1.0 Objective

Tata AutoComp Systems Limited (the "**Company**") is committed to deal with all stakeholders with full transparency and fairness, ensuring adherence to all laws and regulations and achieving highest standards of corporate governance.

To meet the objectives of driving diversity and an optimum skill mix, the Nomination and Remuneration Committee (NRC) may seek the support of Company Group Human Resources

2.0 Definitions

For the purpose of this Board Diversity Policy, the following terms shall have the meanings assigned to them hereunder:

(a) "**Board**" means the board of directors of the Company.

(b) "**Board Diversity Policy**" means this policy, as amended from time to time.

(c) "**Committee**" means the Nomination and Remuneration committee of the Board.

(d) "**Companies Act**" means the Companies Act, 2013, read with the rules thereunder, as amended.

(e) "**Director**" means a member of the Board; and

(f) "**Company**" means Tata AutoComp Systems Limited.

3.0 Board Diversity

The Committee shall ensure that the Board shall have an optimum combination of executive, non-executive and independent Directors in accordance with requirements of the Companies Act, and other statutory, regulatory and contractual obligations of the Company.

The Company recognizes the benefits of having a diverse Board and sees increasing

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diversity at Board level as an essential element in maintaining a competitive advantage. The Company believes that a truly diverse Board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, race and gender, which will ensure that the Company retains its competitive advantage. The Company further believes that a diverse Board will contribute towards driving business results, make corporate governance more effective, enhance quality and responsible decision-making capability, ensure sustainable development and enhance the reputation of the Company.

The Committee shall review the profile of the prospective candidates for appointment as Director on the Board taking in consideration knowledge, experience, financial literacy / expertise, global market awareness and other relevant factors as may be considered appropriate, and the Board shall be so formulated with mix of members to maintain high level of ethical standards. The Committee shall also take into consideration the provisions of the Companies Act, and other statutory, regulatory, and contractual obligations of the Company.

4.0 Amendments

The Committee may modify and/or amend the Board Diversity Policy at any time subject to the provisions of the Companies Act and rules framed thereunder and any other applicable law.

Sudipta Marjit
Group Head – HR, BE and OSM

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