



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:** 30<sup>th</sup> September, 2016

<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	Eric Carl Olsen	ZZZZZ9999Z07238383	Non Executive/ Non Independent	17.07.2015		2	0	0	Nomination & Remuneration	
Mr	Harish Badami	AAAPB0277A02298385	Executive	13.08.2014	5	1	1	0	Stakeholders/ Risk	

\*Change in status from an Independent/Non Executive Director to Non Independent/Non Executive Director w.e.f. 12.08.2016 pursuant to the provisions of Sec. 146(6) of the Companies Act 2013 & Reg. 16(1)(b) read with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015



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	5	4	Stakeholders/ Risk/ Nomination & Remuneration	
Mr	Sushil Kumar Roongta	AAAPR4551P00309302	Non Executive/ Independent	24.07.2014	5	5	3	1	Audit	
Mr	Ashwin Suryakant Dani	AAAPD5464H00009126	Non Executive/ Independent	24.07.2014	5	6	5	2	Audit/ Nomination & Remuneration	
Mr	Farrokh Kaikhushru Kavarana	AAFPK2634R00027689	Non Executive/ Independent	24.07.2014	5	2	2	0	Audit/ Nomination & Remuneration	
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	2	1	Audit	

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	ABHPN4229N00003633	Non Executive/ Independent	24.04.2014	5	7	2	0	Risk	
Mr	Christof Werner Hassig	ZZZZZ9999Z01680305	Non Executive/ Non Independent	09.12.2015		2	0	0		
Mr	Martin Kriegner	ZZZZZ9999Z00077715	Non Executive/ Non Independent	11.02.2016		2	3	1	Audit/ Stakeholders/ Risk/ Nomination & Remuneration	

#### Composition of Committee

Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non Executive/Independent/Nominee)
Audit Committee	Mr Arunkumar Gandhi	Chairperson/Non Executive/Independent
	Mr Sushil Kumar Roongta	Non Executive/Independent
	Mr Ashwin Dani	Non Executive/Independent
	Mr Farrokh K Kavarana	Non Executive/Independent
	Mr Martin Kriegner	Non Executive
Nomination & Remuneration Committee	Mr Ashwin Dani	Chairperson/Non Executive/Independent
	Mr N S Sekhsaria	Non Executive
	Mr Shailesh Haribhakti	Non Executive/Independent
	Mr Farrokh K Kavarana	Non Executive/Independent
	Mr Eric Olsen	Non Executive
	Mr Martin Kriegner	Non Executive

Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non Executive/Independent/Nominee)	
Risk Management Committee	Mr Shailesh Haribhakti	Chairperson/Non Executive/Independent	
	Mrs Falguni Nayar	Non Executive/Independent	
	Mr Martin Kriegner	Non Executive	
	Mr Harish Badami	Executive	
Stakeholders' Relationship Committee	Mr Martin Kreigner	Chairperson/Non Executive/Non Independent	
	Mr Shailesh Haribhakti	Non Executive/Independent	
	Mr Harish Badami	Executive	
Corporate Social Responsibility Committee	Mr Shailesh Haribhakti	Chairperson/Non Executive/Independent	
	Mrs Falguni Nayar	Non Executive/Independent	
	Mr Farrokh K Kavarana	Non Executive/Independent	
	Mr Martin Kriegner	Non Executive	
	Mr Harish Badami	Executive	
Other Committee – Compliance Committee	Mr Farrokh K Kavarana	Chairperson/Non Executive/Independent	
	Mr Shailesh Haribhakti	Non Executive/Independent	
	Mr Martin Kriegner	Non Executive	
	Mr Harish Badami	Executive	
<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)	
28 <sup>th</sup> April 2016	26 <sup>th</sup> July 2016	88 days	
	16 <sup>th</sup> August 2016		
<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>			
25 <sup>th</sup> July 2016	Yes, 5 out of 5 Members	27 <sup>th</sup> April 2016	88 days
26 <sup>th</sup> September 2016	Yes, 4 out of 5 Members		
<b>Stakeholders' Relationship Committee</b>			
25 <sup>th</sup> July 2016	Yes, 3 out of 3 Members	26 <sup>th</sup> April 2016	89 days
	Yes, 3 out of 3 Members	20 <sup>th</sup> May 2016	



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>Nomination &amp; Remuneration Committee</b>			
26 <sup>th</sup> July 2016	Yes, 5 out of 6 Members	28 <sup>th</sup> April 2016	88 days
<b>Risk Management Committee</b>			
		-	-
<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			NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee			Yes

**VI Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
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 30<sup>th</sup> June 2016 was taken on record by the Board of Directors at the Board Meeting held on 26<sup>th</sup> July 2016.

The quarterly compliance report for the quarter ended 30<sup>th</sup> September 2016 will be placed before the Board of Directors at the forthcoming Board Meeting to be held in October 2016.

Burjor D Nariman  
Company Secretary & Head Compliance