

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

- (i) * Corporate Identification Number (CIN) of the company
- Global Location Number (GLN) of the company
- * Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company
- (b) Registered office address
- (c) *e-mail ID of the company
- (d) *Telephone number with STD code
- (e) Website
- (iii) Date of Incorporation
- (iv)

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company
- (v) Whether company is having share capital Yes No
- (vi) *Whether shares listed on recognized Stock Exchange(s) Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	A(BSE Limited & NSE Limited)	1,025

(b) CIN of the Registrar and Transfer Agent

L72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32, Financial District, N
anakramguda, Serili ngampally NA

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C10	Electrical equipment, General Purpose and Special purpose Machinery & equipment,	56.9
2	E	Water supply, sewerage and waste management	E1	Water collection, treatment and supply	32.5
3	C	Manufacturing	C6	Chemical and chemical products, pharmaceuticals, medicinal chemical and	10.6

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
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1	RDA Holdings Private Limited	U45001PN1982PTC026507	Holding	53.99
2	Thermax Onsite Energy Solutio	U40109PN2009PLC134659	Subsidiary	100
3	Thermax Instrumentation Ltd	U72200MH1996PTC099050	Subsidiary	100
4	Thermax Engineering Construc	U29246MH1991PLC062959	Subsidiary	100
5	Thermax Babcock & Wilcox En	U29253MH2010PLC204890	Subsidiary	100
6	Thermax Cooling Solutions Ltd	U29299PN2009PLC134761	Subsidiary	100
7	Enernxt Private Limited	U40107PN2021PTC197447	Subsidiary	100
8	Thermax BioEnergy Solutions P	U40107PN2022PTC213848	Subsidiary	65
9	First Energy Private Limited	U40200PN2008FTC139032	Subsidiary	100
10	First Energy TN 1 Private Limite	U40108PN2022PTC208074	Subsidiary	74
11	First Energy 2 Private Limited	U40300PN2022PTC209863	Subsidiary	74
12	First Energy 3 Private Limited	U40100PN2022PTC211607	Subsidiary	74
13	First Energy 4 Private Limited	U40100PN2022PTC216736	Subsidiary	73.99
14	First Energy 5 Private Limited	U40200PN2022PTC216938	Subsidiary	73.81
15	First Energy 6 Private Limited	U35105PN2023PTC218888	Subsidiary	73.96
16	First Energy 7 Private Limited	U35105PN2023PTC218968	Subsidiary	71.17
17	First Energy 8 Private Limited	U35105PN2023PTC223047	Subsidiary	100
18	First Energy Nine Private Limite	U35100PN2024PTC227760	Subsidiary	100
19	First Energy 10 Private Limited	U35100PN2024PTC229447	Subsidiary	100
20	Thermax International Limited		Subsidiary	100
21	Thermax Europe Limited		Subsidiary	100
22	Thermax Inc. (USA)		Subsidiary	100
23	Thermax do Brasil Energia e Eq		Subsidiary	100
24	Thermax Netherlands BV.		Subsidiary	100
25	Thermax Denmark ApS		Subsidiary	100

26	Danstoker A/S		Subsidiary	100
27	Ejendomsanpartsselskabet Inc		Subsidiary	100
28	Boilerworks A/S		Subsidiary	100
29	Danstoker Poland Spółka Z Og		Subsidiary	100
30	Rifox-Hans Richter GmbH Spez		Subsidiary	100
31	Thermax Sdn.Bhd		Subsidiary	100
32	Thermax Engineering Singapo		Subsidiary	100
33	PT Thermax International Indo		Subsidiary	100
34	Thermax Energy & Environmer		Subsidiary	100
35	Thermax Energy & Environmer		Subsidiary	100
36	Thermax Nigeria Limited		Subsidiary	100
37	Thermax Engineering Construc		Subsidiary	100
38	Thermax International Tanzani		Subsidiary	100
39	Thermax (Thailand) Limited		Subsidiary	100
40	Jalansar Wind Energy Private L	U40300PN2017PTC219725	Subsidiary	74
41	Kanakal Wind Energy Private L	U40300PN2017PTC219726	Subsidiary	74
42	Exactspace Technologies Priva	U72900KA2017PTC108698	Associate	15.17
43	Covacsis Technologies Private	U72200MH2003PTC142623	Associate	16.67

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	375,000,000	119,156,300	119,156,300	119,156,300
Total amount of equity shares (in Rupees)	750,000,000	238,312,600	238,312,600	238,312,600

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	375,000,000	119,156,300	119,156,300	119,156,300
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	750,000,000	238,312,600	238,312,600	238,312,600

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	162,760	118,993,540	119156300	238,312,600	238,312,600	
Increase during the year	0	24,130	24130	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0

v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify		24,130	24130			
Dematerialization						
Decrease during the year	24,130	0	24130	0	0	0
i. Buy-back of shares	0	0	0	0	0	
ii. Shares forfeited	0	0	0	0	0	
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	24,130	0	24130	0	0	
Dematerialization						
At the end of the year	138,630	119,017,670	119156300	238,312,600	238,312,600	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE152A01029

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input type="text"/>	
Date of registration of transfer (Date Month Year)		<input type="text"/>	
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

58,230,700,000

(ii) Net worth of the Company

35,291,100,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	6,000	0.01	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	73,849,305	61.98	0	
10.	Others	0	0	0	
	Total	73,855,305	61.99	0	0

Total number of shareholders (promoters)

3

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	4,523,545	3.8	0	
	(ii) Non-resident Indian (NRI)	371,385	0.31	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	2,537,299	2.13	0	
4.	Banks	0	0	0	
5.	Financial institutions	236	0	0	
6.	Foreign institutional investors	14,579,479	12.24	0	
7.	Mutual funds	16,154,661	13.56	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	297,146	0.25	0	
10.	Others (IEPF, Trusts and others)	6,837,244	5.74	0	

	Total	45,300,995	38.03	0	0
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Total number of shareholders (other than promoters)

41,718

**Total number of shareholders (Promoters+Public/
Other than promoters)**

41,721

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

144

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
NALANDA INDIA EQUITY	C/o Room 203A 2nd Floor Moka B			817,668	6.86
KOTAK FUNDS - INDIA	16 BOULEVARD D'AVRANCHES L 1			1,626,364	1.36
VANGUARD TOTAL IN	100 VANGUARD BOULEVARD MAL			502,016	0.42
VANGUARD EMERGIN	100 VANGUARD BOULEVARD MAL			493,568	0.41
GOVERNMENT PENSIC	Bankplassen 2 P O Box 1179 Sentr			364,206	0.31
MATTHEWS INDIA FUN	FOUR EMBARCADERO CENTER SU			346,244	0.29
INDIA MIDCAP (MAUR	C/O CIM FUND SERVICES LTD 33 E			273,324	0.23
VANGUARD FIDUCIAR	100 VANGUARD BOULEVARD MAL			244,398	0.21
ALPS/KOTAK INDIA ES	1290 BROADWAY SUITE 1100 DEN			160,000	0.13
SOCIETE GENERALE - C	29 BOULEVARD HAUSSMANN PAF			130,143	0.11
FIDELITY FUNDS - IND	2a Rue Albert Borschette Luxemb			120,677	0.1
HABROK INDIA MASTE	c/o Elian Corporate Services (Cayr			116,854	0.1
COPTHALL MAURITIUS	C/O CIM CORPORATE SERVICES LT			116,295	0.1
ASHOKA WHITEOAK IC	2nd FLOOR BLOCK E IVEAGH COU			95,482	0.08
ROBECO CAPITAL GRO	11-13 BOULEVARD DE LA FOIRE L			83,901	0.07
ABU DHABI INVESTME	211 CORNICHE STREET PO BOX 36			80,709	0.07
EMERGING MARKETS C	6300 Bee Cave Road Building One			80,586	0.07
VANGUARD FTSE ALL-	100 VANGUARD BOULEVARD MAL			73,356	0.06
GOLDMAN SACHS (SIN	1 RAFFLES LINKS 07 01			68,101	0.06
CALIFORNIA PUBLIC E	400 Q STREET LPE ROOM 4800 SA			60,501	0.05

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
MARSHALL WACE INV	32 Molesworth Street Dublin 2 Ire			58,960	0.05
CANADA PENSION PL	ONE QUEEN STREET EAST SUITE 2.			58,600	0.05
WISDOMTREE INDIA IN	C/O CIM GLOBAL BUSINESS 33 ED			52,836	0.04
EAM EMERGING MARK	2711 Centerville Road Suite 400 W			52,341	0.04
UBS PRINCIPAL CAPIT	ONE RAFFLES QUAY 50-01 NORTH			51,515	0.04

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	3	3
Members (other than promoters)	36,918	41,718
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	2	0	2	0	0
B. Non-Promoter	1	6	1	7	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	6	0	7	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0

Total	1	8	1	9	0	0
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Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 12

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
MRS. MEHER PUDUM	00019581	Director	0	
MR. PHEROZ PUDUM	00019602	Director	6,000	
DR. JAIRAM VARADR	00003361	Director	0	21/07/2024
MR. NAWSHIR MIRZA	00044816	Director	189	21/07/2024
MR. HARSH MARIWAI	00210342	Director	0	
DR. S.B. PANDIT	00075861	Director	0	
MRS. RAJANI KESARI	02384170	Director	0	
DR. RAVI SHANKAR C	00803847	Director	0	
MR. SHYAMAK R TAT	07297729	Director	0	
MR. ASHISH BHANDA	05291138	Managing Director	0	
MR RAJENDRAN ARU	AAXPA7786L	CFO	877	
MS. JANHAVI KHELE	AQZPK0174A	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year 4

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
MR. SHYAMAK R T,	07297729	Additional director	17/10/2023	Appointment
MR. SHYAMAK R T,	07297729	Director	06/01/2024	Change in designation
MRS. RAJANI KESA	02384170	Director	13/11/2023	Cessation
MRS. RAJANI KESA	02384170	Director	14/11/2023	Re-appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETI	01/08/2023	39,766	52	0.13

B. BOARD MEETINGS

*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	17/05/2023	9	8	88.89
2	01/08/2023	9	9	100
3	17/10/2023	9	8	88.89
4	03/11/2023	10	10	100
5	25/01/2024	10	8	80
6	08/02/2024	10	10	100
7	09/02/2024	10	10	100

C. COMMITTEE MEETINGS

Number of meetings held

23

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	10/04/2023	4	3	75
2	Audit Committee	16/05/2023	4	4	100
3	Audit Committee	31/07/2023	4	4	100
4	Audit Committee	01/08/2023	4	4	100
5	Audit Committee	06/09/2023	4	4	100
6	Audit Committee	02/11/2023	5	4	80
7	Audit Committee	07/02/2024	5	5	100
8	Nomination & I	09/05/2023	4	3	75

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
9	Nomination & I	25/10/2023	4	4	100
10	Nomination & I	14/03/2024	4	3	75

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	01/08/2024
								(Y/N/NA)
1	MRS. MEHER	7	7	100	13	13	100	Yes
2	MR. PHEROZ	7	7	100	18	18	100	Yes
3	DR. JAIRAM V	7	6	85.71	17	13	76.47	Not Applicable
4	MR. NAWSHIH	7	7	100	12	12	100	Not Applicable
5	MR. HARSH M	7	5	71.43	3	3	100	Yes
6	DR. S.B. PAN	7	6	85.71	13	13	100	Yes
7	MRS. RAJANI	7	7	100	10	9	90	Yes
8	DR. RAVI SHA	7	7	100	4	4	100	Yes
9	MR. SHYAMA	4	4	100	3	3	100	Yes
10	MR. ASHISH B	7	7	100	8	8	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Ashish Bhandar	Managing Direct	66,970,701	49,950,000		0	116,920,701
	Total		66,970,701	49,950,000	0	0	116,920,701

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Rajendran Arun	CFO	21,879,404	0	1,071,142		22,950,546
2	Ms. Janhavi Khele	CS	4,677,830	0	0		4,677,830
	Total		26,557,234	0	1,071,142	0	27,628,376

Number of other directors whose remuneration details to be entered

9

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MRS. MEHER PUD	Director	0	4,600,000		1,010,000	5,610,000
2	MR. PHEROZ PUD	Director	0	1,800,000		1,300,000	3,100,000
3	MR. JAIRAM VARA	Director	0	1,800,000		1,110,000	2,910,000
4	MR. NAWSHIR MIR	Director	0	3,800,000		1,200,000	5,000,000
5	MR. HARSH MARIV	Director	0	2,300,000		590,000	2,890,000
6	DR. S.B. PANDIT	Director	0	1,800,000		910,000	2,710,000
7	MRS. RAJANI KES	Director	0	1,800,000		1,090,000	2,890,000
8	DR. RAVI SHANKA	Director	0	2,300,000		820,000	3,120,000
9	MR. SHYAMAK R T	Director	0	0		530,000	530,000
	Total		0	20,200,000	0	8,560,000	28,760,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

SRIDHAR MUDALIAR

Whether associate or fellow

Associate Fellow

Certificate of practice number

2664

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...

7

dated

18/06/2020

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

ASHISH BHANDAR | Digitally signed by ASHISH BHANDAR | Date: 2024.08.30 10:17:51 +05'30'

DIN of the director

0*2*1*3*

To be digitally signed by

KHELE JANHAVI KISHOR | Digitally signed by KHELE JANHAVI KISHOR | Date: 2024.08.30 10:15:13 +05'30'

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

Attendance Details of Committee.pdf
FII.pdf
SEIntimationPn_compressed.pdf
TL_MGT-8_2023-24_Signed.pdf
CTC DP.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

📍 **Thermax Limited,**
Thermax House, 14 Mumbai - Pune Road,
Wakdevadi, Pune - 411 003, India

+91 20 6605 1200, 6605 1202
Classification: Confidential
www.thermaxglobal.com

PAN AACT 3910D
CIN L29299PN1980PLC022787
📄 27AAACT3910D1ZS
✉ enquiry@thermaxglobal.com



📍 **Regd. Office:**
D-13, MIDC Industrial Area, R D Aga Road,
Chinchwad, Pune 411019, India

Point No. IX(C) Committee Meetings

Sr. no	Type of Meeting	Date of Meeting	Total No. of Members as on the Date of the Meeting	Attendance	
				No of members attended	% of attendance
11	Stakeholders Relationship Committee Meeting	12/05/2023	4	4	100
12	Stakeholders Relationship Committee Meeting	31/07/2023	4	4	100
13	Stakeholders Relationship Committee Meeting	25/10/2023	4	4	100
14	Stake holders Relationship Committee Meeting	25/01/2024	4	4	100
15	Corporate Social Responsibility (CSR) Committee	11/04/2023	3	3	100
16	Corporate Social Responsibility (CSR) Committee	04/10/2023	3	3	100



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📄 27AAAC 3910D1ZS

✉ enquiry@thermaxglobal.com



17	Risk Management Committee	11/04/2023	4	3	75
18	Risk Management Committee	06/09/2023	4	4	100
19	Risk Management Committee	27/02/2024	5	5	100
20	Strategic Business Development Committee Meeting	16/05/2023	6	6	100
21	Strategic Business Development Committee Meeting	31/07/2023	6	6	100
22	Strategic Business Development Committee Meeting	02/11/2023	6	6	100
23	Strategic Business Development Committee Meeting	19/03/2024	6	6	100

For Thermax Limited,


Janhavi Khele
Company Secretary and Compliance Officer
M No. A20601



📍 **Thermax Limited,**
Thermax House, 14 Mumbai - Pune Road,
Wakdevadi, Pune - 411 003, India

☎ +91 20 6605 1200, 6605 1202

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Chinchwad, Pune 411019, India



**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF
THE BOARD OF DIRECTORS OF THERMAX LIMITED, HELD ON THURSDAY,
FEBRUARY 8, 2024 FROM 9.30 A.M. TO 1.50 P.M. AT LE MEREDIAN
MAHABALESHWAR RESORT & SPA, MEDHA ROAD, MAHABALESHWAR,
MAHARASHTRA 412806**

Designation of person for providing details of beneficial interest in the shares of the Company

“**RESOLVED THAT** pursuant to the provisions of Companies (Management and Administration) Rules, 2014 (“Rules”) consent of the Board of Directors of the Company be and is hereby accorded to designate the Company Secretary as Designated Person under the Rules who shall be responsible for furnishing and extending co-operation for providing information to the Registrar or any other authorized officer with respect to beneficial interest in shares of the Company.

RESOLVED FURTHER THAT any Director, Manager, or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary and expedient for giving effect to this resolution including affixation of the common seal on the required documents.”

For Thermax Limited

**Date: August 28, 2024
Place: Pune**



**Janhavi Khele
Company Secretary
M.N: A20601**

THERMAX LIMITED
List of Top 0 Shareholders as on 31/03/2024 (FPC)

SINO	DPID	FOLIO/CL-ID	NAME/JOINT NAME(S)	ADDRESS	COUNTRY OF INCORPORATION	REGN. NO WITH SEBI	HOLDING % TO EGT	MINOR CODE	PAN NO
1	IN303173	20003324	NALANDA INDIA EQUITY FUND LIMITED	C/o Room 203A 2nd Floor, Moka Business Centre, Montagne Ory Road, Bon Air, Moka	MAURITIUS	INMUFP131217	8176668	6.86	FPC AADCN6131F
2	IN300142	10753517	KOTAK FUNDS - INDIA MIDCAP FUND	16 BOULEVARD D'AVRANCHES L.1160 LUXEMBOURG	LUXEMBOURG	INLUFP336616	1626364	1.36	FPC AAGCK4148L
3	IN303438	10003257	VANGUARD TOTAL INTERNATIONAL STOCK INDEX FUND	100 VANGUARD BOULEVARD MALVERN PA	UNITED STATES OF AMERICA	INUSFP101917	502016	0.42	FPC AABTV0442N
4	IN303438	10016654	VANGUARD EMERGING MARKETS STOCK INDEX FUND, A SERI ES OF VANGUARD INTERNATIONAL EQUITY INDEX FUNDS	100 VANGUARD BOULEVARD MALVERN PA	UNITED STATES OF AMERICA	INUSFP068617	493568	0.41	FPC AAATY0918K
5	IN300054	10076881	GOVERNMENT PENSION FUND GLOBAL	Banklassen 2 P O Box 1179 Sentrum Oslo 0107	NORWAY	INNOFP130516	364206	0.31	FPC AACCN1454E
6	IN300142	20770496	MATTHEWS INDIA FUND	FOUR EMBARCADERO CENTER SUITE 550 SAN FRANCISCO CA	UNITED STATES OF AMERICA	INUSFP252416	346244	0.29	FPC AABTM6157F
7	IN300142	10694504	INDIA MIDCAP (MAURITIUS) LTD.	C/O CIM FUND SERVICES LTD 33 EDITH CAVELL STREET PORT LOUIS	MAURITIUS	INMUFP213816	273324	0.23	FPC AACCI2898H
8	IN303438	10020249	VANGUARD FIDUCIARY TRUST COMPANY INSTITUTIONAL TOTAL INTERNATIONAL STOCK MARKET INDEX TRUST II	100 VANGUARD BOULEVARD MALVERN PENNSYLVANIA	UNITED STATES OF AMERICA	INUSFP012120	244398	0.21	FPC AADTV1640C
9	IN300142	10778287	ALPS/KOTAK INDIA ESG FUND	1230 BROADWAY SUITE 1100 DENVER CO	UNITED STATES OF AMERICA	INUSFP069417	160000	0.13	FPC AAFAA3923L
10	IN303786	10007557	SOCIETE GENERALE - ODI	29 BOULEVARD HAUSSMANN PARIS	LUXEMBOURG	INFRFP100119	130143	0.11	FPC AABCS7484C
11	IN300054	10095762	FIDELITY FUNDS - INDIA FOCUS FUND	2a Rue Albert Borschette Luxembourg	LUXEMBOURG	INLUFP229817	120577	0.10	FPC AADCF2079C
12	IN303173	20093468	HABROK INDIA MASTER LP	c/o Elian Corporate Services (Cayman) Limited 89 Nexus Way Camana Bay Grand Cayman	CAYMAN ISLANDS	INCYFP168617	116854	0.10	FPC AKKFFH387F
13	IN303438	10000062	COPTHALL MAURITIUS INVESTMENT LIMITED - ODI ACCOUNT TUNITIES FUND	C/O CIM CORPORATE SERVICES LTD LES CASCADES BUILDING EDITH CAVELL STREET PORT LOUIS	MAURITIUS	INMUFP001717	116295	0.10	FPC AAACC4303M
14	IN300142	10764064	ASHOKA WHITEOAK ICAV - ASHOKA WHITEOAK INDIA OPPOR TUNITIES FUND	2nd FLOOR BLOCK E LIVEAGH COURT HARCOURT ROAD DUBLIN 2	LUXEMBOURG	INIRFP079418	95482	0.08	FPC AAFCI0605M
15	IN303438	10017868	ROBECO CAPITAL GROWTH FUNDS	11-13 BOULEVARD DE LA FOIRE L 1528	LUXEMBOURG	INLUFP233015	83901	0.07	FPC AABCR7831A



16	IN300438	10006101	ABU DHABI INVESTMENT AUTHORITY - WAY	211 CORNICHE STREET PO BOX 3600 ABU DHABI	UNITED ARAB EMIRATES	INUEFP011117	80709	0.07	FPC	AAACA4380N
17	IN300054	10013410	EMERGING MARKETS CORE EQUITY PORTFOLIO (THE PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC. (DFAI DG)	6500 Bee Cave Road Building One Austin Texas 78746 USA	UNITED STATES OF AMERICA	INUSFP031416	80586	0.07	FPC	AAACD164AG
18	IN301524	30060535	VANGUARD FTSE ALL-WORLD EX-US INDEX FUND, A SERIES OF VANGUARD INTERNATIONAL EQUITY INDEX FUNDS	100 VANGUARD BOULEVARD MALVERN PA	UNITED STATES OF AMERICA	INUSFP072417	73356	0.06	FPC	AAATV8899E
19	IN301524	30051010	GOLDMAN SACHS (SINGAPORE) PTE. - ODI	1 RAFFLES LINKS 07 01		INSGFP097519	68101	0.06	FPC	AAFCC0345N
20	IN300142	20774585	CALIFORNIA PUBLIC EMPLOYEES' RETIREMENT SYSTEM	400 Q STREET LPE ROOM 4800 SACRAMENTO CA	UNITED STATES OF AMERICA	INUSFP111015	60501	0.05	FPC	AAATC6038J
21	IN300054	10095086	MARSHALL WACE INVESTMENT STRATEGIES - EUREKA FUND	32 Molesworth Street Dublin 2 Ireland	IRELAND	INIRFP185117	58960	0.05	FPC	AAGAM3444H
22	IN300142	20771964	CANADA PENSION PLAN INVESTMENT BOARD	ONE QUEEN STREET EAST SUITE 2500 TORONTO ONTARIO	CANADA	INCAFF116417	58600	0.05	FPC	AADCC3918P
23	IN300054	10102206	WISDOMTREE INDIA INVESTMENT PORTFOLIO, INC.	C/O CIM GLOBAL BUSINESS 33 EDITH CAVELL STREET PORT LOUIS	MAURITIUS	INMUF080015	52836	0.04	FPC	AAACW7548L
24	IN300054	10089619	EAM EMERGING MARKETS SMALL CAP FUND, LP	2711 Centerville Road Suite 400 Wilmington DE	UNITED STATES OF AMERICA	INUSFP247715	52341	0.04	FPC	AAAAE8475G
25	IN301524	30039021	UBS PRINCIPAL CAPITAL ASIA LTD	ONE RAFFLES QUAY 50-01 NORTH TOWER		INSGFP062014	51515	0.04	FPC	AABCU7548R
26	IN300142	10755256	SEI INSTITUTIONAL INVESTMENTS TRUST - EMERGING MARKETS EQUITY FUND MANAGED BY JO HAMBRO CAPITAL MANAGEMENT LIMITED	ONE FREEDOM VALLEY DRIVE OAKS PENNSYLVANIA	UNITED STATES OF AMERICA	INUSFP126217	50197	0.04	FPC	AAQTS4621K
27	IN300142	10753509	KOTAK FUNDS - INDIA ESG FUND	16 BOULEVARD D'AVRANCHES L 1160 LUXEMBOURG	LUXEMBOURG	INLUFP336716	45000	0.04	FPC	AAGCK4149M
28	IN300167	10037028	LIONTRUST INVESTMENT FUNDS I - LIONTRUST INDIA FUN D	3 SHORTLANDS LONDON	UNITED KINGDOM	INUKFP117716	43154	0.04	FPC	AACCN5520H
29	IN300054	10047360	FONDITALIA EQUITY INDIA	9-11 Rue Goethe 9-11 Rue Goethe	LUXEMBOURG	INLUFP071417	43025	0.04	FPC	AAAAF161AQ
30	IN300054	10109545	BOFA SECURITIES EUROPE SA - ODI	51 rue La Boetie Paris		INFRFP097319	42320	0.04	FPC	AAICB3737G
31	IN301799	10088827	BNP PARIBAS FINANCIAL MARKETS - ODI	1 RUE LAFFITTE PARIS		INFRFP066520	40401	0.03	FPC	AAGFB5324G
32	IN300167	10088038	SCHWAB EMERGING MARKETS EQUITY ETF	211 MAIN STREET SAN FRANCISCO CA	UNITED STATES OF AMERICA	INUSFP200617	39258	0.03	FPC	AAITS7338F
33	IN300054	10108067	INTERNATIONAL MONETARY FUND (IN RESPECT OF THE INTERNATIONAL MONETARY FUND STAFF RETIREMENT PLAN)	700 19TH STREET NW WASHINGTON DC		INUSFP040919	35238	0.03	FPC	IN30005410108067



34	IN300142	10601964	JPMORGAN INDIA SMALLER COMPANIES FUND	HSBC CENTRE EIGHTEEN CYBERCITY EBENE MAURITIUS	MAURITIUS	INMUFP192515	34568	0.03	FPC	AABTJ6237F
35	IN303438	10018480	VANGUARD FIDUCIARY TRUST COMPANY INSTITUTIONAL TOTAL INTERNATIONAL STOCK MARKET INDEX TRUST	100 VANGUARD BOULEVARD MALVERN PENNSYLVANIA		INUSFP022719	32508	0.03	FPC	AACTV9551H
36	IN300054	10113471	PUBLIC SECTOR PENSION INVESTMENT BOARD - KOTAK MAHINDRA ASSET MANAGEMENT (SINGAPORE) PTE LTD	1250 Rene-Levesque Boulevard West Suite 1400 Montreal Quebec		INCAFP028221	26691	0.02	FPC	AAFCP4497C
37	IN300167	10140746	OREGON PUBLIC EMPLOYEES RETIREMENT SYSTEM MANAGED THROUGH EAM INVESTORS, LLC	350 WINTER STREET NE SUITE 100 SALEM OREGON	UNITED STATES OF AMERICA	INUSFP007317	26366	0.02	FPC	AAATO2984K
38	IN303438	10015268	ABU DHABI INVESTMENT AUTHORITY - XENDON	211 CORNICHE STREET P O BOX 3600 ABU DHABI	UNITED ARAB EMIRATES	INUEFP051617	25520	0.02	FPC	AAACA44380N
39	IN300167	10147594	FRANKLIN TEMPLETON ETF TRUST - FRANKLIN FTSE INDIA ETF	ONE FRANKLIN PARKWAY SAN MATEO 94403 1906		INUSFP003618	24600	0.02	FPC	AAATF6338E
40	IN300167	10140891	BLACKROCK COLLECTIVE INVESTMENT FUNDS - ISHARES EMERGING MARKETS EQUITY INDEX FUND (UK)	12 THROGMORTON AVENUE LONDON	UNITED KINGDOM	INUKFP363316	23958	0.02	FPC	AAATB874JN
41	IN300167	10159933	AMERICAN CENTURY ETF TRUST-AVANTIS EMERGING MARKET S EQUITY ETF	4500 MAIN STREET KANSAS CITY MISSOURI		INUSFP083219	21660	0.02	FPC	AAHTA5157H
42	IN300054	10063247	FONDITALIA EQUITY PACIFIC EX JAPAN	9 - 11 rue Geethe	LUXEMBOURG	INLUFP071617	21309	0.02	FPC	AAAAF1850E
43	IN300142	20770898	MATTHEW'S ASIA FUNDS - INDIA FUND	80 ROUTE D'ESCH L-1470 LUXEMBOURG GRAND DUCHY OF LUXEMBOURG		INLUFP149616	21154	0.02	FPC	AAHCM2277K
44	IN300054	10093339	JOHCM EMERGING MARKETS DISCOVERY FUND	690 Taylor Road Suite 210 Gahanna	UNITED STATES OF AMERICA	INUSFP182616	20737	0.02	FPC	AACTJ49318
45	IN300142	20772123	SPDR PORTFOLIO EMERGING MARKETS ETF	STATE STREET FINANCIAL CENTER ONE LINCOLN STREET BOSTON MA	UNITED STATES OF AMERICA	INUSFP131416	20618	0.02	FPC	AAGT54584D
46	IN300167	10047358	VANGUARD TOTAL WORLD STOCK INDEX FUND	100 VANGUARD BOULEVARD MALVERN PA	UNITED STATES OF AMERICA	INUSFP067417	20185	0.02	FPC	AABTV0279R
47	IN301524	30040100	TANTALLON INDIA FUND	C/O TRIDENT TRUST COMPANY MAURITIUS LTD 5TH FLOOR BARKLY WHARF LE CAUDAN WATERFRONT PORT LOUIS	MAURITIUS	INIMUFP095315	20000	0.02	FPC	AAFCF3065L
48	IN300167	10046959	MANAGED PENSION FUNDS LIMITED - EMERGING MARKETS ESG SCREENED INDEX EQUITY SUB-FUND	20 CHURCHILL PLACE CANARY WHARF LONDON	UNITED KINGDOM	INUKFP133617	19831	0.02	FPC	AAFCM5744B
49	IN300142	20770718	VANGUARD FUNDS PUBLIC LIMITED COMPANY - VANGUARD FTSE ALL-WORLD UCITS ETF	70 SIR JOHN ROGERSON'S QUAY DUBLIN	IRELAND	INIRFP072917	19506	0.02	FPC	AAECV0901E
50	IN303173	20069896	KOTAK INFINITY FUND - CLASS AC	C/o Ctm Fund Services Ltd 33 Edith Cavell Street Port Louis	MAURITIUS	INMUFP098717	18591	0.02	FPC	AACCR8345F



51	IN300142	10760519	RIVER AND MERCANTILE INVESTMENT FUNDS - RIVER AND MERCANTILE EMERGING MARKET ILC EQUITY FUND	5 RUE JEAN MONNET LUXEMBOURG Corporation Service Company 251 Little Falls Drive New Castle County Wilmington Delaware	INLUFP029718	16700	0.01	FPC	AAGCC1079Q
52	IN300054	10116117	EAM INTERNATIONAL SMALL CAP FUND, LP	42989 rue Goethe LUXEMBOURG	INUSFP066021	16169	0.01	FPC	AAJFE1908J
53	IN300054	10063271	INTERFUND EQUITY GLOBAL EMERGING MARKETS	9 11 rue Goethe LUXEMBOURG	INLUFP071917	15453	0.01	FPC	AACCI6929F
54	IN300054	10063255	FONDITALIA EQUITY GLOBAL EMERGING MARKETS	70 SIR JOHN ROGERSON'S QUAY DUBLIN	INLUFP071717	15174	0.01	FPC	AAAAAF1821B
55	IN300167	10157171	FRANKLIN TEMPLETON ICAV FRANKLIN FTSE INDIA UCITS ETF	CIBC FIRST CARIBBEAN HOUSE 25 MAIN STREET P O BOX 694 GEORGE TOWN GRAND CAYM	INIRFP039619	14628	0.01	FPC	AADCF7289G
56	IN300142	20770863	MERCURY SERIES UNION MID AND SMALL CAP FUND	PO BOX 2963 KING ABDULAZIZ ROAD RIYADH	INCYFP044519	14205	0.01	FPC	AAGTM3830J
57	IN300054	10086325	GENERAL ORGANIZATION FOR SOCIAL INSURANCE	70 SIR JOHN ROGERSON'S QUAY DUBLIN	INSDFP089915	13784	0.01	FPC	AAAGG0503K
58	IN300142	20770700	VANGUARD FUNDS PUBLIC LIMITED COMPANY - VANGUARD F TSE EMERGING MARKETS UCITS ETF	IRELAND	INIRFP072617	11320	0.01	FPC	AAECV0884E
59	IN300142	10785921	HSBC BANK PLC AS TRUSTEE OF STATE STREET AUT EMERGING MARKET SCREENED (EX CONTROVERSIES AND CW) INDE X EQUITY FUND	8 CANADA SQUARE LONDON LONDON	INUKFP042522	10515	0.01	FPC	AACTH6196G
60	IN300054	10108075	INTERNATIONAL MONETARY FUND (IN RESPECT OF THE INTERNATIONAL MONETARY FUND RETIRED STAFF BENEFITS INVESTMENT ACCOUNT)	700 19TH STREET NW WASHINGTON DC	INUSFP040819	9763	0.01	FPC	IN30005410108075
61	IN300167	10030184	SHINSEI UTI INDIA FUND (MAURITIUS) LIMITED	4TH FLOOR BARKLY WHARF EAST LE CAUDAN WATERFRONT PORT LOUIS MAURITIUS	INMUFP201115	9725	0.01	FPC	AAKCS4031N
62	IN300054	10013268	THE EMERGING MARKETS SMALL CAP SERIES OF THE DFA INVESTMENT TRUST COMPANY	6300 Bee Cave Road Building One Austin Texas 78746 USA UNITED STATES OF AMERICA	INUSFP033916	9241	0.01	FPC	AAATD7768G
63	IN303438	10006897	FIDELITY INDIA FUND	LEVEL 11 167 MACQUARIE STREET SYDNEY AUSTRALIA	INAUFP043116	8160	0.01	FPC	AAATF1824H
64	IN300054	10067668	DENDANA INVESTMENTS (MAURITIUS) LIMITED	3rd FLOOR STANDARD CHARTERED TOWER 19 CYBERCITY EBENE MAURITIUS	INMUFP242815	7773	0.01	FPC	AAECD5413H
65	IN300054	10041602	LEGAL & GENERAL GLOBAL EMERGING MARKETS INDEX FUND	50 Bank Street London UNITED KINGDOM	INUKFP217616	7699	0.01	FPC	AA8TT8331L
66	IN300054	10115788	DIMENSIONAL WORLD EX U.S. CORE EQUITY 2 ETF OF DIMENSIONAL ETF TRUST	251 Little Falls Drive New Castle County Wilmington Delaware	INUSFP061421	7625	0.01	FPC	AAICD6958H
67	IN300142	10767723	DSP GLOBAL FUNDS ICAV - DSP INDIA EQUITY FUND	5 GEORGES DOCK IFSC DUBLIN 1 CANADA	INIRFP019719	7575	0.01	FPC	AAHCD1709R
68	IN300054	10102126	OMERS ADMINISTRATION CORPORATION - OAC CUSTODY ACCOUNT (SCV6)	ONE UNIVERSITY AVENUE SUITE 400 TORONTO ONTARIO	INCAFP159217	7307	0.01	FPC	AAAAO0108N



69	IN300054	10004986	LEGAL AND GENERAL ASSURANCE (PENSIONS MANAGEMENT) LIMITED	One Coleman Street London	UNITED KINGDOM	INUKFP115617	7084	0.01	FPC	AABCL0025A
70	IN300054	10060043	IRISH LIFE ASSURANCE PLC	Irish Life Centre Lower Abbey Street Dublin 1 Dublin	IRELAND	INIRFP029714	6850	0.01	FPC	AACCI7452D
71	IN300142	10762552	INVECO INDIA ETF	3500 LACEY ROAD DOWNERS GROVE IL 60515		INUSFP036518	6706	0.01	FPC	AADTP7308M
72	IN300142	10762745	FIS GROUP COLLECTIVE INVESTMENT TRUST - FIS GROUP NON-US INTERNATIONAL SMALL CAP FUND	12 GILL STREET SUITE 2600 WOBURN MA		INUSFP057218	6100	0.01	FPC	AAATF6805C
73	IN303438	10018375	VANGUARD ESG INTERNATIONAL STOCK ETF	100 VANGUARD BOULEVARD MALVERN PENNSYLVANIA		INUSFP014619	6011	0.01	FPC	AACTV8876B
74	IN301524	10090603	GOLDMAN SACHS INVESTMENTS (MAURITIUS) LTD	LEVEL 3 ALEXANDER HOUSE 35 CYBERCITY EBENE	MAURITIUS	INMUPP257316	5948	0.00	FPC	AACCG3025G
75	IN303438	10013442	STICHTING DEPOSITARY APG EMERGING MARKETS EQUITY P OOL	OUDE LINDESTRAT 70	NETHERLANDS	INNIFP147615	5604	0.00	FPC	AAVCS6547E
76	IN300142	10712481	HSBC POOLED INVESTMENT FUND - HSBC POOLED ASIA PACIFIC EX JAPAN EQUITY INDEX TRACKING FUND	HSBC MAIN BUILDING 1 QUEENS ROAD CENTRAL HONG KONG	HONG KONG	INHKKP132517	5220	0.00	FPC	AAAAH5955J
77	IN301524	30049602	CC&L Q EMERGING MARKETS EQUITY FUND	1111 WEST GEORGIA ST SUITE 2200 VANCOUVER B C CANADA	CANADA	INCAFP153415	5022	0.00	FPC	AAATC7446B
78	IN300142	10611224	FIDELITY KOREA - INDIA EQUITY INVESTMENT TRUST - M OTHER	HSBC BUILDING 37 CHILPAE-RO JUNG-GU SEOUL KOREA	SOUTH KOREA	INSKFP005516	4949	0.00	FPC	AAATF2144A
79	IN300167	10160958	AMERICAN CENTURY ETF TRUST - AVANTIS EMERGING MARKETS EQUITY FUND	4500 MAIN STREET KANSAS CITY MISSOURI		INUSFP004020	4851	0.00	FPC	AAHTA6005C
80	IN300054	10039005	PGGM WORLD EQUITY II B.V.	Noordweg-Noord 150 Zeist	NETHERLANDS	INNIFP263716	4849	0.00	FPC	AAFCP2562E
81	IN300142	10779541	PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO	277 EAST TOWN STREET COLUMBUS OH 43215 USA	UNITED STATES OF AMERICA	INUSFP130016	4375	0.00	FPC	AAATP5186E
82	IN300054	10023614	UTAH STATE RETIREMENT SYSTEMS	540 East 200 South Salt Lake City Utah	UNITED STATES OF AMERICA	INUSFP271916	4109	0.00	FPC	AAATU2901Q
83	IN300142	10772917	VANGUARD INVESTMENT SERIES PLC - VANGUARD ESG EMERGING MARKETS ALL CAP EQUITY INDEX FUND	70 Sir John Rogerson's Qu Dublin 2 Dublin		INIRFP049720	3933	0.00	FPC	AAHCV3894R
84	IN301524	30058100	IOWA PUBLIC EMPLOYEES' RETIREMENT SYSTEM - UBS ASS ET MANAGEMENT (AMERICAS) INC.	7401 REGISTER DRIVE DES MOINES IOWA		INUSFP054018	3758	0.00	FPC	AAAT16910K
85	IN300142	10797005	MATTHEW'S INDIA ACTIVE ETF	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI	INDIA	INUSFP054923	3699	0.00	FPC	AAITM8693B
86	IN301524	30035748	UBS FUND MANAGEMENT (SWITZERLAND) AG ON BEHALF OF SIHL INSTITUTIONAL FUND - AKTIEN EMERGING MARKETS	AESCHENPLATZ 6		INCHFP052214	3631	0.00	FPC	AAAAU2392J



87	IN300142	10790918	STICHTING RABOBANK PENSIOENFONDENSMANAGED BY LGIM MANAGERS (EUROPE) LIMITED	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI	INDIA	INNLFP100522	3285	0.00	FPC	ABVAS7476F
88	IN300054	10013250	THE EMERGING MARKETS SERIES OF THE DFA INVESTMENT TRUST COMPANY	6300 Bee Cave Road Building One Austin Texas 78746 USA	UNITED STATES OF AMERICA	INUSFP033816	3178	0.00	FPC	AAATD7822R
89	IN300167	10078107	UPS GROUP TRUST	55 GLENLAKE PKWY NE ATLANTA GEORGIA	UNITED STATES OF AMERICA	INUSFP013716	2916	0.00	FPC	AAATU3821D
90	IN300142	10565215	STICHTING PENSIOENFONDEN RAIL & OPENBAAR VERVOER	ARTHUR VAN SCHEDELSTRAAT 850 ARTHUR VAN SCHEDELSTRAAT 850 UTRECHT	NETHERLANDS	INNLFP198216	2860	0.00	FPC	AAJCS3620C
91	IN300054	10127191	CC&L Q EMERGING MARKETS EQUITY FUND LP	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	INDIA	INUSFP043823	2845	0.00	FPC	AACAC8881G
92	IN300054	10097678	EMERGING MARKETS SUSTAINABILITY CORE 1 PORTFOLIO	6300 BEE CAVE ROAD BUILDING ONE	UNITED STATES OF AMERICA	INUSFP024018	2737	0.00	FPC	AAECE9320Q
93	IN300142	10787744	GALLUS AKTIEN EMERGING MARKETS AKTIV	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI	INDIA	INCHFP085522	2586	0.00	FPC	AAJCG9126F
94	IN300054	10074905	WORLD EX U.S. CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	6300 Bee Cave Road Building One Austin Texas 78746 USA	UNITED STATES OF AMERICA	INUSFP031716	2584	0.00	FPC	AABCW4402G
95	IN303438	10021081	UNIVERSAL - INVESTMENT - GESELLSCHAFT MBH ON BEHALF OF FOVERUKA PENSION UNIVERSAL	Theodor-Heuss-Allee 70 Frankfurt am Main	UNITED STATES OF AMERICA	INGEFP075820	2461	0.00	FPC	AAAU6975G
96	IN300167	10150969	VANGUARD INVESTMENTS FUNDS (CVC-VANGUARD FTSE GLOB AL ALL CAP INDEX FUND	4TH FLOOR THE WALBROOK BUILDING 25 WALBROOK LONDON	UNITED STATES OF AMERICA	INUKFP043018	2341	0.00	FPC	AAGCV3937I
97	IN301524	30049717	DFA INTERNATIONAL CORE EQUITY FUND	SUITE 1520 - 1500 WEST GEORGIA STREET VANCOUVER BRITISH COLUMBIA	CANADA	INCAFP268915	2310	0.00	FPC	AAATD3438N
98	IN300142	10767549	XTRACKERS EMERGING MARKETS CARBON REDUCTION AND CLIMATE IMPROVERS ETF	87.5 THIRD AVENUE NEW YORK NY 10022 UNITED STATES OF AMERICA	UNITED STATES OF AMERICA	INUSFP037819	2200	0.00	FPC	AAATX0167D
99	IN300054	10116787	EMERGING MARKETS EX CHINA CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	Suite 820 7 St. Paul Street Baltimore Maryland	UNITED STATES OF AMERICA	INUSFP080421	2055	0.00	FPC	AAGCE7053A
100	IN300142	10780064	ASHOKA WHITEOAK ICAV - ASHOKA WHITEOAK INDIA ESG FUND	2ND FLOOR BLOCK E IVEAGH COURT HARCOURT ROAD DUBLIN DUBLIN	IRELAND	INIRFP051321	2028	0.00	FPC	AAGCI2246H
101	IN300054	10120884	MERCER UCITS COMMON CONTRACTUAL FUND - INFU MUTUAL GLOBAL REGIONAL CORE FUND	70 SIR JOHN ROGERSON'S QUAY DUBLIN	IRELAND	INIRFP060519	1857	0.00	FPC	AAGTM2759J



102	IN300142	10773741	REASSURE LIMITED	WINDSOR HOUSE IRONMASTERS WAY TELFORD	INUKFP080119	1518	0.00	FPC	AAKCR3582R
103	IN303438	10019701	COPTHALL MAURITIUS INVESTMENT LIMITED - NON ODI AC COUNT	C/O IQ EQ CORPORATE SERVICES (MAURITIUS) LTD 33 EDITH CAVELL STREET PORT LOUIS	INMUF086419	1471	0.00	FPC	AAACC4303M
104	IN300142	10782974	CC&L Q EMERGING MARKETS EQUITY UCITS FUND, A SUB-F UND OF CONNOR, CLARK & LUINN UCITS ICAV	2nd Floor Block E Iveagh Court Harcourt Road Dublin 2 Leinster	INIRFP085421	1455	0.00	FPC	AAJCC9039R
105	IN303438	10013784	VANGUARD ASIA EX JAPAN SHARES INDEX FUND	LEVEL 34 FRESHWATER PLACE 2 SOUTHBANK BOULEVARD SOUTHBANK VICTORIA	INAUFF243315	1199	0.00	FPC	AACTV0827C
106	IN300167	10176482	HOOD RIVER INTERNATIONAL OPPORTUNITY FUND	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P O BOX NO. 1142, FORT MUMBAI	INUSFP041823	1100	0.00	FPC	AACTH8827L
107	IN300167	10157075	JOHN HANCOCK MULTIFACTOR EMERGING MARKETS ETF	601 CONGRESS STREET BOSTON MA 02110	INUSFP037119	879	0.00	FPC	AAEAJ6380P
108	IN300054	10115536	PRIME SUPER	Level 24 500 Collins Street MELBOURNE VICTORIA	INAUFF053621	816	0.00	FPC	AAETP7475J
109	IN300142	10783250	AMERICAN CENTURY ETF TRUST-AVANTIS EMERGING MARKET S VALUE ETF	4500 MAIN STREET KANSAS CITY KANSAS CITY MO MISSOURI	INUSFP100121	774	0.00	FPC	AAITA9218J
110	IN300167	10128022	DIMENSIONAL FUNDS PLC - MULTI-FACTOR EQUITY FUND	25 /28 NORTH WALL QUAY DUBLIN 1	INIRFP127115	641	0.00	FPC	AAAFCD1235L
111	IN300054	10121981	LEGAL & GENERAL ICAV - L&G EMERGING MARKETS EQUITY FUTURE CORE FUND	CITIBANK N.A. CUSTODY SERVICES FIF- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	INIRFP066822	629	0.00	FPC	AAFCLO329K
112	IN300054	10123673	DIMENSIONAL EMERGING MARKETS SUSTAINABILITY CORE 1 ETF OF DIMENSIONAL ETF TRUST	CITIBANK N.A. CUSTODY SERVICES FIF- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	INUSFP103222	628	0.00	FPC	AAICD5348J
113	IN300167	10176423	GOLDMAN SACHS ETF TRUST II - GOLDMAN SACHS MARKETB ETA TOTAL INTERNATIONAL EQUITY ETF	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P O BOX NO. 1142, FORT MUMBAI	INUSFP022923	619	0.00	FPC	AAETG4053H
114	IN300054	10016295	UNIVERSAL-INVESTMENT-LUXEMBOURG S.A. ON BEHALF OF UNIVEST	6 Rue Lou Hemmer Senningerberg Luxembourg	INLUFF045217	600	0.00	FPC	AAATU2296A
115	IN303438	10011557	FLEXSHARES MORNINGSTAR EMERGING MARKETS FACTOR TIL T INDEX FUND	50 S LASALLE STREET CHICAGO IL UNITED STATES OF AMERICA	INUSFP242515	576	0.00	FPC	AAATF4143K
116	IN300167	10159968	GOLDMAN SACHS ETF TRUST - GOLDMAN SACHS MARKETBETA EMERGING MARKETS EQUITY ETF	200 WEST STREET NEW YORK NY	INUSFP084319	556	0.00	FPC	AAOTG4990L
117	IN300054	10112036	DIMENSIONAL EMERGING CORE EQUITY MARKET ETF OF DIM ENSIONAL ETF TRUST	251 Little Falls Drive New Castle County Wilmington Delaware	INUSFP082720	548	0.00	FPC	AAJCD0004F



118	IN300054	10117128	EMERGING MARKETS SUSTAINABILITY CORE EQUITY FUND OF DIMENSIONAL FUNDS PLC	25/28 NORTH WALL QUAY DUBLIN	INIRFP088321	535	0.00	FPC	AAGCE7671Q
119	IN303307	10001339	DOVETAIL INDIA FUND CLASS S SHARES	4th Floor, 19 Bank Street Cybercity Ebene	INMUF241517	498	0.00	FPC	AAGCD0792B
120	IN300054	10093371	BERESFORD FUNDS ICAV	Beresford Court Beresford Place IRELAND	INIRFP223916	495	0.00	FPC	AAHC80460F
121	IN303438	10016531	UBS ASSET MANAGEMENT LIFE LTD	5 BROADGATE LONDON	INUKFP010018	487	0.00	FPC	AACCU1570G
122	IN300054	10122621	WISDOMTREE EMERGING MARKETS EX-CHINA FUND	CITIBANK N.A. CUSTODY SERVICES FIF- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI INDIA	INUSFP076322	462	0.00	FPC	AAATW6849D
123	IN300167	10156689	EMERGING MARKETS CORE EQUITY FUND OF DIMENSIONAL FUNDS (ICVC)	20 Triton Street Regents Place London NW1 3BF U K UNITED KINGDOM	INUKFP032216	446	0.00	FPC	AACCD1506B
124	IN300167	10163825	BNY MELLON EMERGING MARKETS EQUITY ETF	240 GREENWICH STREET NEW YORK NY	INUSFP027920	439	0.00	FPC	AAETB1613L
125	IN300167	10174163	LEGAL & GENERAL UCITS ETF PLC - I&G EMERGING MARKETS ESG EXCLUSIONS PARIS ALIGNED UCITS ETF	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O BOX NO. 1142, FORT MUMBAI INDIA	INIRFP145522	410	0.00	FPC	AAFCL2873G
126	IN300054	10121203	WORLD ALLOCATION 60/40 FUND OF DIMENSIONAL FUNDS PLC	25/28 NORTH WALL QUAY DUBLIN	INIRFP033522	398	0.00	FPC	AADCW2104P
127	IN300054	10080999	JOHN HANCOCK FUNDS II EMERGING MARKETS FUND	601 CONGRESS STREET BOSTON MA 02210 2805 USA UNITED STATES OF AMERICA	INUSFP164915	383	0.00	FPC	AAATJ9049G
128	IN300142	10777921	VANGUARD FUNDS PLC / VANGUARD ESG GLOBAL ALL CAP UCITS ETF	70 Sir John Rogerson's Quay Dublin 2 Dublin	INIRFP016921	357	0.00	FPC	AAHCV9696F
129	IN300167	10176101	SCOTIA EMERGING MARKETS EQUITY INDEX TRACKER ETF	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O BOX NO. 1142, FORT MUMBAI INDIA	INCAFP026523	329	0.00	FPC	ABGT55121F
130	IN300167	10138794	MACKENZIE MAXIMUM DIVERSIFICATION EMERGING MARKETS INDEX ETF	180 QUEEN ST W TORONTO ONTARIO CANADA	INCAFP217216	309	0.00	FPC	AAEAM9600M
131	IN300054	10063263	FIDEURAM FUND EQUITY GLOBAL EMERGING MARKETS	9-11 rue Goethe LUXEMBOURG	INLUFP071817	308	0.00	FPC	AAAAF1822C
132	IN300167	10169081	AMERICAN CENTURY ETF TRUST-AVANTIS RESPONSIBLE EMERGING MARKETS EQUITY ETF	4500 MAIN STREET KANSAS CITY MISSOURI	INUSFP019322	262	0.00	FPC	AAITA0542Q
133	IN300054	10100216	EMERGING MARKETS TARGETED VALUE PORTFOLIO	6300 BEE CAVE ROAD BUILDING ONE HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI INDIA	INUSFP073518	240	0.00	FPC	AAFCE2416E
134	IN300142	10789795	VANGUARD FUNDS PLC - VANGUARD ESG EMERGING MARKETS ALL CAP UCITS ETF		INIRFP111222	200	0.00	FPC	AAJCV0006B



135	IN300167	10147609	FRANKLIN TEMPLETON ETF TRUST - FRANKLIN FTSE ASIA EX JAPAN ETF	ONE FRANKLIN PARKWAY SAN MATEO CALIFORNIA	INUSFP003418	192	0.00	FPC	AAATF639F
136	IN300142	10779664	AMUNDI INDEX SOLUTIONS - AMUNDI PRIME EMERGING MARKETS	5 ALLEE SCHEFFER LUXEMBOURG LUXEMBOURG	INLUFP044621	190	0.00	FPC	AAVCA3596M
137	IN300167	10161854	STATE STREET GLOBAL ADVISORS AUSTRALIA SERVICES LIMITED AS THE RESPONSIBLE ENTITY OF SPDR S&P EMERGING MARKETS CARBON CONTROL FUND	LEVEL 15 420 GEORGE STREET SYDNEY NSW	INAUFP023520	162	0.00	FPC	AAZTS3290F
138	IN300167	10141511	CC&L Q INTERNATIONAL EQUITY FUND	1111 WEST GEORGIA STREET SUITE 2300 VANCOUVER BRITISH COLUMBIA CANADA	INCAFP073617	158	0.00	FPC	AABTC7445C
139	IN300142	10764554	INVESCO S & P EMERGING MARKETS MOMENTUM ETF	3500 LACEY ROAD DOWNERS GROVE IL 60515	INUSFP089718	147	0.00	FPC	AAATP5041M
140	IN300167	10152143	FRANKLIN TEMPLETON ICAV FRANKLIN AC ASIA EX JAPAN UCITS ETF	70 SIR JOHN ROGERSON'S QUAY DUBLIN	INIRFP059218	120	0.00	FPC	AADCF4604P
141	IN301799	10081740	BNP PARIBAS FINANCIAL MARKETS	160 162 BD MACDONALD PARIS FRANCE	INFRFP085515	83	0.00	FPC	AAGFB5324G
142	IN300167	10141503	CC&L Q GLOBAL EQUITY FUND	1111 WEST GEORGIA STREET SUITE 2300 VANCOUVER BRITISH COLUMBIA CANADA	INCAFP073217	26	0.00	FPC	AABTC7448R
143	IN300054	10114533	WISDOMTREE ISSUER ICAV - WISDOMTREE EMERGING MARKETS EX-STATE-OWNED ENTERPRISES ESG SCREENED UCITS E TF	25-28 NORTH WALL QUAY Dublin	INIRFP054121	24	0.00	FPC	AADCW0151A
144	IN300167	10147359	FRANKLIN EMERGING MARKETS MULTIFACTOR INDEX ETF	200 KING STREET WEST SUITE 1500 TORONTO ONTARIO	INCAFP243317	12	0.00	FPC	AAATF6304Q
TOTAL:						14579479	12.24		

CERTIFIED TRUE COPY

For **Thermax Limited**

[Signature]
 Jatiniv Chahal
 Company Secretary



📍 **Thermax Limited,**
Thermax House, 14 Mumbai - Pune Road,
Wakdevadi, Pune - 411 003, India

Classification: **Confidential** 505 1202

🌐 www.thermaxglobal.com

PAN AAAC 3910D

CIN L29299PN1980PLC022787

📄 27AAACT3910D1ZS

✉ enquiry@thermaxglobal.com

📍 **Regd. Office:**
D-13, MIDC Industrial Area, R D Aga Road,
Chinchwad, Pune 411019, India



To,
The Registrar of Companies (Pune)
PCNTDA Green Building, BLOCK A,
1st & 2nd Floor, Near Akurdi Railway Station, Akurdi,
Pune – 411044, Maharashtra

Subject: Details of Postal Ballot conducted by the Company

Dear Sir / Ma'am,

In reference to the captioned subject matter, we would like to inform you that we Thermax Limited (“the Company”) have during the financial year 2023-24 conducted on Postal Ballot for appointment of Mr. Shyamak R Tata as Non-Executive Independent Director of the Company. As the form MGT-7 does not contain any specific field for providing details of Postal Ballot, the same are being submitted by way of this additional note.

The voting for the Postal Ballot commenced on 9.00 a.m. (IST) on Friday, December 8, 2023 and ended on 5.00 p.m. (IST) on Saturday, January 6, 2024. A copy of the intimation filed by the Company with the exchanges is being attached herewith for your reference and records. Furthermore, the said resolution was passed with requisite majority and results were filed with the exchanges.

We request your good offices to take the above information on record and oblige.

Thanking you,

Your Faithfully,
For Thermax Limited,

Janhavi Khele
Company Secretary and Compliance Officer
M No. A20601
Encl: as above



📍 **Thermax Limited,**
Thermax House, 14 Mumbai - Pune Road,
Wakdevadi, Pune - 411 003, India

📍 **Regd. Office:**
D-13, MIDC Industrial Area, R D Aga Road,
Chinchwad, Pune 411019, India

☎ +91 20 6605 1200, 6605 1202

🌐 www.thermaxglobal.com

PAN AAAC 3910D

CIN L29299PN1980PLC022787

📄 27AAACT3910D1ZS

✉ enquiry@thermaxglobal.com



December 5, 2023

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

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

Company Scrip Code: 500411

Company Scrip Code: THERMAX EQ

Sub: Postal Ballot Notice for appointment of Mr. Shyamak R Tata as an Independent Director of the Company

Ref: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations)

Dear Sir/ Madam,

Pursuant to Regulation 30 of the Listing Regulations, please find attached the Postal Ballot Notice (Notice) for seeking approval of the Members by way of special resolution for the appointment of Mr. Shyamak R Tata (DIN: 07297729) as a Non-Executive, Independent Director for a period of 5 consecutive years with effect from October 17, 2023 to October 16, 2028 (both days inclusive).

The Notice is being sent to all the Members, whose names appear in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email IDs are registered with the Company / Depositories as on Friday, December 1, 2023 (cut-off date).

The voting period will commence from 9.00 a.m. (IST) on Friday, December 8, 2023 and will end at 5.00 p.m. (IST) on Saturday, January 6, 2024.

The above Notice is being simultaneously sent to the Shareholders.

You are requested to take note of the above.

Thanking you,

Yours faithfully,

For **THERMAX LIMITED,**

KHELE
JANHAVI
KISHOR
Digitally signed by
KHELE JANHAVI
KISHOR
Date: 2023.12.05
10:02:13 +05'30'

Janhavi Khele
Company Secretary
Membership No: A20601

Encl: as above



THERMAX LIMITED

Registered Office: D-13, MIDC Industrial Area, R. D. Aga Road, Chinchwad, Pune 411 019

Corporate Office: Thermax House, 14, Mumbai-Pune Road, Wakdewadi, Pune 411 003

Email ID: cservice@thermaxglobal.com Website: www.thermaxglobal.com Tel no: 020-66051200

Corporate Identity No. (CIN) - L29299PN1980PLC022787

POSTAL BALLOT NOTICE

Dear Shareholders,

NOTICE is hereby given to the members of Thermax Limited ("the Company") that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act ") read with Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification or re-enactment thereof for the time being in force), and any other applicable provisions of the Act and the rules made thereunder, the General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), and other applicable provisions, if any, of the Listing Regulations, for the time being in force and as amended from time-to-time read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 ("SEBI Circulars"), the Secretarial Standards - 2 issued by the Institute of Company Secretaries of India ("SS-2") and other applicable provisions, if any, for obtaining approval of the members, by way of Special Resolution, through Postal Ballot by way of electronic means ("remote e-voting or e-voting") only, for the business as set out in this Notice.

The Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the said resolutions setting out the material facts and related particulars is annexed hereto.

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with Rules framed thereunder, MCA Circulars, Regulation 44 of the Listing Regulations and SEBI circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address are registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the 'Notes' to this Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company has appointed Mr. Sridhar Mudaliar (Membership No. F6156 COP: 2664), or failing him, Mrs. Sheetal Joshi (Membership No. FCS 10480), Partners of M/s. SVD & Associates, Company Secretaries, Pune, as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner. M/s. SVD & Associates, Company Secretaries, has given their consent to act as the scrutinizer.

The Company has appointed M/s KFin Technologies Limited ('KFinTech'), Registrar and Share Transfer Agents ('RTA'), to provide facilities for e-voting.

Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the remote e-Voting process not later than 5.00 p.m. (IST) on

Saturday, January 6, 2024. Remote e-Voting will be blocked immediately thereafter and will not be allowed beyond the said date and time.

After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairperson of the Company or any other person authorised by the Chairperson, who shall countersign the same. The results of Postal Ballot shall be declared not later than two working days from the conclusion of e-voting. The results shall be communicated to the stock exchanges, registrar and share transfer agent and shall also be displayed on the Company's website www.thermaxglobal.com and on the website of Kfintech <https://evoting.kfintech.com>

The last date of e-voting, i.e. Saturday, January 6, 2024, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

RESOLUTION:

1. To consider and approve appointment of Mr. Shyamak R Tata (DIN: 07297729) as a Non-Executive Independent Director of the Company

To consider, and if thought fit, to pass, with or without modifications, the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) (including any statutory modification or re-enactment thereof for the time being in force) based on the recommendation and approval of the Nomination and Remuneration Committee (NRC) and the Board of Directors of the Company, Mr. Shyamak R Tata (DIN: 07297729), who was appointed as Additional and Non-Executive Independent Director of the Company effective October 17, 2023, who meets the criteria of independence as specified under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, be and is hereby appointed as a Non-Executive, Independent Director of the Company for a period of five consecutive years from October 17, 2023 to October 16, 2028 (both days inclusive) and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Shyamak R Tata shall be entitled to sitting fees and commission not exceeding the limits as provided under the Act and the Listing Regulations, as may be recommended by the NRC and decided by the Board from time to time, as well as reimbursement of expenses for attending Board and committee meetings, as the case may be.

RESOLVED FURTHER THAT any Director or the Chief Financial Officer or the Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

By Order of the Board of Directors
For **Thermax Limited**

Place: Pune
Date: October 17, 2023

Janhavi Khele
Company Secretary
ACS 20601

NOTES:

- 1) The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out the material facts pertaining to the resolution is annexed hereto.
- 2) In compliance with the MCA and the SEBI Circulars, the Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners, as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on December 1, 2023 (“cut-off date”). The Members whose names appear in the Register of Members / list of Beneficial owners as on cut-off date are entitled to vote on the resolutions set forth in this notice. A person who is not a member as on the cut-off date should treat this Postal Ballot Notice for information purposes only. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent by the Members would only take place through the e-voting system. For Members who have not registered their e-mail IDs, please follow the instructions given under Note No.11.
- 3) Members may please note that the Postal Ballot Notice will also be available on the Company’s website at <https://www.thermaxglobal.com/> and websites of the Stock Exchanges i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com/ and www.nseindia.com respectively, and on the website of M/s KFin Technologies Ltd. (Kfintech) at <https://evoting.kfintech.com>
- 4) After sending the notice of Postal ballot through email, an advertisement shall be published in English newspaper and Marathi newspaper, each with wide circulation in the district, where the Registered Office of the Company is situated.
- 5) Necessary arrangements have been made by the Company with Kfintech, to facilitate electronic voting (e-voting). The Company has appointed Mr. Sridhar Mudaliar (FCS: 6156 CP: 2664) or failing him, Mrs. Sheetal Joshi (Membership No. FCS 10480), Partners of M/s. SVD & Associates, Company Secretaries, Pune as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
- 6) Voting rights of the shareholders / beneficial owners shall be reckoned on the equity shares held by them as on the cut-off date.
- 7) The e-voting period commences on Friday, December 8, 2023 (9:00 a.m. IST) and ends on Saturday, January 6, 2024 (5:00 p.m. IST). The voting module shall be disabled by Kfintech for voting thereafter.
- 8) Once votes on the resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
- 9) All the material documents referred to in the statement setting out material facts annexed thereto will be available for inspection through electronic mode on all working days from the date of dispatch until the last date for receipt of votes through remote e-voting. Members who wish to inspect the documents are requested to send an email to CSservice@thermaxglobal.com mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email on or before the last date for e-voting.
- 10) The result of the voting by electronic means (along with the Scrutinizer’s report) will be announced

within two working days from the conclusion of e-voting and will also be displayed on the Company website <https://www.thermaxglobal.com/>, on the website of Kfintech <https://evoting.kfintech.com>, and communicated to the Stock Exchanges.

- 11) SEBI has mandated that any service request from members holding securities in physical mode shall be entertained only upon registration of the PAN, KYC details (ISR-1) and nomination (SH-13/ISR-3). Members are requested to submit the aforesaid forms duly filled and signed along with self-attested copy of the PAN card and such other documents as prescribed in the Forms.

The ISR forms for availing investor's services are as below:

Sr. No.	Particulars	Please furnish details in
1	PAN	Form No. ISR-1
2	Address	
3	Email address	
4	Mobile Number	
5	Demat account details	
6	Bank account details	
7	Nomination details*	Form:SH-13
8	Declaration to opt out nomination*	Form: ISR-3
9	Confirmation of the signature by the bank	Form: ISR-2

* In case you are opting out for giving nomination, submit ISR3 and SH-13 need not be submitted.

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

- a. **Through 'In Person Verification' (IPV):** the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- b. Through hard copies which are self-attested, which can be shared on the address below; or

Name	KFIN Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Telangana India - 500 032.

- c. Through electronic mode with e-sign by following the link:

<https://ris.kfintech.com/clientservices/isc/default.aspx#>

Detailed FAQ are available on the link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

- 12) Resolutions passed by the Members with requisite majority through Postal Ballot shall deemed to have been passed as if they have been passed at a General Meeting of Members. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date specified for receipt of votes through remote e-voting.

- 13) To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
- 14) Contact details of the person responsible to address the queries/grievances connected with the voting by Postal Ballot including voting by electronic means, if any:

The Company Secretary,
 Thermax Limited
 14, Thermax House, Mumbai-Pune Road, Wakdewadi, Pune
 Tel: 020 66051200
 Email – CSservice@thermaxglobal.com

Or

Registrar and Share Transfer Agent,
 KFin Technologies Limited
 Selenium Tower B,
 Plot No. 31 & 32, Gachibowli,
 Financial District, Nanakramguda,
 Serilingampally, Hyderabad - 500 032.
 Tel: 040-67162222 / 79611000
 Fax: 040-23001153
 Toll free: 1800 309 4001
 E-mail: einward.ris@kfintech.com
 Website: www.kfintech.com

1) The instructions for Members for e-voting are as under:

e-Voting procedure for Individual shareholders holding securities in Demat:

As per the SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Method of Login individual shareholders holding the securities in demat mode directly from the website of depositories:

<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> I. URL: https://eservices.nsdl.com II. Click on the “Beneficial Owner” icon under ‘IDeAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”. IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider 	<p>1. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> I. URL: www.cdslindia.com II. Click on New System Myeasi III. Login with user id and password. IV. Option will be made available to reach e-Voting page without any further authentication. V. Click on e-Voting service provider name to cast your vote.
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<p>website for casting the vote during the remote e-Voting period.</p> <p>2. User not registered for IDeAS e-Services</p> <p>I. To register click on link: https://eservices.nSDL.com</p> <p>II. Select “Register Online for IDeAS”</p> <p>III. Proceed with completing the required fields.</p> <p>3. User not registered for IDeAS e-Services</p> <p>I. To register click on link: https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>II. Proceed with completing the required fields.</p> <p>4. By visiting the e-Voting website of NSDL</p> <p>I. URL: https://www.evoting.nSDL.com/</p> <p>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>III. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</p> <p>Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>	<p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at www.cdslindia.com</p> <p>II. Proceed with completing the required fields.</p> <p>3. By visiting the e-Voting website of CDSL</p> <p>URL: www.cdslindia.com</p> <p>Provide demat Account Number and PAN. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>After successful authentication, user will be provided links for the respective ESP where the e- Voting is in progress.</p>
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Method of Login for individual shareholders holding the securities in demat mode through their depository participants:

Shareholders can also login using the login credentials of their demat account through Depository Participant registered with NSDL/CDSL for e-Voting facility. Once logged in, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important Note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forgot Password option available at above mentioned website.

For technical assistance:

Members facing any technical issue in login can contact the respective helpdesk by sending a request on the email id's or contact on the phone no's provided below:

NSDL	CDSL
Email: evoting@nsdl.co.in	Email: helpdesk.evoting@cDSLindia.com
Toll free no.'s: 1800 1020 990 /1800 22 44 30	Toll free no. 1800 22 55 33
022 - 48867000 / 022 - 24997000	

E-Voting procedure for Institutional Shareholders and shareholders holding securities in Physical form:

In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108,110 and other applicable provisions of the Companies Act, 2013 read with the relevant Rules, the Bank is pleased to provide e-voting facility to all its shareholders holding securities in physical form and to the Institutional Shareholders, to enable them to cast their votes electronically. The Bank has engaged the services of M/s KFin Technologies Limited for the purpose of providing e-voting facility to all its members.

- i. The details of the process and manner for e-voting are given below:
 - a. Initial password is provided in the body of the email.
 - b. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
 - c. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./ DP ID Client ID will be your User ID. However, if you are already registered with M/s KFin Technologies Limited for e-voting, you can use your existing User ID and password for casting your votes.
- ii. After entering the details appropriately, click on LOGIN.
- iii. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (09) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- iv. You need to login again with the new credentials.
- v. On successful login, the system will prompt you to select the EVENT i.e. 7758 of Thermax Limited.
- vi. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR' / 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- vii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.

- viii. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- ix. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory (ies) who is/are authorised to vote, to the Scrutinizer through e-mail at cs@svdandassociates.com with a copy marked to evoting@kfintech.com and cservice@thermaxglobal.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'CLIENT EVENT No.'
- x. Members can cast their vote online from Friday, December 8, 2023 (9:00 a.m. IST) till Saturday, January 6, 2024 (5:00 p.m. IST). Voting beyond the said date shall not be allowed and the e-voting facility shall be blocked.
- xi. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual available at the 'download' section of <https://evoting.kfintech.com> or call KFintech on 1800 309 4001 (toll free).

EXPLANATORY STATEMENT
[Pursuant to Section 102(1) of the Companies Act, 2013]

Item No. 1

Pursuant to the provisions of Section 149, 161 of the Companies Act, 2013 (“the Act”) read with Schedule IV of the Act and based on the recommendation of Nomination and Remuneration Committee (NRC), the Board of Directors have appointed Mr. Shyamak R Tata (DIN: 07297729), as an Additional Non-Executive – Independent Director of the Company for a term of five consecutive years effective from October 17, 2023. Pursuant to Regulation 17(1C) read with Regulation 25(2A) of the Securities and Exchange Board of India (‘SEBI’) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), the appointment of Mr. Shyamak R Tata as Independent Director is subject to approval of the members of the Company to be obtained by way of Special Resolution at the next General Meeting or within a period of three months from the date of appointment, whichever is earlier.

The Company has received the following documents from Mr. Tata:

- i. consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (‘Appointment Rules’),
- ii. intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (1) and (2) of Section 164 of the Act, and
- iii. a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under Listing Regulations.
- iv. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.
- v. A notice in writing by a member proposing his candidature under Section 160(1) of the Act

The NRC had evaluated the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepared a description of the role and capabilities required of an independent director to be appointed on the Board. Basis those attributes, the NRC has recommended the candidature of Mr. Tata.

Based on the recommendations of the NRC, the Board noted that Mr. Tata fulfils the requirements of independence as required under the Act and Listing Regulations, to the extent applicable to the Company. Further, in the opinion of the Board, Mr. Tata’s profile, skills, knowledge, experience and expertise is aligned with the attributes framed by the NRC which would be immensely beneficial to the Company, in its pursuit of growth.

Further, Mr. Tata has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Tata has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The resolution seeks the approval of members for the appointment of Mr. Tata as Non-Executive Independent Director of the Company for a period of five consecutive years from October 17, 2023 to October 16, 2028 (both days inclusive) and that he shall not be liable to retire by rotation.

All the material documents referred to in the Notice and Explanatory Statement such as the appointment letter, statutory forms etc. are available for inspection without any fee by the members at the Company’s registered office during normal business hours on working days from the date of dispatch of the notice up to the last date of voting i.e. Saturday, January 6, 2024 (5:00 p.m. IST).

The profile and specific areas of expertise of Mr. Tata and other relevant information as required under the

Act, Listing Regulations and SS-2 are provided as annexure and forms part of this notice

Accordingly, your Directors recommend the passing of the Special Resolution as specified in Item no. 1 of this Postal Ballot Notice.

Save and except the foregoing, none of the Directors and Key Managerial Personnel of the Company and their relatives, except for the proposed appointee(s) and their relative(s), are in any way concerned or interested (financially or otherwise), in the proposed Special Resolution(s) as set out respectively at Item No. 1 of the Notice.

By Order of the Board of Directors
For **Thermax Limited**

Place: Pune
Date: October 17, 2023

Janhavi Khele
Company Secretary
ACS 20601

Details of Director whose appointment is proposed required to be given pursuant to Regulation 36(3) of the Act, Listing Regulations and SS-2 issued by the Institute of Company Secretaries of India are as follows:

Name of the Director	Mr. Shyamak Ramyar Tata
Director Identification Number	07297729
Date of Birth (Age)	11/07/1963 (60 years)
Date of first appointment on the Board	N.A.
Educational Qualification	He is a Fellow Member of the Institute of Chartered Accountants of India, a Certified Information Systems Auditor, a Company Secretary and a Commerce graduate from Mumbai University.
Experience (including expertise in specific functional areas/ skills and capabilities) / Brief Resume	<p>Mr. Shyamak R Tata was the Chairperson of Deloitte India from 2019 to 2021 and has over 35 years of experience serving large Indian and multinational companies. In his executive roles, he has previously led the Audit & Assurance (A&A) practice of Deloitte India (2015-2019) at the critical time of India's first ever mandatory auditor rotation transition and was responsible for its performance and execution of the strategy including the build out of Assurance in A&A. Prior to this, he was Deloitte India's Consumer Business Industry Leader (2007-2015) responsible for focusing on opportunities and growth across the multi-disciplinary practice.</p> <p>Mr. Tata begin his professional journey with A F Ferguson & Co. where he was managing audit and audit-related engagements of principally listed companies and other multinational corporations. He was inducted into the partnership in 1998.</p> <p>In 2002, Mr. Tata set up the Firm's Sarbanes readiness practice and led engagements both within India and across continents. A F Ferguson & Co became part of the Deloitte India network in 2004, when he took on the integration responsibility for talent and of audit learning.</p> <p>Mr. Tata has been a committee member with the Confederation of Indian Industry on Financial Reporting, and on Governance. He was the Chairperson of CII's Financial Reporting Committee for two years till 2021-22.</p>
Directorships held in other companies (excluding foreign companies)	Siemens Limited HDFC AMC International (IFSC) Limited C&S Electric Limited
Memberships/ Chairmanships of Committees across Listed companies (excluding foreign companies) *	<p>Siemens Limited:</p> <ul style="list-style-type: none"> - Chairman of Audit Committee - Chairman of Stakeholders' Relationship Committee <p>Thermax Limited:</p> <ul style="list-style-type: none"> - Member of Audit Committee
Relationship with other Directors / Key Managerial Personnel of the Company	Not related to any Director / Key Managerial Personnel of the Company
No. of shares held in the Company	NIL

Terms and Conditions of appointment / re-appointment	As per the appointment letter and Special Resolution set forth at Item No. 1 of this Notice.
Name of listed entities from which the person has resigned in the past three years (excluding foreign Companies)	NIL
The number of Meetings of the Board attended during the year	Mr. Tata has not attended any meeting upto the date of this notice.
The remuneration last drawn	N.A.
Details of remuneration sought to be paid	The Non-Executive Directors are entitled to remuneration by way of sitting fees for attending Board and committee meetings along with commission determined by the Board on recommendation of NRC in accordance with the Company's Policy on Selection and Appointment of Directors and their Remuneration.
Justification for choosing the appointee for appointment as Independent Directors	The Board recommends appointment of Mr. Tata considering his educational background, vast experience and extensive knowledge in the areas of consumer business, manufacturing, automotive, metals and mining, and telecom, with a focus on audit and assurance engagements, accounting advisory, due diligence reviews, business and share valuations, international offerings, and Sarbanes readiness work which enables him to provide the Board with valuable insights. For more details, please refer to the Explanatory Statement forming part of this Postal Ballot Notice.
*Committees mentioned include Audit Committee and Stakeholders Relationship Committee as per Regulation 26(1)(b) of the Listing Regulations.	

By Order of the Board of Directors
For **Thermax Limited**

Place: Pune
Date: October 17, 2023

Janhavi Khele
Company Secretary
ACS 20601

Form No. MGT-8

[Pursuant to Section 92 (2) of the Companies Act, 2013 and Rule 11 (2) of Companies
(Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records, books and papers of **Thermax Limited** ("the Company") CIN: L29299PN1980PLC022787 as required to be maintained under the Companies Act, 2013 ("the Act") and the rules made thereunder and amended from time to time for the financial year ended on **March 31, 2024**. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

- A. Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year:
1. The Company has complied with the provisions under the Act and rules made thereunder with respect to its status;
 2. The Company has maintained the registers/records as required under the Act and made entries therein within the time prescribed therefor;
 3. The Company has filed forms and returns as required under the Act with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities wherever applicable generally within the prescribed time and in case of delay with additional fees;
 4. The Company has complied with the provisions of the Act for calling/convening/holding meetings of Board of Directors, its committees and the meetings of the members of the Company on dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including resolutions passed by circulation and resolution passed by way of postal ballot have been properly recorded in the Minutes Book/registers maintained for the purpose and the same have been signed.
 5. The Company has not closed the Register of Members as per the Provisions of the Act & the rules made thereunder;



6. The Company has not given any loans or advances to its Directors or persons or firms or companies referred in Section 185 of the Act;
7. The Related Party Transactions of the Company are in compliance with the provisions of Section 188 of the Act and the rules made thereunder;
8. The Company has not issued and/or allotted any securities during the year under review. Further, an Employee Stock Option Scheme is implemented by the Company through trust route wherein the shares are transferred in dematerialized form, from the Trust to the employees upon exercise of options as per the ESOP Scheme. The Company has complied with the provisions of the Act for transmission of securities and issue of letter of confirmation for the said instances. The Company has not altered the Share Capital during the year under review. Further, there were no instances of buy back of securities/ redemption of preference shares or debentures/ reduction of share capital/ conversion of shares/securities during the financial year under the review;
9. There were no instances necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares as required under the provisions of the Act;
10. The Company has declared and paid final dividend and has transferred the unpaid/ unclaimed dividend to the Investor Education and Protection Fund, in compliance with the provisions of Section 125 of the Act. There were no other amounts to be transferred to IEPF;
11. The audited financial statement of the Company for the Financial Year ended on March 31, 2023 has been signed in compliance with the provisions of Section 134 of the Companies Act, 2013 and report of Directors as per sub - sections (3), (5) and (6) of Section 134 of the Act;
12. The Company has complied with the provisions of the Act regarding constitution/ appointment/ re-appointments/ retirement, disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13. The appointment of statutory auditors of the Company is in compliance with the provisions of section 139 of the Act;
14. The Company was not required to take any approvals from the Central Government, Tribunal, Regional Director, Court or such other authorities under the various provisions of the Act;
15. The Company has not accepted deposits from public within the meaning of Sections 73 to 76 of the Act;
16. The Company has not made borrowings from its Directors, members, public financial institutions, except borrowings from Bank(s). The Company has complied with the provisions relating to modification of charge. However, there were no instances of creation and satisfaction of charge.



17. The Company has complied with the provisions of the Act for loans/ investments/ guarantees/securities given to other bodies corporate or persons falling under the provisions of Section 186 of the Act;
18. The Company has not altered the provisions of its Memorandum and Articles of Association.

For SVD & Associates
Company Secretaries

Mudaliar



Sridhar Mudaliar
Partner
FCS No: 6156
C P No: 2664

Place: Pune

Date: August 29, 2024

Peer Review no. 669/2020

UDIN: F006156F001068184

Note:

1. This Certificate is to be read with letter of even date by the Practicing Company Secretary, which is annexed as **Annexure A** and forms an integral part of this Certificate.

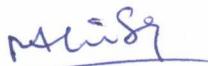
'Annexure A to Form MGT-8'

**To,
Thermax Limited**

Our Certification on the Annual Return (Form MGT-8) of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Annual Return (Form MGT-7). We believe that the process and practices followed provide a reasonable basis for our opinion.
3. The Compliance of the provisions of the Companies Act, 2013, rules, regulations, and standards is the responsibility of management. Our examination was limited to the verification of records on test basis.
4. We have relied on the documents and evidences provided by electronic and physical mode.
5. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

**For SVD & Associates
Company Secretaries**


**Sridhar Mudaliar
Partner
FCS No: 6156
C P No: 2664**



**Place: Pune
Date: August 29, 2024**

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