

Ref: AA/TI-36/03055
August 10, 2016

**The National Stock Exchange
Of India Limited,
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra-Kurla Complex,
Bandra (E),
Mumbai - 400 051**

Fax No: 022-26598237

Company's Scrip Code: Thermax EQ.

Sub: 35th Annual General Meeting

Dear Sir,

This is to inform you that the 35th Annual General Meeting (AGM) of the members of the Company was held today and the business as per the Notice dated May 25, 2016 was transacted thereat.

The Register of Members and Share Transfer Books which were closed from Monday, August 01, 2016 to Wednesday, August 10, 2016 (both days inclusive), shall be kept open from tomorrow i.e. August 11, 2016

The presentation made by the Chairperson at the AGM, is enclosed for reference and record. The same is also available at the Company's website www.thermaxglobal.com.

In terms of Regulation 30 of the SEBI (LODR) Regulations, 2015, a summary of proceedings at 35th AGM is also appended.

You are requested to kindly take note of the same.

Thanking you,

Yours faithfully,
For **THERMAX LIMITED**


Amit Atre
Company Secretary

Encl: As above

Summary of proceedings of the 35th Annual General Meeting

The 35th Annual General Meeting (AGM) of the Members of THERMAX LIMITED ('the Company') was held on Wednesday, August 10, 2016 at 11.30 a.m. at Yashwantrao Chavan Academy of Development Administration, MDC (Auditorium) Building, Raj Bhavan Complex, Baner Road, Pune - 411007.

Mrs. Meher Pudumjee chaired the meeting. The requisite quorum being present, the Chairperson called the meeting to order. Thereafter, she introduced the Directors of the Company who were present on the dais. All the Directors of the Company attended the meeting, except Mr. Pheroze Pudumjee who could not attend due to ill health. The Chairperson declared that the Chairman of the Audit Committee, Chairman of Nomination & Remuneration Committee and Representative of the Stakeholders' Relationship Committee, Statutory Auditors, Joint Statutory Auditors, Cost Auditors and Secretarial Auditors were present at the meeting.

The Chairperson made a presentation on the Company's business performance during the financial year 2015-16. Thereafter, the Company Secretary read the 'emphasis of matter' in the Independent Auditors' Report and observations of the Secretarial Auditor in Secretarial Audit Report. He also drew the attention of members to the comments on the same in the Directors' Report. Thereafter, the Chairperson gave the opportunity to the Members to ask questions or seek clarifications on the businesses as contained in the 35th AGM Notice dated May 25, 2016. The Chairperson then responded to the queries raised/clarifications sought by the Members.

The Chairperson informed that as per Section 108 of the Companies Act, 2013 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided e-voting facility to the shareholders to cast their votes electronically in respect of all resolutions mentioned in the 35th AGM notice. The Chairperson also informed that the Company had also arranged for a Poll through Ballot papers on all the resolutions for those Members who had not availed e-voting facility.

It was informed that Mr. S.V. Deulkar, Partner of M/s. SVD & Associates, Practicing Company Secretaries, was appointed as the Scrutinizer for conducting the e-voting process and also authorized to scrutinize the ballot papers in fair and transparent manner.



The following items of business, as per the Notice of 35th AGM dated May 25, 2016, were transacted:

Item No.	Particulars	Type of Resolution
<u>Ordinary Business</u>		
1	Adoption of Audited Financial Statement (Standalone & Consolidated) for the financial year ended March 31, 2016 together with the Reports of the Auditors and Board of Directors thereon.	Ordinary
2	Declaration of Dividend on equity shares for the financial year 2015-16	Ordinary
3	Re-appointment of Mr. M. S. Unnikrishnan (DIN 01460245) as a Director of the Company	Ordinary
4	Appointment of M/s. B.K. Khare & Co. as the Statutory Auditors.	Ordinary
5	Ratification of appointment of SRBC & Co LLP, as Joint Statutory Auditors.	Ordinary
<u>Special Business</u>		
6	Approval of remuneration to M/s. Dhananjay V. Joshi & Associates, the Cost Auditors for the financial year 2016-17.	Ordinary
7	Approval for keeping & maintaining Register of Members and other registers/returns at the Corporate Office of the Company.	Special
8	Approval to grant/extend benefits to the employees of the Company under 'Welfare Schemes'	Special
9	Approval to grant/extend benefits to the employees of the Company under 'ESOP & Welfare Trust'	Special

The chairperson requested the members to cast their vote on the above matters using the ballot papers.

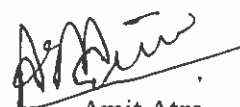
The Chairperson declared that on receipt of the Scrutinizer's Report on the E-voting, and Poll, the results of voting shall be declared within 2 days of the AGM. The said report shall be placed at on the website of the Company, its Registrar & Share Transfer Agent-M/s. Karvy Computershare Pvt. Ltd. and shall be communicated to BSE Ltd. and National Stock Exchange of India Ltd.

The Chairman thereafter concluded the meeting.

Date: August 10, 2016
Place: Pune



For **Thermax Limited**


Amit Atre
Company Secretary

35th Annual General Meeting

10th Aug 2016



Journey through Visuals

Largest project site under execution at Dahej



Largest project site under execution at Hazira



WHRUs installed on an FPSO



Fuel shift – TOESL execution



Largest order received for Chillers



Thermax shines at ACREX 2016



Retrofit of Power plant emission equipment



Modularisation of Large boilers



Rooftop Solar PV



Integrated Solar Thermal Solutions



EPC Power projects for Cement Waste heat



O&M of Power plants in South-East Asia



New Products and Solutions



THERMEON



**Low Pressure Vapour Chillers in
Potato Frying Application**

15

Reflecting Back on FY16....



External

India - Fastest growing consumption led economy

COP 21

Internal

TL consolidated has performed better on Sales & PAT compared to previous year

Product and service businesses grown consistently

Loan repayment of TBWES

Consolidated International business

External

Global uncertainties

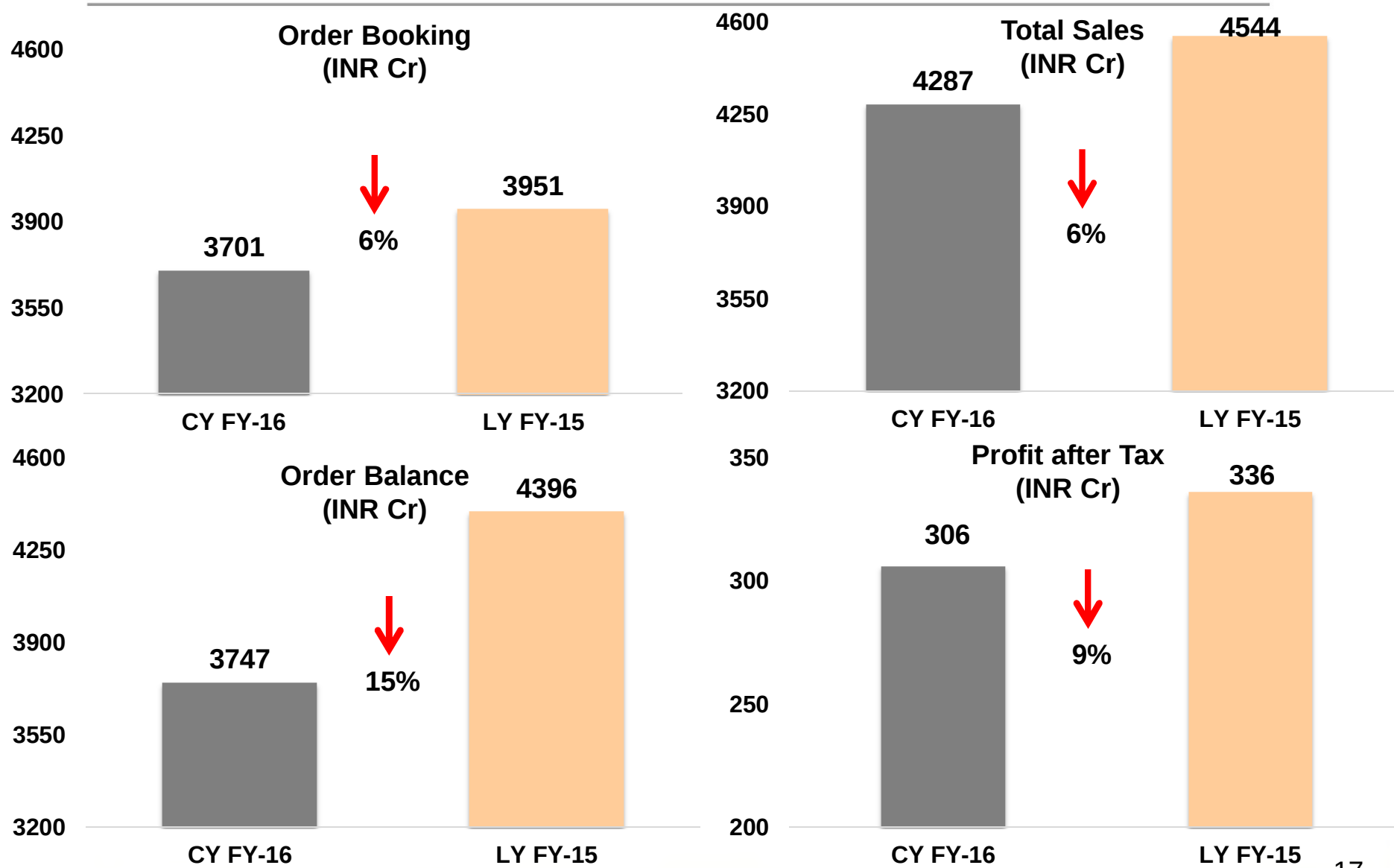
Low capacity utilization continues – No large investments, Capital goods sector affected

Power sector woes continue

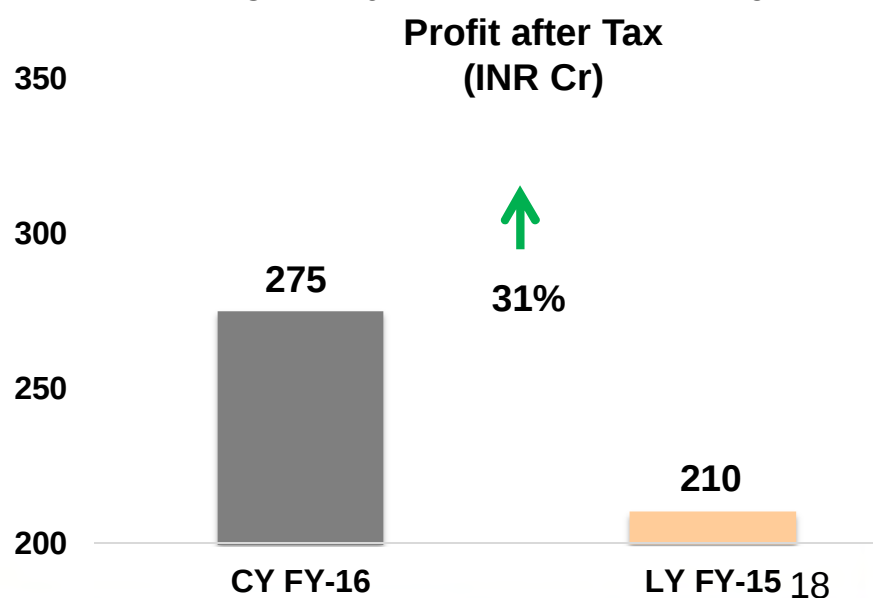
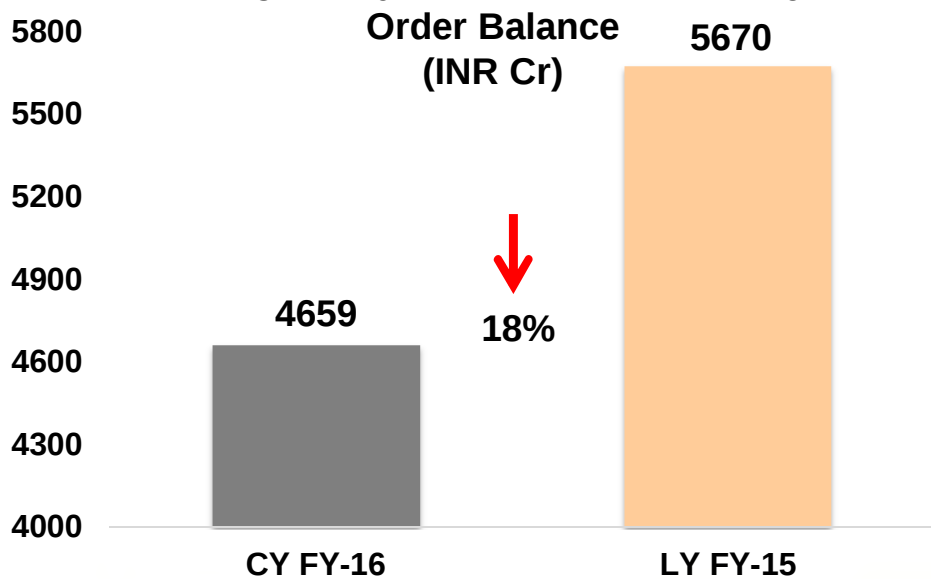
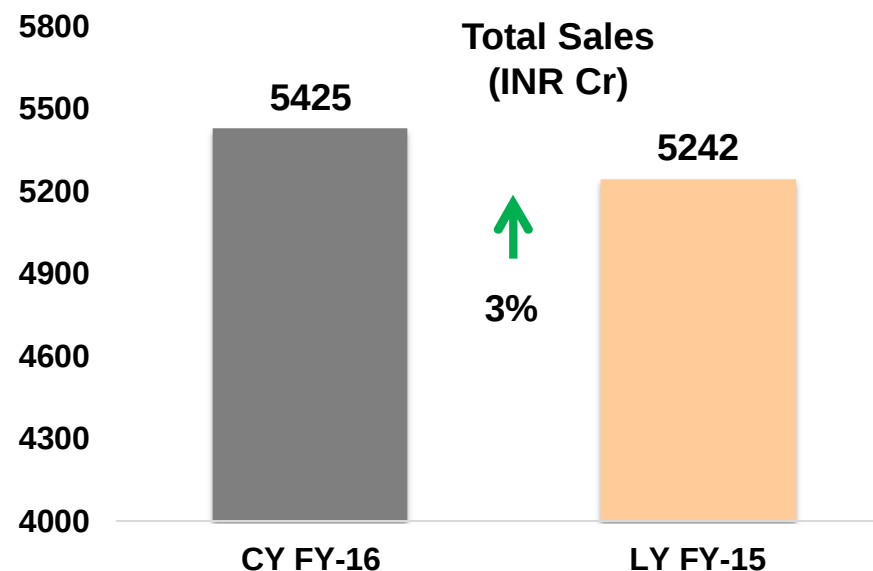
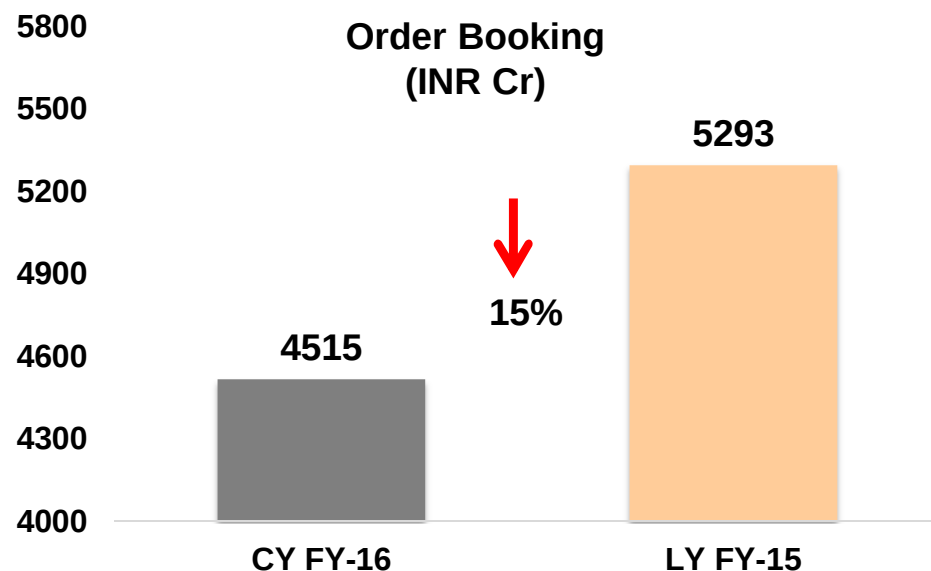
Internal

Project business (dependent on Capital goods segment) continues to underperform

Financials - Thermax Limited



Financials - Thermax Group

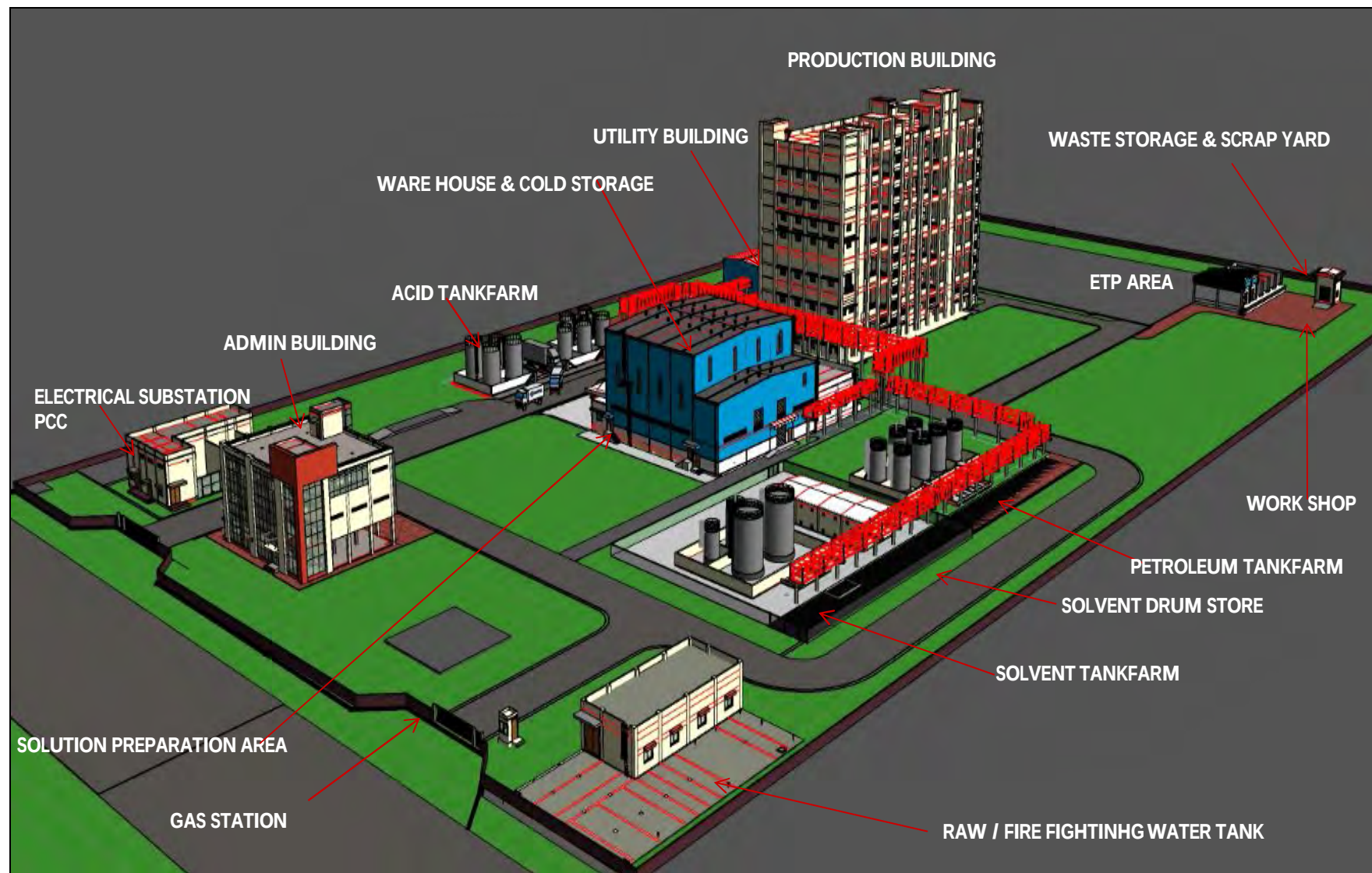


Key Subsidiary/JV/Associate Highlights



- **Thermax Babcock & Wilcox Energy Solutions (TBWES)**
 - The company became debt free after loan repayment.
 - Overseas orders from the JV partner helped the JV become EBIDTA positive.
- **Thermax (Zhejiang) Cooling & Heating Engg. Company Ltd.**
 - Lower revenues compared to last year due to subdued manufacturing capacity addition
 - Won a prestigious order for District heating using exhaust of GE Frame 9 gas turbines exhaust heat
- **Danstoker**
 - Decline in activities on biomass projects and no orders from Russia due to the crisis in Ukraine affecting Order booking
 - The company registered a small positive PBT for the year
- **TOESL**
 - Profits doubled over previous year
 - Challenges in the current year - due to low oil prices & delayed decision making
- **First Energy**
 - Lower revenues - made a loss due to significant reduction in LPG prices
 - Introduced boilers (steam) for cooking

New Beginnings – Chemical factory at Dahej



New Beginnings – Chemical factory at Dahej

Production Building



Acid/Alkali Tankfarm



Emergency/Final Discharge Tank



Administration Building



New Beginnings – Heating factory at Indonesia



Way Forward (Short term)

- 1 Rationalisation of Expenses / tighter control on cash flow
- 2 International market for orders
- 3 Focus on getting Indonesia & Dahej factories up and running
- 4 Continue introduction of new products / applications
- 5 Focus on Waste to Energy / targeted solar applications
- 6 Continue building on products and services

Giving Back to Society – Thermax Foundation



Akanksha



LIFT



Teach for India



Pune City Connect



Thank You