

THERMAX LIMITED THERMAX HOUSE, 14 MUMBAI PUNE ROAD, WAKDEWADI,
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Corporate Finance



Ref: KPP/TL-36/03287
Date: December 6, 2019

**The National Stock Exchange of India Limited,
Exchange Plaza, C/1, Block-G,
Bandra-Kurla Complex,
Bandra (E), Mumbai - 400 051**

Company's Scrip Code: THERMAX EQ

Sub: Disclosure of Related Party Transactions.

Ref: Regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir,

Pursuant to Regulation 23(9) of Listing Regulations, please find enclosed details of Related Party Transactions on a consolidated basis for the half year ended 30th September, 2019.

You are requested to take the same on record.

Thanking you,

Yours faithfully,
For **THERMAX LIMITED,**

**Kedar P. Phadke
Company Secretary**

Encl: As above

Thermax Limited
Notes to consolidated financial statements for the year ended September 30, 2019
(All amounts are in Rupees Crore, except per share data and unless stated otherwise)

I Interests in other entities

Group information

A Subsidiaries

The consolidated financial statements of the Group includes subsidiaries listed in the table below. Unless otherwise stated, they have share capital consisting solely of equity shares that are held directly by the Group, and the proportion of ownership interests held equals the voting rights held by the group. The country of incorporation or registration is also their principal place of business for all companies

Sr No.	Name of the entity	Place of business/ Country of incorporation	Ownership interest held by the Group		Principal activities
			September 30, 2019	September 30, 2018	
1	Thermax Onsite Energy Solutions Ltd	India	100%	100%	Supply of steam and heat on build, own and operate basis
2	Thermax Instrumentation Ltd.	India	100%	100%	Civil, Erection & Commissioning and Operation and Maintenance of power plants
3	Thermax Engineering Construction Company Ltd	India	100%	100%	Installation of industrial machinery and equipment
4	Thermax Sustainable Energy Solutions Ltd.	India	100%	100%	Carbon Advisory Services
5	Thermax International Ltd	Mauritius	100%	100%	Acts as an investment company
6	Thermax Europe Ltd	United Kingdom	100%	100%	Sale and service of vapour absorption chillers
7	Thermax Inc.	USA	100%	100%	Sale and service of vapour absorption chillers and sale of chemicals
8	Thermax do Brazil Energia e Equipamentos Ltda	Brazil	100%	100%	Rendering services including technical assistance
9	Thermax (Zhejiang) Cooling & Heating Engineering Company Ltd	China	100%	100%	Products and services in heating, cooling, waste heat recovery, captive power, water treatment and recycling, waste management and performance chemicals
10	Thermax Netherlands BV	Netherlands	100%	100%	Acts as an investment company
11	Thermax Denmark ApS	Denmark	100%	100%	Acts as an investment company
12	Danstoker A/S	Denmark	100%	100%	Produces and sells boilers to the energy market
13	Ejendomsanp artsselskabet Industrivej Nord 13	Denmark	100%	100%	Own and lease out property within group
14	Boilerworks A/S	Denmark	100%	100%	Produces and supplies high-pressure boilers and components. Operation and Maintenance of power plants
15	Boilerworks Properties ApS	Denmark	100%	100%	Own and lease out the property within group
16	Danstoker Poland S p Z o o	Poland	100%	100%	Produces and supplies high-pressure boilers and components
17	Rifox-Hans Richter GmbH Spezialarmaturen	Germany	100%	100%	Manufacturing steam trap systems
18	Thermax Sdn Bhd	Malaysia	100%	100%	Turnkey solutions provider
19	Thermax Engineering Singapore Pte Ltd	Singapore	100%	100%	Acts as an investment company
20	PT Thermax International Indonesia	Indonesia	100%	100%	Manufacturing of industrial products/boilers
21	Thermax Senegal S.A.R.L.	Senegal	100%	100%	Plant management services
22	First Energy Private Limited	India	76%	76%	Alternative energy solution company
23	Thermax Energy & Environment Philippines Corporation	Philippines	100%	100%	Marketing and sales of component parts of boilers
24	Thermax Energy & Environment Lanka (Private) Limited	Sri Lanka	100%	100%	Marketing and sales of component parts of boilers
25	Thermax Nigeria Limited	Nigeria	100%	100%	Marketing and sales of component parts of boilers
26	Thermax Babcock & Wilcox Energy Solutions Pvt Ltd	India	100%	100%	Manufacture of steam or other vapour generating boilers and hot water boilers other than central heating boilers
27	Thermax SPX Energy Technologies Ltd ^	India	100%	51%	Supply & erection commissioning of Air cooled condenser (ACC), Rotary air Pre-Heater (RAPH), electrostatic precipitator (ESP), Bag Houses
28	Thermax Engineering Construction FZE^^	Nigeria	100%	100%	Operation and Maintenance of power plants
29	Thermax Employee ESOP and Welfare Trust (72 nos.)**	India	100%	100%	Employee welfare

**The above percentage of shareholding is before elimination of Trust's holding.

1 Thermax Hong Kong Ltd (wholly owned subsidiary) has not been considered for consolidation as the same has become 'Dormant' company during the year 2009-10.

2 The non-controlling interest held in First Energy Private Limited is not material to the Group. Hence, the disclosures required under Para 12 of Ind AS 112 Disclosure of Interests in other entities are not considered necessary.

B Parent entity

Sr No.	Name of the entity	Place of business/ Country of incorporation	Ownership interest held by the Group		Type
			September 30, 2019	September 30, 2018	
1	RDA Holdings Pvt Ltd	India	53.99%	53.99%	Holding company

C Joint Ventures

Sr No.	Name of the entity	Place of business/ Country of incorporation	Ownership interest held by the Group		Principal activities
			September 30, 2019	September 30, 2018	
1	Thermax SPX Energy Technologies Ltd ^	India		51%	Supply & erection commissioning of Air cooled condenser (ACC), Rotary air Pre-Heater (RAPH), electrostatic precipitator (ESP), Bag Houses

The investments listed above were accounted by equity method.

^ On February 25, 2019, Thermax SPX Energy Technologies Limited (SPX) has become a wholly owned subsidiary of the Company.

** The Group has an ESOP trust and Employee Welfare Trusts for the welfare of the employees. Pursuant to the arrangement between the Trusts and the Company, the Company has determined that it has power to direct the relevant activities of the trust while being exposed to variable returns from its involvement with these entities. As a result, these entities have been consolidated in these financial statements.

^^ Date of incorporation August 31, 2018.



2 Related party disclosures

A For details of Holding company, refer note 1.

B Individuals having significant influence over the Group by reason of voting power, and their relatives

- 1 Mrs. Meher Pudumjee - Chairperson
- 2 Mrs. Anu Aga - Director - Relative of Chairperson / Director
- 3 Mr. Pheroze Pudumjee - Director
- 4 Mr. Zahaan Pudumjee - Relative of Chairperson / Director

C Key Management Personnel:

- 1 Mr. M S Unnikrishnan - Managing Director and Chief Executive Officer
- 2 Dr. Valentin A. H. von Massow - Independent Director
- 3 Dr. Jairam Varadaraj - Independent Director
- 4 Mr. Nawshir Mirza - Independent Director
- 5 Mr. Harsh Mariwala - Independent Director
- 6 Mr. Sashishekhar (Ravi) Balakrishna Pandit - Independent Director
- 7 Mrs. Rajani Kesari - Independent Director
- 8 Mr. Rajendran Arunachalam - Chief Financial Officer (w.e.f. 1st June 2019)
- 9 Mr. Amitabha Mukhopadhyay - Chief Financial Officer (till May 2019)
- 10 Mr. Kedar Phadke - Company Secretary

D Enterprises with whom transactions have taken place during the year, over which control is exercised by individuals listed in 'B' and 'C' above:

- 1 Thermax Foundation, India
- 2 ARA Trusteeship Company Private Limited, India
- 3 Marico Limited, India
- 4 Elgi Ultra Industries Limited, India
- 5 Elgi Equipments Ltd.
- 6 Kirtane & Pandit, LLP, Chartered Accountants
- 7 KPIT Technologies Limited

E Transactions with related parties:

Particulars	Joint Ventures		Enterprises over which control is exercised by Individuals having Significant influence over the company and Key Management Personnel		Key Management Personnel and Individuals having Significant influence over the company mentioned in C above		Total	
	September 30, 2019	September 30, 2018	September 30, 2019	September 30, 2018	September 30, 2019	September 30, 2018	September 30, 2019	September 30, 2018
a. Transactions during the year								
Revenue from contracts with customers	-	-	0.43	-	-	-	0.43	-
Miscellaneous income	-	0.19	-	-	-	-	-	0.19
Recovery of expenses	-	-	-	-	-	-	-	-
Purchase of raw material and components	-	6.15	0.44	-	-	-	0.44	6.15
Miscellaneous expense	-	-	0.01	-	-	-	0.01	-
Remuneration to key management personnel*	-	-	-	-	4.14	3.40	4.14	3.40
Donation	-	-	3.80	2.00	-	-	3.80	2.00
Director's sitting fees	-	-	-	-	0.20	0.25	0.20	0.25
Rent paid	-	-	-	-	0.26	0.25	0.26	0.25

* Does not include gratuity and leave encashment since the same is calculated for all employees of the Holding Company as a whole.

Dividend paid to RDA Holdings Pvt. Ltd., India is Rs. 45.03 (September 30, 2018: Rs 38.60)

Particulars	Joint Ventures		Enterprises over which control is exercised by Individuals having Significant influence over the company and Key Management Personnel		Key Management Personnel and Individuals having Significant influence over the company mentioned in C above		Total	
	September 30, 2019	September 30, 2018	September 30, 2019	September 30, 2018	September 30, 2019	September 30, 2018	September 30, 2019	September 30, 2018
b. Balances as at the year end								
Trade receivables	-	1.22	0.10	-	-	-	0.10	1.22
Advances given	-	1.80	-	-	-	-	-	1.80
Loans given (security deposit)	-	-	-	-	0.53	0.53	0.53	0.53
Trade payables and other liabilities	-	0.13	0.51	-	-	-	0.51	0.13



Thermax Limited

Notes to consolidated financial statements for the year ended September 30, 2019

(All amounts are in Rupees Crore, except per share data and unless stated otherwise)

F Related party transactions include transactions pertaining to the following parties with whom the percentage of the transactions are 10 % or more of the total of the above:

Particulars	September 30, 2019	September 30, 2018
Transactions during the year		
Sale of product and services		
Marico Limited	0.30	-
Elgi Ultra Industries Ltd.	0.13	-
Miscellaneous income		
Thermax SPX Energy Technologies Limited, India	-	0.19
Purchase of raw material and components		
Elgi Equipments Ltd	0.43	-
Thermax SPX Energy Technologies Limited, India	-	6.15
Miscellaneous expenses		
Kirtane & Pandit, LLP, Chartered Accountants	0.01	-
Remuneration to key management personnel		
Mr. M. S. Unnikrishnan	2.13	1.94
Mr. Rajendran Arunachalam (from June 19 to Sep 19)	0.52	-
Mr. Amitabha Mukhopadhyay (till May 2019)	1.27	1.32
Donation		
Thermax Foundation, India	3.80	2.00
Directors sitting fees		
Mrs. Meher Pudumjee	0.03	0.03
Mr. Pheroze Pudumjee	0.03	0.04
Dr. Valentin A. H. von Massow	0.03	0.04
Dr. Jairam Varadaraj	0.03	0.04
Mr. Nawshir Mirza	0.03	0.03
Mr. Ravi Pandit	0.03	0.02
Mrs. Rajani Kesari	0.02	-
Rent paid		
Mrs. Meher Pudumjee	0.07	0.07
Mrs. Anu Aga	0.12	0.10
Mr. Pheroze Pudumjee	0.07	0.07

Particulars	September 30, 2019	September 30, 2018
Trade receivables		
Marico Limited	0.10	-
Thermax SPX Energy Technologies Limited, India	-	1.22
Advances given		
Thermax SPX Energy Technologies Limited, India	-	1.80
Trade payables		
KPIT Technologies Limited	0.45	-
Elgi Equipments Ltd	0.05	-
Thermax SPX Energy Technologies Limited, India	-	0.13
Loans given (security deposits)		
Mrs. Anu Aga	0.35	0.35
Mr. Pheroze Pudumjee	0.18	0.18

G. Terms and conditions of related party transactions:

The sales to and purchases from related parties are assessed to be at arm's length by the management. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash.

There have been no guarantees provided or received for any related party receivables or payables. For the half year ended September 30, 2019, the Group has not recorded any impairment of receivables relating to amounts owed by related parties (September 30, 2018; Rs Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

All outstanding balances are unsecured and repayable in cash.

