

THERMAX LIMITED

ROLES AND RESPONSIBILITIES OF LEAD INDEPENDENT DIRECTOR

Roles and Responsibilities of Lead Independent Director

1. To preside over all meetings of Independent Directors (at the end of each Board Meeting).
2. To provide leadership to the Independent Directors, liaise on their behalf, and ensure the Board's effectiveness in maintaining high-quality governance of the organization and effective functioning of the Board.
3. To liaise between the Chairperson, Managing Director (MD) & Chief Executive Officer (CEO), and Independent Directors on contentious matters for consensus building.
4. To preside over meetings of the Board and shareholders when the Chairperson is not present, or where they are an interested party.
5. To assist the Board and the Nomination and Remuneration Committee in identifying suitable candidates for the position of director and Board succession planning.
6. To assist in preparing an agenda for the year along with the Chairperson and MD & CEO.
7. To facilitate dialogue between the Chairperson and the MD & CEO when needed.
8. To perform such other duties as may be delegated by the Board or a group of Independent Directors.

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