

**Report of Scrutinizer  
FORM No. MGT-13**

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2)  
of the Companies (Management and Administration) Rules, 2014]

Mr N S Sekhsaria  
Chairman (ACC)  
122, Maker Chambers III  
Nariman Point  
Mumbai 400 021

Dear Sir

I, Shirin Bharucha, was appointed as Scrutinizer for the purpose of the voting by e-voting, ballot and physical voting through polling on the under mentioned Resolution(s), at the Extraordinary General Meeting of the Equity Shareholders of ACC Limited, held on Wednesday, 10<sup>th</sup> September 2014 at 11.00 a.m. in "Birla Matushri Sabhagar" 19, Sir Vithaldas Thackersey Marg, Mumbai 400 020, submit my report as under:

To enable wider participation of shareholders, pursuant to the provisions of Section 108 of the Companies Act, 2013 (the Act) and the Rules framed thereunder and as required under the Listing Agreement, the Company had provided e-voting and physical ballot facility to its Shareholders. The e-voting period commenced on Wednesday, September 3, 2014 (9.00 a.m. IST) and ended on Friday, September 5, 2014 (5.00 p.m. IST) The last date for submitting duly completed physical ballots by the Shareholders was also Friday, September 5, 2014 (5.00 p.m. IST).

After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.

The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. Subsequently the votes cast were reconciled with the records maintained by the Company and the authorizations / proxies lodged with the Company.

The votes which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.



The result of the Poll is as under:

**Resolution no.1 – Appointment of Mr N S Sekhsaria as an Independent Director**

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1180	140339610	99.63

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
50	509413	0.36

iii. **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
66	16979	0.01

**Resolution no.2 – Appointment of Mr Shailesh Haribhakti as an Independent Director**

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1036	128067790	90.98



ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
190	12685390	9.01

iii. **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
77	24519	0.01

**Resolution no.3 – Appointment of Mr Sushil Kumar Roongta as an Independent Director**

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1039	128118560	90.96

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
191	12730463	9.03

iii. **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
82	25689	0.01



**Resolution no.4 – Appointment of Mr Ashwin Dani as an Independent Director**

i. Voted **in favour** of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1171	140840904	99.99

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
59	8119	0.00

iii. **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
81	21328	0.01

**Item no.5 – Appointment of Mr Farrokh Kavarana as an Independent Director**

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1178	140841091	99.99

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
52	7932	0.00

iii. **Invalid** votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
75	19212	0.01

**Resolution no.6 – Appointment of Mr Arunkumar Gandhi as a Director of the Company and as an Independent Director**

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1172	140836321	99.99

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
58	12702	0.00

iii. **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
80	19999	0.01

**Resolution no.7 – Appointment of Ms Falguni Nayar as a Director of the Company and as an Independent Director**

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1164	140838612	99.99

ii. Voted **against** the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
67	11411	0.00

iii. **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
80	20452	0.01

**Resolution no.8 – Appointment of Mr Harish Badami as a Director**

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1165	140804646	99.96



ii. Voted **against** the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
65	44377	0.03

iii. **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
89	28613	0.01

**Resolution no.9 – Appointment of Mr Harish Badami as the Chief Executive Officer & Managing Director of the Company**

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1174	140823880	99.98

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
56	25143	0.01

iii. **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
95	30434	0.01



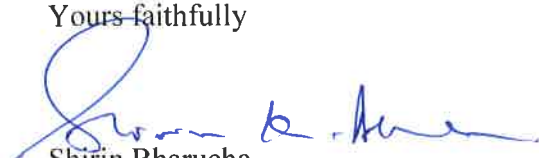
A Compact Disc (CD) containing a list of equity shareholders who voted “**FOR**”, “**AGAINST**” and those whose votes were declared “**INVALID**” for each resolution is enclosed.

The poll papers and all other relevant records were sealed and handed over to the Company Secretary & Head Compliance / Director authorized by the Board for safe keeping.

**I report that all the Resolutions have been passed by the Shareholders by the requisite majority**

Thanking you

Yours faithfully



Shirin Bharucha

Place: Mumbai

Date: September 12, 2014



**SUMMARY OF EVOTING /POSTAL BALLOT / EGM VOTING AS ON 10.09.2014**

**ACC LIMITED**

Statement of voting received in respect of the Resolutions proposed at the EGM of the Company held on September 10, 2014

Resolution No.	Resolution	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
1	Appointment of Mr. N S Sekhsaria as an Independent Director	140339610	99.63	509413	0.36	140849023	99.99	16979	0.01	140866002
	Total No. of Shares on voting	1180	91.04	50	3.86	1230	94.90	66	5.10	100.00
	Total No. of Ballots									
2	Appointment of Mr Shailesh Haribhakti as an Independent Director	128067790	90.98	12685390	9.01	140753180	99.99	24519	0.01	140777699
	Total No. of Shares on voting	1036	79.50	190	14.59	1226	94.09	77	5.91	100.00
	Total No. of Ballots									
3	Appointment of Mr Sushil Kumar Roongta as an Independent Director	128118560	90.96	12730463	9.03	140849023	99.99	25689	0.01	140874712
	Total No. of Shares on voting	1039	79.19	191	14.56	1230	93.75	82	6.25	100.00
	Total No. of Ballots									
4	Appointment of Mr Ashwin Dani as an Independent Director	140840904	99.99	8119	0	140849023	99.99	21328	0.01	140870351
	Total No. of Shares on voting	1171	89.32	59	4.50	1230	93.82	81	6.18	100.00
	Total No. of Ballots									
5	Appointment of Mr Farrokh Kavarana as an Independent Director	140841091	99.99	7932	0	140849023	99.99	19212	0.01	140868235
	Total No. of Shares on voting	1178	90.27	52	3.98	1230	94.25	75	5.75	100.00
	Total No. of Ballots									
6	Appointment of Mr Arunkumar Gandhi as a Director of the Company and as an Independent Director	140836321	99.99	12702	0	140849023	99.99	19999	0.01	140869022
	Total No. of Shares on voting	1172	89.46	58	4.43	1230	93.89	80	6.11	100.00
	Total No. of Ballots									
7	Appointment of Mrs Falguni Nayar as a Director of the Company and as an Independent Director	140838612	99.99	11411	0	140850023	99.99	20452	0.01	140870475
	Total No. of Shares on voting	1164	88.79	67	5.11	1231	93.90	80	6.10	100.00
	Total No. of Ballots									
8	Appointment of Mr Harish Badami as a Director	140804646	99.96	44377	0.03	140849023	99.99	28613	0.01	140877636
	Total No. of Shares on voting	1165	88.32	65	4.93	1230	93.25	89	6.75	100.00
	Total No. of Ballots									
9	Appointment of Mr Harish Badami as the Chief Executive Officer and Managing Director of the Company	140823880	99.98	25143	0.01	140849023	99.99	30434	0.01	140879457
	Total No. of Shares on voting	1174	88.60	56	4.23	1230	92.83	95	7.17	100.00
	Total No. of Ballots									

*Sushil Kumar Roongta*