

**Corporate Governance Report**

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

1. Name of Listed Entity - **Thermax Limited**  
 2. Quarter ending - **31-Dec-2020**

**i. Composition Of Board Of Director**

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non-Executive/Independent/Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	Whether special resolution passed?	Date of passing special resolution	No. of Directorship in listed entities including this listed entity	No of Independent 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	Membership in Committees of the Company	Remarks
Mrs.	MEHER PUDUMJEE	00019581	AGNPP3413B	C & NED		15-Jan-2001	15-Jan-2001			11-Oct-1966	NA		1	0	1	0	SC,NRC	
Mr.	VALENTIN A.H. MASSOW	00239314	AFYPM7830B	ID		31-Jan-2006	22-Jul-2019		77	16-Aug-1956	NA		1	1	0	0	NRC	
Mr.	PHEROZ PUDUMJEE	00019602	AAJPP7065R	NED		15-Jan-2001	15-Jan-2001			23-Feb-1962	NA		1	0	2	1	AC,SC,RC	
Mr.	JAIRAM VARADRAJ	00003361	AAZPJ2601H	ID		31-Jan-2003	22-Jul-2019		77	08-Apr-1961	NA		5	3	7	1	AC,RC,NRC	

Mr.	NAWSHIR MIRZA	0004 4816	AFIP M82 97A	ID		03- May- 2011	22-Jul- 2019		77	04-Apr- 1950	NA		1	1	2	2	AC, RC	
Mr.	HARSH MARIWALA	0021 0342	AAD PM6 929R	ID		01- Nov- 2016	01-Nov- 2016		50	14-May- 1951	NA		5	3	1	0	NRC	
Mr.	S. B. PANDIT	0007 5861	AEE PP90 19E	ID		30- May- 2017	30-May- 2017		43	29-Mar- 1950	NA		2	1	1	0	SC	
Mrs.	RAJANI KESARI	0238 4170	ABZ PK0 831F	ID		14- Nov- 2018	14-Nov- 2018		26	02-Jul- 1971	NA		1	1	1	0	AC, RC	
Mr.	ASHISH BHANDARI	0529 1138	AEX PB35 96F	ED	CE O- M D	01- Sep- 2020	01-Sep- 2020			06-May- 1971	NA		1	0	1	0	SC	

Company Remarks	
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

**ii. Composition of Committees**

**a. Audit Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	NAWSHIR MIRZA	ID	Chairperson	03-May-2011	
2	JAIRAM VARADRAJ	ID	Member	13-Apr-2005	
3	PHEROZ PUDUMJEE	NED	Member	09-Nov-2004	
4	RAJANI KESARI	ID	Member	14-Nov-2018	
Company Remarks					
Whether Permanent chairperson appointed		Yes			

**b. Stakeholders Relationship Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	PHEROZ PUDUMJEE	NED	Chairperson	02-May-2001	
2	MEHER PUDUMJEE	C & NED	Member	15-Jan-2001	
3	S. B. PANDIT	ID	Member	14-Nov-2018	
4	ASHISH BHANDARI	ED	Member	18-Jun-2020	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**c. Risk Management Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	NAWSHIR MIRZA	ID	Chairperson	08-Aug-2019	
2	JAIRAM VARADRAJ	ID	Member	08-Aug-2019	
3	PHEROZ PUDUMJEE	NED	Member	08-Aug-2019	
4	RAJANI KESARI	ID	Member	08-Aug-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**d. Nomination and Remuneration Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	HARSH MARIWALA	ID	Chairperson	10-Nov-2016	
2	VALENTIN A.H. MASSOW	ID	Member	22-Jul-2014	
3	MEHER PUDUMJEE	C & NED	Member	06-Mar-2015	
4	JAIRAM VARADRAJ	ID	Member	27-May-2014	

Company Remarks	
Whether Permanent chairperson appointed	Yes

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	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
12-Aug-2020	31-Oct-2020	Yes	6	3
	04-Nov-2020	Yes	9	6

Company Remarks	
Maximum gap between any two consecutive (in number of days)	79

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	11-Aug-2020		Yes		
Audit Committee		03-Nov-2020	Yes	4	3
Risk Management Committee	01-Jul-2020		Yes		
Risk Management Committee		19-Nov-2020	Yes	4	3
Stakeholders Relationship Committee	07-Aug-2020		Yes		
Stakeholders Relationship Committee		04-Nov-2020	Yes	4	3
Nomination & Remuneration Committee		02-Nov-2020	Yes	4	3

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	83

v. **Related Party Transactions**

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Remark</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	
Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions		

**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) - **Yes**
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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**Name** : **KEDAR PHADKE**  
**Designation** : **Company Secretary & Compliance Officer**