSR Committee and CSR Policy are available on the Company's website: www.thermaxglobal.com.

The Annual Report on CSR Activities and CSR Policy is provided as Annexure 4 on page no. 116.

Directors and Key Managerial Personnel

The Board of Directors of your Company comprises of 10 directors, viz., two non-executive directors, one executive director and seven independent directors, including one independent woman director as on March 31, 2022. 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.

Appointment and Re-appointment of Directors

Based on the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on November 10, 2021, appointed Dr. Ravi Shankar Gopinath (DIN: 00803847) as an Additional Director (Independent) of your Company with effect from November 10, 2021. Dr. Ravi Shankar Gopinath will hold office as an Additional Director (Independent) up to the date of the ensuing AGM and subject to the approval of Members at the 41st AGM, shall be appointed as Independent Director to hold office for a period of five consecutive years effective November 10, 2021.

Mr. Shashishekar Pandit Balkrishna (DIN: 00075861) was appointed as an Independent Director of the Company from May 30, 2017 to May 29, 2022. Considering the performance evaluation, contributions to the Company during his first term of office, his background, qualification and experience and based on the recommendation of the Nomination and Remuneration Committee, the Board approved the re-appointment of Mr. Shashishekar Pandit Balkrishna for

the second term commencing from May 30, 2022, subject to the approval of the shareholders in the ensuing AGM.

Further, in accordance with the provisions of the Companies Act, 2013 and the Company's Articles of Association, Mr. Ashish Bhandari (DIN: 05291138) retires by rotation at the ensuing AGM and being eligible, offers himself for re-appointment as a Director.

The Company has received the necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013 that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of the Listing Regulations.

Board and Independent Directors' Meeting

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

The Independent Directors met two times during the financial year 2021-22. These meetings were held on August 06, 2021, and December 22, 2021, and the same is covered under the Corporate Governance Report.

Familiarisation Programme

The Company has formulated a policy on 'Familiarisation Programme for Independent Directors', which is available on the Company's website: www.thermaxglobal.com.

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 Kedar P. Phadke ceased to be the Company Secretary, Key Managerial Person (KMP) and Compliance Officer of the Company with effect from August 19, 2021, due to his sudden demise.

Further, based on the recommendation of the Nomination and Remuneration Committee, the Board appointed Ms. Janhavi Khele, a qualified Company Secretary (Membership No. A20601), as the Company Secretary, Compliance Officer and KMP of the Company w.e.f. September 1, 2021, pursuant to the provisions of Section 203 of the Companies Act, 2013. She also carried out the responsibility of the Compliance Officer during the intermittent period from August 19, 2021 to August 31, 2021.

Remuneration Policy

The remuneration policy details for selection, appointment and remuneration of directors and senior management is given in the Corporate Governance Report, and the said policy is available on the Company's website: www.thermaxglobal.com.

Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Listing Regulations, the Board has carried out an annual evaluation of its performance. The details of the Board/Committee evaluations are given in the Corporate Governance Report.

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: www.thermaxglobal.com.

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:

- In the preparation of the annual financial statements for the year ended March 31, 2022, the applicable accounting standards have been followed;
- 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, 2022, and of the profit of the Company for the year ended on that date;
- 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;
- The annual financial statements have been prepared on a going concern basis;

- Proper internal financial controls were in place, and the financial controls were adequate and operating effectively; and
- 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.

Details Regarding Frauds Reported by Auditors under Section 143(12)

During the year under review, there were no frauds reported by the auditors to the audit committee or the Board under Section 143(12) of the Act.

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.

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.

Pursuant to the latest amendments by the SEBI, the Company has adopted the revised policy on Related Party Transactions which is available on the Company's website: www.thermaxglobal.com.

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

Standalone and Consolidated Financial Statements

The financial statements for the year ended March 31, 2022, 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 as prescribed by SEBI. 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. 222.

Public Deposits

During the year, your Company has not accepted deposits from the public. Further, your Company has also not accepted any deposits during the financial year 2021-22, and as such, no principal or interest was outstanding as on March 31, 2022, 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 exceeding the limit mentioned therein, to persons in the employment of the Company other than 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 were no significant material orders passed by the regulators and courts which would impact the going concern status of the Company.

The Insolvency and Bankruptcy Code, 2016

Your Board confirms that there was no proceeding pending under the Insolvency and Bankruptcy Code, 2016.

During the year, 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 largely carried out by the in-house Internal Audit Department with co-sourcing support. 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 enterprise 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. 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 continuing basis.

Auditors

Statutory Auditors

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

In accordance with the Companies Amendment Act, 2017, enforced on May 7, 2018, by the Ministry of Corporate Affairs, the appointment of statutory auditors is not required to be ratified at every AGM.

As required under the Listing Regulations, M/s. SRBC & Co. LLP, the auditors have confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

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.

Cost Auditors

In terms of Section 148 of the Companies Act, 2013, read with the Companies (Cost Records and Audit) Amendment Rules, 2014, M/s. Dhananjay V. Joshi & Associates, Cost Accountants, Pune, have been appointed as the cost auditors of the Company for FY 2022-23.

The maintenance of cost records as specified under Section 148 of the Act 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 Auditors

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 has appointed M/s. SVD & Associates, Company Secretaries, Pune, to undertake the secretarial audit of the Company for FY 2022-23. The Secretarial Audit Report for FY 2021-22 is attached as Annexure 5 on page no. 120.

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

Annual Return

The Company shall place an annual return filed with the Registrar of Companies for the financial year 2021-22 on its website: www.thermaxglobal.com. Since the Annual General Meeting is proposed to be held on August 2, 2022, the Company shall upload a copy of the Annual Return for FY 2021-22, once the same is filed with the Registrar of Companies.

Acknowledgements

Your Directors place on record 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 faith in the Company and its future.

For and on behalf of the Board,

Meher Pudumjee

Chairperson (DIN: 00019581)
Pune, May 20, 2022

Annexure-A to the Directors' 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 2021-22 are as follows:

Name	DIN	Designation	Remuneration		Increase/ decrease (%)	Ratio of remuneration of Director to the Median remuneration for 2021-22 (MRE)
			2021-22	2020-21		
Meher Pudumjee	00019581	Chairperson and Non-Executive Director	5,500,000	4,750,000	15.79	6.27
Dr. Valentin A. H. von Massow	00239314	Independent Director	4,236,000	3,633,676	16.58	4.83
Pheroze Pudumjee	00019602	Non-Executive Director	3,450,000	2,800,000	23.21	3.93
Dr. Jairam Varadaraj	00003361	Independent Director	2,850,000	2,250,000	26.67	3.25
Nawshir Mirza	00044816	Independent Director	4,650,000	3,850,000	20.78	5.30
Harsh Mariwala	00210342	Independent Director	2,800,000	2,200,000	27.27	3.19
S. B. (Ravi) Pandit	00075861	Independent Director	2,600,000	1,900,000	36.84	2.96
Rajani Kesari	02384170	Independent Director	2,450,000	2,000,000	22.50	2.79
Dr. Ravi Gopinath (Appointed w.e.f. November 10, 2021)	00803847	Independent Director	#Refer note 3	-	NA*	NA*
Ashish Bhandari (Appointed w.e.f. September 1, 2020)	05291138	Managing Director and CEO	70,951,438	#Refer note 3	NA*	80.65
Rajendran Arunchalam	NA	Group CFO	15,499,884	15,000,000	3.23	17.67
Janhavi Khele (Appointed w.e.f. September 1, 2021)	NA	Company Secretary	#Refer note 3	-	NA*	NA*

Note -

- *The % increase of remuneration is provided only for those directors and KMP who have drawn remuneration from the Company for full fiscal 2022 and full fiscal 2021. 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 2022.
- The remuneration of all Non-Executive Directors includes sitting fees paid.
- #Remuneration details are given only for those Directors and KMP's who were appointed for the entire fiscal year. Therefore, no details are mentioned for the fiscal year where appointment is only for part of the year.
- The median remuneration of the Company for all its employees is 877208 for the financial year 2021-22. For calculation of median remuneration, the employee count taken is 3096 for FY 2021-22.

B. Percentage increase in the Median Remuneration of all employees in the financial year 2021-22

	FY20-21	FY21-22	% Change
Percentage increase in the Median Remuneration of all employees	841,584	877,209	4%

C. Comparison of average percentage increase in remuneration of all employees other than the Key Managerial Personnel

	FY20-21	FY21-22	% Change
% Rise in the Remuneration from FY 20-21 to FY 21-22 Other than KMP's	2,184,465,401	2,835,590,481	30%

The above percentage change in remuneration seems to be high at 30% over last year because of following reasons:

- 1) STIP paid for FY 21-22 was higher than the previous year
- 2) Mid year increments were done for 140 employees in the year 2021-22
- 3) More than average attrition witnessed in the year 2021-22 with replacements taken at higher salaries.

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.