

Corporate Finance Division



Ref: DT/TL-036/02840
September 12, 2012

**The Manager,
Listing Department,
National Stock Exchange of India Limited,
Exchange Plaza, C-1, Block-G,
Bandra-Kurla Complex,
Bandra (E), Mumbai - 400 051**

Fax No: 022-26598237/8

Company's Scrip Code: THERMAX EQ

Sub: Certified copy of the proceedings of the 31st Annual General Meeting of the Company.

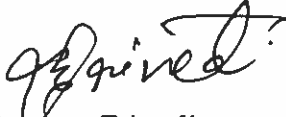
Dear Sir,

Pursuant to Clause 31 of the Listing Agreement, please find enclosed herewith the certified copy of the minutes of the 31st Annual General Meeting of the Company held on July 26, 2012.

You are kindly requested to take the same on record.

Thanking you,

Yours faithfully,
For **THERMAX LIMITED,**


Devang Trivedi
Dy. Company Secretary

Encl: As above.

CERTIFIED TRUE COPY OF MINUTES OF THE 31st ANNUAL GENERAL MEETING OF THE COMPANY HELD ON THURSDAY, JULY 26, 2012 AT 11.30 A.M. AT 'SYMBIOSIS' VIMAN NAGAR CAMPUS (AUDITORIUM), SURVEY NO. 231/3A, NEW AIRPORT ROAD, VIMANNAGAR, PUNE-411 014.

Present:

Mrs. Meher Pudumjee	Chairperson
Mrs. Anu Aga	Director
Dr. R. A. Mashelkar	Director
Dr. Valentin A. H. von Massow	Director
Mr. Nawshir Mirza	Director
Mr. Tapan Mitra	Chairman of the Audit Committee
Mr. Pheroze Pudumjee	Director
Dr. Jairam Varadaraj	Director
Mr. M. S. Unnikrishnan	Managing Director & CEO

In attendance:

Mr. Gopal Mahadevan	Executive Vice President & CFO
Mr. Devang Trivedi	Dy. Company Secretary

Mrs. Meher Pudumjee, Chairperson welcomed the members to the 31st Annual General Meeting of the Company. She stated that there were 58 members present in person, constituting valid quorum for the meeting as required under Section 174(1) of the Companies Act, 1956. She informed that the Company had received 124 proxies comprising 2,05,03,643 shares, which constituted 17.21% of the share capital. The Chairperson also informed that the Register of Members, Register of Proxies and Register of Directors' Shareholding were open for inspection during the continuance of the Meeting.

The Chairperson introduced the Board Members present on the dais. She thanked all the directors for their valued contribution and direction.

The Chairperson thereafter made a presentation on the Company's business performance for the financial year 2011-12 encompassing an overview of the global economic situation, prestigious projects executed, developments made and initiatives undertaken by the Company. Highlights of the presentation were:

- The Company continued pursuing its strategic acquisition plan and acquired a company in Germany: Rifox – Hans Richter GmbH.
- The Company has successfully commissioned its first triple effect solar based air conditioning system at the National Solar Research Centre, Gurgaon.
- Company's continued areas of focus are innovation, selective internationalization, operational excellence and organisational development.
- The Company has enhanced the contribution limit upto 3% of the Company's net profits for Corporate Social Responsibility (CSR) related activities.



- e) Initiatives encouraging employees' involvement in the social causes undertaken.

The Chairperson then briefed the shareholders about the largest project executed by Enviro Division for rebuilding old ESP's and converting them to bag filters to meet Egyptian Pollution Abatement norms funded by the World Bank. The Company has done the single largest Retrofit boiler for a Malaysian oil and gas major.

Thereafter, she also gave an update on the progress of the setting up of manufacturing facilities of the Company at Jhagadia and Sholapur as well the upcoming green field project of its joint venture subsidiary viz. Thermax Babcock & Wilcox Energy Solutions Pvt. Ltd. at Shirwal.

The Chairperson also shared the highlights of the financial results of the Company for the quarter ended June 30, 2012, approved by the Board, prior to the commencement of this meeting.

After the presentation, the formal agenda was taken.

With the permission of the members present, the Notice convening the meeting was taken as read. She invited Mr. Devang Trivedi, Dy. Company Secretary to read the Auditors' Report. Mr. Vijay Kulkarni, a shareholder of the Company proposed that the Annexure to the Auditors' Report be taken as read and Mr. M. N. Sanyal seconded the same.

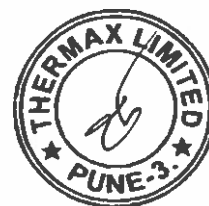
ITEM NO. 1: Adoption of Accounts for the year ended March 31, 2012

The Chairperson proposed the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Profit & Loss Account for the year ended on March 31, 2012 and the Balance Sheet as at that date, together with the Auditors' Report thereon and the Directors' Report, placed before the meeting, be and are hereby approved and adopted."

The resolution was seconded by Mr. Girish R. Ramchandani.

The members were invited to put forth questions, if any, relating to the accounts or operations of the Company, before putting the resolution to vote. Mr. A. K. Lokapur and Mr. Narendar Bharadwaj were the speaker shareholders and participated in the proceedings of the meeting. They congratulated the Board and management for the steady financial performance.

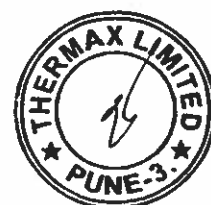


Synopsis of the observations and suggestions made by the shareholders are as follows:

- a) Availability of coal and gas is a major problem in the Power Sector. However, as the problem appears to be temporary in nature and shortage of power in the long run shall continue; investments in the Power sector should be made in the long term. Simultaneously, the Company should continue to focus on Water Treatment, Air Pollution Control business to off-set the risks of the Power business.
- b) The Company should explore possibilities of tapping new business in the area of drinking water.
- c) In order to have better control and to reduce cost, it was suggested to consider consolidating multiple Plant locations and Operations of the Company into a single large location.
- d) In view of reduced dividend percentage compared to the previous year, it was suggested that the Company should have a stable dividend policy.
- e) The Company should move forward cautiously for its Super Critical Boilers business since it has made a huge investment in the same.
- f) Concern was expressed on the economic situation prevailing in the USA and European countries. Information was sought on how it would impact the business of the Company.

The Chairperson thanked the shareholders for their observations and suggestions. The excerpts of the response given by the Chairperson and the Managing Director were as follows:

- a) The Company would continue to focus on growing its environment businesses, especially Water & Waste Water Treatment and Air Pollution Control.
- b) The Company would invest in its municipal water business on a selective basis.
- c) It is not possible to expand manufacturing facilities from existing location owing to which the company has multiple manufacturing locations. Also each of the business has different business requirements. Availability of large land space could also be a constraint. Regarding Shirwal, this is separately located since it is a Joint Venture project.
- d) The Company would look into the dividend policy based on the recommendation by its Board of Directors.
- e) Despite de-growth in USA & European economies, the Company will continue to grow in the medium term but the growth rate may reduce. The Company would continue to receive orders in future, but margins are under pressure.



due to increasing competition chasing a smaller pie. Recent LIBOR scam and Euro crisis will have an impact on Europe but for India it may be minimal.

ITEM NO. 2: Declaration of Dividend

Mr. Sanjeev M. Gadkari proposed and Mr. Vishwas V. Kokaje seconded the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT dividend of Rs. 7 per share (i.e. 350%) of face value Rs. 2/- each, be and is hereby declared for the financial year ended March 31, 2012.

RESOLVED FURTHER THAT the dividend be distributed on the paid-up Equity Share Capital to those shareholders whose names appear in the Register of Members of the Company as on July 26, 2012, or to their mandates and in respect of dematerialised shares, the dividend be paid based on the beneficial ownership as per the details furnished by the depositories for this purpose at the end of business hours on July 14, 2012.”

The Chairperson put the resolution to vote and on a show of hands was carried *nem con*.

ITEM NO. 3: Re-appointment of Dr. Valentin A. H. von Massow as Director

Mr. Paresh K. Mehta proposed and Mr. I. H. Mirza seconded the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Dr. Valentin A. H. von Massow, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company.”

The resolution was put to vote and on a show of hands was carried *nem con*.

ITEM NO. 4: Re-appointment of Dr. Raghunath A. Mashelkar as Director

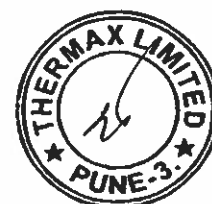
Mr. Santosh V. Patil proposed and Mr. Chandrakant Athavia seconded the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Dr. Raghunath A. Mashelkar, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company.”

The Chairperson put the resolution to vote and on a show of hands was carried *nem con*.

ITEM NO. 5: Re-appointment of Auditors

Mr. Pradip Kumar Sen proposed and Mr. S. V. Pundalik seconded the following resolution as an **Ordinary Resolution**:



“RESOLVED THAT M/s. B.K. Khare & Co., Chartered Accountants, Mumbai, be and are hereby appointed as Auditors of the Company for a period commencing from the conclusion of this meeting until the conclusion of the next Annual General Meeting at a remuneration to be decided by the Audit Committee of the Board of Directors.”

The Chairperson put the resolution to vote and on a show of hands was carried *nem con.*

ITEM NO. 6: Re-appointment of Mr. M. S. Unnikrishnan as the Managing Director & Chief Executive Officer

Mr. Pravin Kankariya proposed and Mr. Hemant K. Joshi seconded the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 198, 269 and 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (the “Act”), consent of the Company be and is hereby accorded to the re-appointment of Mr. M. S. Unnikrishnan, as the Managing Director & Chief Executive Officer of the Company, for a period of five years with effect from July 01, 2012 on the terms and conditions including remuneration set out in the draft Agreement to be entered into between the Company and Mr. Unnikrishnan with specific authority to the Board of Directors to alter and vary the terms and conditions of the aforesaid re-appointment and/or Agreement including remuneration, provided that such alteration/variation shall be within limits specified in Schedule XIII to the Act or any amendments thereto from time to time.

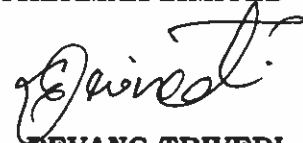
RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take such steps as may be necessary for giving effect to this resolution.”

The Chairperson put the resolution to vote and on a show of hands was carried *nem con.*

Vote of thanks:

There being no other business, the meeting concluded with a vote of thanks to the Chair, proposed by Mr. Rajendra D. Chaudhary.

FOR THERMAX LIMITED



DEVANG TRIVEDI

DY. COMPANY SECRETARY

Place: Pune

Date: September 12, 2012

