Integrated Governance

THERMAX LIMITED

General information about company

| <u>'</u> | 500411 | | | | | | | |
|---|--------------|---|--|--|--|--|--|--|
| | 1 | | | | | | | |
| , | THERMAX | | | | | | | |
| MSEI Symbol | NOTLISTE | | | | | | | |
| ISIN | INE152A01 | 029 | | | | | | |
| Date of start of financial year | 01-04-2024 | | | | | | | |
| Date of end of financial year | 31-03-2025 | | | | | | | |
| Reporting Quarter Type | Yearly | | | | | | | |
| Date of Quarter Ending | 31-03-2025 | .5 | | | | | | |
| Type of company | Equity | | | | | | | |
| Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity? | true | | | | | | | |
| Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity? | true | | | | | | | |
| Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity? | false | During the quarter, there are no such events which are required to be reported. | | | | | | |
| Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity? | true | | | | | | | |
| Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity? | true | | | | | | | |
| Risk management committee | true | | | | | | | |
| Market Capitalisation as per immediate previous Financial Year | Top 500 list | ed entities | | | | | | |
| Is SCORE ID Available ? | true | | | | | | | |
| SCORE Registration ID | t00088 | | | | | | | |
| Reason For No SCORE ID | | | | | | | | |
| Type of Submission | Original | | | | | | | |
| Remarks (website dissemination) | | | | | | | | |

| | | | | | | | | | Annexure I to | | | | • • | terry basis | | | | | | | | | |
|-----------|---------------|--------------------------------|---|---|-------------------------------|---|-----------------------------------|---------------------------------|--------------------------------|-------------------|--|---|-----------------------------------|----------------------------|-------------|-------------------------------------|--|---|--|---|----------------------------|--------------------------------------|-----|
| | | | | | | | | | l. | Comp | osition of E | oard of I | Directors | | | | | | | | | | |
| | | es on composit | | | planatory | | | | | | | | | | | | | | | | | | |
| | | d entity has a F | - | | | false | 1 | | | | | D: | :6 | true | -1: 101 - | £ 41 O | -: 4-+ 0040 | | | | | | |
| vvn | etner Chairpe | rson is related | IO MID OF CEC |) | | taise | | I | 1 | I | 1 | Disquai | itication of Dire | ectors under se | ction 164 o | tne Compa | nies Act, 2013 | 1 | 1 | No of word | 1 | | |
| Sr no. | Title(Mr/Ms) | Name of the Director | Category 1 of directors | Category 2 of directors | Category 3 of directors | 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 | Initial Date of appointment | Date of Re- appointment | | Tenure of director(in months) | this listed entity(Refer Regulation 17A of Listing | Directorship in listed entities including this listed entity(Refer Regulation 17A(1) of Listing | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | Stakeholder Committee held in listed | Reason for Cessation | Notes for not providing PAN | not |
| 1 | Mrs | MEHER PUDUMJEE | Non- Executive - Non Independen Director | Chairpersor related to t Promoter | 1 | false | | | | Active | NA | | 15-01-2001 | 15-01-2001 | | | 1 | 0 | 1 | 0 | | | |
| 2 | Mr | PHEROZ N PUDUMJEE | Non- Executive - Non Independent Director | Not Applicable | | false | | | | Active | NA | | 15-01-2001 | 01-08-2023 | | | 2 | 1 | 3 | 1 | | | |
| 3 | Mr | HARSH CHARANDAS MARIWALA | Non- Executive - Independen Director | Not Applicable | | false | | | | Active | Yes | 06-08- 2021 | 10-11-2016 | 10-11-2021 | | 100.21 | 4 | 2 | 1 | 0 | | | |
| 4 | Mr | S. B. PANDIT | Non- Executive - Independen Director | Not Applicable | | false | | | | Active | Yes | 02-08- 2022 | 30-05-2017 | 30-05-2022 | | 94.02 | 2 | 1 | 1 | 0 | | | |
| 5 | Mrs | RAJANI KESARI | Non- Executive - Independent Director | | | false | | | | Active | NA | | 14-11-2018 | 14-11-2023 | | 76.17 | 1 | 1 | 2 | 1 | | | |
| 6 | Mr | RAVI SHANKAR GOPINATH | Non- Executive - Independent Director | | | false | | | | Active | NA | | 10-11-2021 | 10-11-2021 | | 40.21 | 1 | 1 | 0 | 0 | | | |
| 7 | Mr | SHYAMAK RAMYAR TATA | Non- Executive - Independent Director | | | false | | | | Active | NA | | 17-10-2023 | 17-10-2023 | | 17.15 | 3 | 3 | 6 | 5 | | | |
| 8 | Mr | PARAG C SHAH | Non- Executive - Independent Director | | | false | | | | Active | NA | | 12-12-2024 | 12-12-2024 | | 3.2 | 3 | 3 | 4 | 0 | | | |
| 9 | Mr | ASHISH BHANDARI | Executive Director | Not Applicable | CEO-MD | false | | | | Active | NA | | 01-09-2020 | 01-08-2024 | | | 1 | 0 | 1 | 0 | | | |

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

Audit Committee Details

| Whether the Audit Committee has a Regular Chairperson | | | | | | | | | | |
|---|---------------------------|--|-------------------------|---------------------|-------------------|---------|--|--|--|--|
| Sr | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks | | | | |
| 1 | SHYAMAK RAMYAR TATA | Non-Executive - Independent Director | Chairperson | 17-10-2023 | | | | | | |
| 2 | RAJANI KESARI | Non-Executive - Independent Director | Member | 14-11-2018 | | | | | | |
| 3 | PHEROZ N PUDUMJEE | Non-Executive - Non Independent Director | Member | 09-11-2004 | | | | | | |
| 4 | PARAG C SHAH | Non-Executive - Independent Director | Member | 04-02-2025 | | | | | | |

Nomination and remuneration committee

| Whether the Nomination and remuneration committee has a Regular Chairperson | | | | | | | | | | |
|---|---------------------------|--|-------------------------|---------------------|-------------------|---------|--|--|--|--|
| Sr | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks | | | | |
| 1 | HARSH CHARANDAS MARIWALA | Non-Executive - Independent Director | Chairperson | 10-11-2016 | | | | | | |
| 2 | MEHER PUDUMJEE | Non-Executive - Non Independent Director | Member | 06-03-2015 | | | | | | |
| 3 | S. B. PANDIT | Non-Executive - Independent Director | Member | 02-08-2022 | | | | | | |
| 4 | RAVI SHANKAR GOPINATH | Non-Executive - Independent Director | Member | 22-07-2024 | | | | | | |

Stakeholders Relationship Committee

| Whether the Stakeholders Relationship Committee has a Regular Chairperson | | | | | | | | | | |
|---|---------------------------|--|-------------------------|---------------------|-------------------|---------|--|--|--|--|
| Sr | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks | | | | |
| 1 | PHEROZ N PUDUMJEE | Non-Executive - Non Independent Director | Chairperson | 02-05-2001 | | | | | | |
| 2 | MEHER PUDUMJEE | Non-Executive - Non Independent Director | Member | 02-03-2001 | | | | | | |
| 3 | S. B. PANDIT | Non-Executive - Independent Director | Member | 14-11-2018 | | | | | | |
| 4 | ASHISH BHANDARI | Executive Director | Member | 18-06-2020 | | | | | | |

Risk Management Committee

| Whether the Risk Management Committee has a Regular Chairperson | | | | | | | | | | |
|---|---|--|-------------------------|---------------------|-------------------|---------|--|--|--|--|
| Sr | Name of Committee members Category 1 of directors | | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks | | | | |
| 1 | S.B. PANDIT | Non-Executive - Independent Director | Chairperson | 22-07-2024 | | | | | | |
| 2 | PHEROZ N PUDUMJEE | Non-Executive - Non Independent Director | Member | 08-08-2019 | | | | | | |
| 3 | SHYAMAK RAMYAR TATA | Non-Executive - Independent Director | Member | 17-10-2023 | | | | | | |
| 4 | RAVI SHANKAR GOPINATH | Non-Executive - Independent Director | Member | 22-07-2024 | | | | | | |

Corporate Social Responsibility Committee

| Whether the Corporate Social Responsibility Committee has a Regular Chairperson | | | | | | | | | |
|---|---|--|-------------------------|---------------------|-------------------|---------|--|--|--|
| Sr | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks | | | |
| 1 | MEHER PUDUMJEE | Non-Executive - Non Independent Director | Chairperson | 27-05-2014 | | | | | |
| 2 | 2 S. B. PANDIT Non-Executive - Independent Director | | Member | 14-11-2018 | | | | | |
| 3 | SHYAMAK RAMYAR TATA | Non-Executive - Independent Director | Member | 22-07-2024 | | | | | |

| III. Meeting of Board of Directors | | | | | | | | | | | | |
|------------------------------------|---|---|---------------------------------|---|---|--|---|--|--|--|--|--|
| | Disclosure of notes on meeting of board of directors explanatory | | | | | | | | | | | |
| Sr | Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Maximum gap between any two consecutive (in number of days) | Notes for not providing Date | 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) | No. of Independent Directors attending the meeting* | | | | | |
| 1 | 25-10-2024 | | | true | 8 | 8 | 5 | | | | | |
| 2 | 13-11-2024 | 18 | | true | 8 | 8 | 5 | | | | | |
| 3 | 04-02-2025 | 82 | | true | 9 | 9 | 6 | | | | | |
| 4 | 05-02-2025 | 0 | | true | 9 | 9 | 6 | | | | | |
| 5 | 20-03-2025 | 42 | | true | 9 | 8 | 5 | | | | | |

| | | | | | IV. Mee | ting of Committees | | | | |
|----|---|---|---|-------------------------|------------------------------|--------------------|--|--|---|---|
| Di | isclosure of notes on n | neeting of committees explanatory | | | | | | | | |
| Sr | Name of Committee | Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Maximum gap between any two consecutive (in number of days) | Name of other committee | Reson for not providing date | | Total Number of Directors in the Committee as on date of the meeting | Number of Directors Present (All Directors including Independent Director) | No. of Independent Directors attending the meeting* | No. of members attending the meeting (other than Board of Directors) |
| 1 | Audit Committee | 12-11-2024 | | | | true | 3 | 3 | 2 | 0 |
| 2 | Audit Committee | 03-02-2025 | 82 | | | true | 3 | 3 | 2 | 0 |
| 3 | Audit Committee | 20-03-2025 | 44 | | | true | 4 | 4 | 3 | 0 |
| 4 | Nomination and remuneration committee | 12-12-2024 | | | | true | 4 | 4 | 3 | 0 |
| 5 | Nomination and remuneration committee | 06-02-2025 | 55 | | | true | 4 | 4 | 3 | 0 |
| 6 | Stakeholders Relationship Committee | 25-10-2024 | | | | true | 4 | 4 | 1 | 0 |
| 7 | Stakeholders Relationship Committee | 27-01-2025 | 93 | | | true | 4 | 3 | 1 | 0 |
| | Risk Management Committee | 22-08-2024 | | | | true | 4 | 4 | 3 | 0 |
| 9 | Risk Management Committee | 06-02-2025 | 167 | | | true | 4 | 4 | 3 | 0 |

| V. Affirmations | | | | | | | |
|---|----------------------------|--|--|--|--|--|--|
| Sr Subject | Compliance status (Yes/No) | | | | | | |
| 1 The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 | true | | | | | | |
| 2 The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee | true | | | | | | |
| 3 The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee | true | | | | | | |
| 4 The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c.Stakeholders relationship committee | true | | | | | | |
| 5 The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable the top 1000 listed er | ntities) Yes | | | | | | |
| 6 The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | true | | | | | | |
| 7 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. | true | | | | | | |
| 8 This report and/or the report submitted in the previous quarter has been placed before Board of Directors. | true | | | | | | |
| 9 Any comments/observations/advice of Board of Directors may be mentioned here: | | | | | | | |

| Sr | Subject | Compliance status |
|----|-------------------|--|
| 1 | Name of signatory | JANHAVI KHELE |
| 2 | Designation | Company Secretary and Compliance Officer |

Details of Cyber security incidence

| Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter | | | | | |
|--|--|--|--|--|--|
| Other details of cyber security incidence or breaches or loss of data event | | | | | |
| Number of cyber security incidence or breaches or loss of data event occurred during the quarter | | | | | |

| Annexure II to be | • | • | ar (for the whole of financial year) | | | |
|---|--------------|-------------------------------|--|--|--|--|
| I. Disclosure on website in terms of Listing Regulations Compliance status If status is "No" details of non- | | | | | | |
| Sr Item | (Yes/No/NA) | compliance may be given here. | Web address | | | |
| 1 Details of business | Yes | | https://www.thermaxglobal.com/ | | | |
| 2 Terms and conditions of appointment of independent directors | Yes | | https://www.thermaxglobal.com/wp-content/uploads/2024/11/Terms-and-Conditions-of-appointment-of- Independent-Directors.pdf | | | |
| 3 Composition of various committees of board of directors | Yes | | https://www.thermaxglobal.com/wp-content/uploads/2025/02/Updated_BoardCommitteesComposition.pdf | | | |
| 4 Code of conduct of board of directors and senior management personnel | Yes | | https://www.thermaxglobal.com/wp-content/uploads/2024/11/Code-of-Conduct-for-the-Board-of- Directors-and-Senior-Management-of-Thermax-Limited.pdf | | | |
| 5 Details of establishment of vigil mechanism/ Whistle Blower policy | Yes | | https://www.thermaxglobal.com/wp-content/uploads/2024/11/Whistler-Blower-Policy.pdf | | | |
| 6 Criteria of making payments to non-executive directors | Yes | | https://www.thermaxglobal.com/wp-content/uploads/2024/11/Criteria-for-payment-of-Remuneration-to-the-Non-Executive-Directors.pdf | | | |
| 7 Policy on dealing with related party transactions | Yes | | https://www.thermaxglobal.com/wp-content/uploads/2024/11/Related-Party-Transactions-Policy.pdf | | | |
| 8 Policy for determining 'material' subsidiaries | Yes | | https://www.thermaxglobal.com/wp-content/uploads/2025/03/Policy-on-material-subsidiaries.pdf | | | |
| 9 Details of familiarization programmes imparted to independent directors | Yes | | https://www.thermaxglobal.com/corporate-governance-policies-and-disclosures/ | | | |
| 10 Email address for grievance redressal and other relevant details | Yes | | https://www.thermaxglobal.com/investor-services-contact/ | | | |
| Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes | | https://www.thermaxglobal.com/investor-services-contact/ | | | |
| 12 Financial results | Yes | | https://www.thermaxglobal.com/financial-results/ | | | |
| 13 Shareholding pattern | Yes | | https://www.thermaxglobal.com/shareholding-pattern-2/ | | | |
| Details of agreements entered into with the media companies and/or their associates | NA | | | | | |
| Schedule of analyst or institutional investor meet and presentations made by the 15.1 listed entity to analysts or institutional investors simultaneously with submission to stock exchange | Yes | | | | | |
| 15.2 Audio or video recordings and transcripts of post earnings/quarterly calls | Yes | | https://www.thermaxglobal.com/analyst-conference-calls/ | | | |
| New name and the old name of the listed entity | NA | | | | | |
| Advertisements as per regulation 47 (1) | Yes | | https://www.thermaxglobal.com/stock-exchange-notifications/ | | | |
| 18 Credit rating or revision in credit rating obtained | Yes | | https://www.thermaxglobal.com/credit-ratings/ | | | |
| Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year | Yes | | https://www.thermaxglobal.com/subsidiary-annual-report/ | | | |
| 20 Secretarial Compliance Report | Yes | | https://www.thermaxglobal.com/stock-exchange-notifications/ | | | |
| 21 Materiality Policy as per Regulation 30 (4) | Yes | | https://www.thermaxglobal.com/wp-content/uploads/2024/11/Materiality-Policy.pdf | | | |
| 22 Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5) | Yes | | https://www.thermaxglobal.com/key-managerial-personnel/ | | | |
| 23 Disclosures under regulation 30(8) | Yes | | https://www.thermaxglobal.com/stock-exchange-notifications/ | | | |
| 24 Statements of deviation(s) or variations(s) as specified in regulation 32 | NA | | | | | |
| 25 Dividend Distribution policy as per Regulation 43A(1) | Yes | | https://www.thermaxglobal.com/wp-content/uploads/2025/03/Dividend-Distribution-Policy_New-1.pdf | | | |
| 26 Annual return as provided under section 92 of the Companies Act, 2013 | Yes | | https://www.thermaxglobal.com/annual-returns/ | | | |
| 27 Confirmation that the above disclosures are in a separate section as specified in regulation 46(2) | Yes | | https://www.thermaxglobal.com/ | | | |
| 28 Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating | Yes | | https://www.thermaxglobal.com/ | | | |
| 29 Disclosure of notes on website in terms of Listing Regulations explanatory | [Text Block] | | | | | |

| II. Annual Affirmations | | | | | |
|---|--|---|----------------------------------|--|--|
| Sr Particulars | | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. | |
| 1 Independent director(s) have been appointed in terms of specified criteria of | f 'independence' and/or 'eligibility' | 16(1)(b) & 25(6) | Yes | | |
| 2 Board composition | | 17(1), 17(1A) & 17(1C), 17(1D) & 17(1E) | Yes | | |
| 3 Meeting of Board of directors | | 17(2) | Yes | | |
| 4 Quorum of Board meeting | | 17(2A) | Yes | | |
| 5 Review of Compliance Reports | | 17(3) | Yes | | |
| 6 Plans for orderly succession for appointments | | 17(4) | Yes | | |
| 7 Code of Conduct | | 17(5) | Yes | | |
| 8 Fees/compensation | | 17(6) | Yes | | |
| 9 Minimum Information | | 17(7) | Yes | | |
| 10 Compliance Certificate | | 17(8) | Yes | | |
| 11 Risk Assessment & Management | | 17(9) | Yes | | |
| 12 Performance Evaluation of Independent Directors | | 17(10) | Yes | | |
| 13 Recommendation of Board | | 17(11) | Yes | | |
| 14 Maximum number of Directorships | | 17A | Yes | | |
| 15 Composition of Audit Committee | | 18(1) | Yes | | |
| 16 Meeting of Audit Committee | | 18(2) | Yes | | |
| 17 Role of Audit Committee and information to be reviewed by the audit comm | ittee | 18(3) | Yes | | |
| 18 Composition of nomination & remuneration committee | | 19(1) & (2) | Yes | | |
| 19 Quorum of Nomination and Remuneration Committee meeting | | 19(2A) | Yes | | |
| 20 Meeting of Nomination and Remuneration Committee | | 19(3A) | Yes | | |
| 21 Role of Nomination and Remuneration Committee | | 19(4) | Yes | | |
| 22 Composition of Stakeholder Relationship Committee | | 20(1), 20(2) & 20(2A) | Yes | | |
| 23 Meeting of Stakeholders Relationship Committee | | 20(3A) | Yes | | |
| 24 Role of Stakeholders Relationship Committee | | 20(4) | Yes | | |
| 25 Composition and role of risk management committee | | 21(1),(2),(3),(4) | Yes | | |
| 26 Meeting of Risk Management Committee | | 21(3A) | Yes | | |
| 27 Quorum of Risk Management Committee meeting | | 21(3B) | Yes | | |
| 28 Gap between the meetings of the Risk Management Committee | | 21(3C) | Yes | | |
| 29 Vigil Mechanism | | 22 | Yes | | |
| 30 Policy for related party Transaction | | 23(1), (1A), (5), (6), & (8) | Yes | | |
| 31 Prior or Omnibus approval of Audit Committee for all related party transacti | ons | 23(2), (3) | Yes | | |
| 32 Approval for material related party transactions | | 23(4) | NA | | |
| 33 Disclosure of related party transactions on consolidated basis | | 23(9) | Yes | | |
| 34 Composition of Board of Directors of unlisted material Subsidiary | | 24(1) | Yes | | |
| 35 Other Corporate Governance requirements with respect to subsidiary of list | ted entity | 24(2),(3),(4),(5) & (6) | Yes | | |
| 36 Alternate Director to Independent Director | · | 25(1) | NA | | |
| 37 Maximum Tenure | | 25(2) | Yes | | |
| 38 Appointment, Re-appointment or removal of an Independent Director through | gh special resolution or the alternate | 25(2A) | Yes | | |
| 39 Meeting of independent directors | | 25(3) & (4) | Yes | | |
| 40 Familiarization of independent directors | | 25(7) | Yes | | |
| 41 Declaration from Independent Director | | 25(8) & (9) | Yes | | |
| 42 Directors and Officers insurance | | 25(10) | Yes | | |
| 43 Confirmation with respect to appointment of Independent Directors who res | igned from the listed entity | 25(11) | Yes | | |

| 44 Memberships in Committees | 26(1) | Yes | |
|--|-----------------|-----|--|
| 45 Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3) | Yes | |
| 46 Disclosure of Shareholding by Non-Executive Directors | 26(4) | | |
| 47 Policy with respect to Obligations of directors and senior management | 26(2) & 26(5) | Yes | |
| Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity | 26(6) | NA | |
| 49 Vacancies in respect Key Managerial Personnel | 26A(1) & 26A(2) | NA | |
| Any other information to be provided | | | |

| 1 Name of signatory JANHAVI KHELE | | JANHAVI KHELE |
|-----------------------------------|-------------|--|
| 2 | Designation | Company Secretary and Compliance Officer |

| | III. Affirmations | |
|----|--|-------------------------------|
| Sr | Particulars | Compliance status (Yes/No/NA) |
| 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 |
| | Any other information to be provided | |

| 1 | Name of signatory | JANHAVI KHELE | |
|---|-------------------|--|--|
| 2 | Designation | Company Secretary and Compliance Officer | |

Signatory Details

| Name of signatory | JANHAVI KHELE |
|-----------------------|--|
| Designation of person | Company Secretary and Compliance Officer |
| Place | PUNE |
| Date | 16-04-2025 |

Additional Half yearly Disclosure

| Any Other Information for Disclosure of Loans / Guarantees / Comfort Letters / Securities Etc. | | | |
|---|---|--|--|
| I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer r | note below | | |
| (A)Any loan or any other form of debt advanced by the listed entity directly | or indirectly to | | |
| Entity | Aggregate amount advanced during six months | Balance outstar | nding at the end of six months |
| Promoter or any other entity controlled by them | 0 | | 0 |
| Promoter Group or any other entity controlled by them | 0 | | 0 |
| Directors (including relatives) or any other entity controlled by them | 0 | | 0 |
| KMPs or any other entity controlled by them | 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 for | orm 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) Additional Information | | | |
| II. Affirmations | | | |
| Affirmations | Compliance Status | Со | mpany Remarks |
| 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. | true | | |
| Name | | RAJENDRAN ARUNACHA | ALAM |
| Designation | | CFO | |
| Place | | PUNE | |
| Date | | 03-04-2025 | |
| | | | |

Investor Grievance Details

| No. of investor complaints pending at the beginning of Quarter | 0 |
|---|---|
| No. of investor complaints received during the Quarter | 0 |
| No. of investor complaints disposed off during the Quarter | 0 |
| No. of investor complaints those remaining unresolved at the end of the Quarter | 0 |

Disclosure of Imposition of Fine or Penalty The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

| Any Other Information for Disclosure of Imposition of Fine or Penalty | | | | | |
|---|---|---|--|--|--|
| Sr.No | . Name of the authority | Nature and details of the action(s) taken or order(s) passed | Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority | Details of the violation(s)/ contravention(s) committed or alleged to be committed | Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible |
| 1 | Superitendnet CGST & Central Excise Vadodadara II , Gujarat | Order passed u/s S .74 of GST Act disallowing Input Tax credit availed for a supply made by a GST Non compliant supplier for year FY 2018-19. Penalty is imposed for an amount of Rs 0.04Cr | 17-01-2025 | ITC credit disallowed for supply made by a Non- complaint Vendor. | The Company has filed the appeal against the Order before the appropriate Authority. Company does not foresee any impact on its finanacial, operaitonal or other activities |
| 2 | Excise & Taxation officer Faridabad Harayana | Order passed u/s S 73 of GST Act disallowing Input Tax credit availed for the year FY 2020-21 , penalty is imposed for an amount of Rs 0.01 Cr | 20-02-2025 | ITC credit disallowed for Non Complaint Vendors | The Company has filed the appeal against the Order before the appropriate Authority. Company does not foresee any impact on its finanacial, operaitonal or other activities |
| 3 | Deputy Commissioner Tax Officer Hosur Tamil Nadu | Order passed u/s 129(3) of GST Act for penalty amount of Rs 0.03 Cr | 10-02-2025 | The penalty is imposed for deficiney in dispatch documents | The Company has filed the appeal against the Order before the appropriate Authority. Company does not foresee any impact on its finanacial, operaitonal or other activities |
| 4 | Assistant Commissiner Mobile Squad Hatharas Uttar Pradesh | Order passed u/s 129(3) of GST Act for penalty amount of Rs 0.03 Cr | 24-02-2025 | The penalty is imposed for deficiney in dispatch documents | The Company is taking necessary steps to appeal against the Order before the appropriate Authority. Company does not foresee any impact on its finanacial, operaitonal or other activities |

Disclosure of Updates to Ongoing Tax Litigations or Disputes The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

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|--------|--|--|--|--|
| Sr.No. | Name of the opposing party | Date of initiation of the litigation / dispute | Status of the litigation / dispute as per last disclosure | Current status of the litigation / dispute |
| 1 | Commissioner of Customs (NS-II), JNCH, Nhava Sheva | 27-09-2024 | Order passed by authority for recovery of Customs Duty of Rs. 6.81 Cr., Rs. 2 Cr u/s 125, Rs. 1.20 Cr. u/s 112(a) of Customs Act, 1962 | No further updates |
| 2 | Income Tax Department | 05-04-2024 | Demand Notice u/s 156 & assessment Order u/s 147 read with section 144 read with section 144B of the Income Tax Act, 1961 for non-filing of Income Tax Returns for FY 2017-18 and FY 2018-19 by Thermax Babcock and Wilcox Limited (Amalgamated). Writ Petition filed before High Court was decided in Company's favor and accordingly demand was quashed. | On 28.01.2025 Assessing Officer passed Orders giving effect to HC Order and granted relief in both years AY 2018-19 and AY 2019-20 |
| 3 | Income Tax (Government of India) | 15-08-2023 | Matter related to Legal & Professional Expenses - treated as Capital Expenditure, Liquidated Damages, and Provision for Medical Expenditure & LTA for AY 2005-06 to AY 2009-10. | These are Department appeals in High Court. No further development. |
| 4 | Income Tax Appellate Tribunal (ITAT) | 15-08-2023 | Appeal pending with ITAT for AY 2002-03 relating to lease Rentals. | No further action required from Department and Company. |
| 5 | Sales Tax, Maharashtra | 15-08-2023 | Matter pending before 1st Appeal & Second Appeal (Tribunal) for ITC disallowance for J1-J2 mismatch for AY 2007-08 to 2017-18 (except AY 2008-09) | No further updates |
| 6 | Sales Tax, Maharashtra | 15-08-2023 | Assessment CST dues for AY 2000-01 & AY 2001-02 pending before High Court, Maharashtra | Matters yet to come for hearing before High Court. |
| 7 | Joint Commissioner, CGST, Pune | 20-12-2024 | Authority has raised the demand on issuance of Corporate Guarantees /Letter of support issued to Banks on behalf of subsidiary companies for the period FY 2017-18 to 2022-23. | Appeal filed before Appeallate Authority, CGST Pune |
| 8 | Commissioner of CGST & CE, Pune - I | 24-12-2023 | Commissioner of CGST & CE, Pune - I has filed an appeal before the Hon'ble Supreme Court of India. | There is no further update. |