

POLICY ON DIVERSITY OF BOARD OF DIRECTORS

MARSONS LIMITED

Regd. Off: Marsons House, Budge Budge Trunk Road, Vill. – Chakmir, P. O. Maheshtala,
Kolkata- 700 142

Approved By: Board of Directors

Date: 14th November' 2015

MARSONS LIMITED

POLICY ON DIVERSITY OF BOARD OF DIRECTORS

1. PURPOSE

The objective of this policy (the "Policy") is intended to set out a framework to promote diversity on the Board of Directors (the "Board") of Marsons Limited.

2. POLICY STATEMENT

The Board recognizes that diversity among its directors will support balanced decision and debate which, in turn, will enhance decision making by the Board by utilizing the difference in perspective of the members of the Board. The Governance Committee Charter includes recommending director candidates for election to the Board and annually evaluating the overall performance of the Board. The selection of candidates for appointment to the Board will be based on merit. Within that overriding emphasis on merit, the Governance Committee shall seek to fill Board vacancies by considering candidates that bring a diversity of background and industry or related expertise and experience to the Board. The Governance Committee's considerations shall include achieving an appropriate level of diversity having regard to factors such as skills, business and other experience, education, gender, age, ethnicity and geographic location.

3. MEASURABLE OBJECTIVES

In reviewing the composition of the Board, the Governance Committee will consider the benefits of diversity in order to maintain an optimum mix of skills, knowledge and experience on the Board. The Governance Committee will annually discuss and agree on the relevant measurable objectives for promoting diversity on the Board in light of the skills required on the Board at that time and make recommendations for consideration and approval by the Board. In identifying candidates for appointment as directors the Board will consider candidates based on merit with regard to the benefits of diversity on the Board.

4. MONITORING AND REPORTING

The Governance Committee will monitor the implementation of this Policy and report to the Board on the achievement of the measurable objectives for promoting diversity described herein. A summary of this Policy along with the measurable objectives set for implementing this Policy, and the progress made towards achieving those objectives, will be included on an annual basis in Annual Report of the Company.

5. REVIEW OF THE POLICY

The Governance Committee will review this Policy from time to time as necessary, and make recommendations on any required changes to the Board for consideration and approval.