

April 1, 2014

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 for the quarter ended March 31, 2014:

	<b>Particulars</b>	<b>Clause of Listing Agreement</b>	<b>Compliance Status (Yes/No)</b>	<b>Remarks</b>
	(1)	(2)	(3)	(4)
	<b>Board of Directors</b>	<b>49 I</b>		
(A)	Composition of Board	49 (IA)	Yes	
(B)	Non-executive Directors compensation and disclosures	49 (IB)	Yes	
(C)	Other provisions as to Board and Committees	49(IC)	Yes	
(D)	Code of Conduct	49((ID)	Yes	
	<b>II Audit Committee</b>	<b>49II</b>		
(A)	Qualified and Independent Audit Committee	49 (IIA)	Yes	
(B)	Meeting of Audit Committees	49 (IIB)	Yes	
(C)	Powers of the Audit Committee	49 (IIC)	Yes	
(D)	Role of Audit Committee	49 (IID)	Yes	
(E)	Review of Information by Audit Committee	49 (IIE)	Yes	

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	(1)	(2)	(3)	(4)
<b>III</b>	<b>Subsidiary Companies</b>	<b>49 (III)</b>	<b>Yes</b>	
<b>IV</b>	<b>Disclosures</b>	<b>49 (IV)</b>		
(A)	Basis of related party transactions	49 (IVA)	Yes	
(B)	Disclosure of Accounting Treatment	49 (IVB)	Yes	
(C)	Board Disclosures	49 (IVC)	Yes	
(D)	Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (IVD)	N/A	No public issue has been made by the Company in the recent past. Will be complied with when the situation arises
(E)	Remuneration of Directors	49 (IVE)	Yes	
(F)	Management	49 (IVF)	Yes	
(G)	Shareholders	49 (IVG)	Yes	
<b>V</b>	<b>CEO / CFO Certification</b>	<b>49 (V)</b>	<b>Yes</b>	
<b>VI</b>	<b>Report on Corporate Governance</b>	<b>49 (VI)</b>	<b>Yes</b>	
<b>VII</b>	<b>Compliance</b>	<b>49 (VII)</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

April 1, 2014

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

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<b>III</b>	<b>Subsidiary Companies</b>	<b>49 (III)</b>	<b>Yes</b>	
<b>IV</b>	<b>Disclosures</b>	<b>49 (IV)</b>		
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<b>VII</b>	<b>Compliance</b>	<b>49 (VII)</b>	<b>Yes</b>	

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For ACC Limited

Burjor D. Nariman  
Company Secretary & Head Compliance