

22<sup>nd</sup> January, 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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This has reference to your email dated 21<sup>st</sup> January 2015. In this connection, we are re-submitting the Quarterly Compliance Report under Clause 49 of the Listing Agreement for the quarter ended 31<sup>st</sup> December 2014.

**Name of the Company:** ACC Limited  
**Quarter ending on:** 31<sup>st</sup> December 2014

	<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>		
(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

J N Dhondy  
Advisor