

Board Diversity Policy

1. Purpose

This Board Diversity Policy sets out the approach to diversity on the Board of Directors of ITD Cementation India Limited (the Company).

2. Scope

This Policy applies to the Board of the Company. It does not apply to the Employees of the Company.

3. Policy Statement

The Company recognizes and embraces the importance of a diverse Board in its success. The Company believes that a truly diverse Board will leverage differences in thought, perspectives, knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity, race and gender, which will ensure that the Company retains its competitive advantage.

The Company believes that a diverse Board will contribute to the achievement of its strategic and commercial objectives including to :

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

While all appointments to the Board will continue to be made on merit, the NRC will consider the benefits of the diversity (including but not limited to the attributes listed above) in identifying and recommending persons for Board membership, as well as evaluating the Board and its individual members.

Further, the NRC will ensure that no person is discriminated against on grounds of religion, race, gender, national origin or ancestry, material status, age, or any other personal or physical attribute which does not speak to such person's ability to perform as a Board Member.

Accordingly, the NRC shall:

- Assess the appropriate mix of diversity, skills, experience and expertise required on the Board and assess the extent to which the required skill are represented on the Board
- Make recommendation to the Board in relation to appointments and maintain an appropriate mix of diversity, skills, experience and expertise on the Board and
- Periodically review and report to the Board requirements, if any, in relation to diversity on the Board.

The Board shall have an optimum combination of executive, non-executive and independent directors in accordance with requirements of the Articles of association of the Company, the Companies Act, 2013, Listing Agreement / Listing Regulation and the statutory, regulatory and contractual obligations of the Company.

4. Disclosure of Policy

The NRC will report annually, in the Corporate Governance Report, on the Board's composition under diversified perspectives.

5. Review of Policy

NRC will review this Policy periodically and recommend appropriate revisions to the Board.

Place: Mumbai

Date: 5th November, 2015

* Approved by the Board of Directors on 5th November, 2015.