



May 15, 2020

To

**The Secretary
BSE Limited
PJ Towers, Dalal Street
Mumbai: 400 001**

Company Scrip Code: 500411

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

Company Scrip Code: THERMAX EQ

Sub: Quarterly compliance report on corporate governance

Dear Sir,

We enclose Compliance report on Corporate Governance for the Quarter ended March 31, 2020 in terms of regulation 27(2) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

You are requested to kindly acknowledge receipt of the above.

Thanking you,

Yours faithfully,

For **THERMAX LIMITED**

Sd/-

**Kedar P. Phadke
Company Secretary**

Encl: As above

Annexure 1

Composition of Board of Directors

Title	Name of the Director	Category	Initial Date of Appointment	Date of Appointment in Current Term (Date of Re-appointment)	Date of cessation	Tenure of Director (in months)	No of Directorship in listed entities including this listed entity	Number 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	Non-Executive - Non Independent Director,Chairperson	15 Jan 2001	15 Jan 2001	-	-	1	1	0
Mr	VALENTIN A.H. MASSOW	Non-Executive - Independent Director	31 Jan 2006	22 Jul 2019	-	68	1	0	0
Mr	PHEROZ PUDUMJEE	Non-Executive - Non Independent Director	15 Jan 2001	15 Jan 2001	-	-	1	1	1
Mr	JAIRAM VARADRAJ	Non-Executive - Independent Director	31 Jan 2003	22 Jul 2019	-	68	5	6	1
Mr	NAWSHIR MIRZA	Non-Executive - Independent Director	03 May 2011	22 Jul 2019	-	68	2	0	3
Mr	M.S.UNNIKRISHNAN	Executive Director,CEO-MD	01 Jul 2007	01 Jul 2017	-	-	2	1	0
Mr	HARSH MARIWALA	Non-Executive - Independent Director	10 Nov 2016	10 Nov 2016	-	40	5	1	0
Mr	S. B. PANDIT	Non-Executive - Independent Director	30 May 2017	30 May 2017	-	34	2	1	0
Mrs	RAJANI KESARI	Non-Executive - Independent Director	14 Nov 2018	14 Nov 2018	-	17	1	1	0

Annexure 1

Composition Of Committee

Audit Committee			
Name of Committee members	Category	Date Of Appointment	Date of Cessation
NAWSHIR MIRZA	Non-Executive - Independent Director,Chairperson	22-07-2014	-
JAIRAM VARADRAJ	Non-Executive - Independent Director,Member	13-04-2005	-
PHEROZ PUDUMJEE	Non-Executive - Non Independent Director,Member	09-11-2004	-
RAJANI KESARI	Non-Executive - Independent Director,Member	14-11-2018	-

Nomination and remuneration committee			
Name of Committee members	Category	Date Of Appointment	Date of Cessation
HARSH MARIWALA	Non-Executive - Independent Director,Chairperson	10-11-2016	-
VALENTIN A.H. MASSOW	Non-Executive - Independent Director,Member	22-07-2014	-
MEHER PUDUMJEE	Non-Executive - Non Independent Director,Member	07-03-2015	-
JAIRAM VARADRAJ	Non-Executive - Independent Director,Member	27-05-2014	-

Stakeholders Relationship Committee			
Name of Committee members	Category	Date Of Appointment	Date of Cessation
PHEROZ PUDUMJEE	Non-Executive - Non Independent Director,Chairperson	02-05-2001	-
MEHER PUDUMJEE	Non-Executive - Non Independent Director,Member	02-03-2001	-
M.S.UNNIKRISHNAN	Executive Director,Member	01-07-2007	-
S. B. PANDIT	Non-Executive - Independent Director,Member	14-11-2018	-

Risk Management Committee			
Name of Committee members	Category	Date Of Appointment	Date of Cessation
NAWSHIR MIRZA	Non-Executive - Independent Director,Chairperson	08-08-2019	-
JAIRAM VARADRAJ	Non-Executive - Independent Director,Member	08-08-2019	-
PHEROZ PUDUMJEE	Non-Executive - Non Independent Director,Member	08-08-2019	-
RAJANI KESARI	Non-Executive - Independent Director,Member	08-08-2019	-

Corporate Social Responsibility Committee			
Name of Committee members	Category	Date Of Appointment	Date of Cessation
MEHER PUDUMJEE	Non-Executive - Non Independent Director,Chairperson	14-11-2018	-
NAWSHIR MIRZA	Non-Executive - Independent Director,Member	04-11-2014	-
S. B. PANDIT	Non-Executive - Independent Director,Member	14-11-2018	-

Annexure 1

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 meeting (in number of days)
13 Nov 2019	-	0
-	04 Feb 2020	82
-	13 Mar 2020	37

Annexure 1

Meeting Of Committees

Name of 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 meetings (in number of days)
Audit Committee	-	Yes,	12 Nov 2019	0
Audit Committee	03 Feb 2020	Yes,	-	82
Stakeholders Relationship Committee	-	Yes,	13 Nov 2019	0
Stakeholders Relationship Committee	04 Feb 2020	Yes,	-	82
Nomination and remuneration committee	03 Feb 2020	Yes,	-	0

Annexure 1

Related Party Transactions

Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance
Whether prior approval of audit committee obtained	Yes	-
Whether shareholder approval obtained for material RPT	NA	-
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by audit committee	Yes	-

Annexure 1

Affirmations

Subject	Compliance status (Yes/No)
The composition of board of directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The committee members have been made aware of their powers, role and responsibilities as specified in of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The meetings of the board of directors and the above committees have been conducted in the manner as specified SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
5.This report and/or the report submitted in the previous quarter has been placed before board of directors	Yes

5. This report and/or the report submitted in the previous quarter has been placed before board of directors

Website Affirmations

Item	Compliance status	Details of non-compliance
Details of business	Yes	-
Terms and conditions of appointment of independent directors	Yes	-
Composition of various committees of board of directors	Yes	-
Code of conduct of board of directors and senior management personnel	Yes	-
Details of establishment of vigil mechanism or whistle blower policy	Yes	-
Criteria of making payments to non-executive directors	Yes	-
Policy on dealing with related party transactions	Yes	-
Policy for determining material subsidiaries	Yes	-
Details of familiarization programmes imparted to independent directors	Yes	-
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	-
Email address for grievance redressal and other relevant details	Yes	-
Financial results	Yes	-
Shareholding pattern	Yes	-
Details of agreements entered into with the media companies and/or their associates	NA	-
New name and the old name of the listed entity	NA	-
Criteria of making payments to non-executive directors	Yes	-

Annual Affirmation

Sr.	Particulars	Regulation Number	Compliance status (Yes/No)	If status is "No" details of non-compliance
1	Independent directors have been appointed in terms of specified criteria of independence and or eligibility	16(1)(b) & 25(6)	Yes	-
2	Board composition	17(1)	Yes	-
3	Meeting of board of directors	17(2)	Yes	-
4	Review of compliance reports	17(3)	Yes	-
5	Plans for orderly succession for appointments	17(4)	Yes	-
6	Code of conduct	17(5)	Yes	-
7	Fees or compensation	17(6)	Yes	-
8	Minimum information	17(7)	Yes	-
9	Compliance certificate	17(8)	Yes	-
10	Risk assessment and management	17(9)	Yes	-
11	Performance evaluation of independent directors	17(10)	Yes	-
12	Composition of audit committee	18(1)	Yes	-
13	Meeting of audit committee	18(2)	Yes	-
14	Composition of nomination and remuneration committee	19(1) & (2)	Yes	-
15	Composition of stakeholder relationship committee	20(1) & (2)	Yes	-
16	Composition and role of risk management committee	21(1),(2), (3),(4)	Yes	-
17	Vigil mechanism	22	Yes	-
18	Disclosure of shareholding by non-executive directors	-	Yes	-
19	Policy for related party transaction	23(1),(5), (6),(7) & (8)	Yes	-
20	Prior or omnibus approval of audit committee for all related party transactions	23(2), (3)	Yes	-
21	Approval for material related party transactions	23(4)	NA	-
22	Composition of board of directors of unlisted material subsidiary	24(1)	Yes	-
23	Other corporate governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	Yes	-
24	Maximum directorship and tenure	25(1) & (2)	Yes	-
25	Meeting of independent directors	25(3) & (4)	Yes	-
26	Familiarization of independent directors	25(7)	Yes	-
27	Memberships in committees	26(1)	Yes	-
28	Affirmation with compliance to code of conduct from members of board of directors and senior management personnel	26(3)	Yes	-
29	Disclosure of shareholding by non-executive directors	26(4)	Yes	-
30	Policy with respect to obligations of directors and senior management	26(2) & 26(5)	Yes	-

Annexure 2

Affirmation

Sr.	Particulars	Compliance status (Yes/No)
1	The listed entity has approved material subsidiary policy and the corporate governance requirements with respect to subsidiary of listed entity have been complied	Yes

Signatory Details

Name of signatory	KEDAR PHADKE
Designation of person	Company Secretary and Compliance Officer