

1<sup>st</sup> April, 2015

The General Manager,  
Department of Corporate Services,  
Bombay Stock Exchange Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001

**IN DUPLICATE**

Dear Sir,

**Sub.: Quarterly Compliance Report on Corporate Governance –  
Clause 49 of the Listing Agreement**

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Pursuant to Clause 49 of the Listing Agreement, we give below the compliance report on Corporate Governance as under:

**Name of the Company:** ACC Limited  
**Quarter ending on:** 31<sup>st</sup> March, 2015

	<b>Particulars</b>	<b>Clause of Listing Agreement</b>	<b>Compliance Status (Yes/No/NA)</b>	<b>Remarks</b>
	(1)	(2)	(3)	(4)
	<b>II Board of Directors</b>	<b>49 (II)</b>	Yes	
(A)	Composition of Board	49 (II A)	Yes	
(B)	Independent Directors	49 (II B)	Yes	
(C)	Non Executive Directors' compensation & disclosures	49 (II C)	Yes	
(D)	Other provisions as to Board and Committees	49 (II D)	Yes	
(E)	Code of Conduct	49 (II E)	Yes	
(F)	Whistle Blower Policy	49 (II F)	Yes	
	<b>III Audit Committee</b>	<b>49 (III)</b>	Yes	
(A)	Qualified and Independent Audit Committee	49 (III A)	Yes	
(B)	Meeting of Audit Committee	49 (III B)	Yes	
(C)	Powers of Audit Committee	49 (III C)	Yes	
(D)	Role of Audit Committee	49 (III D)	Yes	
(E)	Review of Information by Audit Committee	49 (III E)	Yes	

	<b>Particulars</b>	<b>Clause of Listing Agreement</b>	<b>Compliance Status (Yes/No/NA)</b>	<b>Remarks</b>
	(1)	(2)	(3)	(4)
<b>IV</b>	<b>Nomination and Remuneration Committee</b>	<b>49 (IV)</b>	Yes	
<b>V</b>	<b>Subsidiary Companies</b>	<b>49 (V)</b>	Yes	
<b>VI</b>	<b>Risk Management</b>	<b>49 (VI)</b>	Yes	
<b>VII</b>	<b>Related Party Transactions</b>	<b>49 (VII)</b>	Yes	
<b>VIII</b>	<b>Disclosures</b>	<b>49 (VIII)</b>		
(A)	Related party transactions	49 (VIII A)	Yes	
(B)	Disclosure of Accounting Treatment	49 (VIII B)	Yes	
(C)	Remuneration of Directors	49 (VIII C)	Yes	
(D)	Management	49 (VIII D)	Yes	
(E)	Shareholders	49 (VIII E)	Yes	
(F)	Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (VIII F)	NA	No public issue has been made in the recent past. Will be complied with when the situation arises.
<b>IX</b>	<b>CEO / CFO Certification</b>	<b>49 (IX)</b>	<b>Yes</b>	
<b>X</b>	<b>Report on Corporate Governance</b>	<b>49 (X)</b>	<b>Yes</b>	
<b>XI</b>	<b>Compliance</b>	<b>49 (XI)</b>	<b>Yes</b>	

We request you kindly to take the same on record.

Thanking you,

Yours faithfully,  
For ACC Limited

Burjor D. Nariman  
Company Secretary & Head Compliance

1<sup>st</sup> April, 2015

National Stock Exchange of India Limited,  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, G Block,  
Bandra – Kurla Complex,  
Mumbai – 400 051.  
Fax No. 022- 26598237 / 38

Dear Sir,

**Sub.: Quarterly Compliance Report on Corporate Governance –  
Clause 49 of the Listing Agreement**

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Pursuant to Clause 49 of the Listing Agreement, we give below the compliance report on Corporate Governance as under:

**Name of the Company:** ACC Limited

**Quarter ending on:** 31<sup>st</sup> March, 2015

	<b>Particulars</b>	<b>Clause of Listing Agreement</b>	<b>Compliance Status (Yes/No/NA)</b>	<b>Remarks</b>
	(1)	(2)	(3)	(4)
	<b>II Board of Directors</b>	<b>49 (II)</b>	Yes	
(A)	Composition of Board	49 (II A)	Yes	
(B)	Independent Directors	49 (II B)	Yes	
(C)	Non Executive Directors' compensation & disclosures	49 (II C)	Yes	
(D)	Other provisions as to Board and Committees	49 (II D)	Yes	
(E)	Code of Conduct	49 (II E)	Yes	
(F)	Whistle Blower Policy	49 (II F)	Yes	
	<b>III Audit Committee</b>	<b>49 (III)</b>	Yes	
(A)	Qualified and Independent Audit Committee	49 (III A)	Yes	
(B)	Meeting of Audit Committee	49 (III B)	Yes	
(C)	Powers of Audit Committee	49 (III C)	Yes	
(D)	Role of Audit Committee	49 (III D)	Yes	
(E)	Review of Information by Audit Committee	49 (III E)	Yes	

	<b>Particulars</b>	<b>Clause of Listing Agreement</b>	<b>Compliance Status (Yes/No/NA)</b>	<b>Remarks</b>
	(1)	(2)	(3)	(4)
<b>IV</b>	<b>Nomination and Remuneration Committee</b>	<b>49 (IV)</b>	Yes	
<b>V</b>	<b>Subsidiary Companies</b>	<b>49 (V)</b>	Yes	
<b>VI</b>	<b>Risk Management</b>	<b>49 (VI)</b>	Yes	
<b>VII</b>	<b>Related Party Transactions</b>	<b>49 (VII)</b>	Yes	
<b>VIII</b>	<b>Disclosures</b>	<b>49 (VIII)</b>		
(A)	Related party transactions	49 (VIII A)	Yes	
(B)	Disclosure of Accounting Treatment	49 (VIII B)	Yes	
(C)	Remuneration of Directors	49 (VIII C)	Yes	
(D)	Management	49 (VIII D)	Yes	
(E)	Shareholders	49 (VIII E)	Yes	
(F)	Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (VIII F)	NA	No public issue has been made in the recent past. Will be complied with when the situation arises.
<b>IX</b>	<b>CEO / CFO Certification</b>	<b>49 (IX)</b>	<b>Yes</b>	
<b>X</b>	<b>Report on Corporate Governance</b>	<b>49 (X)</b>	<b>Yes</b>	
<b>XI</b>	<b>Compliance</b>	<b>49 (XI)</b>	<b>Yes</b>	

We request you kindly to take the same on record.

Thanking you,

Yours faithfully,  
For ACC Limited

Burjor D. Nariman  
Company Secretary & Head Compliance