THERMAX LIMITED

BOARD COMMITTEES – COMPOSITION AND TERMS OF REFERENCE

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MANDATORY COMMITTEES:

A. Audit Committee

Name of Member	Category	Designation
Mr. Shyamak R Tata	Independent Director	Chairman
Mr. Pheroz Pudumjee	Non-Executive Promoter	Member
Mrs. Rajani Kesari	Independent Director	Member
Mr. Parag Shah	Independent Director	Member

The broad terms of reference of the committee are:

- Overseeing the processes that ensure the integrity of financial statements
- Overseeing the processes for compliance with laws and regulations to ensure their effectiveness
- Approval of transactions with related parties.
- Enquiring into reasons for any default by the company in honoring its obligations to its creditors and members
- Overseeing the quality of internal accounting and other controls.
- Overseeing the quality of financial reporting process, including the selection of accounting policies
- Recommending to the Board the appointment, remuneration of auditors of the Company and monitoring their independence, performance and effectiveness of audit process.
- Scrutinizing inter-corporate loans and investments
- Monitoring the end use of funds raised through public offers, if any, or by way of any other issue.
- Conducting the valuation of any undertaking or asset of the company
- Structure the internal audit function, approve the appointment of the Chief Internal Auditor.
- Bringing to the notice of the Board any lacunae in the code of conduct
- Reviewing with the CEO and the CFO of the company the underlying process followed by them in their annual certification to the Board
- Approving the appointment of the CFO
- Recommending to the Board the appointment and remuneration of the secretarial and cost auditors
- Reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding Rs. 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments
- Review compliance with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 including any amendments thereof.
- Verify internal control system to prevent insider trading are adequate and are operating effectively.
- Review various risks identified, as part of risk register of company, which are

within the scope of the Committee.

- Review and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
- Carrying out any other role or function as mentioned in the Charter of the Audit Committee and as prescribed under the Companies Act, 2013, the SEBI (Listing Obligation and Disclosure Requirements), 2015 including any amendments thereof.

B. Nomination & Remuneration Committee:

Name of Member	Category	Designation
Mrs. Rajani Kesari	Independent Director	Chairperson
Mrs. Meher Pudumjee	Non-Executive Promoter	Member
Dr. Ravi Gopinath	Independent Director	Member

The broad terms of reference of the committee are:

- Evaluate the performance, including extension of contracts of Executive Directors (Eds). The NRC would set the performance measures of Eds and evaluate their performance annually
- Recommend the remuneration for the EDs based on evaluation
- Evaluate the performance of senior management (one level below the EDs), including their employment extensions
- Recommend the remuneration of the senior management based on the evaluation
- Evaluate the need for EDs and recommend their appointment
- Identify all critical positions in the company among the EDs and senior management and review progress of succession plans
- Recommend to the Board, the policy relating to the remuneration of directors and key management personnel
- Lay down criteria for selecting new Non-Executive Directors (NEDs) based on the requirements of the organisation
- Carry out evaluation of the performance of NEDs and define the system for linking it to their remuneration
- Review the succession plan for those NED positions that are likely to be vacant during the year
- Recommend to the Board, the appointment and removal of directors
- Review and approve, the annual compensation of the organisation, including a benchmarking with other companies
- Ensure periodic meetings of the senior management with the directors
- Initiate and review employee engagement surveys
- Review and approve the code of conduct for the company
- Review and approve the disclosures of the committee in the Annual Report
- Formulate policies and framework related to human resources, including diversity and Environment Social Governance (ESG)
- Responsible for all human resources – white and blue collar
- Review various risks identified, as part of risk register of company, which are within the scope of the Committee
- Administer, monitor and formulate detailed terms and conditions of the Employees'

Stock Option Schemes under the plans and applicable laws

- Carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification as may be applicable.

C. Stakeholders' Relationship Committee

Name of Member	Category	Designation
Mr. Pheroz Pudumjee	Non-Executive Promoter	Chairman
Mrs. Meher Pudumjee	Non-Executive Promoter	Member
Mrs. Rajani Kesari	Independent Director	Member
Mr. Ashish Bhandari	Executive Director	Member

The committee reviews the performance of Kfin Technologies Private Limited, the company's Registrar and Transfer Agent (RTA) and also recommends measures for overall improvement for better investor services. The committee specifically looks into complaints of shareholders and investors pertaining to transfer/ transmission of shares, non-receipt of share certificates, non-receipt of dividend, etc.

The broad terms of reference of the committee are:

- To approve and register transfer and/ or transmission of shares
- To approve dematerialisation and rematerialisation of the company's shares
- To affix or authorize affixing of the common seal of the company on the share certificates
- To look into the shareholders/investors/debenture holders/security holders grievances and redress them
- To review measures taken for effective exercise of voting rights by shareholders
- To review adherence to the service standards adopted by the listed entity with respect to various services being rendered by the Registrar & Share Transfer Agent
- To review various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company
- To do all such acts, things or deeds as may be necessary or incidental to the exercise of the above powers.

D. Corporate Social Responsibility (CSR) Committee

Name of Member	Category	Designation
Mrs. Meher Pudumjee	Non-Executive Promoter	Chairperson
Mrs. Rajani Kesari	Independent Director	Member
Mr. Shyamak R Tata	Independent Director	Member

The broad terms of reference of this committee are:

- Formulate and recommend a CSR policy to the Board.
- Recommend the amount of expenditure to be incurred on different CSR activities.
- Institute a transparent monitoring mechanism for implementation of CSR projects or programs or activities undertaken by the company.
- Review the CSR policy of the company every two years.

E. Risk Management Committee

Name of Member	Category	Designation
Mr. Parag Shah	Independent Director	Chairman
Mr. Pheroz Pudumjee	Non-Executive Promoter	Member
Mr. Shyamak R Tata	Independent Director	Member
Dr. Ravi Gopinath	Independent Director	Member

The broad terms of reference of this committee are:

- To assess the risks facing the business and the mitigation measures taken thereof
- To identify developments in the environment or in internal operating processes that could materially affect the profile of risks
- To assist the Board in identifying existential risks and reviewing the mitigation and elimination plans for those
- To assess and examine status of cyber security of the company
- To report annually to the Board on its working
- Recommend to the Board policy for hedging commodity risk

NON MANADATORY COMMITTEES

F. Strategic Business Development Committee

The primary objective of this committee of the Board is to review and guide the strategic initiatives of the company.

Name of Member	Category	Designation
Dr. Ravi Gopinath	Independent Director	Chairman
Mrs. Meher Pudumjee	Non-Executive Promoter	Member
Mr. Pheroz Pudumjee	Non-Executive Promoter	Member
Mr. Parag Shah	Independent Director	Member
Mr. Ashish Bhandari	Executive Director	Member

The broad terms of reference of the Committee are:

- Review and recommend corporate strategy, including corporate brand and M&A
- Selectively review and direct SBU, subsidiary and JV level strategies as well as selective SBU plans and business initiatives
- Initiate and impart guidance on best practices across the Board e.g. manufacturing, new markets, branding, etc.
- Review the key strategic performance indicators and milestones established by the company
- Review various risks identified, as part of risk register of company, which are within the scope of the Committee.