

**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-36/03202

Date: October 08, 2018

**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 September 30, 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

OK § 8/10/2018

**ANNEXURE I**

**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity - **Thermax Limited**  
 2. Quarter ending - **30-Sep-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 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	AG NPP 341 3B	C & NED	15-Jan-2001			1	1	0
Mrs.	Arnavaz Aga	00019622	AD GP A17 70Q	NED	05-Jun-1982	08-Aug-2018		1	0	0
Mr.	Ragunath Anant Mashekar	00074119	ABB PM 416 9N	ID	22-Jul-2014	08-Aug-2018	49	4	1	0
Mr.	Valentin A.H. Von Massow	00239314	AFY PM 783 0B	ID	22-Jul-2014		50	2	0	0
Mr.	Pheroz Pudu	000196	AAJ PP7 065	NED	15-Jan-2001			1	1	1

	mjee	02	R							
Mr.	Jairam Varadaraj	00 05 80 56	AAZ PJ2 601 H	ID	22-Jul- 2014		50	5	4	1
Mr.	Nawshir Mirza	00 04 48 16	AFI PM 829 7A	ID	22-Jul- 2014		50	3	1	5
Mr.	M.S. Unnikrishnan	01 46 02 45	AC OPS 847 8E	ED	01-Jul- 2017			1	1	0
Mr.	Harsh Mariwala	00 21 03 42	AA DP M6 929 R	ID	10-Nov- 2016		22	7	1	0
Mr.	S. B. Pandit	00 07 58 61	AEE PP9 019 E	ID	30-May- 2017		16	2	2	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	Pheroz Pudumjee	NED	Member
2	Jairam Varadaraj	ID	Member
3	Nawshir Mirza	ID	Chairperson
4	S. B. Pandit	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	MEHER PUDUMJEE	C & NED	Member
2	Pheroz Pudumjee	NED	Chairperson
3	M.S. Unnikrishnan	ED	Member

<b>Risk Management Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>

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

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)
18-May-2018	08-Aug-2018	81

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-Aug-2018		17-May-2018	81
Stakeholders Relationship Committee	24-Jul-2018		10-May-2018	

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



Name : Kedar P. Phadke  
Designation : Company Secretary

### ANNEXURE III


#### Affirmations

<b>Broad Heading</b>	<b>Regulation Number</b>	<b>Compliance Status</b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	No
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

#### Note:

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

Name :  
Designation :

  
Kedar P. Phadke  
Company Secretary