

THERMAX LIMITED THERMAX HOUSE, 14 MUMBAI PUNE ROAD, WAKDEWADI,
PUNE 411 003. INDIA ☐ TEL.: (020) 25542122, 25542263 ☐ FAX : (020) 25541226
Website : www.thermaxglobal.com ☐ IT PAN - AAAC 3910D
Customer Care : 18002090115 (India Toll Free)

Corporate Finance



Ref: KPP/TL-36/03251
Date: May 28, 2019

**The Secretary,
BSE Ltd.,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001**

Company's Scrip Code: 500411

**Sub: Annual Secretarial Compliance Report for the financial year ended
March 31, 2019.**

**Ref: Regulation 24A of SEBI (Listing Obligations and Disclosure
Requirements) Regulations, 2015.**

Dear Sir,

Pursuant to the Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019 please find enclosed the Annual Secretarial Compliance Report issued by SVD & Associates, Company Secretaries, for the financial year ended March 31, 2019.

This is for your information and records.

Thanking you,

Yours faithfully,
FOR **THERMAX LIMITED,**

Kedar P. Phadke
Company Secretary
Encl: As above

**Secretarial compliance report of Thermax Limited
for the year ended March 31st, 2019**

To,
Thermax Limited,
D-13, MIDC, Chinchwad,
Pune -411019

We **SVD & Associates** have examined:

- a) all the documents and records made available to us and explanation provided by **Thermax Limited** ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **March 31st, 2019** ("Review Period") in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI(LODR)");
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations 2009 (as applicable till 8th November 2018) and The Securities and Exchange Board



of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 effective from 09th November, 2018; **(not applicable to the Company during the Review Period);**

- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) The Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 1998 (as applicable till 10th September, 2018) and The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 effective from 11th September, 2018 **(not applicable to the Company during the Review Period);**
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(not applicable to the Company during the Review Period);**
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(not applicable to the Company during the Review Period);**
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 **(not applicable to the Company during the Review Period);**
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) Securities and Exchange Board of India (Depositories and Participant Regulation), 2018;
- j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client

and based on the above examination, We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	<i>As per Regulation 44 (3), the listed entity shall submit to the stock exchange, within forty eight hours of conclusion of its General Meeting, details regarding the voting results in the format specified by the Board</i>	<i>The Company has submitted the Scrutinizers Report and voting Results to NSE as on August 10, 2018 at 5.39 pm IST which is beyond prescribed time (delay of 19 minutes as per record)</i>	<i>Stock Exchange intimation/ filing as detailed were filled beyond prescribed timeline under respective regulation</i>
2	<i>As per Regulation 30 (Part A of Schedule III) of Securities and Exchange Board of India</i>	<i>The Company has not intimated to the</i>	<i>Stock Exchange has not been intimated of the</i>



	<i>(Listing obligation and disclosure requirements) Regulations, 2015 the event of change in Director need to be disclosed to Stock Exchange upon occurrence of such event</i>	<i>Stock Exchange the cessation of one Independent Director due to attaining the age of superannuation and Cessation of a Non Executive Director due to end of term at AGM dated August, 8 2018</i>	<i>said events as required under respective regulation</i>
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- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any
-	NIL	NIL	NIL	NIL

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended(The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	NA	NA	NA	NA

Place: Pune
Date: May 22nd, 2019

For SVD & Associates
Company Secretaries



S. V. Deulkar
Partner
FCS No: 1321
C P No: 965

