



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> June, 2017

I Composition of Board of Directors										
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	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	10	4	Stakeholders/ Risk/ Nomination & Remuneration/ Compliance	
Mr	Sushil Kumar Roongta	AAAPR4551P00309302	Non Executive/ Independent	24.07.2014	5	5	5	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	

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	5	0	Risk	
Mr	Christof Werner Hassig	ZZZZZ9999Z 01680305	Non Executive/Non Independent	09.12.2015		2	0	0		

#### 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 Sushil Kumar Roongta	Non Executive/Independent	
	Mr Neeraj Akhoury	Executive	
Stakeholders' Relationship Committee	Mr Farrokh K Kavarana	Chairperson/Non Executive/Independent	
	Mr Shailesh Haribhakti	Non Executive/Independent	
	Mr Neeraj Akhoury	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 Neeraj Akhoury	Executive	
Other Committee – Compliance Committee	Mr Farrokh K Kavarana	Chairperson/Non Executive/Independent	
	Mr Shailesh Haribhakti	Non Executive/Independent	
	Mr Sushil Kumar Roongta	Non Executive/Independent	
	Mr Neeraj Akhoury	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)	
3 <sup>rd</sup> February 2017	21 <sup>st</sup> April 2017	76 days	
	5 <sup>th</sup> May 2017	13 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>			
21 <sup>st</sup> April 2017	Yes, 3 out of 5 Members	2 <sup>nd</sup> February 2017	77 days
<b>Stakeholders' Relationship Committee</b>			
18 <sup>th</sup> April 2017	Yes, 3 out of 3 Members	2 <sup>nd</sup> February 2017	74 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>Nomination &amp; Remuneration Committee</b>			
18 <sup>th</sup> April 2017	Yes, 5 out of 6 Members	21 <sup>st</sup> March 2017	27 days
18 <sup>th</sup> April 2017	Yes, 5 out of 6 Members	3 <sup>rd</sup> February 2017	73 days
<b>Risk Management Committee</b>			
NIL	-	28 <sup>th</sup> November 2016	-
<b>CSR Committee</b>			
18 <sup>th</sup> April 2017	Yes, 4 out of 4 Members		-
<b>Compliance Committee</b>			
18 <sup>th</sup> April 2017	Yes, 4 out of 4 Members	2 <sup>nd</sup> February 2017	74 days
27 <sup>th</sup> April 2017	Yes, 4 out of 4 Members	2 <sup>nd</sup> February 2017	83 days
<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 – 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 2017 was taken on record by the Board of Directors at the Board Meeting held on 21<sup>st</sup> April 2017.

The quarterly compliance report for the quarter ended 30<sup>th</sup> June 2017 will be placed before the Board of Directors at the forthcoming Board Meeting to be held in July 2017.

Surendra Mehta  
Company Secretary & Head Compliance



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, 2016

<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)	No, Mr Ashwin Dani, Chairman of the Nomination & Remuneration Committee was unable to attend the Annual General Meeting. Mr Shailesh Haribhakti, Independent Director & Member of the Nomination & Remuneration Committee was requested on behalf of the Chairman Nomination & Remuneration Committee to respond to the queries of the Members with respect to the functioning of the Nomination & Remuneration Committee.
Whether Corporate Governance Report disclosed in the Annual Report	34(3) read with para C of Schedule V	Yes
<b>Note:</b> 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. 2. If status is "No" details of non compliance may be given here 3. If the Listed Entity would like to provide any other information the same may be indicated here.		
Surendra Mehta Company Secretary & Head Compliance		