

**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-36/03216  
Date: January 08, 2019

**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 Compliance Report on Corporate Governance for the quarter ended December 31, 2018, 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-2018**

<b>i. Composition of Board of Directors</b>										
Title (Mr./ Ms)	Name of the Director	DI N	P A N	Category (Chairperson /Executive/ Non- Executive/ Independent/ Nominee)	Date of Appointment	Date of cessation	Tenure	No of Director ship in listed entities including this listed entity	No of members hips 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
Mr.	Valentin A.H. Von Massow	00239314	AFYPM7830B	ID	22-Jul-2014		53	2	0	0
Mr.	Pheroz Pudemjee	00019602	AAJPP7065R	NED	15-Jan-2001			1	2	1
Mr.	Jairam Varadaraj	00058056	AAZPJ2601H	ID	22-Jul-2014		53	5	3	1
Mr.	Nawshir Mirza	00044816	AFIPM8297A	ID	22-Jul-2014		53	3	1	5
Mr.	M.S. Unnikrishnan	01460245	ACOPS8478E	ED	01-Jul-2017			1	1	0
Mr.	Harihari Mari	002103	AAADP6M6	ID	10-Nov-2016		25	7	1	0

	wala	42	929 R							
Mr.	S. B. Pand it	00 07 58 61	AEE PP9 019 E	ID	30-May- 2017		19	2	3	0
Mrs.	Raja ni Kesa ri	02 38 41 70	ABZ PKO 831 F	ID	14-Nov- 2018		2	1	1	0

## II. Composition of Committees

<b>Audit Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Nawshir Mirza	ID	Chairperson
2	Rajani Kesari	ID	Member
3	Pheroza Pudumjee	NED	Member
4	Jairam Varadaraj	ID	Member

<b>Stakeholders Relationship Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	S. B. Pandit	ID	Member
2	M.S. Unnikrishnan	ED	Member
3	MEHER PUDUMJEE	C & NED	Member
4	Pheroza Pudumjee	NED	Chairperson

<b>Risk Management Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Nawshir Mirza	ID	Chairperson
2	Jairam Varadaraj	ID	Member
3	Rajani Kesari	ID	Member
4	Pheroza Pudumjee	NED	Member

<b>Nomination and Remuneration Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Jairam Varadaraj	ID	Member
2	Harsh Mariwala	ID	Chairperson
3	MEHER PUDUMJEE	C & NED	Member
4	Valentin A.H. Von Massow	ID	Member

<b>III. Meeting of Board of Directors</b>		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
08-Aug-2018	14-Nov-2018	97

<b>IV. Meeting of Committees</b>				
<i>Name of the committee</i>	<i>Date(s) of meeting of the committee in</i>	<i>Whether requirement of Quorum met</i>	<i>Date(s) of meeting of the committee in</i>	<i>Maximum gap between any two consecutive (in number of days)</i>

	<i>the relevant quarter</i>	<i>(details)</i>	<i>the previous quarter</i>	97
Audit Committee	13-Nov-2018		07-Aug-2018	
Stakeholders Relationship Committee	31-Oct-2018		24-Jul-2018	

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>
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:

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*K.P. Phadke*

**Name** : **Kedar P. Phadke**  
**Designation** : **Company Secretary**