

Code of Ethical Conduct

ITD Cementation India Limited (“the Company”) is committed to conducting its business in accordance with applicable laws, rules and regulations and setting the highest standards of business ethics and ethical conduct.

The Company deems it appropriate to provide this Code, as guidelines for behavior and proper actions, so that all directors and senior management are aware of the compliance standards expected by the Company and its shareholders.

In terms of this Code, all directors and senior management of the Company are duty bound to make and enact informed decisions and policies in the best interest of the Company and its shareholders within the bounds of the authority conferred upon them.

This Code reflects the business practice and principles of behaviour that support this commitment. The Board of Directors of the Company (“the Board”) is responsible for setting the standards of conduct contained in the Code and for updating these standards as appropriate to reflect legal and regulatory developments. The Code is intended to provide guidance and help in recognizing and dealing with ethical issues and to help foster a culture of honesty and accountability.

All directors and senior management should familiarize themselves with the Code and must comply with it. Failure to act in compliance with the Code will result in appropriate disciplinary action against both the person committing the breach and others who condone it. The standards set out in the Code are general and do not address each and every situation that may confront a director and senior management personnel. In appropriate cases, guidance on the application of the Code to particular situations should be sought from the Board.

The Company appoints the Company Secretary to act as a Compliance Officer for the purposes of the Code, who will be available to directors/senior management to answer questions and to help them comply with the Code. Complaints received by the Compliance Officer will be referred to the Chairman of the Board.

Applicability

This Code applies to all directors and senior management of the Company.

The principles enshrined in this Code, being general in nature, the directors and senior management personnel are requested to review the Company's other applicable policies and procedures for more specific instructions. The Compliance Officer may be contacted for seeking any clarifications.

1. Directors and senior management personnel are required to:
 - a) perform their duties with utmost honesty and to make decisions in good faith and fairness for the maximum benefit of all shareholders of the Company.
 - b) act with due care, competence and diligence in the best interests of the Company and its shareholders, without allowing their independent judgment to be affected.
 - c) manage and/or conduct the affairs of the Company with care and forethought.
 - d) perform their duties to the Company and its shareholders by always applying their knowledge and skills to the best of their abilities.
 - e) use any assets, of the Company, whether tangible or intangible, in a way that they shall not be depreciated or lost and not to appropriate any such assets for their personal use, unless approved by the Board.

Any information concerning the Company's business which is not in the public domain and to which ANY director/senior management personnel has access to or is in possession of, must be considered confidential and held in confidence, unless they are expressly authorized to disclose such confidential

or when such disclosure is required as a matter of law. The term “confidential information” includes, but is not limited to, non-public information that might be of use to competitors of the Company or harmful to the Company or its customers, if disclosed. Whenever feasible, directors/senior management personnel should consult the Chairman of the Board or the Compliance Officer if they believe they have a legal obligation to disclose confidential information.

2. No director or senior management personnel of the Company shall derive benefits or assist others to derive benefits from the access to and possession of confidential information about the Company, which information therefore constitutes insider information. All directors and senior management personnel will comply with insider trading guidelines as issued by SEBI.

No director/senior management personnel shall provide any insider information either formally or informally, to the press or any other publicity media, unless specifically authorized.

Insider information shall include the following :

- Acquisition and sale of business or business units.
- Announcement of new product introductions or developments.
- Financial information such as profits, earnings and dividends.
- Asset revaluations
- Investment decisions/plans
- Restructuring plans
- Major job work agreements
- Raising finance

3. No director or any member of the senior management shall engage in any business, relationship or activity, which may be in conflict of interest with the Company or its group. Directors and senior management should also be mindful of, and seek to avoid, conduct which could reasonably be construed as creating an appearance of a conflict of interest. While directors and the senior management personnel should be free to make personal investments and

enjoy social relations and normal business courtesies, they must not have any interests that adversely influence the performance of their duties, functions and responsibilities to the Company. A conflict of interest can arise when a director or a senior management personnel or a member of his/their immediate family receives improper personal benefits as a result of his or her position as a director/senior management personnel of the Company. A conflict situation can also arise when a director/senior management personnel takes an action or has an interest that may make it difficult for him or her to perform his or her duties, functions and responsibilities objectively and effectively.

Conflicts can arise in many situations. It is not possible to cover every possible conflict situation and at times, it will not be easy to distinguish between proper and improper activity. Set forth are some of the common circumstances that may lead to a conflict of interest, actual or potential:

- a) Directors/senior management personnel shall not engage in any activity/employment that interferes with their performance or responsibility to the Company or is otherwise in conflict with or prejudicial to the Company.
- b) Directors/ senior management personnel shall not conduct Company business with a relative or with a firm/company in which a relative/related party is associated in any significant role.
- d) Directors/ senior management personnel shall not compete with the Company for the purchase or sale of property, products, services or other interests.
- e) Directors/ senior management personnel shall not receive loans or guarantees of obligations as a result of one's position as a director/executive.
- f) Directors/ senior management personnel shall not accept bribes, kickbacks or any other improper payments for services relating to the conduct of the business of the Company.
- g) Directors/ senior management personnel shall not accept or have a member of their family accept, a gift from persons or entities that deal with the Company, where the gift is being made in order to influence the

directors/ senior management personnel actions or where acceptance of a gift could otherwise reasonably create the appearance of a conflict of interest.

Conflicts of interest may not always be clear-cut. Any question therefore about a directors/ senior management personnel actual or potential conflict of interest with the Company should be promptly brought to the attention of the Chairman of the Board, who will review the question and determine a proper course of action, including whether consideration or action by the full Board is necessary. Directors/ senior management personnel involved in any conflict or potential conflict situations shall excuse themselves from any discussion or decision relating thereto.

4. All directors/ senior management personnel must report/disclose to the Board on an annual basis, their appointment on the board of directors of other companies. It is felt that service on the Board of a direct competitor is not in the interest of the Company.
5. All executive directors and senior management personnel are required to comply with all applicable laws, rules and regulations, both in letter and in spirit. In order to assist the Company in promoting lawful and ethical behavior, executive directors and senior management personnel must report any possible violation of law, rules, regulations or the Code to the Managing Director of the Company.

6. **DEALINGS WITH CLIENTS**

In their dealings with the Company's clients, executive directors and senior management personnel are required to ensure that:

- 1) To give appropriate warranties for the goods and services.

- 2) they maintain the client's confidentiality and do not unjustly use the client's secrets for their own interests or that of closely connected persons.
 - 3) production costs for goods produced by the Company are minimized, provided that standard and quality of goods and services are maintained at all times.
 - 4) they endeavour to find ways to continuously increase the clients benefits.
 - 5) they strictly follow the agreements reached with the clients.
 - 6) In case any term of an agreement with the client cannot be fulfilled, to inform the client in advance in order to find mutually satisfactory solutions.
7. As a public company, it is of critical importance that the Company's filings with the Securities and Exchange Board of India, the Reserve Bank of India and/or the concerned Stock Exchange(s) on which the securities of the Company are or may be listed be full, fair, accurate and timely. Directors/ senior management personnel may be requested to provide information necessary to ensure that the Company's published reports meet these requirements. The Company expects directors/ senior management personnel to provide prompt and accurate answers to enquiries relating to its public disclosure requirements.
8. This Code may be amended, modified or waived only by the Company's Board of Directors and must be publicly disclosed if required by any applicable law or regulation. As a general policy, the Board will not grant waivers to this Code.

Mumbai

Dated: 28th October, 2005