

1st October, 2015

The General Manager,
Department of Corporate Services,
BSE 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**

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: 30th September, 2015

	Particulars	Clause of Listing Agreement	Compliance Status (Yes/No/NA)	Remarks
	(1)	(2)	(3)	(4)
	II Board of Directors	49 (II)	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	
	III Audit Committee	49 (III)	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	

	Particulars	Clause of Listing Agreement	Compliance Status (Yes/No/NA)	Remarks
	(1)	(2)	(3)	(4)
IV	Nomination and Remuneration Committee	49 (IV)	Yes	
V	Subsidiary Companies	49 (V)	Yes	
VI	Risk Management	49 (VI)	Yes	
VII	Related Party Transactions	49 (VII)	Yes	
VIII	Disclosures	49 (VIII)		
(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.
IX	CEO / CFO Certification	49 (IX)	Yes	
X	Report on Corporate Governance	49 (X)	Yes	
XI	Compliance	49 (XI)	Yes	

We request you kindly to take the same on record.

Thanking you,

Yours faithfully,
For ACC Limited

Burjor D. Nariman
Company Secretary & Head Compliance

1st October, 2015

National Stock Exchange of India Limited,
Exchange Plaza, 5th 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**

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: 30th September, 2015

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	(1)	(2)	(3)	(4)
	II Board of Directors	49 (II)	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	
	III Audit Committee	49 (III)	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	

	Particulars	Clause of Listing Agreement	Compliance Status (Yes/No/NA)	Remarks
	(1)	(2)	(3)	(4)
IV	Nomination and Remuneration Committee	49 (IV)	Yes	
V	Subsidiary Companies	49 (V)	Yes	
VI	Risk Management	49 (VI)	Yes	
VII	Related Party Transactions	49 (VII)	Yes	
VIII	Disclosures	49 (VIII)		
(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.
IX	CEO / CFO Certification	49 (IX)	Yes	
X	Report on Corporate Governance	49 (X)	Yes	
XI	Compliance	49 (XI)	Yes	

We request you kindly to take the same on record.

Thanking you,

Yours faithfully,
For ACC Limited

Burjor D. Nariman
Company Secretary & Head Compliance