



KANODIA CEMENT LIMITED

Board Diversity Policy

Regd. Office:

D-19, UPSIDC Land Industrial Area, Sikandrabad, Bulandshahr, UP-203205

Corporate Office:

A-21, Sector-16, NOIDA, Gautam Buddha Nagar, UP-201301



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Purpose

The composition of the Board of Directors is one of the pillars for a robust corporate governance framework. For a Company with the size and complexity such as ours, balancing the skills and experience, educational and occupational background, functional expertise and domain knowledge of the Board Members, as well as their social, cultural, ethnic and gender diversity, is extremely important.

A diverse Board will ensure that the Company gets the maximum benefit from the contributions and deliberations of an accomplished but dissimilar group of individuals and professionals, bringing a broader and more comprehensive perspective, that issues are discussed and status quo's if any addressed from different angles, fostering creativity in the Board's decision making process as well as provide for comprehensive strategic planning and effective risk management at the highest level.

A diverse Board also reflects more appropriately the reality on the ground, mirroring the diverse nature of the company's various stakeholders themselves, and also facilitates better social acceptability. This policy therefore spells out the philosophy of the Company on Board diversity.

Scope

This policy serves as a guiding principle for the purpose of determining the composition and selection of candidates for appointment on the Board of Directors. It does not apply on employees of Company.

Policy Statement

1. The Board of Directors of the Company shall comprise a group of professionals and individuals, with proven accomplishments and standing in their respective area of expertise, either in their individual or professional capacities and who can, thus, contribute meaningfully in good corporate governance and in providing direction towards achieving the Company's strategic objectives and obligations towards its various stakeholders.
2. The Board shall be comprised of a set of accomplished individuals, ideally representing a wide cross-section of industries, professions, backgrounds, occupations and functions, and possessing a blend of skills, domain and functional knowledge, experiences, educational qualifications, both individually and collectively.
3. Not only will there be no discrimination or bias on grounds of age, ethnicity, gender, religion or other socio-cultural factors, but the endeavor would be to have a

group of individuals on the Board, with a diverse set of personalities and demographics.

4. All directors shall be encouraged to express their views openly, constructively, independently and without any concern, on all matters placed before the Board for discussion.
5. The appointment on the Board will be made on merit, which shall take into consideration the skills, experience, and competencies required for effective functioning and independence of the Board, and also personal qualities of integrity and ethical conduct, team-playing capabilities and other positive attributes of the Director.
6. The Board shall have an optimum combination of both independent and non-independent directors, and the Company shall comply with all statutory and regulatory requirements with regard to the composition and diversity of the Board.
7. The Nomination and Remuneration Committee shall play an important role in identifying suitable candidates, and in recommending their candidature for appointment on the Board of Directors of the Company as and when the need arises.
8. Whilst identifying a candidate, the Nomination and Remuneration Committee shall inter alia take into consideration the present composition of the Board, the competencies required to further strengthen the Board, the time and availability of the candidate being recommended for appointment and the personal attributes referred to above.

Review of the Policy

The Nomination and Remuneration Committee has been empowered to review the Policy periodically and to make changes therein as may be required, so as to be aligned to the Company's strategic objectives and to be in conformity with statutory and regulatory requirements, if any. Any major changes affecting the basic substratum of the Board's composition shall be brought before the Board for its consideration and approval.
