

**ANNEXURE I**

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

1. Name of Listed Entity - **Thermax Limited**  
 2. Quarter ending - **30-Sep-2022**

**i. Composition of Board Of Director**

Title (Mr./Ms)	Name of the Director	DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of Cessation	Tenure	Date of Birth	Whether the director is disqualified?	Start Date of Disqualification	End Date of Disqualification	Details of Disqualification	Current status	Whether special resolution passed? [Refer Reg. 17 (1A) of Listing Regulations]	Date of passing special resolution	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A (1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A (1)]	No of memberships in Audit/Stakeholder Committee(s) including this listed entity	No of post of Chairpersons in Audit/Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company	Remarks
Mrs.	MEHER PUDUMJEE	00019581	C & NED		15-Jan-2001	15-Jan-2001			11-Oct-1966	No				Active	NA		2	1	1	0	SC,NRC	
Mr.	VALENTIN A.H. MASSOW	00239314	ID		31-Jan-2006	22-Jul-2019	21-Jul-2022	96	16-Aug-1956	No				Inactive	NA		1	1	0	0	NRC	
Mr.	PHEROZ PUDUMJEE	00019602	NED		15-Jan-2001	15-Jan-2001			23-Feb-1962	No				Active	NA		1	0	2	1	AC,SC,RC	
Mr.	JAIRAM VARADRAJ	00003361	ID		31-Jan-2003	22-Jul-2019		98	08-Apr-1961	No				Active	NA		5	3	6	1	AC,RC,NRC	
Mr.	NAWSHIR MIRZA	00044816	ID		03-May-2011	22-Jul-2019		98	04-Apr-1950	No				Active	NA		1	1	2	2	AC,RC	
Mr.	HARSH MARIWALA	00210342	ID		10-Nov-2016	10-Nov-2021		71	14-May-1951	No				Active	NA		5	3	1	0	NRC	
Mr.	S. B. PANDIT	00075861	ID		30-May-2017	30-May-2022		64	29-Mar-1950	No				Active	Yes	02-Aug-2022	2	1	2	0	SC,NRC	
Mrs.	RAJANI KESARI	02384170	ID		14-Nov-2018	14-Nov-2018		47	02-Jul-1971	No				Active	NA		1	1	2	0	AC,RC	
Mr.	RAVI SHANKAR GOPINATH	00803847	ID		10-Nov-2021	10-Nov-2021		11	25-Dec-1965	No				Active	NA		1	1	0	0		
Mr.	ASHISH BHANDARI	05291138	ED	CEO-MD	01-Sep-2020	01-Sep-2020			06-May-1971	No				Active	NA		1	0	1	0	SC	

Company Remarks	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to Promoter	Yes

**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	21-Jul-2022
3	MEHER PUDUMJEE	C & NED	Member	06-Mar-2015	
4	JAIRAM VARADRAJ	ID	Member	27-May-2014	
5	S. B. PANDIT	ID	Member	02-Aug-2022	

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of meeting of the committee(s) in the previous quarter and in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independent Directors present
20-May-2022	Yes	10	9	6
02-Aug-2022	Yes	9	9	6

Company Remarks	
Maximum gap between any two consecutive (in number of days)	73

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting of the committee(s) in the previous quarter and in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Total Number of Directors attended the meeting (All directors including Independent Director)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Audit Committee	13-Apr-2022	Yes	4	4	3	0
Audit Committee	19-May-2022	Yes	4	3	2	0
Audit Committee	01-Aug-2022	Yes	4	4	3	0
Audit Committee	08-Sep-2022	Yes	4	3	2	0
Stakeholders Relationship Committee	05-May-2022	Yes	4	4	1	0
Stakeholders Relationship Committee	29-Jul-2022	Yes	4	4	1	0
Risk Management Committee	13-Apr-2022	Yes	4	3	3	0
Risk Management Committee	08-Sep-2022	Yes	4	3	2	0

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	73

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	
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Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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**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** : JANHAVI KHELE  
**Designation** : Company Secretary & Compliance Officer

**ANNEXURE III**

**Affirmations**

<b>Broad Heading</b>	<b>Regulation Number</b>	<b>Compliance Status</b>	<b>Company Remark</b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Note:

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

**ANNEXURE IV**

**(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			
Promoter or any other entity controlled by them	Promoter Group or any other entity controlled by them	Directors (including relatives) or any other entity controlled by them	KMPs or any other entity controlled by them	Promoter or any other entity controlled by them	Promoter Group or any other entity controlled by them	Directors (including relatives) or any other entity controlled by them	KMPs or any other entity controlled by them
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)
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

**(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