

## **CSR POLICY STATEMENT**

**(approved by the Board of Directors on December 8, 2015)**

Our vision is to be one of the most respected companies in India, delivering superior and sustainable value to all our customers, business partners, shareholders, employees, and host communities.

Our CSR initiatives focus on the holistic development of our host communities while creating social, environmental and economic value to society.

To pursue these objectives we will continue to:

- Uphold and promote the principles of inclusive growth and equitable development.
- Devise and implement Community Development Plans based on the needs and priorities of our host communities and measure the effectiveness of such development programmes.
- Work actively in the areas of Livelihood advancement, Enhancing employability and Income Generation, Improving Quality and reach of Education, Promoting Health and Sanitation, conserving the Environment and supporting local Sports, Arts and Culture.
- Collaborate with like-minded bodies such as Governments, Civil Society Organisations and Academic Institutions in pursuit of our Goals.
- Interact regularly with stakeholders, review and publicly report our CSR initiatives.

## ANNEXURE ‘A’ TO BOARD’S REPORT

### ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. **A brief outline of the Company’s CSR Policy, including overview of projects or programmes proposed to be undertaken and a reference to the weblink to the CSR Policy and projects or programmes.**  
 CSR Policy statement is given hereinbefore.  
**Weblink:**  
[http://www.acclimited.com/newsite/pdf/Policy/ACCCSRPolicy\\_2015SignedbyMD.pdf](http://www.acclimited.com/newsite/pdf/Policy/ACCCSRPolicy_2015SignedbyMD.pdf)
  2. **The Composition of the CSR Committee:**  
 Mr. Shailesh Haribhakti, Chairman (Non-Executive / Independent Director)  
 Ms. Falguni Nayar, Member (Non-Executive / Independent Director)  
 Mr. Farrokh K Kavarana, Member (Non-Executive / Independent Director)
  3. **Average net profit of the company for last three financial years.**  
 The average net profit of the Company for last three financial years is ₹ 1,395.20 Crore.
  4. **Prescribed CSR Expenditure (two percent of the amount as in item 3 above)**  
 ₹ 27.90 Crore
  5. **Details of CSR spent for the financial years.**
    - a) **Total amount to be spent during the financial year:**  
 ₹ 27.90 Crore
    - b) **Amount unspent, if any:**  
 NIL
- c) **The manner in which the amount has been spent during the financial year 2015 is detailed below:**

Sr. No.	CSR Project/ Activities	Sector	Locations - Districts (States)	Amount Outlay (Budget) Project or Program wise (₹ Crore)	Amount Spent on the project or programs (₹ Crore) Sub - Heads: 1. Direct Expenditure on Projects or programs 2. Overheads**	Cumulative Expenditure upto reporting period (₹ Crore)	Amount Spent: Direct or through implementation agency (₹ Crore)
1.	ACC DISHA	Youth Employability (Schedule VII - (ii) Promotion of education including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement project)	Bilaspur (Himachal Pradesh), Katni (Madhya Pradesh), Bundi (Rajasthan), Gauriganj (Uttarpradesh), Bargarh (Odisha), West Singhbhum (Jharkhand), Purulia (West Bengal), Durg (Chhatisgarh), Dhanbad (Jharkhand), Chandrapur (Maharashtra), Yavatmal (Maharashtra), Bellary (Karnataka), Chikkaballapur (Karnataka), Gulbarga(Karnataka), and Coimbatore (Tamil Nadu)	2.95	3.71	3.71	3.71

Sr. No.	CSR Project/ Activities	Sector	Locations - Districts (States)	Amount Outlay (Budget) Project or Program wise (₹ Crore)	Amount Spent on the project or programs (₹ Crore) Sub - Heads: 1. Direct Expenditure on Projects or programs 2. Overheads**	Cumulative Expenditure upto reporting period (₹ Crore)	Amount Spent: Direct or through implementation agency (₹ Crore)
2.	ACC- LIESA	Sustainable Agriculture  (Schedule VII – (ii) Promotion of education including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement project)	Bilaspur (Himachal Pradesh), Katni (Madhya Pradesh), Bundi (Rajasthan), Gauriganj (Uttarpradesh), Bargarh (Odisha), West Singhbhum (Jharkhand), Purulia (West Bengal), Durg (Chhatisgarh), Dhanbad (Jharkhand), Chandrapur (Maharashtra), Yavatmal (Maharashtra), Gulbarga (Karnataka), Bellary (Karnataka), Chikkaballapur (Karnataka) and Coimbatore (Tamil Nadu)	4.04	6.64	6.64	6.64
3.	ACC - Swavlamban	Women Empowerment  (Schedule VII – (iii) Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups)	Bilaspur (Himachal Pradesh), Katni (Madhya Pradesh), Bundi (Rajasthan), Gauriganj (Uttarpradesh), Bargarh (Odisha), West Singhbhum (Jharkhand), Purulia (West Bengal), Durg (Chhatisgarh), Dhanbad (Jharkhand), Chandrapur (Maharashtra), Yavatmal (Maharashtra), Gulbarga (Karnataka), Bellary (Karnataka), Chikkaballapur (Karnataka), and Coimbatore (Tamil Nadu)	3.05	3.36	3.36	3.36

Sr. No.	CSR Project/ Activities	Sector	Locations - Districts (States)	Amount Outlay (Budget) Project or Program wise (₹ Crore)	Amount Spent on the project or programs (₹ Crore) Sub - Heads: 1. Direct Expenditure on Projects or programs 2. Overheads**	Cumulative Expenditure upto reporting period (₹ Crore)	Amount Spent: Direct or through implementation agency (₹ Crore)
4.	ACC Vidya Utkarsh	Quality Education (Schedule VII – (ii) Promotion of education including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement project)	Bilaspur (Himachal Pradesh), Katni (Madhya Pradesh), Bundi (Rajasthan), Gauriganj (Uttarpradesh), Bargarh (Odisha), WestSinghbhum (Jharkhand), Purulia (West Bengal), Durg (Chhatisgarh), Dhanbad (Jharkhand), Chandrapur (Maharashtra), Yavatmal (Maharashtra), Gulbarga (Karnataka), Bellary (Karnataka), Chikkaballarpur (Karnataka), Shrawasti (Uttar Pradesh), Shahazanapur (Uttar Pradesh), Jaunpur (Uttar Pradesh), Mirzapur (Uttar Pradesh), Mewat (Haryana), Sirmaur (Himachal Pradesh), Sheopur (Madhya Pradesh), Rudraprayag (Uttarakhand), Alwar (Rajasthan), and Coimbatore (Tamil Nadu)	6.17	5.13	5.13	5.13
5.	ACC Vidya Saarathi	Scholarship and support (Schedule VII – (ii) Promotion of education including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement project)	Bilaspur (Himachal Pradesh), Katni (Madhya Pradesh), Bundi (Rajasthan), Gauriganj (Uttarpradesh), Bargarh (Odisha), WestSinghbhum (Jharkhand), Purulia (West Bengal), Durg (Chhatisgarh), Dhanbad (Jharkhand), Chandrapur (Maharashtra), Yavatmal (Maharashtra), Gulbarga (Karnataka), Bellary (Karnataka), Chikkaballarpur (Karnataka), and Coimbatore (Tamil Nadu)	0.57	0.38	0.38	0.38

Sr. No.	CSR Project/ Activities	Sector	Locations - Districts (States)	Amount Outlay (Budget) Project or Program wise (₹ Crore)	Amount Spent on the project or programs (₹ Crore) Sub - Heads: 1. Direct Expenditure on Projects or programs 2. Overheads**	Cumulative Expenditure upto reporting period (₹ Crore)	Amount Spent: Direct or through implementation agency (₹ Crore)
6.	ACC-Arogyam	Health (Schedule VII – (i) Eradicating hunger poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water)	Bilaspur (Himachal Pradesh), Katni (Madhya Pradesh), Bundi (Rajasthan), Gauriganj (Uttarpradesh), Bargarh (Odisha), WestSinghbhum (Jharkhand), Purulia (West Bengal), Durg (Chhatisgarh), Dhanbad (Jharkhand), Chandrapur (Maharashtra), Yavatmal (Maharashtra), Gulbarga (Karnataka), Bellary (Karnataka), Chikkaballarpur (Karnataka), and Coimbatore (Tamil Nadu)	5.18	3.70	3.70	3.70
7.	ACC - Sampoon Swachhata	Sanitation (Schedule VII – (i) Eradicating hunger poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water)	Bilaspur (Himachal Pradesh), Katni (Madhya Pradesh), Bundi (Rajasthan), Gauriganj (Uttarpradesh), Bargarh (Odisha), WestSinghbhum (Jharkhand), Purulia (West Bengal), Durg (Chhatisgarh), Dhanbad (Jharkhand), Chandrapur (Maharashtra), Yavatmal (Maharashtra), Gulbarga (Karnataka), Bellary (Karnataka), Chikkaballarpur (Karnataka), Coimbatore (Tamil Nadu)	5.06	4.14	4.14	4.14
8.	ACC Sanrakshit Paryavaran	Conservation of Environment (Schedule VII – (iv) Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water)	Bilaspur (Himachal Pradesh), Katni (Madhya Pradesh), Bundi (Rajasthan), Gauriganj (Uttarpradesh), Bargarh (Odisha), WestSinghbhum (Jharkhand), Purulia (West Bengal), Durg (Chhatisgarh), Dhanbad (Jharkhand), Chandrapur (Maharashtra), Yavatmal (Maharashtra), Gulbarga (Karnataka), Bellary (Karnataka), Chikkaballarpur (Karnataka), Coimbatore (Tamil Nadu) Aurangabad (Maharashtra) and Beed (Maharashtra)	2.53	3.16	3.16	3.16

Sr. No.	CSR Project/ Activities	Sector	Locations - Districts (States)	Amount Outlay (Budget) Project or Program wise (₹ Crore)	Amount Spent on the project or programs (₹ Crore) Sub - Heads: 1. Direct Expenditure on Projects or programs 2. Overheads**	Cumulative Expenditure upto reporting period (₹ Crore)	Amount Spent: Direct or through implementation agency (₹ Crore)
9.	ACC -Drona	Promoting Local, Arts and Culture (Schedule VII – (vii) Training to promote rural sports, nationally recognized sports, Paralympic sports and Olympic sports (v) Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional arts and handicrafts)	Bilaspur (Himachal Pradesh), Katni (Madhya Pradesh), Bundi (Rajasthan), Gauriganj (Uttarpradesh), Bargarh (Odisha), West Singhbhum (Jharkhand), Purulia (West Bengal), Durg (Chhatisgarh), Dhanbad (Jharkhand), Chandrapur (Maharashtra), Yavatmal (Maharashtra), Gulbarga (Karnataka), Bellary (Karnataka), Chikkaballarpur (Karnataka), and Coimbatore (Tamil Nadu)	1.95	0.94	0.94	0.94
		TOTAL		31.47	31.16	31.16	31.16

\* Details of some of the implementing agencies – 1. ACC MAVIM Loksanchalit Sadhan Kendra - CMRC- Ghugus, 2. Agranee Jan Kalyan Anusthan, 3. Akruiti Rural Development Trust, 4. Amhi Amchya Arogyasathi, 5. Bala ji associates , Uttarpradesh, 6. CENTUM Foundation, New Delhi, 7. Chattisgarh Pradesh Judo sangh, 8. Creative India, 9. CREDA, 10. Dehat ( Developmental Association for Human Advancement ) Bahraich, 11. Dilasa Janvikas Pratishthan, Aurangabad, 12. Forum for Rural Development (FORD), 13. Foundation for MSME clusters , New Delhi, 14. HARITIKA, 15. Himachal Pradesh Voluntary Health Association (HPVHA), Shimla, 16. IIMPACT, New Delhi, 17. Indian Grameen Services, 18. Jan Mangal Sansthan, 19. Jan Sevak Samiti, Bhilai, 20. DEEDS, 21. Loka Kalyan Parishad, 22. Mahashakti Foundation, 23. Mahatma Gandhi Integrated development and Education Institute, Bandikui, Rajasthan, 24. Naad Gunjan Kala Parishad, 25. Pancham Research and Bio tech Sansthan , Lucknow, 26. SANSKAR, 27. Sarva Seva Samiti Sanstha, 28. SATTVA, 29. SEEDS, 30. Self reliant initiatives through joint action (SRIJAN), 31. SERDS, Kadirannagari Palli, Bagepalli Tal, 32. Sulabh International, 33. Udyogini, 34. WESTRIC TRUST

\*\* Overheads : ₹ 3.53 Crore

6. In case the company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its board report.

Not Applicable

7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy is in compliance with CSR objective and Policy of the company.

ACC CSR projects were designed, implemented and periodically monitored based on need assessment reports and CSR Policy of the Company, which in turn is based on and implemented with statutory requirements.

Sd/-

HARISH BADAMI  
CEO & Managing Director

Sd/-

SHAILESH V. HARIBHAKTI  
Chairman, CSR Committee

## ANNEXURE 'B' TO BOARD'S REPORT

### CRITERIA FOR SELECTION OF CANDIDATES FOR APPOINTMENT AS DIRECTORS, KEY MANAGERIAL PERSONNEL AND MEMBERS OF THE EXECUTIVE COMMITTEE

The Nomination & Remuneration Committee plays an important role in ensuring that there is a formal and transparent process for appointment to the Board of Directors and is, inter alia, responsible for identifying potential candidates for appointment as Directors. The Committee takes into account the Board's existing composition vis-a-vis the need to have a broad based and diverse Board commensurate with the size and complexity of the Company's operations. This ensures that the Company gets the maximum benefit from the contributions and deliberations of an accomplished and diverse group of individuals and professionals, that issues are discussed from different angles fostering creativity in the Board's decision making process as well as provide for comprehensive strategic planning and effective risk management at the highest level.

Some of the important criteria considered by the Nomination & Remuneration Committee in identifying candidates for appointment as Directors are:

- a. selection of candidates from a wide cross section of industries and professional backgrounds, qualifications, expertise and experience of the candidate, their domain and functional knowledge in the fields of manufacturing, marketing, finance, taxation, law, governance and general management so as to enable the Board to discharge its function and duties effectively;
- b. in case of recommendation for appointment of Independent Directors, the Nomination & Remuneration Committee shall also satisfy itself with regard to the independent nature of the Director vis-à-vis the Company;
- c. the candidates identified for appointment as Directors should not be disqualified for appointment under Section 164 of the Act;
- d. the following attributes / criteria will be considered whilst recommending the candidature for appointment as Director:
  - i. age of the candidate;
  - ii. integrity of the candidate;
  - iii. personal, Professional or Business Standing;
  - iv. diversity of the Board;
  - v. positive attributes of the candidate;
  - vi. in case of re-appointment of Non-Executive Directors, the Nomination & Remuneration Committee whilst making its recommendation to the Board of Directors, shall take into consideration the performance evaluation of the Director and his engagement level.

The Nomination & Remuneration Committee shall meet potential candidates to assess their level of competence, experience and their personal and other positive attributes before making its recommendation to the Board.

For the purpose of assessing the attributes of the candidate, the Committee shall, inter alia, take into consideration whether the candidate demonstrates:

- high standards of ethical behaviour;
- positive disposition, good interpersonal and communication skills;
- ability to think independently without being influenced by extraneous circumstances or consideration;
- capability to act with reasonable care, in good faith and in the best interests of the Company and its stakeholders;
- ability to devote time and attention for the business and governance of the Company;
- refrain from situations that may have a direct or indirect conflict of interest with those of the Company;
- acceptance to abide by the Company's Code of Business Conduct.

The Board of Directors (including the Nomination & Remuneration Committee) periodically review vacancies likely to occur on the completion of the tenure of Non-Executive Directors for timely filling of such vacancies.

In the selection of the CEO&MD, the Nomination & Remuneration Committee identifies persons of integrity who possess relevant expertise and experience, domain

and functional knowledge required for such office and who demonstrate positive attributes as explained above. The ability of the candidate to adapt to the organizational culture and ethos are also considered. The Committee also ensures that the identified candidate is not disqualified for appointment as a Director. In this regard, the Committee also takes into consideration the recommendations received from any Member of the Committee / Board of Directors.

In case of appointment of persons to the Executive Committee, the Nomination & Remuneration Committee considers the recommendation of the CEO&MD in this regard, who shall base his recommendation on the assessment of the qualifications, expertise and experience functional knowledge and skills of the candidate, his/her positive attributes and the ability and agility of the candidate to adapt to the overall organizational culture and ethos.



## ANNEXURE 'C' TO BOARD'S REPORT

### POLICY FOR REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND MEMBERS OF THE EXECUTIVE COMMITTEE

#### Remuneration Philosophy

The collective responsibility of the Board of Directors is the guiding principle in determining the compensation for Non-Executive Directors, whilst at the same time recognizing and adequately compensating the Chairman of the Board of Directors, the Chairman of the Audit Committee and Members of the Audit Committee and Compliance Committee for the additional responsibilities shouldered by them. The Chairman of the Board is required to provide leadership and balance conflicts of interest, if any, so that decisions are taken in the best interests of the Company and to ensure highest standards of governance. Likewise, the Members of the Audit Committee and the Compliance Committee have the onerous responsibility to respectively ensure adequacy of internal controls, robustness of financial policies and accounting principles and compliance with applicable laws. The Members of the Audit Committee and the Compliance Committee and particularly the Chairman of the Audit Committees is required to spend considerable time for providing guidance to the Management in dealing with major issues.

#### Remuneration

The remuneration of the Non-Executive Directors is determined within the limits prescribed under Section 179 read with the rules framed thereunder and Schedule V to the Companies Act, 2013 (hereinafter collectively referred to as "the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI Regulations").

The Non-Executive Directors of the Company receive remuneration by way of sitting fees for attending the Board / Committee Meetings and commission as detailed hereunder:

- i. sitting fees for each meeting of the Board or Committee of the Board attended by the Director, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Act;
- ii. subject to the approval of the Members in General Meeting, payment of commission on an annual basis, of such sum as may be approved by the Board on the recommendation of the Nomination & Remuneration Committee, subject to the ceiling prescribed under the Act. Pursuant thereto, the total commission

- payable to the Directors shall not exceed 1% of the net profit of the Company;
- iii. the commission is generally paid on a uniform basis, to reinforce the principles of collective responsibility of the Board;
- iv. the Nomination & Remuneration Committee may recommend a higher commission for the Chairman of the Board of Directors, taking into consideration his overall responsibility;
- v. in determining the quantum of commission payable to the Directors, the Nomination & Remuneration Committee shall make its recommendation after taking into consideration the overall performance of the Company and having regard to the onerous responsibilities required to be shouldered by the Director etc.
- vi. the Nomination & Remuneration Committee may recommend to the Board, for the payment of an additional commission to those Directors who are Members on the Audit Committee and the Compliance Committee of the Board, subject to a ceiling on the total commission payable as may be decided;
- vii. in addition to the remuneration paid under Clause (ii) and (vi) above, the Chairman of the Audit Committee shall be paid an additional commission, as may be recommended to the Board by the Nomination & Remuneration Committee;
- viii. the commission shall be payable on a prorata basis to those Directors who occupy office for part of the year;
- ix. the Independent Directors of the Company shall not be entitled to participate in Stock Option Scheme of the Company, if any, introduced by the Company.

The CSR Committee has decided not to accept any sitting fees and pursuant thereto, no sitting fees are paid to the Members of the CSR Committee for attending CSR Committee Meetings

#### Remuneration Policy for the Chief Executive Officer & Managing Director (CEO&MD) and Executive Committee Members

The Company's compensation philosophy for the CEO&MD and the Executive Committee Members is broadly

guided by the fact that the Company gains a competitive advantage in attracting, retaining and motivating talent. This can be ensured by providing a remuneration structure which when benchmarked with comparable companies within the industry / sector compares favourably so as to attract talent. At the same time the reward proposition is linked to the overall company's performance, individual performance, employee's potential, criticality of the function and its importance for achieving a competitive advantage in business.

#### **Remuneration Policy for the CEO&MD**

- i. The CEO&MD shall be paid such remuneration as may be mutually agreed between the Company (which includes the Nomination & Remuneration Committee and the Board of Directors) and the CEO&MD, within the overall limits prescribed under the Act.
- ii. The remuneration shall be subject to the approval of the Members of the Company in General Meeting.
- iii. The remuneration of the CEO&MD shall be broadly divided into fixed and variable components. The fixed component comprises salary, allowances, perquisites, amenities and retirement benefits. The variable component viz. performance bonus and other long term incentives.
- iv. In determining the remuneration the Nomination & Remuneration Committee shall consider the following:
  - a. the relationship between remuneration and performance;
  - b. balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals;
  - c. responsibility required to be shouldered by the CEO&MD, the industry benchmarks and current trends;

- d. the Company's performance vis-à-vis the annual budget achievement and individual performance vis-à-vis the KRAs / KPIs.
- e. in keeping with best industry practices, to ensure that the remuneration is competitive and that it compares favourably with the Industry.

#### **Remuneration Policy for the Key Managerial Personnel and the Executive Committee Members**

- i. In determining the remuneration of the Key Managerial Personnel (KMP) and Executive Committee Members, the Nomination & Remuneration Committee shall consider the following:
  - a. the relationship between remuneration and performance;
  - b. the balance between fixed and incentive pay reflecting short and long term performance objectives, appropriate to the working of the Company and its goals;
  - c. the remuneration is divided into two components viz. fixed component comprising salaries, perquisites and retirement benefits and a variable component comprising performance bonus;
  - d. the remuneration including annual increment and performance bonus, is decided based on the criticality of the roles and responsibilities, the Company's performance vis-à-vis the annual budget achievement, individuals performance vis-à-vis KRAs/KPIs, industry benchmarks and current compensation trends in the market.
- ii. The CEO&MD will carry out the individual performance review based on the standard appraisal matrix and shall take into account the appraisal score card and other factors mentioned herein-above, whilst recommending the annual increment and performance incentive to the Nomination & Remuneration Committee for its review and approval.

**ANNEXURE 'D' TO BOARD'S REPORT**

**Form No. MR-3  
SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 31st DECEMBER, 2015**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
ACC Ltd

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by ACC Ltd (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st December, 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st December, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, as amended from time to time;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading Regulations, as amended from time to time;

We have also examined compliance with the applicable clauses of the following:

- (i) The Listing Agreements entered into by the Company with BSE Limited (Bombay Stock Exchange) and National Stock Exchange of India Limited (NSE);
- (ii) Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (with effect from 1st December, 2015);
- (iii) Secretarial Standards issued by The Institute of Company Secretaries of India.

**We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

During the period, all the decisions in the Board Meetings were carried out unanimously.

We have relied on the representation made by the Company, its Officers and Reports of the Statutory Auditor

for systems and mechanism framed by the Company for compliances under other Acts, Laws and Regulations applicable to the Company as listed in Annexure 1.

**We further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. (As mentioned above and listed in Annexure I)

**We further report that** during the audit period there were no specific events/ actions having a major bearing on the Company's affairs.

Pramod S. Shah-Partner  
Pramod S. Shah & Associates  
FCS No.: 334  
C P No.: 3804

Place: Mumbai

Date: January 22, 2016

#### **Annexure I**

1. Employees' Provident Fund Act, 1952 and Rules
2. Professional Tax Act, 1975 and Rules
3. Payment of Gratuity Act, 1972
4. Apprentices Act, 1961
5. Contract Labour (R&A) Act, 1970
6. Employment Exchanges (Compulsory Notification of vacancies) Act, 1959
7. Employees State Insurance Act, 1947
8. Employees Provident Fund & Misc provisions Act, 1952
9. Equal Remuneration Act, 1976
10. Minimum Wages Act, 1948
11. Payment of Bonus Act, 1965
12. Shop and Establishment Act
13. Income Tax Act, 1961
14. Finance Act, 1994

## ANNEXURE 'E' TO BOARD'S REPORT

### CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO

[Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014]

#### (A) CONSERVATION OF ENERGY

The year under review was very crucial from the point of view of Energy Conservation as it was the assessment year for the first cycle of Perform, Achieve and Trade (PAT) Scheme introduced by the Ministry of Power, for bringing in efficiencies in energy in major industries.

Your Company turned out a good PAT performance and reduced total specific energy consumption, surpassing the target set by the Government of India (GoI) during the very first year of the PAT cycle. The Company is expected to get ~1,19,000 Energy Saving Certificates (ESCs), tradable on the market, from the GoI for exceeding the set targets. The estimated number of ESCs are based on recommendations given by an external Monitoring and Verification Team to the Bureau of Energy Efficiency (BEE) for issuance of ESCs and may change marginally, before the final recommendation for issuance of certificates is given by BEE to the GoI.

Lakheri and Chanda Plants were adjudged energy efficient units by Confederation of Indian Industries (CII), supported by BEE for best practices in energy conservation. Kymore Plant also received the CII award for innovation in energy and efficiency improvement.

Despite lower production volumes, the Company could achieve a reduction of 0.12% in specific electrical energy consumption for the year 2015 as compared to the year 2014, though the specific thermal energy was maintained at the same level.

Energy conservation efficiency measures were undertaken in various areas of Cement Manufacturing and Captive Power Plants (CPPs), mainly through operational measures as under:

- focus on arresting leakages and pressure drops further to a Computational Fluid Dynamics (CFD) study;
- use of Variable Speed Drives (VSDs);
- detailed Energy Audits were conducted at Kymore, Chaibasa, Bargarh, Lakheri, Tikaria, Galgal and Madukkarai Plants;

- upgradation of control systems;
- capacitor banks have been added to the system at all Plants to improve plant power factor and also to reduce harmonics;
- replacement of conventional lamps with LED lights is being done in phases for plant and colony lighting across all plants.

During the year, the Company spent ₹ 11.20 crore on major capex projects for energy conservation, besides implementing low cost capex / opex measures to reduce energy consumption.

The initiatives taken as explained above would further improve the thermal and electrical energy efficiency of the Plants.

#### Green Power

Your Company's Renewable Energy Portfolio consists of 19 MW in the form of Wind Farms across three states which has generated ~29.17 million units of green power (Rajasthan - 12.78 million units, Tamil Nadu - 13.22 million units, Maharashtra - 3.17 million units).

These units helped the Company to fully meet the Renewable Purchase Obligation (Non-Solar) for Madukkarai Plant in Tamil Nadu & Lakheri Plant in Rajasthan, besides getting power at a very cheap cost.

In Maharashtra, the Company's Thane complex and its subsidiary Company Bulk Cement Corporation of (India) Limited, Kalamboli are operating mainly on renewable energy with negligible cost through the wind turbines at Satara, Maharashtra.

The Renewable Energy Certificates (RECs) generated through the Wind Turbine Generators were used to partly trade off the Non Solar Renewable Power Obligation of Galgal and Tikaria Plants, resulting in substantial savings.

The Renewable Power Obligations (Solar & Non Solar) of other plants were met by purchasing Renewable Energy Certificates (RECs).

**(B) TECHNOLOGY ABSORPTION**

Your Company as part of LafargeHolcim Group enjoys access to various global resources in the form of Technology, Knowhow, Information and experiences in relation to the cement business. It has during the year accessed and applied such resources with necessary application oriented research and development in the following areas:

- using industrial waste as alternative fuel through innovative co-processing;
- optimizing fuel mix;
- reduction of emission;
- developing new analytics;
- introduction of application oriented products;
- value added products and services; and

- implementation of Quality audits and Laboratory Information Management Systems.

In addition to the above, your Company has also taken initiatives for improving production efficiency and Plant availability and conservation of natural resources by using low grade limestone etc.

Your Company is in the process of further implementating various projects for absorption of Technology and Knowhow and use of relevant experiences and information gathered across the LafargeHolcim Units to:

- enhance its customer reach through improvement of product quality and increasing application oriented products;
- meet various sustainability objectives;
- enhance production efficiency; and
- optimize cost, increase revenue and profitability.

**(C) FOREIGN EXCHANGE EARNINGS & OUTGO**

	<b>2015</b> ₹ Crore	<b>2014</b> ₹ Crore
Foreign exchange earned	2.59	1.85
Foreign exchange used	124.80	135.39

N S Sekhsaria  
Chairman

Mumbai  
February 10, 2016

**ANNEXURE 'F' TO BOARD'S REPORT**

**FORM No. MGT- 9**  
**EXTRACT OF ANNUAL RETURN as on December 31, 2015**  
**[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]**

<b>I. Registration and other details</b>	
CIN	L26940MH1936PLC002515
Registration Date	August 1, 1936
Name of the Company	ACC Limited
Category / Sub Category of the Company	Public listed Company having Share Capital
Address of the Registered Office and contact details	Cement House, 121 Maharshi Karve Road, Mumbai - 400020 Tel No. 022-33024321
Whether Listed Company	Yes
Name, Address and contact details of Registrar and Transfer Agent, if any	The Company has an in-house Share Department at the Registered Office. Tel No. 022-33024469

<b>II. Principal Business Activities of the Company</b>		
<b>All the Business Activities contributing 10% or more of the total turnover of the Company shall be stated:</b>		
<b>Name and Description of the main Product / Services</b>	<b>NIC Code of the Product / Service</b>	<b>% to total turnover of the Company</b>
Cement	3242	91.54
Ready Mixed Concrete	3279	8.46

<b>III. Particulars of Holding, Subsidiary, Associate and Joint Venture Companies</b>				
<b>Name and address of the Company</b>	<b>CIN / GLN</b>	<b>Holding / Subsidiary / Associate / Joint Venture</b>	<b>% of Shares held</b>	<b>Applicable Section</b>
Holcim (India) Private Limited Suite 304,3rd Floor, DLF South Court, Plot A-1, Saket District Centre, Saket, Delhi - 110 017	U26943DL2002PTC116851	Holding	50.01	2(46)
Holderind Investments Limited Hagenholzstrasse 85, CH - 8050, Zurich, Switzerland	Foreign Company	Holding	0.29	2(46)
ACC Mineral Resources Limited Cement House, 121, Maharshi Karve Road, Mumbai 400 020	U10100MH1930PLC001612	Subsidiary	100	2(87)
Bulk Cement Corporation (India) Ltd. Plot No. W-7, KWC Kalamboli, Dist Raigad 410 218	U99999MH1992PLC066679	Subsidiary	94.65	2(87)
Lucky Minmat Limited G-9/C Kabir Marg, Bani Park, Jaipur 302 016	U14219RJ1976PLC001697	Subsidiary	100	2(87)
National Limestone Company Private Limited G-9/C, Kabir Marg, Bani Park, Jaipur 302 016	U26944RJ1981PTC002227	Subsidiary	100	2(87)
Singhania Minerals Private Limited Paryavas Bhavan, 2nd Floor, Block No. 1, Jail Road, Arera Hills, Bhopal 462 011 (MP)	U14109MP1992PTC007264	Subsidiary	100	2(87)
Alcon Cement Company Private Limited 2nd Floor, Velho Bldg, Opp Municipal Garden, Panaji, Goa 403 001	U26942GA1992PTC001281	Associate	40	2(6)
Asian Concretes and Cements Private Limited SCF-270, Motor Market, Mansadevi Road, Chandigarh 160 101	U26940CH2009PTC031641	Associate	45	2(6)
Aakaash Manufacturing Company Private Limited 2nd Floor, Velho Bldg, Opp Municipal Garden, Panaji, Goa 403 001	U55101GA1995PTC001908	Associate	40	2(6)
OneIndia BSC Private Limited No.003, 'A' Ground Floor, 'The Estate', No. 121 Dickenson Road, Bangalore - 560 042	U74900KA2015PTC082264	Joint Venture	50	2(6)

#### IV. Shareholding Pattern (Equity Share Capital Breakup as percentage of Total Equity)

##### i) Category - wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year (January 1, 2015)				No. of Shares held at the end of the year (December 31, 2015)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters (including Promoter Group)</b>									
<b>(1) Indian</b>									
a) Individuals / HUF	0	0	0	0	0	0	0	0	0
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) State Govt.(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corporate	93888120	0	93888120	50.01	93888120	0	93888120	50.01	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-Total (A)(1)</b>	93888120	0	93888120	50.01	93888120	0	93888120	50.01	0
<b>(2) Foreign</b>									
a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
b) Other - Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	541000	0	541000	0.29	541000	0	541000	0.29	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-Total (A)(2)</b>	541000	0	541000	0.29	541000	0	541000	0.29	0
<b>Total Shareholding of Promoters &amp; Promoter Group (A)=(A)(1)+(A)(2)</b>	94429120	0	94429120	50.30	94429120	0	541000	50.30	0
<b>B. Public Shareholding</b>									
<b>(1) Institutions</b>									
a) Mutual Funds	7782296	28620	7810916	4.16	6872626	28620	6901246	3.68	(0.48)
b) Banks / FI	21129205	80471	21209676	11.30	26978360	80271	27058631	14.41	3.11
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt.(s)	56475	231340	287815	0.15	56475	231340	287815	0.15	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	31328117	17175	31345292	16.70	22818367	16475	22834842	12.16	(4.54)
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Any Other (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-Total (B)(1)</b>	60296093	357606	60653699	32.31	56725828	356706	57082534	30.40	(1.91)



**IV. Shareholding Pattern (Equity Share Capital Breakup as percentage of Total Equity)**

**i) Category - wise Shareholding**

Category of Shareholders	No. of Shares held at the beginning of the year (January 1, 2015)				No. of Shares held at the end of the year (December 31, 2015)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>(2) Non-Institutions</b>									
<b>a) Bodies Corporate</b>									
i) Indian	6479350	133311	6612661	3.52	4245164	125371	4370535	2.33	(1.19)
ii) Overseas	0	0	0	0	0	0	0	0	0
<b>b) Individuals</b>									
i) Individual Shareholders holding nominal share capital upto ₹ 1 lakh	14303617	6405742	20709359	11.03	14276582	6009260	20285842	10.81	(0.22)
ii) Individual Shareholders holding nominal share capital in excess of ₹ 1 lakh	1895623	962894	2858517	1.52	2080644	0	2080644	1.11	(0.41)
<b>c) Any Other (Specify)</b>			-						
i) Shares held by Pakistani citizens vested with the Custodian of Enemy Property	0	385965	385965	0.21	0	215765	215765	0.11	(0.1)
ii) Other Foreign Nationals	900	0	900	0	168901	0	168901	0.09	0.09
iii) Foreign Bodies	0	0	0	0	0	0	0	0	0
iv) NRI / OCBs	591806	209350	801156	0.43	648175	207460	855635	0.46	0.03
v) Clearing Members / Clearing House	214940	0	214940	0.11	207887	0	207887	0.11	0
vi) Trusts	717789	0	717789	0.38	2163477	0	2163477	1.15	0.77
vii) Limited Liability Partnership	3086	0	3086	0	854	0	854	0	0
viii) Foreign Portfolio Investors (Corporate)	358164	0	358164	0.19	5884162	0	5884162	3.13	2.94
ix) Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
<b>Sub-Total (B)(2):</b>	<b>24565275</b>	<b>8097262</b>	<b>32662537</b>	<b>17.40</b>	<b>29675846</b>	<b>6557856</b>	<b>36233702</b>	<b>19.30</b>	<b>1.90</b>
<b>Total Public Shareholding (B)= (B)(1) + (B)(2)</b>	<b>84861368</b>	<b>8454868</b>	<b>93316236</b>	<b>49.70</b>	<b>86401674</b>	<b>6914562</b>	<b>93316236</b>	<b>49.70</b>	<b>0</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>									
<b>Grand Total (A)+(B)+(C)</b>	<b>179290488</b>	<b>8454868</b>	<b>187745356</b>	<b>100.00</b>	<b>180830794</b>	<b>6914562</b>	<b>187745356</b>	<b>100.00</b>	<b>0</b>

**ii) Shareholding of Promoters (including Promoter Group)**

Shareholder's Name	Shareholding at the beginning of the year (January 1, 2015)			Shareholding at the end of the year (December 31, 2015)			% change in shareholding during the year
	No. of Shares	% of total shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total shares of the Company	% of Shares Pledged / encumbered to total shares	
Holcim (India) Private Limited	93888120	50.01	0	93888120	50.01	0	0
Holderind Investments Limited	541000	0.29	0	541000	0.29	0	0
<b>Total</b>	<b>94429120</b>	<b>50.30</b>	<b>0</b>	<b>94429120</b>	<b>50.30</b>	<b>0</b>	<b>0</b>

**iii) Change in Promoters (including Promoter Group) Shareholding (Please Specify, if there is no change)**

	Shareholding at the beginning of the year (January 1, 2015)		Cumulative Shareholding during the year (Jan. 1, 2015 to Dec. 31, 2015)	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
At the beginning of the year				
Datewise increase / decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g) allotment/ transfer/ bonus / Sweat Equity etc)				
At the end of the year				

No Change during the year

**iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs) as on December 31, 2015**

Sl. No.	Name of shareholders	Shareholding at the beginning of the year (January 1, 2015)		Cumulative Shareholding during the year (Jan. 1, 2015 to Dec. 31, 2015)	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
<b>1</b>	<b>Life Insurance Corporation of India</b>				
	At the beginning of the year	17971429	9.57	-	-
	Bought during the year	4285327	2.28	22256756	11.85
	Sold during the year	82005	0.04	22174751	11.81
	At the end of the year	-	-	22174751	11.81
<b>2</b>	<b>Aberdeen Global Indian Equity (Mauritius) Limited</b> (Fund name changed to 'Aberdeen Global Indian Equity Limited' from 16.10.2015)				
	At the beginning of the year	3968936	2.11	-	-
	Bought during the year	0	0.00	3968936	2.11
	Sold during the year	200000	0.11	3768936	2.01
	At the end of the year	-	-	3768936	2.01
<b>3</b>	<b>JP Morgan Sicav Investment Company (Mauritius) Limited</b>				
	At the beginning of the year	2054678	1.09	-	-
	Bought during the year	491678	0.26	2546356	1.36
	Sold during the year	0	0.00	2546356	1.36
	At the end of the year	-	-	2546356	1.36
<b>4</b>	<b>Aranda Investments (Mauritius) Pte Ltd</b>				
	At the beginning of the year	1994039	1.06	-	-
	Bought during the year	0	0.00	1994039	1.06
	Sold during the year	1905185	1.01	88854	0.05
	At the end of the year	-	-	88854	0.05

# ACC Limited

Sl. No.	Name of shareholders	Shareholding at the beginning of the year (January 1, 2015)		Cumulative Shareholding during the year (Jan. 1, 2015 to Dec. 31, 2015)	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
<b>5</b>	<b>JP Morgan India Fund</b>				
	At the beginning of the year	1561882	0.83	-	-
	Bought during the year	634106	0.34	2195988	1.17
	Sold during the year	80000	0.04	2115988	1.13
	At the end of the year	-	-	2115988	1.13
<b>6</b>	<b>ICICI Prudential Life Insurance Company Ltd</b>				
	At the beginning of the year	1473109	0.78	-	-
	Bought during the year	186185	0.10	1659294	0.88
	Sold during the year	654168	0.35	1005126	0.54
	At the end of the year	-	-	1005126	0.54
<b>7</b>	<b>Abu Dhabi Investment Authority - Jhelum</b>				
	At the beginning of the year	1083211	0.58	-	-
	Bought during the year	275000	0.15	1358211	0.72
	Sold during the year	0	0.00	1358211	0.72
	At the end of the year	-	-	1358211	0.72
<b>8</b>	<b>JP Morgan Indian Investment Company (Mauritius) Limited</b>				
	At the beginning of the year	1041660	0.55	-	-
	Bought during the year	758927	0.40	1800587	0.96
	Sold during the year	131244	0.07	1669343	0.89
	At the end of the year	-	-	1669343	0.89
<b>9</b>	<b>JP Morgan Funds - Emerging Markets Equity Fund</b>				
	At the beginning of the year	1033438	0.55	-	-
	Bought during the year	0	0.00	1033438	0.55
	Sold during the year	219250	0.12	814188	0.43
	At the end of the year	-	-	814188	0.43
<b>10</b>	<b>Vanguard Emerging Markets Stock Index Fund, A Series of Vanguard International Equity Index Fund</b>				
	At the beginning of the year	940798	0.50	-	-
	Bought during the year	8554	0.00	949352	0.51
	Sold during the year	218981	0.12	730371	0.39
	At the end of the year	-	-	730371	0.39

Notes:

The above information is based on the weekly beneficiary position received from Depositories.

The datewise increase or decrease in shareholding of the top ten shareholders is available on the website of the Company [www.acclimited.com](http://www.acclimited.com)

## v) Shareholding of Directors and Key Managerial Personnel

Name of the Director	Shareholding at the beginning of the year (January 1, 2015)		Cumulative Shareholding during the year (Jan. 1, 2015 to Dec. 31, 2015)	
	No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
At the beginning of the year				
Datewise increase / decrease in shareholding during the year specifying the reason for increase / decrease (e.g allotment / transfer / bonus / Sweat Equity etc)				
At the end of the year				

None of the Directors hold shares in the Company

Name of the Key Managerial Personnel	Shareholding at the beginning of the year (January 1, 2015)		Cumulative Shareholding during the year (Jan. 1, 2015 to Dec. 31, 2015)	
	No. of Shares	% of total shares of the company	No. of Shares	% of total Shares of the company
<b>Mr. Sunil K Nayak Chief Financial Officer</b>				
At the beginning of the year	05	0.00	05	0.00
Datewise increase / decrease in shareholding during the year specifying the reason for increase / decrease (e.g allotment / transfer / bonus / Sweat Equity etc)	-	-	-	-
At the end of the year	05	0.00	05	0.00
<b>Mr. Burjor D Nariman Company Secretary &amp; Head Compliance</b>				
At the beginning of the year	200	0.00	200	0.00
Datewise increase / decrease in shareholding during the year specifying the reason for increase / decrease (e.g allotment / transfer / bonus / Sweat Equity etc)	-	-	-	-
At the end of the year	200	0.00	200	0.00

## V) Indebtedness

### Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness ₹ Crore
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	-	-	0.02	0.02
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	0.02	0.02
<b>Change in Indebtedness during the financial year</b>				
Addition	-	37.94	-	37.94
Reduction	-	-	-	-
<b>Net Change</b>	-	-	-	-
<b>Indebtedness at the end of the Financial year</b>				
i) Principal Amount	-	35.50	0.02	35.52
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	2.44	-	2.44
<b>Total (i+ii+iii)</b>	-	37.94	0.02	37.96

**VI) Remuneration of Directors and Key Managerial Personnel**

**A. Remuneration to Managing Director, Whole-time Director and/or Manager**

Sr. No.	Particulars of Remuneration	Mr Harish Badami	Total Amount (₹ lakhs)
1	Gross Salary		
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	529.96	529.96
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	0.40	0.40
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	Nil	Nil
2	Stock Options	Nil	Nil
3	Sweat Equity	Nil	Nil
4	Commission	Nil	Nil
5	Others		
	i Deferred bonus (to be decided by the Board of Directors at a later date)	-	-
	ii Retirals	39.19	39.19
	<b>TOTAL</b>	569.55	569.55
	Ceiling as per Companies Act, 2013		

**B. Remuneration to Other Directors**

**1. Independent Directors**

Particulars of Remuneration	Name of Director							Total Amount (₹ lakhs)
	Mr. Sekhsaria	Mr. Haribhakti	Mr. Roongta	Mr. Dani	Mr. Kavarana	Mr. Gandhi	Ms. Nayar	
Fee for attending Board / Committee Meetings	4.50	6.40	5.30	6.00	7.70	6.30	3.90	40.10
Commission	37.00	28.00	28.00	28.00	28.00	34.00	16.00	199.00
Others, Please specify								
<b>Sub-Total (B)(1)</b>	41.50	34.40	33.30	34.00	35.70	40.30	19.90	239.10

**2. Other Non Executive Directors**

Particulars of Remuneration	Name of Director						Total Amount (₹ lakhs)
	Mr. Terver	Mr. Sharma	Mr Eric Olsen	Mr Christof Hassig	Mr. Bernard Fontana - retired during the year	Mr. Aidan Lynam - retired during the year	
Fee for attending Board / Committee Meetings	8.30	2.50	1.00	0.50	1.50	1.00	14.80
Commission	28.00	16.00	7.32	1.01	8.68	8.50	69.51
Others, Please specify							
<b>Sub-Total (B)(2)</b>	36.30	18.50	8.32	1.51	10.18	9.50	84.31
<b>Total (B) = (B)(1) + (B)(2)</b>							323.41

Note: Commission relates to the financial year ended December 31, 2015. This will be paid after the Annual General Meeting to be held on April 13, 2016.

**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD**

Sr. No.	Particular of Remuneration	Key Managerial Personnel		
		Mr. Sunil K Nayak Chief Financial Officer	Mr. Burjor D Nariman Company Secretary & Head Compliance	Total Amount ₹ Lakh
1	Gross Salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	233.28	119.07	352.35
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	Nil	Nil	Nil
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	Nil	Nil	Nil
2	Stock Options	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil
4	Commission	Nil	Nil	Nil
5	Others, please specify - Retirals	17.52	5.67	23.19
	<b>Total (C)</b>	250.80	124.74	375.54

**VII) Penalties / Punishments / Compounding of Offences**

There were no penalties / punishments / compounding of offences for the year ended December 31, 2015.

N S Sekhsaria  
Chairman

Mumbai  
February 10, 2016

ANNEXURE 'G' TO BOARD'S REPORT

INFORMATION PURSUANT TO SECTION 197(12) READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

1. Ratio of Remuneration of Non-Executive Directors to the median remuneration of the employees of the Company for the year 2015.

Non-Executive and Independent Directors	Remuneration in (₹ Lakh)		Change (%)	Ratio to median Remuneration
	2015	2014		
Mr. N. S. Sekhsaria	37.00	37.00	NIL	9
Mr. Bernard Terver	28.00	28.00	NIL	7
Mr. Eric Olsen - appointed w.e.f. 17.07.2015	7.32	0.00	*	2
Mr. Shailesh Haribhakti	28.00	28.00	NIL	7
Mr. Sushil Kumar Roongta	28.00	28.00	NIL	7
Mr. Ashwin Dani	28.00	28.00	NIL	7
Mr. F. K. Kavarana	28.00	30.50	-8%	7
Mr Vijay Kumar Sharma	16.00	14.42	11%	4
Mr Arunkumar Gandhi	34.00	22.22	53%	8
Mrs Falguni Nayar	16.00	11.05	45%	4
Mr Christof Hassig - appointed w.e.f. 09.12.2015	1.01	0.00	*	0
Mr. Bernard Fontana - resigned as a Director w.e.f. 17.07.2015	8.68	16.00	*	2
Mr. Aidan Lynam - resigned as Director w.e.f. 14.07.2015	8.50	16.00	*	2

\* for part of the Year

2. Ratio of remuneration of Key Managerial Personnel (KMP) against the performance of the company:

Whole- time Directors & KMP	Remuneration in (₹ in Lakhs)		Ratio to median Remuneration	Change (%)	% Increase in CTC of Employees	Ratio of 2015 Remuneration to	
	2015	2014				Revenue	Net Profit
Harish Badami CEO & MD	569.55#	310.92	137	83*	9%	0.050	0.968
Sunil Nayak Chief Financial Officer	250.80	202.82	60	24*	10%	0.022	0.425
Burjar Nariman Company Secretary & Head Compliance	124.73	122.04	30	2*	7%	0.011	0.212

# Remuneration paid in to 2015 is not comparable to the remuneration paid in 2014 since CEO & MD was appointed with effect from August 2014.

\* Generally CEO&MD and other Key Managerial Personnel are eligible for annual bonus. However, the Company has decided to pay six monthly bonus in the year 2015, which is indicated in the percentage increase in the remuneration column.

- The number of permanent employees on the rolls of th Company were 8,368.
- Median Remuneration of both the employees and the Key Managerial Personnel has increased by 10.5% in 2015 as compared to 2014.
- The ratio of the remuneration of the highest paid Director to that employees who are not Directors but receive remuneration in excess of the highest paid Directors during the year - Not applicable
- We affirm that the remuneration paid to Directors, Key Managerial Personnel and employees is as per the Remuneration policy of the Company.
- The explanation on the relationship between average increase in remuneration and Company performance is The median remuneration increased by 10.5% in 2015 whereas the Profit after Tax decreased by 49%. The compensation structure is benchmarked from time to time and salary increase during the year are aligned to market forces. Reasons for decrease in profits have been explained in Board’s Report.
- Market Capitalization & Price Earnings Ratio details are as under:

	As on December 31, 2015	As on December 31, 2014	Increase/ (Decrease) (%)
Price Earnings Ratio	43.07	22.56	90.91
Market Capitalization (₹ in crore)	25,546	26,287	(2.82)

The Company has not made any public issue of shares.