



TD POWER SYSTEMS LIMITED

Corporate Identity Number (CIN): L31103KA1999PLC025071
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POLICY ON BOARD DIVERSITY

Adopted by the Board of Directors on February 03, 2016

PREAMBLE

In accordance with Part D of Schedule II (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015) (Hereinafter called as “LODR”), the Nomination and Remuneration Committee (Committee) has framed a policy on Board diversity which sets out a framework to promote diversity on Company’s Board of directors (the ‘Board’).

POLICY FRAMEWORK

The Company recognizes the benefits of a Board that possesses a balance of skills, experience, expertise and diversity of perspectives appropriate to the requirements of the business of the Company.

The Company maintains that Board appointment should be based on merit that complements and expands the skills, experience and expertise of the Board as a whole, taking into account gender, age, professional experience and qualifications, cultural and educational background, and any other factors that the Board might consider relevant and applicable from time to time towards achieving a diverse Board.

The Nomination and Remuneration Committee (Committee) is responsible for reviewing and assessing the composition and performance of the Board, as well as identifying appropriately qualified persons to occupy Board positions.

The Board of directors of the Company shall have an optimum combination of executive and non-executive directors with at least one woman director and the composition of the Board shall be in

accordance with requirements of the Articles of Association of the Company, the Companies Act, 2013, LODR and the statutory, regulatory obligations of the Company.

REVIEW AND MONITORING

The Committee will review and monitor from time to time the implementation of this Policy to ensure its effectiveness and will at an appropriate time set measurable objectives for achieving Board diversity.

DISCLOSURE OF THE POLICY

This policy will be posted on the Company’s website. The necessary disclosure about the policy will also be made as per requirements of LODR and Companies Act, 2013.

POLICY REVIEW

This policy shall be subject to review and changes as may be deemed necessary by the Board of Directors and to comply with any regulatory requirements.

**Bangalore
February 03, 2016**

TD Power Systems Limited