



Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we give below the compliance report on Corporate Governance as under:

**Name of the Company:** ACC Limited

**Quarter ending on:** June 30, 2018

<b>I Composition of Board of Directors</b>										
Title (Mr./Ms)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non Executive / Independent/ Nominee	Date of Appointment in the current term/ cessation	Tenure	No. of Directorships in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee including this listed entity	No. of post of chairperson on Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees	Remarks
Mr	Narotam Satyanarayan Sekhsaria	AALPS0205L00276351	Chairperson/ Non Executive/ Non Independent	27.12.1999		2	0	0	Nomination & Remuneration	
Mr	Jan Jenisch	ZZZZZ9999Z07957196	Non Executive/ Non Independent	17.10.2017		2	0	0		
Mr	Neeraj Akhoury	AAWPA5310M07419090	Executive	16.12.2016	5	1	1	0	Stakeholders'/Risk/ CSR/Compliance	
Mr	Martin Kriegner	AKPPK7394A00077715	Non Executive/ Non Independent	11.02.2016		2	2	0	Audit/ Nomination & Remuneration	

Title (Mr./Ms)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non Executive / Independent/ Nominee	Date of Appointment in the current term/ cessation	Tenure	No. of Directorships in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee including this listed entity	No. of post of chairperson on Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees	Remarks
Mr	Shailesh Vishnubhai Haribhakti	AAAPH0574L00007347	Non Executive/ Independent	24.07.2014	5	7	7	3	Stakeholders/ Risk/ Nomination & Remuneration/ Compliance	
Mr	Sushil Kumar Roongta	AAAPR4551P00309302	Non Executive/ Independent	24.07.2014	5	5	3	1	Audit/Risk/ Compliance	
Mr	Ashwin Suryakant Dani	AAAPD5464H00009126	Non Executive/ Independent	24.07.2014	5	5	5	2	Audit/ Nomination & Remuneration	
Mr	Farrokh Kaikhushru Kavarana	AAFPK2634R00027689	Non Executive/ Independent	24.07.2014	5	2	3	1	Audit/ Nomination & Remuneration/ Stakeholders/ Compliance	
Mr	Vijay Kumar Sharma	ABKPS6305H02449088	Non Executive/ Non Independent	06.02.2014		3	0	0		
Mr	Arunkumar Ramanlal Gandhi	AADPG1145R00007597	Non Executive- Independent	24.04.2014	5	3	3	1	Audit/ Stakeholders	

Title (Mr./Ms)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non Executive / Independent/Nominee)	Date of Appointment in the current term/cessation	Tenure	No. of Directorships in listed entities including this listed entity	Number of memberships in Audit/Stakeholder Committee including this listed entity	No. of post of chairperson on Audit/Stakeholder Committee held in listed entities including this listed entity	Membership in Committees	Remarks
Mrs	Falguni Sanjay Nayar	ABHPN4229N 00003633	Non Executive/Independent	24.04.2014	5	4	2	0	Risk	
Mr	Christof Werner Hassig	ZZZZZ9999Z 01680305	Non Executive/Non Independent	09.12.2015		2	0	0		
<b>Composition of Committee</b>										
<b>Name of the Committee</b>		<b>DIN No.</b>	<b>Name of Committee Members</b>			<b>Category (Chairperson/Executive/Non Executive/Independent/Nominee)</b>				
Audit Committee		00007597	Mr Arunkumar Gandhi			Chairperson/Non Executive/Independent				
		00077715	Mr Martin Kriegner			Non Executive/Non Independent				
		00309302	Mr Sushil Kumar Roongta			Non Executive/Independent				
		00009126	Mr Ashwin Dani			Non Executive/Independent				
		00027689	Mr Farrokh K Kavarana			Non Executive/Independent				
Nomination & Remuneration Committee		00009126	Mr Ashwin Dani			Chairperson/Non Executive/Independent				
		00276351	Mr N S Sekhsaria			Non Executive/Non Independent				
		00077715	Mr Martin Kriegner			Non Executive/Non Independent				
		00007347	Mr Shailesh Haribhakti			Non Executive/Independent				
Risk Management Committee		00027689	Mr Farrokh K Kavarana			Non Executive/Independent				
		00007347	Mr Shailesh Haribhakti			Chairperson/Non Executive/Independent				
		00003633	Mrs Falguni Nayar			Non Executive/Independent				
		00309302	Mr Sushil Kumar Roongta			Non Executive/Independent				
		07419090	Mr Neeraj Akhoury			Executive				

Name of the Committee	DIN No.	Name of Committee Members	Category (Chairperson/Executive/Non Executive/Independent/Nominee)
Stakeholders' Relationship Committee	00027689	Mr Farrokh K Kavarana	Chairperson/Non Executive/Independent
	00007347	Mr Shailesh Haribhakti	Non Executive/Independent
	00007597	Mr Arunkumar Gandhi	Non Executive/Independent
	07419090	Mr Neeraj Akhoury	Executive
Corporate Social Responsibility Committee	00007347	Mr Shailesh Haribhakti	Chairperson/Non Executive/Independent
	00003633	Mrs Falguni Nayar	Non Executive/Independent
	00027689	Mr Farrokh K Kavarana	Non Executive/Independent
	07419090	Mr Neeraj Akhoury	Executive
Other Committee – Compliance Committee	00027689	Mr Farrokh K Kavarana	Chairperson/Non Executive/Independent
	00007347	Mr Shailesh Haribhakti	Non Executive/Independent
	00309302	Mr Sushil Kumar Roongta	Non Executive/Independent
	07419090	Mr Neeraj Akhoury	Executive
Other Committee – Special Committee of the Board	00007597	Mr Arunkumar Gandhi	Chairperson/Non Executive/Independent
	00276351	Mr N S Sekhsaria	Non Executive/Non Independent
	00077715	Mr Martin Kriegner	Non Executive/Non Independent
	00309302	Mr Sushil Kumar Roongta	Non Executive/Independent
	00003633	Mrs Falguni Nayar	Non Executive/Independent
<b>III Meeting of Board of Directors</b>			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive Meetings (in number of days)	
8 <sup>th</sup> February 2018		17 days	
26 <sup>th</sup> February 2018	18 <sup>th</sup> April 2018	50 days	
<b>IV Meeting of Committees</b>			
Date(s) of Meeting of the Committee (if any) in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of Meeting of the Committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
<b>Audit Committee</b>			
		7 <sup>th</sup> February 2018	18 days
18 <sup>th</sup> April 2018	Yes, 5 out of 5 Members	26 <sup>th</sup> February 2018	50 days



Date(s) of Meeting of the Committee (if any) in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of Meeting of the Committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
<b>Stakeholders' Relationship Committee</b>			
17 <sup>th</sup> April 2018	Yes, 4 out of 4 Members	7 <sup>th</sup> February 2018	68 days
<b>Nomination &amp; Remuneration Committee</b>			
10 <sup>th</sup> April 2018	Yes, 5 out of 5 Members	-	-
<b>CSR Committee</b>			
17 <sup>th</sup> April 2018	Yes, 4 out of 4 Members	-	-
<b>Compliance Committee</b>			
17 <sup>th</sup> April 2018	Yes, 4 out of 4 Members	7 <sup>th</sup> February 2018	68 days
<b>Special Committee of the Board</b>			
-		26 <sup>th</sup> February 2018	-
<b>Independent Directors Meeting</b>			
18 <sup>th</sup> April 2018	Yes, 6 out of 6 Members	-	-
<b>V Related Party Transactions</b>			
<b>Subject</b>		<b>Compliance Status (Yes/No/NA)</b>	
Whether prior approval of Audit Committee obtained		Yes	
Whether shareholder approval obtained for material RPT		Yes	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Yes	

Disclosure of notes on Related Party Transactions - The Members of the Company at the Annual General Meeting held on 13th June 2018, have approved by an Ordinary Resolution, the Renewal of Technology and Knowhow Agreement with Holcim Technology Limited, a Related Party, involving the payment of fees for technical and managerial services, use of intellectual property and end-to-end solutions.

Disclosure of notes of material transaction with Related Party Transactions - The Members of the Company have through the process of a Postal Ballot passed an Ordinary Resolution on 16th April 2018 to enable the Company to enter into a Master Supply Agreement with Ambuja Cements Limited, the Holding Company for sale and purchase of material and services on a reciprocal basis.

The Company has taken approval from Members for an enabling framework which will allow the Company to undertake transactions with Ambuja Cements Limited which may or may not exceed the material threshold under the Listing Regulations.

**VI Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Yes
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
  - a. Audit Committee - Yes
  - b. Nomination & Remuneration Committee - Yes
  - c. Stakeholders' Relationship Committee - Yes
  - d. Risk Management Committee - Yes
3. The Committee Members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Yes
4. The Meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Yes
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

The quarterly compliance report for the quarter ended 31<sup>st</sup> March 2018 was taken on record by the Board of Directors at the Board Meeting held on 18<sup>th</sup> April 2018.

The quarterly compliance report for the quarter ended 30<sup>th</sup> June 2018 shall be placed before the Board of Directors at its forthcoming Meeting to be held in July 2018.

Ramaswami Kalidas  
Company Secretary & Head Compliance  
FCS: 2440



Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we give below the compliance report on Corporate Governance as under:

**Name of the Company:** ACC Limited

**Financial Year ended:** 31<sup>st</sup> December, 2017

<b>I Affirmations</b>		
<b>Broad Heading</b>	<b>Regulation Number</b>	<b>Compliance Status (Yes/No/NA)</b>
Copy of the Annual Report including balance sheet, profit and loss account, directors' report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of Nomination & Remuneration Committee at the Annual General Meeting	19(3)	Yes
Whether Corporate Governance Report disclosed in the Annual Report	34(3) read with para C of Schedule V	Yes
<p>Note:</p> <ol style="list-style-type: none"><li>1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/NA. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed entity has no related party transactions, the words "NA" may be indicated.</li><li>2. If status is "No" details of non compliance may be given here</li><li>3. If the Listed Entity would like to provide any other information the same may be indicated here.</li></ol>		
<p>Ramaswami Kalidas Company Secretary &amp; Head Compliance FCS: 2440</p>		