

**THERMAX LIMITED** THERMAX HOUSE, 14 MUMBAI PUNE ROAD, WAKDEWADI,  
PUNE 411 003. INDIA ☐ TEL.: (020) 25542122, 25542263 ☐ FAX : (020) 25541226  
Website : www.thermaxindia.com ☐ IT PAN - AAAC 3910D

Corporate Identity No.(CIN):L29299PN1980PLC022787

Ref: GPK/TL-036/02961  
April 13, 2015

Corporate Finance Division



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

**Fax No: 022-26598237/8**

**Company's Scrip Code: THERMAX EQ**

**Sub: Quarterly Compliance Report on Corporate Governance**

Dear Sir,

We enclose herewith Compliance Report on Corporate Governance for the Quarter ended March 31, 2015, in terms of Clause 49 of the Listing Agreement, as amended vide SEBI Circular No. CIR /CFD /POLICY /CELL /2 /2014, dated April 17, 2014 and CIR /CFD / POLICY/CELL/7/2014, dated September 15, 2014.

Kindly take note of the above.

Thanking you,

Yours faithfully,  
For **THERMAX LIMITED**

*Gajanan P. Kulkarni*  
Vice president - Legal &  
Company Secretary



Encl: As above

**Quarterly Compliance Report on Corporate Governance**




Name of the Company: **THERMAX LIMITED**

Quarter ending on: **March 31, 2015**

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

For **Thermax Limited**

  
Gajanan p. Kulkarni  
 Vice President- Legal &  
 Company Secretary

Place: Pune

Date: April 13, 2015

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Corporate Finance Division



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

**Fax No: 022-22723121/3719**

**Company's Scrip Code: 500411**

**Sub: Quarterly Compliance Report on Corporate Governance**

Dear Sir,

We enclose herewith Compliance Report on Corporate Governance for the Quarter ended March 31, 2015, in terms of Clause 49 of the Listing Agreement, as amended vide SEBI Circular No. CIR /CFD /POLICY /CELL /2 /2014, dated April 17, 2014 and CIR /CFD / POLICY/CELL/7/2014, dated September 15, 2014.

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