



ANNEXURE 'A' TO BOARD'S REPORT

DIVIDEND DISTRIBUTION POLICY

This Policy is called "ACC Limited – Dividend Distribution Policy" (hereinafter referred to as "the Policy"). The Policy is framed pursuant to Regulation 43A of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the time being in force. The Policy shall come into effect from the receipt of the Board's approval (Effective Date).

The Policy lays down the broad criteria which the Company would take into consideration for the purpose of ascertaining the amount of dividend to be declared keeping in mind the need to maintain a balance between the payout ratio and retained earnings, in order to address future needs of the Company. The policy serves as a guideline for the Board of Directors and the decision of the Board of Directors with respect to the amount of dividend declared for any given period will be final and shall not be open to challenge by any person on the basis of the Policy.

Dividend would continue to be declared on per share basis on the Ordinary Equity Shares of the Company having face value of Rs. 10 each. The Company currently has no other class of shares. Dividend other than interim dividend shall be declared at the annual general meeting of the shareholders based on the recommendation of the Board of Directors. The Board of Directors has the authority to declare interim dividend.

Subject to the provisions of the applicable law, the Company's dividend payout will be determined based on available financial resources, growth/investment requirements and fair shareholder return. The Company will broadly take into consideration the following financial parameters and/or internal and external factors to determine whether or not to declare dividend or to determine the quantum of dividend to be declared.

INTERNAL FACTORS

- Profits earned during the financial year and the retained profits of the previous years in accordance with the provisions of Section 123 and other applicable provisions of the Companies Act, 2013 read with rules framed thereunder;
- Cash flow position of the Company and the debt : equity ratio;

- Projections with regard to the performance of the Company;
- Fund requirement to finance Capital Expenditure;
- Fund requirement to finance any organic/inorganic growth opportunities or to finance working capital needs of the Company;
- Opportunities for investment of the funds of the Company to capture future growth;
- Dividend payout history.

EXTERNAL FACTORS

- Business cycles and long term/ short term industry outlook;
- Cost of external financing;
- Changes in the Government policies, rate of inflation and taxes structure etc.;
- Quantum of dividend payout by other comparable concerns etc.

The Company may recommend additional special dividend in special circumstances.

In the event of a loss or inadequacy of profits in a given year, Company may, taking into consideration the shareholder expectations, past dividend payout history etc. declare payment of dividend out of its reserves as may be permitted by the law.

Likewise, in the event of challenging circumstances such as adverse economic cycles and industry projections, the performance of the Company in the coming years, pressure on cash flow on account of various factors such as higher working capital requirements etc., the Company may, decide not to declare a dividend even when in a given year, the Company had generated profits.

In case it is proposed not to declare dividend during any financial year, the grounds thereof and the information on the manner in which the retained profits of the Company, if any, are being utilized shall be disclosed to the Members in the Board's Report forming part of the Annual Report of the Company for the given financial year.

The Chief Executive Officer & Managing Director and the Chief Financial Officer, considering various internal and external factors and the overall performance of the Company, shall jointly make a recommendation to the Board of Directors with regard to whether or not to declare a dividend and in case a dividend is recommended, the quantum of dividend to be declared

The retained earnings of the Company may be used in any of the following ways:

- Capital expenditure, and for the purpose of any organic and/ or inorganic growth,

- Declaration of dividend,
- Issue of Bonus shares or buy back of shares,
- Other permissible usage as per the Companies Act, 2013.

The policy may be modified as may, in the opinion of the Board of Directors be deemed necessary.

The Policy will be available on the Company's website: www.acclimited.com and will also be disclosed in the Company's Annual Report.



ANNEXURE 'B' TO BOARD'S REPORT

CSR POLICY STATEMENT

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 the 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 'B' 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 programs proposed to be undertaken and a reference to the weblink to the CSR policy and projects or programs.**

Please refer to the CSR Policy Statement set out at page 65 of the Annual Report.

Web link: <http://www.acclimited.com/sh/ACPN.pdf>

2. **The Composition of the CSR Committee:**

Mr Shailesh Haribhakti,
Chairman (Independent Director)

Ms. Falguni Nayar,
Member (Independent Director)

Mr Farrokh Kavarana,
Member (Independent Director)

Mr Neeraj Akhoury,
Member
(Managing Director & Chief Executive Officer)

3. **Average net profit of the company for last three financial years.**

Years	2016	2015	2014
Net Profit (₹ in crore)	841.46	812.76	1155.90

Average net profit of the Company for last three financial years is ₹936.71 crore.

4. **Prescribed CSR Expenditure (two percent of the amount as in item 3 above)**

₹18.73 crore

5. **Details of CSR spend for the financial years.**

- a) Total amount to be spent for the financial year:

₹18.73 crore

- b) Amount unspent, if any:

Not Applicable

- c) **Manner in which the amount has been spent on CSR activities during the financial year is detailed below:**

Sr. No.	CSR Project/Activities	Sector	Locations - Districts (States)	Amount Outlay (Budget) Project or Program wise (₹ in Crore)	Amount Spent on the project or programs (₹ in Crore) Sub - Heads: 1. Direct Expenditure on Projects or parishad 2) Overheads*	Cumulative Expenditure upto reporting period (₹ in Crore)	Amount Spent: Direct or through implementation agency (₹ in Crore)
1.	ACC DISHA	Youth Employability (Schedule VII – (ii) Promotion of education including special education and employment enhancing vocational skills especially among children, women, elderly and the differently abled and livelihood enhancement project)	Bilaspur (Himachal Pradesh), Katni (Madhya Pradesh), Bundi (Rajasthan), Gauriganj (Uttar Pradesh), Bargarh (Odisha), West Singhbhum (Jharkhand), Purulia (West Bengal), Durg (Chhattisgarh), Dhanbad (Jharkhand), Chandrapur (Maharashtra), Yavatmal (Maharashtra), Bellary (Karnataka), Chikkaballapur (Karnataka), Gulbarga(Karnataka), Coimbatore (Tamil Nadu), Erode (Tamil Nadu)	4.00	3.71	3.71	3.71



Sr. No.	CSR Project/Activities	Sector	Locations - Districts (States)	Amount Outlay (Budget) Project or Program wise (₹ in Crore)	Amount Spent on the project or programs (₹ in Crore) Sub – Heads: 1. Direct Expenditure on Projects or parishad 2) Overheads*	Cumulative Expenditure upto reporting period (₹ in Crore)	Amount Spent: Direct or through implementation agency (₹ in Crore)
2.	ACC- LIESA	Sustainable Agriculture (Schedule VII – (ii) Promotion of education including special education and employment enhancing vocational skills especially among children, women, elderly and the differently abled and livelihood enhancement project)	Bilaspur (Himachal Pradesh), Katni (Madhya Pradesh), Bundi (Rajasthan), Gauriganj (Uttar Pradesh), Bargarh (Odisha), West Singhbhum (Jharkhand), Purulia (West Bengal), Durg (Chhattisgarh), Dhanbad (Jharkhand), Chandrapur (Maharashtra), Yavatmal (Maharashtra), Gulbarga (Karnataka), Bellary (Karnataka), Chikkaballapur (Karnataka), Coimbatore (Tamil Nadu)	3.00	2.16	2.16	2.16
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 (Uttar Pradesh), Bargarh (Odisha), West Singhbhum (Jharkhand), Purulia (West Bengal), Durg (Chhattisgarh), Dhanbad (Jharkhand), Chandrapur (Maharashtra), Yavatmal (Maharashtra), Gulbarga (Karnataka), Bellary (Karnataka), Chikkaballapur (Karnataka), Coimbatore (Tamil Nadu)	3.00	2.06	2.06	2.06

Sr. No.	CSR Project/Activities	Sector	Locations - Districts (States)	Amount Outlay (Budget) Project or Program wise (₹ in Crore)	Amount Spent on the project or programs (₹ in Crore) Sub – Heads: 1. Direct Expenditure on Projects or parishad 2) Overheads*	Cumulative Expenditure upto reporting period (₹ in Crore)	Amount Spent: Direct or through implementation agency (₹ in Crore)
4.	ACC Vidya Utkarsh	Quality Education (Schedule VII – (ii) Promotion of education including special education and employment enhancing vocational skills especially among children, women, elderly and the differently abled and livelihood enhancement project)	Bilaspur (Himachal Pradesh), Katni (Madhya Pradesh), Bundi (Rajasthan), Gauriganj (Uttar Pradesh), Bargarh (Odisha), West Singhbhum (Jharkhand), Purulia (West Bengal), Durg (Chhattisgarh), Dhanbad (Jharkhand), Chandrapur (Maharashtra), Yavatmal (Maharashtra), Gulbarga (Karnataka), Bellary (Karnataka), Chikkaballapur (Karnataka), Shrawasti (Uttar Pradesh), Shahjahanpur (Uttar Pradesh), Jaunpur (Uttar Pradesh), Mirzapur (Uttar Pradesh), Mewat (Haryana), Sirmaur (Himachal Pradesh), Sheopur (Madhya Pradesh), Rudraprayag (Uttarakhand), Alwar (Rajasthan), Coimbatore (Tamil Nadu)	4.00	3.59	3.59	3.59
5.	ACC Vidyasaarathi	Scholarship and support (Schedule VII – (ii) Promotion of education including special education and employment enhancing vocational skills especially among children, women, elderly and the differently abled and livelihood enhancement project)	Bilaspur (Himachal Pradesh), Katni (Madhya Pradesh), Bundi (Rajasthan), Gauriganj (Uttar Pradesh), Bargarh (Odisha), West Singhbhum (Jharkhand), Purulia (West Bengal), Durg (Chhattisgarh), Dhanbad (Jharkhand), Chandrapur (Maharashtra), Yavatmal (Maharashtra), Gulbarga (Karnataka), Bellary (Karnataka), Chikkaballapur (Karnataka), Coimbatore (Tamil Nadu)	1.50	1.55	1.55	1.55



Sr. No.	CSR Project/Activities	Sector	Locations - Districts (States)	Amount Outlay (Budget) Project or Program wise (₹ in Crore)	Amount Spent on the project or programs (₹ in Crore) Sub - Heads: 1. Direct Expenditure on Projects or parishad 2) Overheads*	Cumulative Expenditure upto reporting period (₹ in Crore)	Amount Spent: Direct or through implementation agency (₹ in 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 (Uttar Pradesh), Bargarh (Odisha), West Singhbhum (Jharkhand), Purulia (West Bengal), Durg (Chhattisgarh), Dhanbad (Jharkhand), Chandrapur (Maharashtra), Yavatmal (Maharashtra), Gulbarga (Karnataka), Bellary (Karnataka), Chikkaballapur (Karnataka), Coimbatore (Tamil Nadu)	2.50	1.61	1.61	1.61
7.	ACC - Sampoorn 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 (Uttar Pradesh), Bargarh (Odisha), West Singhbhum (Jharkhand), Purulia (West Bengal), Durg (Chhattisgarh), Dhanbad (Jharkhand), Chandrapur (Maharashtra), Yavatmal (Maharashtra), Gulbarga (Karnataka), Bellary (Karnataka), Chikkaballapur (Karnataka), Coimbatore (Tamil Nadu)	3.00	3.91	3.91	3.91

Sr. No.	CSR Project/Activities	Sector	Locations - Districts (States)	Amount Outlay (Budget) Project or Program wise (₹ in Crore)	Amount Spent on the project or programs (₹ in Crore) Sub – Heads: 1. Direct Expenditure on Projects or parishad 2) Overheads*	Cumulative Expenditure upto reporting period (₹ in Crore)	Amount Spent: Direct or through implementation agency (₹ in Crore)
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 (Uttar Pradesh), Bargarh (Odisha), West Singhbhum (Jharkhand), Purulia (West Bengal), Durg (Chhattisgarh), Dhanbad (Jharkhand), Chandrapur (Maharashtra), Yavatmal (Maharashtra), Gulbarga (Karnataka), Bellary(Karnataka), Chikkaballapur (Karnataka), Coimbatore (Tamil Nadu), Aurangabad (Maharashtra) Beed (Maharashtra)	3.00	2.41	2.41	2.41
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 (Uttar Pradesh), Bargarh (Odisha), West Singhbhum (Jharkhand), Purulia (West Bengal), Durg (Chhattisgarh), Dhanbad (Jharkhand), Chandrapur (Maharashtra), Yavatmal (Maharashtra), Gulbarga (Karnataka), Bellary (Karnataka), Chikkaballapur (Karnataka), Coimbatore (Tamil Nadu)	1.00	0.82	0.82	0.82
TOTAL				25.00	21.82	21.82	21.82

* Company has spent administrative expenses in addition to ₹ 21.82 crore.



Details of some of the implementing agencies:

- | | |
|---|--|
| 1. ACC Ayushmaan Trust | 21. Loka Kalyan Parishad |
| 2. Agranee Jan Kalyan Anusthan | 22. Mahashakti Foundation |
| 3. Akruti Rural Development Trust | 23. Mahatma Gandhi Integrated development and Education Institute, Bandikui, Rajasthan |
| 4. Amhi Amchya Arogyasathi | 24. Naad Gunjan Kala Parishad |
| 5. Patang, Sambalpur, Odisha | 25. Manthan Yuva Kendra, Ranchi, Jharkhand |
| 6. Head Held High, Bangalore | 26. Pancham Research and Bio tech Sansthan, Lucknow |
| 7. ACC MAVIM Loksanchalit Sadhan Kendra - CMRC-Ghugus | 27. SANSKAR |
| 8. Sneh Sarvoday Seva Sangh | 28. Sarva Seva Samiti Sanstha, Bargarh |
| 9. American India Foundation, New Delhi | 29. SATTVA Media and consulting Pvt. Ltd, Bangalore |
| 10. Dehat (Developmenal Association for Human Advancement) Bahraich | 30. SEED CSR, New Delhi |
| 11. Dilasa Janvikas Pratishthan, Aurangabad | 31. Self reliant initiatives through joint action (SRIJAN) |
| 12. Forum for Rural Development (FORD) | 32. SERDS, Kadirannagari Palli, Bagepalli Tal |
| 13. Jharkraft, Ranchi, Jharkhand | 33. Saraswathi Women Educational Service Training Improvement Centre, Dindigul, Tamil Nadu |
| 14. HARITIKA | 34. Vision Springs, New Delhi |
| 15. Himachal Pradesh Voluntary Health Association(HPVHA), Shimla, | 35. MART, NOIDA, Uttar Pradesh, |
| 16. Ranthambhor Seva Sansthan, Jaipur | 36. Innovative Development Solution |
| 17. IIMPACT, New Delhi | 37. SEEDS (IL&FS), New Delhi |
| 18. PHIA Foundation, Ranchi, Jharkhand | 38. UDYOGINI |
| 19. Jan Sevak Samiti, Bhilai | 39. AHEAD Trust |
| 20. DEEDS, Mumbai | 40. Sadbhawana Sewa Evam Shiksha Sansthan, Jamul |

- 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 as per statutory requirements.

NEERAJ AKHOURY
Managing Director and Chief Executive Officer

SHAILESH HARIBHAKTI
Chairman, CSR Committee

Date: April 18, 2018

ANNEXURE 'C' 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-à-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 benefits 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 qualified for appointment under Section 164 of the Act;
- d. the following attributes/criteria will be considered whilst recommending the candidature for appointment as Director:
 - 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 'D' 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 Committee 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 197 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 comprises 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.

ANNEXURE 'E' TO BOARD'S REPORT

FORM NO. MR-3 SECRETARIAL AUDIT REPORT

FOR THE YEAR ENDED 31ST DECEMBER, 2017

[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 Limited

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

Based on our verification of 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 year ended 31st December, 2017, 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 year ended 31st December, 2017 according to the provisions of:

- (1) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (3) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (4) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder;

(5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'), as amended from time to time:-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

We have also examined compliance by the Company of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (SS-1 & SS-2).
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Company is also compliant with all other laws applicable to it.

We further report that,

The Board of Directors of the Company is duly constituted as per the provisions of the Companies Act, 2013 (hereinafter referred to as 'The Act'). 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 the 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 year, all the decisions in the Board Meetings were taken unanimously.

We have relied on the representation made by the Company, its Officers and Reports of the Statutory Auditors for the systems and mechanism framed by the Company for compliances under other Acts, Laws and Regulations applicable to the Company.

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.

During the year under the review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

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

For Pramod S. Shah & Associates
(Practising Company Secretaries)

Pramod S. Shah – Partner
Pramod S. Shah & Associates
Membership No: FCS 334
COP No: 3804

Place : Mumbai
Date: 25/01/2018

ANNEXURE 'F' 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]

(A1) POWER COST OPTIMISATION

The impact of increasing electrical energy cost was reduced by partly replacing grid power through increased consumption of Open Access (OA) power from comparatively cheaper sources. Mix of OA power to grid power has been increased from 25% to around 32% at Galgal; from 84% to 87% at Kudithini. OA power intake was started at Wadi during the second half of the year, with consumption of around 19% of total power. The OA power at Thondebhavi reduced to 73% from 93.5% last year due to abrupt changes for OA power making it unviable most of the time. The total saving was ₹18.43 crore in power cost year-on-year basis.

(A2) RENEWABLE POWER OBLIGATION

Your Company is trying to reduce the cash outflow for purchase of Renewable Energy Certificate (RECs) against Renewable Power Obligation (RPO).

The captive wind power generation sources contributed considerably in this front. Besides this, Company has sourced 6.55 million units collectively at Wadi, Thondebhavi and Kudithini to fulfill the Solar RPO. This resulted an additional saving of ₹ 0.65 crore in cash outflow.

(A3) CONSERVATION OF ENERGY

Energy conservation and efficiency measures were undertaken in various areas of the cement manufacturing and Captive Power Plants (CPP), mainly through operational measures. Few highlights are as under:

- Focus on arresting leakages and pressure drops through Computational Fluid Dynamics (CFD) study;
- Detailed CPP audits at Tikaria;
- Upgradation of Distributed Control System;
- Capacitor banks have been added to the system across ACC plants to improve plant power factor;
- Replacement of conventional lights with LED across the plants.

ACC Jamul was adjudged as Excellent Energy Efficient units by Confederation of Indian Industries (CII), supported by BEE for best practices in energy conservation

Plant wise briefs are as under

- Lakheri - RM1 VRM fan efficiency was improved by CFD study.
- Jamul – Optimized operation efficiencies in the Roller Press and other major equipment in clinkering and grinding sections; Upgraded Liquid Resistance Starter for old side Cement Mill Main Drive; Grid power intake was optimized to limit the same to less than 75% of maximum demand to reduce fixed charges
- Chanda - Finite Element Analysis (FEA) of cement mill done for converting Dual chamber to Mono chamber. Study completed, to be implemented during 2018.
- Wadi - CFD study was conducted to replace Mitsubishi Fluidized Calcliner (MFC) fan by blower for fluidization to achieve stable operation of the plant and to reduce kiln feed and fuel; Preheater Top Cyclone inlet modification implemented to improve performance.
- Tikaria - Completed the debottlenecking project of Cement Mill-1 to improve the mill output; Installed new set of condenser tube along with online cleaning system for improving CPP performance and completed cleaning of both flyash silos.
- Chaibasa – CFD study was implemented for VRM Cyclone to reduce pressure drop across the cyclones; Installed Medium Voltage Variable Frequency Drive (MVVFD) for slag dryer fan motor.
- Damodhar - CFD study of Cement Mill -1 Aeroclone Cyclones was implemented to reduce the pressure drop across the cyclone and improve PRI
- Madukkarai - CFD was conducted at various locations; Raw coal hopper feed chute to improve feeding; Fresh Kiln feed box to calciner string to improve Heat Transfer and avoid short circuiting to control free lime; Calcliner top cyclone to Riser duct feed box to improve Heat Transfer; Meal curtain to improve the material distribution at kiln riser; CM8 cyclone to improve PRI; Burner tip modification to increase the momentum, thereby reduce the free lime in clinker



Green Power

- ACC Renewable Energy Portfolio consists of 19 MW in the form of Wind Farms across 3 states and has generated approx 37.37 million units of green power. (Rajasthan - 12.90 million units, Tamilnadu - 21.05 million units, Maharashtra - 3.42 million units). These units helped to meet the RPO (Non Solar) for the Company's plants at Madukkarai and Lakheri fully, besides getting power at a very cheaper cost.

In Maharashtra, ACC Thane complex and Bulk Cement Corporation (India) Limited, Kalamboli are operating mainly on renewable energy with negligible cost through the ACC wind turbines at Satara, Maharashtra. This resulted in power cost saving of ₹ 3 crore.

- ACC entered into short term Power Purchase Agreement for Solar Power with a Major Solar Farm Developer and sourced 6.55 million units of Solar energy for the Wadi, Thondebhavi and Kudithini plants in Karnataka. This helped to meet the RPO (Solar) for these plants.
- ACC Lakheri installed 10 KW Roof top Solar plant on DAV School roof.
- The RPO of other plants are met by purchasing RECs (Solar & Non Solar).

(a) Additional Proposals being implemented for further conservation of energy

- Process optimization;
- Upgradation of existing fans with high efficiency fans;
- Installation of VSDs for process fans for clinkering as well as grinding section, Boiler Feed Pump for CPP;
- Online Condenser cleaning system for turbine tubes;
- Upgradation of Energy Management System.

(b) Impact of the above measures for reduction of energy consumption and consequent impact on cost of production

The measures stated in points (a) above would further improve the thermal and electrical energy efficiency of the Plants.

(c) The capital investment on energy conservation equipments:

Your Company invested ₹ 27.30 crore on productivity / efficiency improvement, besides implementation of low cost measures to reduce energy consumption

(B) TECHNOLOGY ABSORPTION

Research & Development (R&D)

1. Specific areas in which R&D is carried out by the Company

- Conservation of resources through maximization of use of low-grade limestone for cement manufacture, improving quality of blended cement through innovative processing utilizing industrial by-products for improved quality Performance of the Plants;
- Maximization of use of petcoke as a fuel and optimizing a lowest cost fuel mix plant-wise;
- Improving the grinding efficiency of petcoke and coal through inhouse patented process;
- Recycling of wastes and research for efficient use of scarce materials;
- Characterization of industrial wastes and looking into possibilities environmentally friendly co-processing of wastes in cement manufacture leading to thermal substitution and conservation of natural resources;
- Development of new products or developing new methods of evaluation, characterization and analysis;
- Development and use of cement grinding aid and accelerators for PPC & PSC for improved performance in Concrete and achieving higher % flyash in PPC and higher % slag in PSC products;
- Productivity research for increased efficiency in use of resources development of application oriented cements with decreased CO₂ emissions;
- Development of cements tailored for specific market clusters and application segments;

- j. Development of one of its kind cement in India for reducing water seepage;
 - k. Development and manufacture of composite cement with improve concrete performance;
 - l. Development of cement based niche products and Dry Mix Mortars;
 - m. Development of internal waterproofing compound as a part of new initiative;
 - n. Quality benchmarking exercise for different market clusters of ACC products;
 - o. Monitoring in all the plants, the cement performance in concrete through application oriented testing;
 - p. Quality audit from mining to packing as well as labs to ensure proper sampling, ensuring reproducibility and repeatability of evaluation at each stage of manufacturing process, with automation and availability of analysis data through Laboratory Information Management System (LIMS).
- e) Effective replacement of the costlier natural gypsum by cheaper by products without affecting the quality of cement targeting reduced gypsum cost per tonne of cement;
 - f) Fuel efficiency;
 - g) Reduction in Sp.power consumption for grinding;
 - h) Effective use of Statistical Process Control at each stage of cement manufacture for improving consistency of operations and product quality.

3. Future plan of action

- a) Focus on development of products aimed at enhancing use of cement in various applications and development of application oriented cement based cementitious material;
- b) Exploratory research works on the above specified areas;
- c) Use of waste/byproducts in cement manufacture as alternative materials;
- d) Improve product quality particularly with respect to long term durability and reduction in cost of manufacture.

2. Benefits derived as result of above R&D

- a) Effective use of marginal quality raw materials and fuels with improved clinker quality;
- b) Maintaining a lead position in all the market clusters of the country;
- c) Launch of special high performance products like F2R, Concrete+, Coastal+, ACC Plus+, ACC Gold for specific market segments and market climatic conditions;
- d) Increased absorption of blending materials like flyash and slags in blended cements;

4. Expenditure on R&D

R&D Expenditure (₹ Crore)	7.64
Total R&D expenditure as percentage of Revenue from operations (net) (%)	0.06

5. Foreign Exchange Earnings & Outgo ₹ Crore

Foreign exchange earned	0.02
Foreign exchange used	133.03



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 each Director/KMP to the median remuneration of all the employees of the Company for the year 2017

Median Remuneration of all the employees of the Company (₹ in Lakhs)	4.78
Percentage increase in the median remuneration of all the employees	2.58%
Number of permanent employees on the rolls of Company	7422

Name of Director and KMP	Remuneration [^] (₹ in Lakhs)		% increase in remuneration in financial year 2017	Ratio to median Remuneration of all employees
	2017	2016		
Non Executive Directors				
Mr N. S. Sekhsaria	55.80	42.60	31	12
Mr Jan Jensich (appointed w.e.f. 17.10.2017)	4.16	–	Not Applicable*	1*
Mr Eric Olsen (resigned w.e.f. 21.09.2017)	15.47	19.60	(21)*	3*
Mr Martin Kriegner	44.00	33.26	32	9
Mr Vijay Kumar Sharma	21.00	17.00	24	4
Mr Christof Hassig	22.50	19.50	15	5
Independent Directors				
Mr Shailesh Haribhakti	44.10	36.90	20	9
Mr Sushil Kumar Roongta	46.90	34.80	35	10
Mr Ashwin Dani	43.60	36.90	18	9
Mr Farrokh Kavarana	47.60	38.60	23	10
Mr Arunkumar Gandhi	53.80	41.30	30	11
Ms Falguni Nayar	26.40	18.60	42	6
Executive Directors				
Neeraj Akhoury MD& CEO (appointed w.e.f. February 4, 2017)	415.26 [@]	–	Not Applicable*	87*
Harish Badami CEO & MD (resigned w.e.f. February 4, 2017)	– ^{&}	732.07	– [*]	– [*]

Name of Director and KMP	Remuneration [^] (₹ in Lakhs)		% increase in remuneration in financial year 2017	Ratio to median Remuneration of all employees
	2017	2016		
Other KMPs				
Sunil Nayak Chief Financial Officer	294.23	246.25	9 [#]	62
Ramaswami Kalidas Company Secretary & Head Compliance (appointed w.e.f. September 26, 2017)	24.12	–*	Not Applicable*	5*
Surendra Mehta Company Secretary & Head Compliance (w.e.f. April 21, 2017 till September 25, 2017)	59.25	–*	Not Applicable*	12*
Burjor Nariman Company Secretary & Head Compliance (resigned w.e.f. March 31, 2017)	29.62	117.48	(75)*	6*

* Remuneration not comparable as they were in office for part of the year.

[^] Remuneration of Directors excluding Executive Directors considered above includes sitting fees.

[®] Does not include Performance Bonus of ₹ 243.63 lakhs for the year 2017 as approved by the Board of Directors at their meeting held on April 18, 2018 based on recommendation of Nomination & Remuneration Committee.

[®]The Board of Directors at its Meeting held on December 16, 2016 had approved a severance payment of ₹ 527.12 lakhs to Mr Harish Badami pursuant to the authority conferred on it by the Members of the Company.

[#] Increase on like to like basis.

- The average percentile increase in the salaries of employees other than Managerial Personnel (i.e. MD&CEO) is 7%. Mr. Neeraj Akhoury, MD&CEO was appointed during the year and therefore no comparison can be made with previous year's remuneration. The average increase in remuneration of employees other than the Managerial Personnel is in line with the industry practice and is within normal range.
- We affirm that the remuneration paid to the Directors, Key Managerial Personnel and employees is as per the Remuneration Policy of the Company.



ANNEXURE 'H' TO BOARD'S REPORT

EXTRACT OF ANNUAL RETURN

as on financial year ended 31.12.2017

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

FORM NO. MGT- 9

I. REGISTRATION AND OTHER DETAILS

CIN	L26940MH1936PLC002515
Registration date	August 1, 1936
Name of the Company	ACC Limited
Category / Sub Category of the Company	Company having Share Capital
Address of the Registered office and contact details	Cement House, 121, Maharshi Karve Road, Mumbai - 400020
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

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the Business Activities contributing 10% or more of the total turnover of the company shall be stated:

Name and Description of the main Product / Services	NIC Code of the Product/ Service	% to total turnover of the Company
Cement	3242	91.67%
Ready Mix Concrete	3279	8.33%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANY

Name and address of the Company	CIN/ GLN	Holding / Subsidiary / Associate	% of Shares held	Applicable Section
Ambuja Cements Limited II Floor, Elegant Business Park, MIDC Cross Road B, Andheri East, Mumbai, 400059	L26942GJ1981PLC004717	Holding	50.05	2(46)
Holderind Investment Limited Holcim Group Support (Zurich) Ltd. Hagenholzstrasse 85, CH- 8050, Zurich, Switzerland	Foreign Company	Holding	4.48	2(46)
ACC Mineral Resources Limited Cement House, 121, Maharshi Karve Road, Mumbai 400020	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, 2 nd Floor, Block No. 1 Jail Road, Areara Hills, Bhopal 462 011 (MP)	U14109MP1992PTC007264	Subsidiary	100	2(87)
Alcon Cement Company Private Limited 2 nd 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 160101	U26940CH2009PTC031641	Associate	45	2(6)
Aakaash Manufacturing Company Private Limited. 2 nd Floor, Velho Bldg, Opp Municipal Garden, Panaji, Goa 403001.	U55101GA1995PTC001908	Joint Venture Associate	40	2(6)
OneIndia BSC Limited No. 003, 'A' Ground Floor, 'The Estate', No. 121 Dickenson Road, Bengaluru - 560042	U74900KA2015PTC082264	Joint Venture Associate	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, 2017)				No. of Shares held at the end of the year (December 31, 2017)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual / 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	93984120	0	93984120	50.05	93984120	0	93984120	50.05	0.00
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other	0	0	0	0	0	0	0	0	0
Sub-Total (A)(1)	93984120	0	93984120	50.05	93984120	0	93984120	50.05	0.00
(2) Foreign									
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	8411000	0	8411000	4.48	8411000	0	8411000	4.48	0.00
d) Banks/ FI	0	0	0	0	0	0	0	0	0
e) Any Other	0	0	0	0	0	0	0	0	0
Sub-Total (A)(2)	8411000	0	8411000	4.48	8411000	0	8411000	4.48	0.00
Total Shareholding of Promoters (A)=(A)(1)+(A)(2)	102395120	0	102395120	54.53	102395120	0	102395120	54.53	0.00
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	4367431	29300	4396731	2.34	8048272	23620	8071892	4.30	1.96
b) Banks / FI	25145987	83356	25229343	13.44	22276627	77586	22354213	11.90	(1.54)
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	1632040	0	1632040	0.87	2298522	0	2298522	1.22	0.35
g) FIs / FPIs	26958870	15975	26974845	14.36	25398691	8700	25407391	13.53	(0.83)
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Alternate Investment Fund	0	0	0	0	436443	0	436443	0.23	0.23
Sub-Total (B)(1)	58160803	359971	58520774	31.16	58515030	341246	58856276	31.34	0.18



Category of Shareholders	No. of Shares held at the beginning of the year (January 1, 2017)				No. of Shares held at the end of the year (December 31, 2017)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2) Non-Institutions									
a) Bodies Corporate									
i) Indian	1632591	104611	1737202	0.93	1374267	88471	1462738	0.78	(0.15)
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual Shareholders holding nominal share capital upto ₹1 lakh	14180526	4721317	18901843	10.07	13768974	3506174	17275148	9.20	(0.87)
ii) Individual Shareholders holding nominal share capital in excess of ₹1 lakh	1967747	501597	2469344	1.31	2297684	501587	2799271	1.49	0.18
c) Others (Specify)									
i) Shares held by Pakistani citizens vested with the Custodian of Enemy Property	0	215765	215765	0.11	0	80	80	0	0
ii) Other Foreign Nationals	168989	0	168989	0.09	382994	210	383204	0.20	0.11
iii) Foreign Bodies	0	0	0	0	0	0	0	0	0
iv) NRI / OCBs	702822	134158	836980	0.45	707367	95392	802759	0.43	(0.02)
v) Clearing Members / Clearing House	107606	0	107606	0.06	290725	0	290725	0.15	0.09
vi) Trusts	2431317	0	2431317	1.29	2732441	0	2732441	1.46	0.17
vii) Limited Liability Partnership, Association of Person	2323	0	2323	0	1323	0	1323	0	0
viii) Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
ix) Investor Education & Protection Fund	0	0	0	0	788178	0	788178	0.42	0.42
Sub-Total (B) (2):	21193921	5677448	26871369	14.31	22343953	4191914	26535867	14.13	(0.18)
Total Public Shareholding (B)= (B) (1) + (B) (2)	79354724	6037419	85392143	45.47	80858983	4533160	85392143	45.47	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	181749844	6037419	187787263	100.00	183254103	4533160	187787263	100.00	0

ii) Shareholding of Promoters

Shareholder's Name	Shareholding at the beginning of the year (January 1, 2017)			Shareholding at the end of the year (December 31, 2017)			% 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	
Ambuja Cements Limited	93984120	50.05	-	93984120	50.05	-	0.00
Holderind Investments Limited	8411000	4.48	-	8411000	4.48	-	0.00
Total	102395120	54.53	0	102395120	54.53	0	0

iii) Change in Promoters' Shareholding (please specify, if there is no change)

Shareholder's Name	Shareholding at the beginning of the year (January 1, 2017)		Cumulative Shareholding during the year (January 1, 2017 to December 31, 2017)	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1. Ambuja Cements Limited				
At the beginning of the year	93984120	50.05	-	-
Date wise Increase/ Decrease in shareholding during the year:	No Change			
At the end of the year	-	-	93984120	50.05
2. Holderind Investments Limited				
At the beginning of the year	8411000	4.48	-	-
Date wise Increase/ Decrease in shareholding during the year:	No Change			
At the end of the year	-	-	8411000	4.48

iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs) as on December 31, 2017

Sl. No.	Name of shareholders	Shareholding at the beginning of the year (January 1, 2017)		Cumulative Shareholding during the year (January 1, 2017 to December 31, 2017)	
		No of shares	% of total shares of the Company	No of shares	% of total shares of the Company
1	LIFE INSURANCE CORPORATION OF INDIA				
	At the beginning of the year	21226841	11.30	-	-
	Bought during the year	24122	0.01	21250963	11.32
	Sold during the year	1845821	0.98	19405142	10.33
	At the end of the year	-	-	19405142	10.33
2	EUROPACIFIC GROWTH FUND				
	At the beginning of the year	2340000	1.25	-	-
	Bought during the year	0	0.00	2340000	1.25
	Sold during the year	0	0.00	2340000	1.25
	At the end of the year	-	-	2340000	1.25
3	SMALLCAP WORLD FUND, INC				
	At the beginning of the year	0	0.00	-	-
	Bought during the year	2147653	1.14	2147653	1.14
	Sold during the year	0	0.00	2147653	1.14
	At the end of the year	-	-	2147653	1.14



Sl. No.	Name of shareholders	Shareholding at the beginning of the year (January 1, 2017)		Cumulative Shareholding during the year (January 1, 2017 to December 31, 2017)	
		No of shares	% of total shares of the Company	No of shares	% of total shares of the Company
4	GOVERNMENT OF SINGAPORE				
	At the beginning of the year	591206	0.31	-	-
	Bought during the year	1399727	0.75	1990933	1.06
	Sold during the year	196746	0.10	1794187	0.96
	At the end of the year	-	-	1794187	0.96
5	JPMORGAN SICAV INVESTMENT COMPANY (MAURITIUS) LIMITED				
	At the beginning of the year	2280391	1.21		
	Bought during the year	0	0.00	2280391	1.21
	Sold during the year	499958	0.27	1780433	0.95
	At the end of the year			1780433	0.95
6	JP MORGAN INDIAN INVESTMENT COMPANY (MAURITIUS) LIMITED				
	At the beginning of the year	1749721	0.93	-	-
	Bought during the year	0	0.00	1749721	0.93
	Sold during the year	0	0.00	1749721	0.93
	At the end of the year	-	-	1749721	0.93
7	ABU DHABI INVESTMENT AUTHORITY – JHELM				
	At the beginning of the year	1509296	0.80	-	-
	Bought during the year	0	0.00	1509296	0.80
	Sold during the year	0	0.00	1509296	0.80
	At the end of the year	-	-	1509296	0.80
8	JPMORGAN INDIA FUND				
	At the beginning of the year	2000988	1.07	-	-
	Bought during the year	0	0.00	2000988	1.07
	Sold during the year	680983	0.36	1320005	0.70
	At the end of the year	-	-	1320005	0.70
9	ICICI PRUDENTIAL LIFE INSURANCE COMPANY LTD				
	At the beginning of the year	0	0.00	-	-
	Bought during the year	1403283	0.75	1403283	0.75
	Sold during the year	240779	0.13	1162504	0.62
	At the end of the year	-	-	1162504	0.62
10	FRANKLIN TEMPLETON MUTUAL FUND A/C FRANKLIN INDIA PRIMA PLUS				
	At the beginning of the year	710000	0.38	-	-
	Bought during the year	760000	0.40	1470000	0.78
	Sold during the year	370000	0.20	1100000	0.59
	At the end of the year	-	-	1100000	0.59

Note:

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

The date wise increase or decrease in shareholding of the top ten shareholders is available on the website of the Company www.acclimited.com

v) Shareholding of Directors and Key Managerial Personnel

Name of the Director	Shareholding at the beginning of the year (January 1, 2017)		Cumulative Shareholding during the year (January 1, 2017 to December 31, 2017)	
	No. of Shares	% of total shares of the company	No. of Shares	% of total Shares of the company
Mr Shailesh Haribhakti				
At the beginning of the year	3100	0.00	-	-
Date wise Increase/ Decrease in shareholding during the year:	-	-	-	-
At the end of the year			3100	0.00
Name of the Key Managerial Personnel	Shareholding at the beginning of the year (January 1, 2017)		Cumulative Shareholding during the year (January 1, 2017 to December 31, 2017)	
	No. of Shares	% of total shares of the company	No. of Shares	% of total Shares of the company
Mr Sunil K Nayak, Chief Financial Officer				
At the beginning of the year	05	0.00		
Date wise Increase/ Decrease in shareholding during the year:	-	-		
At the end of the year			05	0.00

Notes:

- Mr Neeraj Akhoury, Managing Director & Chief Executive Officer of the Company as well as the Key Managerial Personnel w.e.f. February 4, 2017 held Nil shares.
- Mr Ramaswami Kalidas, Company Secretary and Head Compliance and Key Managerial Personnel w.e.f. September 26, 2017 held Nil shares.
- Mr Surendra Mehta, Company Secretary & Head Compliance and Key Managerial Personnel for the period starting from April 21, 2017 to September 26, 2017 held Nil shares.
- Mr Burjor D Nariman, Company Secretary & Head Compliance of the Company and Key Managerial Personnel for the Period starting from January 1, 2017 to March 31, 2017) held 200 Equity Shares of the Company.

V. INDEBTEDNESS

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

	(₹ Crores)			
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	50.02	0.02	50.04
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	1.70	-	1.70
Total (i+ii+iii)	-	51.72	0.02	51.74
Change in Indebtedness during the financial year	-			
Addition	-	7.45	-	7.45
Reduction	-	-	(0.02)	(0.02)
Net Change	-	7.45	(0.02)	7.43
Indebtedness at the end of the Financial year	-			
i) Principal Amount	-	59.17	-	59.17
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	59.17	-	59.17



VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director (MD), Whole-time Director (WTD) and/or Manager

(₹ Lakhs)

Sr. No.	Particulars of Remuneration	Mr Harish Badami (CEO&MD) Resigned w.e.f February 4, 2017	Mr Neeraj Akhoury (MD&CEO) Appointed w.e.f February 4, 2017	Total Amount
1	Gross Salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	-*	365.83	401.74
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	12.67	12.70
	(c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock Options	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
5	Others			
	i Deferred bonus	-	-	-
	ii Retirals	3.88	36.76	40.64
	Total	39.82	415.26	455.08

*The Board of Directors at its Meeting held on December 16, 2016 had approved a severance payment of ₹ 527.12 lakhs to Mr Harish Badami pursuant to the authority conferred on it by the Members of the Company.

B. Remuneration to other Directors

1. Independent Directors

(₹ Lakhs)

Sr. No.	Particulars of Remuneration	Name of Director						Total Amount
		Mr S Haribhakti	Mr A K Roongta	Mr A Dani	Mr F Kavarana	Mr A K Gandhi	Ms F Nayar	
	Fee for attending Board/ Committee Meetings	8.10	10.90	7.60	11.60	8.80	6.40	53.40
	Commission	36.00	36.00	36.00	36.00	45.00	20.00	209.00
	Others, Please specify	-	-	-	-	-	-	-
	Total (B) (1)	44.10	46.90	43.60	47.60	53.80	26.40	262.40

2. Other Non Executive Directors

(₹ Lakhs)

Sr. No.	Particulars of Remuneration	Name of Director						Total Amount
		Mr N S Sekhsaria	Mr V K Sharma	Mr Eric Olsen (Resigned w.e.f September 21, 2017)	Mr Jan Jenisch (Appointed w.e.f October 17, 2017)	Mr Christof Hassig	Mr Martin Kriegner	
	Fee for attending Board/ Committee Meetings	5.80	1.00	1.00	0.00	2.50	8.00	18.30
	Commission	50.00	20.00	14.47	4.16	20.00	36.00	144.63
	Others, Please specify	-	-	-	-	-	-	-
	Total (B) (2)	55.80	21.00	15.47	4.16	22.50	44.00	162.93
	Grand Total (B) = (B)(1) + (B)(2)							425.33

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

(₹ Lakhs)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel				Total Amount
		Mr Sunil K Nayak (Chief Financial Officer)	Mr Burjor D Nariman (Company Secretary & Head Compliance for the Period starting from January 1, 2017 to March 31, 2017)	Mr Surendra Mehta (Company Secretary & Head Compliance for the Period starting from April 21, 2017 to September 26, 2017)	Mr Ramaswami Kalidas (Company Secretary & Head Compliance [Appointed w.e.f September 26, 2017])	
1	(a) Gross Salary	270.68	24.22	53.89	22.95	371.74
	(b) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961 Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	-	-
	(c) Profits in lieu of salary under Section 17(3) of the Income tax Act, 1961	2.16	2.74	0.82	NIL	5.72
2	Stock Options	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission	-	-	-	-	-
5	Others, please specify - Retirials	21.39	2.66	5.24	1.18	30.47
	Total (C)	294.23	29.62	59.95	24.13	407.93

VII. PENALTIES/PUNISHMENTS/COMPOUNDING OF OFFENCES

There were no penalties/punishments/compounding of offences for the year ended December 31, 2017.

N S Sekhsaria
Chairman

Mumbai
April 18, 2018