



Code of Conduct for Thermax Group's Supply Chain Partners

Dear Vendor,

Greetings!

Thermax and its supply chain partners, are committed to carrying out our businesses in an ethical and sustainable manner in conformance with our core values of Honesty & Integrity, Commitment, Respect and Concern for the Environment and Community,

Accordingly, Thermax has finalised the attached "*Code of Conduct for Thermax Group's Supply Chain Partners*"

The acceptance of this Code of Conduct is mandatory for all our Supply Chain Partners.

The Code of Conduct can also be downloaded from <http://www.thermaxglobal.com/Thermax-Supply-Management/Policies/code-of-conduct.aspx>

Please follow the following steps for submitting the "*Code of Conduct*" to us:

1. Please write the full legal name of your organisation & your vendor code (if available) on page 3.
2. Your authorised person should sign & put his name alongwith your organisation's stamp on all the pages.
3. The accepted "*Code of Conduct*", in original, should be sent to the initiator, buyer or to the following address of the Corporate Sourcing Group.

QUERIES, IF ANY, MAYBE SENT TO:

Thermax Limited
Corporate Sourcing Group
Energy House, D II Block
Plot no 38 & 39 MIDC Chinchwad
Pune. 411 019. Maharashtra. India

attn : Mr Shriram Kunte
Email : shriram.kunte@thermaxglobal.com

Yours faithfully,
for Thermax limited

Head - Corporate Sourcing Group



Code of Conduct for Thermax Group's Supply Chain Partners

Philosophy:

At the centre of Thermax Group's Corporate Philosophy are the Core Values that Thermax nurtures - Honesty & Integrity, Commitment, Respect and Concern for the Environment and Community. Thermax is committed to carrying out its business in ethical and sustainable manner and expects all its supply chain partners to follow minimum standards of Honesty & Integrity, Commitment, Respect and Concern for the Environment and Community.

Purpose of this document:

The Purpose of this document is to define the minimum standards that all of Thermax's supply chain partners are required to follow. The supply chain partners (hereinafter collectively called Vendors) include, but are not limited to:

1. Vendors, suppliers
2. Sub-contractors,
3. Labour contractors,
4. Site contractors
5. Engineering sub-contractors

Each vendor is required to act responsibly and with integrity and honesty, and to comply with this code and its underlying principles, policies and instructions. By signing on a copy of this Code of Conduct, the respective Vendor commits itself to total compliance with this Code of Conduct in letter & spirit

Compliance with applicable laws/regulations/government orders

All business and other activities of Thermax shall be carried out strictly in compliance with all applicable laws/regulations/government orders and under the principles of good corporate citizenship in each country where Thermax is present.

It is mandatory for each vendor to comply with the requirements of all those laws and regulations that apply to the Vendor's workmen, staff, premises, business practices and to its relationship with Thermax.

Respect for human and labour rights

Thermax supports and respects the protection of human rights & labour rights as defined in the relevant laws of the country in which it is operating. Every vendor is required to abide by all laws, rules, regulations & principles as applicable to its country of operation concerning human & labour rights.

Thermax does not accept any form of forced or compulsory labour, or the use of child labour. All vendors are required to follow these principles in their business.

For: _____
(Vendor Name)

(Signature & Stamp)



Code of Conduct for Thermax Group's Supply Chain Partners

Occupational health and safety

Thermax endeavours to create hazard-free workplaces in all its locations for its employees, vendors, contractors, and others working in Thermax locations by applying high standards of occupational health and safety. Thermax strives to assure the safety of its products and solutions through its product and solution development processes.

Each vendor is responsible for complying with the safety instructions, for using personal protection equipment when required, and for reporting on any shortcomings regarding safety instructions or protection measures while they are in Thermax premises or Thermax controlled sites. Thermax also encourages all its vendors to follow sound Occupational health and safety in their own premises.

Bribery & corrupt business practices

The Vendor will not, directly or through any other person or firm, offer, promise or give to any of Thermax Group's employees or to any third person any material or other benefit which he/she is not legally entitled to, in order to obtain in exchange any advantage of any kind whatsoever during the dealings with Thermax.

The Vendor will not enter into any undisclosed agreement or understanding, whether formal or informal regarding prices, specifications, certifications, any other matter that restricts healthy competitive environment or introduces cartelization when dealing with Thermax.

The Vendor will not commit any offence under the relevant Laws as applicable to the particular location; further the Vendor will not use improperly, for purposes of competition or personal gain, or pass on to others, any information or document provided by Thermax as part of the business relationship, regarding plans, technical proposals and business details, including information contained or transmitted electronically.

Conflict of Interest

In case of any close relative (blood relatives, in-laws, cousins etc.) of any key officials of the Vendor working in Thermax, the Vendor is required to promptly disclose the same to Head - Corporate Sourcing Group who shall make sure that the concerned close relative is not directly involved in any dealings with that vendor.

Innovation and protection of proprietary information

Thermax supports and encourages innovation by its vendors in all areas of its activities.

Thermax's intellectual property is one of its most valuable assets and the patents, trademarks, copyrights, trade secrets, and other proprietary information of Thermax must be protected. Each Vendor is required to keep confidential all information and data that is disclosed to it by Thermax.

The Vendor is required to sign a separate Non-Disclosure Agreement to secure the information disclosed by Thermax to the vendor.

For: _____
(Vendor Name)

(Signature & Stamp)



Code of Conduct for Thermax Group's Supply Chain Partners

Implementation

It is mandatory for every Vendor who is dealing with Thermax to sign its acceptance of this Code of Conduct. No vendor may continue its business with Thermax, without accepting this Code of Conduct, without any reservation/deviation.

Reporting violations

Any Thermax vendor becoming aware of any violation of this code of conduct by any of Thermax employees must report the same to the following address:

Contact persons:

Ms Meher Pudumjee, Chairperson / Mr Ashish Bhandari, Managing Director and CEO

Address:

Thermax House, 14, Pune-Mumbai Road, Wakdewadi, Shivajinagar, Pune - 411 003. India

Phone: +91 (20) 6605-1417 / 6605-1400

Fax: +91 (20) 2554-1268

E-mail: tlgovernance@gmail.com

(Thermax will investigate all reported matters with discretion. Thermax shall not take any adverse action, as a result of such reporting, against any vendor reporting in good faith what he or she believes to be a genuine violation of this code.)

Consequences of any violation

Violation of this code may lead to any or all of the following actions,

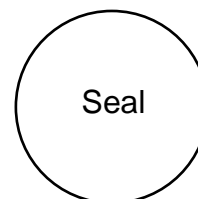
1. Written Warning
2. Recovery of the losses/damages
3. Termination of contract and Debarring

I/we fully understand the foregoing Code of Conduct defined by the Thermax group & hereby commit to abide by the same

For: _____
(Vendor Name)

Vendor code: _____

Date: _____



Authorized signatory

Place: _____

Name: _____

(Thermax Group includes Thermax Limited, its subsidiaries, joint ventures & associated companies)