

POLICY ON BOARD DIVERSITY

1. PURPOSE

In terms of Regulation 19(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Part D of Schedule II, Thermax Limited (the Company) has framed a formal policy on Board diversity which sets out a framework to promote diversity on Company's Board of directors (the Board).

This Policy has been adopted by the Board of Directors of the Company, based on the recommendations of the NRC.

2. SCOPE

This policy applies to the Board of the Company.

3. POLICY STATEMENT

The Company always strives to maintain a diverse Board which will enhance the quality of the decisions made by the Board by utilizing different skills, qualification, professional experience, gender, knowledge etc. of the members of the Board, necessary for achieving sustainable and balanced growth of the Company.

The primary objective of this Policy is to provide a framework and set standards for having a diversified Board with the ability to base its decisions after evaluating multiple options as compared to homogeneous Boards and help to improve the performance of the organization significantly. A diversified board not only enhances board effectiveness by ensuring rational, pragmatic and quick decision making but also better understands and connects with the stakeholders to attain the Company's stated goals and strategic objectives.

4. POLICY IMPLEMENTATION

The Nominations and Remuneration Committee (NRC) is responsible for reviewing and assessing the composition and performance of the Board, as well as identifying appropriately qualified persons to occupy board positions. While selecting potential candidates, the NRC would consider the following:

- The NRC shall ensure that the candidates have the highest levels of personal and professional ethics and integrity, appropriate skills, knowledge, experience

and expertise in one or more fields of business including finance, Global business, Leadership, Technology, Mergers and acquisitions, Board service and governance, Sales and marketing, Etc. or any other discipline related to the business of the Company.

- In process of evaluating candidates, the NRC shall also consider the qualifications and skill sets of the existing Non-Executive Directors, to ensure an overall diversity in the skill sets of Board as a whole, keeping in mind the current business operations, future growth, diversification plans and also the need to fill in the competency gaps, if any.
- The Company believes in gender diversity. The Company, under the provisions of the Companies Act, 2013 and the Rules made there under and the Listing Regulations have adequate number of woman director on its Board including woman independent director.
- The NRC shall assess appropriate mix of diversity and endeavour to achieve an optimum and balanced Board, with a wide range of attributes.

5. POLICY REVIEW

This Policy may be amended, modified or supplemented from time to time to ensure compliance with any modification, amendment or supplementation to the Listing Regulations or as may be otherwise prescribed by the NRC/Board from time to time.