

THERMAX LIMITED THERMAX HOUSE, 14 MUMBAI PUNE ROAD, WAKDEWADI,
PUNE 411 003. INDIA ☐ TEL.: (020) 25542122, 25542263 ☐ FAX : (020) 25541226
Website : www.thermaxglobal.com☐ IT PAN - AAAC 3910D
Customer Care : 18002090115 (India Toll Free)

Corporate Finance



Ref: KPP/TL-36/03157

Date: January 10, 2018

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

Fax No: 022-26598237/8

Company's Scrip Code: THERMAX EQ

Sub: Quarterly Compliance Report on Corporate Governance

Dear Sir,

We enclose Compliance Report on Corporate Governance for the Quarter ended December 31, 2017, in terms of Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

You are requested to kindly take note of the above.

Thanking you,

Yours faithfully,
For **THERMAX LIMITED**

Kedar P. Phadke
Company Secretary

Encl: As above

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - Thermax Limited
2. Quarter ending - 31-Dec-2017

I. Composition of Board of Directors									
Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Appointment	Tenure	No of Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mrs.	Meher Pudumjee	00019581	AGNPP3413B	C & NED	15-Jan-2001	-	1	1	0
Mrs.	Arnavaz Aga	00019622	ADGPA1770Q	NED	05-Jun-1982	-	1	0	0
Mr.	Raghunath Anant Mashelkar	00074119	ABPPM4169N	ID	22-Jul-2014	3.44	5	4	0
Mr.	Valentin A.H. Von Massow	00239314	AFYPM7830B	ID	22-Jul-2014	3.44	2	0	0
Mr.	Pheroj Pudumjee	00019602	AAJPP7065R	NED	15-Jan-2001	-	1	1	1
Mr.	Jairam Varadaraj	00058056	AAZPJ2601H	ID	22-Jul-2014	3.44	5	3	0
Mr.	Nawshir Mirza	00044816	AFIPM8297A	ID	22-Jul-2014	3.44	3	1	2
Mr.	M.S. Unnikrishnan	01460245	ACOPS8478E	ED	01-Jul-2017	-	1	1	0
Mr.	Harsh Mariwala	00210342	AADPM6929R	ID	10-Nov-2016	1.14	4	1	0
Mr.	S. B. Pandit	00075861	AEEPP9019E	ID	30-May-2017	0.59	3	3	0

II. Composition of Committees

Audit Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	S. B. Pandit	ID	Member
2	Pheroj Pudumjee	NED	Member
3	Jairam Varadaraj	ID	Member
4	Nawshir Mirza	ID	Chairperson

Stakeholders Relationship Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Pheroze Pudemjee	NED	Chairperson
2	M.S. Unnikrishnan	ED	Member
3	Meher. Pudemjee	C & NED	Member

Risk Management Committee	
Sr. No.	Name of the Director
	Chairperson/Membership

Nomination and Remuneration Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Meher. Pudemjee	C & NED	Member
2	Arnavaz Aga	NED	Member
3	Valentin A.H. Von Massow	ID	Member
4	Jairam Varadaraj	ID	Member
5	Harsh Mariwala	ID	Chairperson

III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
08-Aug-2017	08-Nov-2017	91

IV. Meeting of Committees				
Name of the committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
Audit Committee	07-Nov-2017	Yes	07-Aug-2017	91
Stakeholders relationship committee	06-Nov-2017	Yes	01-Aug-2017	
Stakeholders relationship committee	23-Nov-2017	Yes	01-Aug-2017	

V. Related Party Transactions		Compliance status (Yes/No/NA)
Subject		
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 b. Any comments/observations/advice of Board of Directors may be mentioned here: **NA**

Name : 
 Designation : Kedar P. Phadke
 Company Secretary