

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Thermax Limited**
 2. Quarter ending - **31-Mar-2022**

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		92	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		92	08-Apr-1961	NA		5	3	6	1	AC,RC,NRC	
Mr.	NAWSHIR MIRZA	00044816	AFIPM8297A	ID		03-May-2011	22-Jul-2019		92	04-Apr-1950	NA		1	1	2	2	AC,RC	
Mr.	HARSH MARIWALA	00210342	AADPM6929R	ID		10-Nov-2016	10-Nov-2021		65	14-May-1951	NA		5	3	1	0	NRC	
Mrs.	S. B. PANDIT	00075861	AEEPP9019E	ID		30-May-2017	30-May-2017		58	29-Mar-1950	NA		2	1	1	0	SC	
Mrs.	RAJANI KESARI	02384170	ABZPK0831F	ID		14-Nov-2018	14-Nov-2018		41	02-Jul-1971	NA		1	1	2	0	AC,RC	
Mr.	RAVI SHANKAR GOPINATH	00803847	ABCPG7172L	ID		10-Nov-2021	10-Nov-2021		5	25-Dec-1965	NA		1	1	0	0		
Mr.	ASHISH BHANDARI	05291138	AEXPB3596F	ED	CEO-MD	01-Sep-2020	01-Sep-2020			06-May-1971	NA		1	0	1	0	SC	

Company Remarks	
Whether Permanent 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**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	PHEROZ PUDUMJEE	NED	Chairperson	02-May-2001	
2	MEHER PUDUMJEE	C & NED	Member	02-Mar-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**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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
10-Nov-2021	04-Feb-2022	Yes	8	5

Confidential

22-Dec-2021		Yes	10	7
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Company Remarks	
Maximum gap between any two consecutive (in number of days)	43

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	09-Nov-2021		Yes	4	3
Audit Committee		03-Feb-2022	Yes	3	2
Nomination & Remuneration Committee	18-Oct-2021		Yes	4	3
Nomination & Remuneration Committee		12-Jan-2022	Yes	4	3
Nomination & Remuneration Committee		10-Mar-2022	Yes	4	3
Stakeholders Relationship Committee	03-Nov-2021		Yes	3	0
Stakeholders Relationship Committee		28-Jan-2022	Yes	4	1
Risk Management Committee	20-Dec-2021		Yes	4	3

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	85

v. Related Party Transactions

Subject	Compliance status (Yes/No/NA)	Remark
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	
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VI. Affirmations

Confidential

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:

Name : **JANHAVI KHELE**
Designation : **Company Secretary & Compliance Officer**

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status (Yes/No/NA)	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		https://www.thermaxglobal.com/
Terms and conditions of appointment of independent directors	Yes		https://www.thermaxglobal.com/
Composition of various committees of board of directors	Yes		https://www.thermaxglobal.com/
Code of conduct of board of directors and senior management	Yes		https://www.thermaxglobal.com/
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.thermaxglobal.com/
Criteria of making payments to non-executive directors	Yes		https://www.thermaxglobal.com/
Policy on dealing with related party transactions	Yes		https://www.thermaxglobal.com/
Policy for determining 'material' subsidiaries	Yes		https://www.thermaxglobal.com/
Details of familiarization programs imparted to independent directors	Yes		https://www.thermaxglobal.com/
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances	Yes		https://www.thermaxglobal.com/
Contact information of the designated officials of the listed entity who	Yes		https://www.thermaxglobal.com/
Financial results	Yes		https://www.thermaxglobal.com/
Shareholding pattern	Yes		https://www.thermaxglobal.com/
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors	Yes		https://www.thermaxglobal.com/
New name and the old name of the listed entity	Not Applicable		
Advertisements as per regulation 47 (1)	Yes		https://www.thermaxglobal.com/
Credit rating or revision in credit rating obtained by the entity for all	Yes		https://www.thermaxglobal.com/
Separate audited financial statements of each subsidiary of the listed	Yes		https://www.thermaxglobal.com/
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		https://www.thermaxglobal.com/
Materiality Policy as per Regulation 30	Yes		https://www.thermaxglobal.com/
Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		https://www.thermaxglobal.com/
It is certified that these contents on the website of the listed entity are	Yes		https://www.thermaxglobal.com/
II Annual Affirmations			
Particulars	Regulation Number	Compliance status	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment & Management</i>	17(9)	Yes	

<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination & remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes	
<i>Meeting of Risk Management Committee</i>	22	Yes	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Not Applicable	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes	
<i>Other Corporate Governance requirements with respect to subsidiary of Annual Secretarial Compliance Report</i>	24(2),(3),(4),(5) & (6)	Yes	
	24(A)	Yes	
<i>Alternate Director to Independent Director</i>	25(1)	Not Applicable	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D & O Insurance for Independent</i>	25(10)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	

Other Information	
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III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

Other Information	
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Name : **JANHAVI KHELE**
Designation : **Company Secretary & Compliance Officer**

Additional half Yearly disclosure

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to

Aggregate amount advanced during six months				Balance outstanding at the end of six months			
<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>	<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>
0	0	0	0	0	0	0	0

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
<i>Promoter or any other entity controlled by them</i>	0	0	0
<i>Promoter Group or any other entity controlled by them</i>	0	0	0
<i>Directors (including relatives) or any other entity controlled by them</i>	0	0	0
<i>KMPs or any other entity controlled by them</i>	0	0	0

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of Security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0

(D) If the Listed Entity would like to provide any other information the same may be indicated here

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Affirmations

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company

Company Remarks in case of non-compliant status

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