

**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: AA/ TL-36/03091

Date: January 09, 2017

**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, 2016, 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**

  
Amit Atre  
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-2016**

<b>I. Composition of Board of Directors</b>									
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	ABBPM4169N	ID	22-Jul-2014	2.44	5	3	0
Mr.	Valentin A.H. Von Massow	00239314	AFYPM7830B	ID	22-Jul-2014	2.44	2	1	0
Mr.	Pheroz Pudumjee	00019602	AAJPP7065R	NED	15-Jan-2001		1	2	1
Mr.	Jairam Varadaraj	00058056	AAZPJ2601H	ID	22-Jan-2014	2.44	5	3	0
Mr.	Nawshir Mirza	00044816	AFIPM8297A	ID	22-Jul-2014	2.44	3	3	2
Mr.	M.S. Unnikrishnan	01460245	ACOPS8478E	ED	01-Jul-2012		1	1	0
Mr.	Harsh Mariwala	00210342	AADPM6929R	ID	10-Nov-2016	0.14	3	1	0

**II. Composition of Committees**

<b>Audit Committee</b>			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Valentin A.H. Von Massow	ID	Member
2	Pheroz Pudumjee	NED	Member
3	Jairam Varadaraj	ID	Member
4	Nawshir Mirza	ID	Chairperson

<b>Stakeholders Relationship Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Pheroz Pudumjee	NED	Chairperson
2	M.S. Unnikrishnan	ED	Member
3	Meher. Pudumjee	C & NED	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	Meher. Pudumjee	C & NED	Member
2	Arnavaz Aga	NED	Member
3	Valentin A.H. Von Massow	ID	Member
4	Jairam Varadaraj	ID	Chairperson
5	Harsh Mariwala	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>
10-Aug-2016	10-Nov-2016	91

<b>IV. Meeting of Committees</b>				
<i>Name of the committee</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
Audit Committee	09-Nov-2016	yes	09-Aug-2016	91
Audit Committee	17-Dec-2016	yes		

<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:

Name :  
Designation :

  
Amit Atre  
Company Secretary