

Corporate Governance

The Directors present the Company's report on Corporate Governance for the year ended December 31, 2013.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

ACC's philosophy on Corporate Governance is embedded in the rich legacy of ethical governance practices most of which were implemented before they were mandatorily prescribed. Integrity, transparency, accountability and compliance with laws which are the columns of good governance are cemented in the Company's robust business practices to ensure ethical and responsible leadership both at the Board and at the Management level. The Company's Code of Business Conduct and Ethics, its Fraud Risk Management Policy and its well structured internal control systems which are subjected to regular assessment for their effectiveness, reinforces integrity of management and fairness in dealing with the Company's stakeholders. This, together with meaningful CSR activities and sustainable development policies followed by the Company, has enabled your Company to earn trust and goodwill of its investors, business partners, employees and the communities in which it operates. During the year 2013, your Company has won the CII-ITC Sustainability Prize for being one of the India's most sustainable companies – the highest honour awarded by CII-ITC. Your Company has complied with the requirements of Corporate Governance as laid down under Clause 49 of the Listing Agreement with the Stock Exchanges.

GOVERNANCE STRUCTURE

ACC's Governance structure broadly comprises the Board of Directors and the Committees of the Board at the apex level and the Management structure at the operational level. This layered structure brings about a harmonious blend in governance as the Board sets the overall corporate objectives and gives direction and freedom to the management to achieve these corporate objectives within a given framework thereby bringing about an enabling environment for value creation through sustainable profitable growth.

The Board of Directors - The ACC Board plays a pivotal role in ensuring that the Company runs on sound and

ethical business practices and that its resources are utilized for creating sustainable growth and societal wealth. The Board operates within the framework of a well defined responsibility matrix which enables it to discharge its fiduciary duties of safeguarding the interest of the Company, ensuring fairness in the decision making process, integrity and transparency in the Company's dealing with its Members and other stakeholders.

The Committee of Directors – With a view to have a more focused attention on various facets of business and for better accountability, the Board has constituted committees to oversee various aspects of business operations.

Management Structure – Management Structure for running the business of the Company as a whole is in place with appropriate delegation of powers and responsibilities. This broadly is as under:

- a. **Chief Executive Officer and Managing Director** – The Chief Executive Officer and Managing Director (CEO & MD) is responsible for the day-to-day management of the Company subject to the supervision, direction and control of the Board of Directors. He gives strategic directions, lays down policy guidelines and ensures implementation of the decisions of the Board of Directors and its various committees.
- b. **Managing Committee** – This Committee comprises the Chief Executive Officer and Managing Director, Chief Executives of the Regions and Corporate Functional Heads. This Committee is a brain storming and consultative committee where important business issues are discussed, monthly performance reviewed and targets set. The various business challenges are also discussed and decisions taken within the framework of the strategic policies laid down by the Board.
- c. **Chief Executives at the Regions** – The business operations of the Company have been divided into four regions, viz. East, West, North and South. Each region is managed by a Chief Executive who is responsible for the overall business and for the day-to-day management of

operations within the regions. He is supported by the Director Sales and Director Logistics who look after the sales operations and the logistics function within the region. The Chief Executives report to the Chief Executive Officer and Managing Director.

- d. Director Plant** – The Director Plant is responsible for operation and maintenance of the plant and all other functions relating to the day-to-day management of the plant, including all local issues and compliances as applicable at plant level. The Director Plants report to the Chief Executive of their respective Region.

BOARD OF DIRECTORS

Composition of the Board as on December 31, 2013

	No of Directors
Non Executive & Independent Directors including the Chairman	6
Other Non Executive Directors	5
Executive Director (CEO & Managing Director)	1
Total	12

Directors' Profile

The Board of Directors comprises highly renowned professionals drawn from diverse fields. They bring with them a wide range of skills and experience to the Board, which enhances the quality of the Board's decision making process.

The brief profile of the Company's Board of Directors is as under:

Mr N S Sekhsaria (Chairman): Mr Sekhsaria is a doyen of the Indian Cement Industry and one of the most respected business personalities in India. In a career spanning over 30 years, he has introduced new standards in management, marketing, efficiency and corporate social responsibility to an industry he has helped transform.

Mr Sekhsaria is the Founder-Promoter and current Chairman of Ambuja Cements Limited. Mr Sekhsaria was invited to join the ACC Board in 1999 and was

appointed Deputy Chairman in January 2000. In 2006, Mr Sekhsaria took over as Chairman of the Board.

Mr Sekhsaria built Ambuja Cements Limited into a benchmark for Indian Industry. His acumen as an entrepreneur and technocrat turned that Company into the most efficient and profitable cement company in India and redefined industry practices by changing the perception of cement from a commodity to a branded product. Mr Sekhsaria championed community development by establishing the Ambuja Cement Foundation and guiding it into a model of excellence in social responsibility.

With his considerable wealth of experience, Mr Sekhsaria brings immense value to the Board of ACC. Under his leadership, ACC has achieved significant improvements in the areas of project management, logistics and overall cost-competitiveness. The impact of his guidance is reflected in the high growth trajectory ACC has experienced since 1999.

Mr Paul Hugentobler (Deputy Chairman): Mr Paul Hugentobler obtained a degree in Civil Engineering from the ETH, Zurich, and a degree in Economic Science from the University of St. Gallen. He joined Holcim Group Support in 1980 as Project Manager and in 1994 was appointed as Area Manager for Holcim Limited. In January 2002, he was appointed as a Member on Holcim's Executive Committee and is responsible for Holcim's business in South Asia and ASEAN countries excluding Philippines. He is the Vice Chairman of Ambuja Cements Limited.

Mr Kuldip Kaura (CEO & MD): Mr Kaura holds a B.E. (Honours) in Mechanical Engineering from Birla Institute of Technology & Science (BITS), Pilani, and has the benefit of management education from reputable business institutions like London Business School and Swedish Institute of Management which has given him a deep appreciation of the national and international business environment. Mr Kaura has a wide and varied experience in the metals/mining and engineering sectors.

As CEO & MD of ACC, Mr Kaura has successfully steered the "Institutionalizing Excellence" journey, a programme aimed at strengthening the Company's internal processes through continuous improvements

in manufacturing, sales & marketing, logistics, procurement and workmen development thereby seeking a leadership position in the cement industry and deliver superior value to the stakeholders.

Mr Kaura has served with Vedanta Resources for around seven years, initially as the Managing Director of Hindustan Zinc Limited and thereafter as Chief Executive Officer of Vedanta Resources Plc till 2008. There he played a significant role in the transformation and rapid growth of its group companies. Prior to this, Mr Kaura has served with ABB India Limited in various key positions and was the Managing Director of that Company from 1998 to 2001.

Mr S M Palia: B.Com., LL.B, CAIIB, CIIB (London). Mr Palia is a Development Banker by profession. He was with IDBI from 1964-1989 during which period he held various responsible positions including that of Executive Director. He has also acted as an Advisor to Industrial Bank of Yemen, Saana (North Yemen) and Industrial Bank of Sudan, Khartoum (Sudan) under World Bank assistance programmes. He was also the Managing Director of Kerala Industrial & Technical Consultancy Organization Limited, set up to provide consultancy service to micro, small and medium enterprises. He is a Trustee of Bombay Community Public Trust and Chairman of Foundation for Research in Community Health.

Mr Bernard Fontana: Mr Fontana holds a degree in engineering from the Ecole Polytechnique and Ecole Nationale Supérieure des Techniques Avancées in Paris. He started his career with Groupe SNPE in France and in 1998, he was appointed Head – US Operations. From 2001 to 2004, Mr Fontana was a Member of the Executive Committee of the said Company. Mr Fontana thereafter joined Arcelor Mittal and was a Member of their Management Committee. At Arcelor Mittal, he was responsible for their Automotive Worldwide Business Unit, business development at Flat Carbon, IT, HR processes and the global alliance with Nippon Steel. In 2010, Mr Fontana took over as Chief Executive Officer of Aperam, a Luxembourg-domiciled listed corporate group that was spun off from Arcelor Mittal. Mr Fontana is presently the Chief Executive Officer of Holcim Limited with effect from February 1, 2012.

Mr M L Narula: B.Sc. Engineering (Electrical). Graduate from Punjab University and Fellow, Institute of Engineers. Mr Narula has been closely associated with the Company for over 46 years in various senior positions at the plants and in the Corporate Office including that of the Managing Director of the Company from December 1, 2002 till his retirement on March 31, 2007. Mr Narula has vast experience and in-depth knowledge of the Cement Industry. He is presently a Non-Executive Director on the Company's Board with effect from April 1, 2007. Mr Narula is also a Director on the Boards of other Indian and Foreign Companies.

Mr Shailesh Haribhakti: Mr Haribhakti is a Chartered and Cost Accountant, and a Certified Internal Auditor, Financial Planner and Fraud Examiner. During a career span of four decades, he has successfully established and led many innovative services. His current passion involves outsourcing of knowledge processes, engaged investing, and efficiency and effectiveness enhancement in social, commercial and governmental organizations. He strongly believes in 'shared value' creation, good public and corporate governance and promoting a green environment. He actively promotes these causes, and contributes towards their evolution by participating in the process of framing regulations and standards.

Mr Aidan Lynam: Mr Lynam holds a degree in Engineering from the University College of Dublin and an MBA from IMD, Lausanne, Switzerland. In addition to the above, Mr Lynam is a Member of the Institute of Engineers in Ireland (M.I.E.I), Chartered Member of the British Institute of Manufacturing Engineers (C.Eng M.I.E.E.).

Mr Lynam is presently in the services of Holcim Limited and is Area Manager responsible for Vietnam, Sri Lanka, Bangladesh, Singapore, Malaysia and Cambodia. Mr Lynam also represents South Asia/ASEAN region for IT shared services (HSEA), Geocycle and OH&S Core Group. Mr Lynam has an in-depth knowledge of cement technology and the use of Alternative Fuel Resources (AFR) in the cement manufacturing process.

Mr Sushil Kumar Roongta: Mr Roongta holds a degree in Bachelor of Engineering from Birla Institute of Technology & Science (BITS), Pilani, and a Post Graduate

Diploma in Business Management – International Trade from the Indian Institute of Foreign Trade (IIFT), New Delhi. He is a Fellow of All India Management Association (AIMA).

Mr Roongta is Vice Chariman of Bharat Aluminium Company Limited (BALCO) and heads Aluminium & Power Business of the Vedanta Group. Earlier during his tenure as Chairman of SAIL from August 2006 to May 2010, the ranking of SAIL among 'World Class Steel Makers' moved up to the second position from the seventeenth position, as per World Steel Dynamics USA.

Mr Roongta headed a "Panel of Experts on the Reforms in the Central PSEs", constituted by the Planning Commission. He has also been a Member of the Committee formed by the Ministry of Corporate Affairs, to formulate Policy Document on Corporate Governance.

Mr Roongta is also associated with several academic institutions, and is the Chairman, Board of Governors, IIT, Bhubaneswar.

Mr Roongta is a recipient of several awards and accolades including SCOPE Award for excellence and outstanding contribution to the Public Sector Management – Individual Category.

Mr Ashwin Dani: Mr Dani holds a BSc (Hons) degree, a Masters Degree in Polymer Science (USA) and a Diploma in Colour Science (USA). Mr Dani was the Vice Chairman and Managing Director of Asian Paints Limited from December 1998 to March 2009 and is currently, Non-Executive Vice Chairman of that Company. He was the Vice President of Federation of Indian Chambers of Commerce and Industry (FICCI). In addition to his Directorship in ACC Limited, he is also a member on the Board of Sun Pharmaceuticals Limited, one of the leading pharmaceutical companies in the country.

Mr Dani started his career in 1967, as a Development Chemist with Inmont Corp., (now known as BASF) Detroit, USA, a major supplier of automotive OEM and refinishes. He joined Asian Paints in 1968 as Senior Executive and moved through successive senior positions like Director – R&D, Works Director, Whole-time Director and Vice Chairman.

Mr Dani is the past President of the Indian Paint Association (IPA) and has received a number of awards for his contributions to the Paint Industry. He was a member of the Central Board of Trustees – Employees Provident Fund of the Government of India and was also the President of the Board of Governors of the UDCT Alumni Association, Mumbai. Currently, he is the member on the Board of Management of Institute of Chemical Technology (formerly UDCT), Mumbai.

Mr Dani is former managing Trustee of "Light on Yoga", a trust created by the world famous Yogacharya, Shri B.K.S. Iyengar and his disciples.

Mr Farrokh Kavarana (appointed w.e.f. 03.05.2013): Mr Kavarana is a Chartered Accountant and an MBA from the Wharton School, University of Pennsylvania. He is a Fellow of the Institute of Chartered Accountants, England & Wales and a Member of the Institute of Chartered Accountants of India. Mr Kavarana is a Director of Tata Sons Limited and Tata Industries Limited, the apex holding companies of the Tata Group. He is Chairman of several Tata Companies in India and abroad. Mr Kavarana has also held executive positions within the Tata Group Companies in senior positions such as Executive Chairman of Tata Infotech Ltd. from 2000 to 2005, Executive Director of Tata Motors Limited from 1994 to 2000. Prior to that, he was Vice Chairman & Managing Director of Tata International AG, Switzerland and Tata Ltd., U.K., responsible for the Tata Group's overseas operations and investments.

He is involved with several social and charitable institutions and is a trustee of Childline India Foundation, the Lady Tata Memorial Trust, the Nani Palkhivala Memorial Trust and National Centre for the Performing Arts. He is a recipient of the Dadabhai Naoroji International Millennium Award 2005 and the Wharton India Alumni Award 2009.

Mr Bernard Terver (appointed w.e.f. 04.12.2013): Mr Terver graduated from Ecole Polytechnique, Paris, in 1976. He has a work experience of over thirty five years in the cement business and has been in the services of Holcim Limited since 1994, where he has held senior positions. Mr Terver not only has a rich experience in cement and aggregates but also has a

strong track record in financial performance as well as Occupational Health & Safety. In 1999, Mr Terver became CEO of Holcim Columbia and in 2003 he was appointed Area Manager for the Andes nations, Central America and the Caribbean. Since October 2008, he has been CEO of Holcim US and effective November 2010, CEO of Aggregate Industries US. Mr. Terver, as an Executive Committee Member of Holcim Limited, Switzerland, is presently responsible for Africa, Middle East as well as the Indian subcontinent, i.e. India, Sri Lanka and Bangladesh.

Mr Vijay Kumar Sharma M.Sc. (appointed w.e.f. 06.02.2014): Mr Sharma is the Managing Director of Life Insurance Corporation of India (LIC) since November 1, 2013. Mr Sharma joined LIC as Direct Recruit Officer in 1981 and has grown with the Company since then. During his stint with LIC as Senior Divisional Manager, Karnal, this rural Division had catapulted to Number One position in the country in premium income ahead of all metro centres. As Executive Director of Pension & Group Schemes, he pioneered the launch of various prestigious pension schemes in the country. As Zonal Manager in-charge of Southern Zone, he successfully turned around its operations and put it on growth trajectory making it No.1 Zone in 2010.

Prior to his appointment as Managing Director of LIC, he was the Managing Director and Chief Executive Officer, LIC Housing Finance Ltd. (LICHFL), a premier housing finance provider in the country with loan portfolio exceeding ₹ 83,000 crore.

During his tenure with LICHFL the Company was adjudged as “Best Housing Finance Company 2011” by CNBC-TV 18.

Mr Sharma has over thirty years experience in insurance and financial sectors. His key areas of expertise are Business Strategy, Business Development, Processes and Systems, Leadership Development, Product Development and Branding, Risk Mitigation and Compliance.

Mr Sharma is a visiting faculty to many management institutions including National Insurance Academy, Pune.

Directors Retired/Retiring

At the Board Meeting held on February 6, 2014, Mr Paul Hugentobler has submitted his resignation from the Board of Directors of the Company with effect from February 7, 2014, consequent upon his retirement from the services of Holcim Limited, Switzerland.

Mr S M Palia will be stepping down from the Board of Directors of the Company with effect from February 7, 2014, as per the Succession Policy for Directors.

Mr Naresh Chandra IAS (Retired) (ceased to be a Director w.e.f. 05.04.2013): Mr Naresh Chandra is a post graduate in mathematics from Allahabad University. He was a member of the Indian Administrative Service (IAS) and former Cabinet Secretary to the Government of India. He has held various important positions including that of Governor of the State of Gujarat and India’s Ambassador to the United States of America. He has served on numerous important Committees including as Chairman of Corporate Governance Committee instituted by the Government of India. Mr Naresh Chandra, was Chairman of the Committee of Civil Aviation Policy, Ministry of Civil Aviation. He is a Director on the Boards of various companies. He is the recipient of Padma Vibhushan from the Government of India.

Mr R A Shah (ceased to be a Director w.e.f. 05.04.2013): Mr R A Shah is a leading Solicitor and a Senior Partner of M/s. Crawford Bayley and Co., a firm of Advocates & Solicitors. He specializes in a broad spectrum of corporate laws in general, with special focus on Foreign Investments, Joint Ventures, Technology and Licence Agreements, Intellectual Property Rights, Mergers and Acquisitions, Industrial Licensing, Anti Trust Laws, Company Law and Taxation. He is a Director on the Board of various public limited companies and is Chairman of the Board in many of these companies. He is also on the Audit Committee of some of the companies on which he is a Director.

Other Relevant Details of Directors:

Name of the Director	Date of Appointment	Category	*Number of Directorship(s) held in Indian public limited companies (including ACC)	**Committee(s) position (including ACC)	
				Member	Chairman
Mr N S Sekhsaria	27.12.1999	Non-Executive/Independent	3	-	-
Mr Paul Hugentobler	06.05.2005	Non-Executive	3	2	1
Mr Kuldip Kaura	05.08.2010	Executive	5	2	-
Mr S M Palia	25.01.2002	Non-Executive/Independent	5	1	2
Mr Bernard Fontana	28.03.2012	Non-Executive	2	-	-
Mr M L Narula	01.04.2007	Non-Executive	2	3	-
Mr Shailesh Haribhakti	17.02.2006	Non-Executive/Independent	11	3	5
Mr Aidan Lynam	22.04.2010	Non-Executive	1	-	-
Mr Sushil Kumar Roongta	03.02.2011	Non-Executive/Independent	5	3	2
Mr Ashwin Dani	15.12.2011	Non-Executive/Independent	7	3	2
Mr Farrokh Kavarana (appointed w.e.f. 03.05.2013)	03.05.2013	Non-Executive/Independent	11	5	3
Mr Bernard Terver (appointed w.e.f. 04.12.2013)	04.12.2013	Non-Executive	2	1	-
Mr Vijay Kumar Sharma (appointed w.e.f. 06.02.2014)	06.02.2014	Non-Executive/Independent	4	-	-
#Mr Naresh Chandra IAS (Retd.) (retired as a Director w.e.f. 05.04.2013)	05.05.2004	Non-Executive/Independent	12	8	1
#Mr. R A Shah (retired as a Director w.e.f. 05.04.2013)	24.01.2006	Non-Executive/Independent	15	5	4

*Excludes directorships held in Private Limited Companies, Foreign Companies and Section 25 Companies;

**Only mandatory committees considered viz. Audit Committee & Shareholders' / Investors' Grievance Committee;

#Information as available on the date of retirement.

Board Meetings held during the Year

Dates on which the Board Meetings were held	Total Strength of the Board	No of Directors Present
February 7, 2013	12	12
May 3, 2013	11	10
July 25, 2013	11	08
October 23, 2013	11	06
December 4, 2013	12	11

Attendance of Directors at Board Meetings and Annual General Meeting

Name of the Director	Attendance at the Board Meetings held on					Attendance at the AGM held on April 5, 2013
	February 7, 2013	May 3, 2013	July 25, 2013	October 23, 2013	December 4, 2013	
Mr N S Sekhsaria	√	√	√	√	√	√
Mr Paul Hugentobler	√	√	√	√	√	√
Mr Kuldip Kaura	√	√	√	√	√	√
Mr S M Palia	√	√	√	Leave of Absence	√	√
Mr Bernard Fontana	√	√	√	Leave of Absence	Leave of Absence	Leave of Absence
Mr M L Narula	√	√	√	√	√	√
Mr Shailesh Haribhakti	√	Leave of Absence	Leave of Absence	Leave of Absence	√	√
Mr Aidan Lynam	√	√	Leave of Absence	√	√	√
Mr Sushil Kumar Roongta	√	√	Leave of Absence	Leave of Absence	√	Leave of Absence
Mr Ashwin Dani	√	√	√	√	√	√
Mr Farrokh Kavarana (appointed w.e.f. 03.05.2013)	Not Applicable	√	√	Leave of Absence	√	Not Applicable
Mr Bernard Terver (appointed w.e.f. 04.12.2013)	Not Applicable	Not Applicable	Not Applicable	Not Applicable	√	Not Applicable
Mr Naresh Chandra (ceased to be a Director w.e.f. 05.04.2013)	√	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Mr R A Shah (ceased to be a Director w.e.f. 05.04.2013)	√	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable

The Board periodically reviews the items required to be placed before it as per Clause 49 of the Listing Agreement and in particular reviews and approves quarterly/half yearly unaudited financial statements and the audited annual accounts, corporate strategies, business plans, annual budgets, projects and capital expenditure. It monitors overall operating performance, OH&S performance, progress of major projects and reviews such other items which require Board's attention. It directs and guides the activities

of the Management towards the set goals and seeks accountability. It also sets standards of corporate behaviour, ensures transparency in corporate dealings and compliance with laws and regulations. The Agenda for the Board Meeting covers items set out as guidelines in Clause 49 of the Listing Agreement to the extent these are relevant and applicable. All agenda items are supported by relevant information, documents and presentations to enable the Board to take informed decisions.

COMMITTEES OF THE BOARD

The Board has constituted the following six committees viz. Audit Committee, Shareholders'/ Investors' Grievance Committee, Compensation Committee, Compliance Committee, Capex Committee and CSR Committee. The terms of reference of these Committees are decided by the Board and their relevance reviewed from time to time. Meetings of each of these Committees are convened by the respective Chairman of the Committee who also informs the Board of the summary of discussions held in the Committee Meetings. The Minutes of the Committee Meetings are sent to all Directors individually and tabled at the Board Meetings.

a) Audit Committee – (Constituted in 1986)

The Audit Committee acts as the link between the Statutory and the Internal Auditors and the Board of Directors.

The terms of reference of the Audit Committee are as per the guidelines set out in the Listing Agreement with the Stock Exchanges read with Section 292(A) of the Companies Act, 1956. These broadly include:

- approval of the Annual Internal Audit Plan;
- review of the financial reporting system and internal control systems;
- review of quarterly, half yearly and annual financial statements including major accounting entries involving exercise of judgement by the management;
- representation by the Statutory Auditors to the management in regard to any internal control weaknesses observed by them during the course of their audit and the action taken by the management thereon;
- discussions with Statutory, Internal and Cost Auditors on matters related to their area of audit;

- review of Internal Audit Report and implementation of action points arising therefrom;
- review of Risk Management framework concerning the critical operation of the Company;
- Management Discussion & Analysis of the Company's operations;
- review of significant related party transactions;
- review of implementation of the Fraud Risk Management Policy and the Fraud Risk Assessment Reports;
- recommendation for appointment of Statutory and Cost Auditors and their remuneration;
- appointment, removal and terms of remuneration of the Chief Financial Officer and the Chief Internal Auditor.

The Audit Committee and the Internal Audit Department of the Company are governed by their respective Charters to ensure effective compliance with Clause 49 of the Listing Agreement. These charters are reviewed from time to time with a view to bring them in line with the regulatory framework.

The Internal Audit Department is headed by the Chief Internal Auditor who functions independently and reports to the Chairman of the Audit Committee.

The Company has implemented well structured Internal Audit Control Systems to ensure reliability of financial and operational information and statutory/regulatory compliances.

During the year, the Audit Committee was further strengthened by the appointment of new Members.

The composition of the Audit Committee as at December 31, 2013 and details of the Members' participation at the Meetings of the Committee are as under:

Name of the Member	Category	Attendance at the Audit Committee Meetings held on				
		February 6, 2013	May 2, 2013	July 24, 2013	October 22, 2013	December 3, 2013
Mr S M Palia (appointed Chairman w.e.f. 03.05.2013)	Non-Executive/ Independent	√	√	√	Leave of Absence	√
Mr Paul Hugentobler	Non-Executive	√	√	√	√	√
Mr Sushil Kumar Roongta	Non-Executive/ Independent	Leave of Absence	Leave of Absence	√	Leave of Absence	Leave of Absence
Mr M L Narula (appointed w.e.f. 07.02.2013)	Non-Executive	Not Applicable	√	√	√	√
Mr Ashwin Dani (appointed w.e.f. 07.02.2013)	Non-Executive/ Independent	Not Applicable	√	√	√	√
Mr F K Kavarana (appointed w.e.f. 03.05.2013)	Non-Executive/ Independent	Not Applicable	Not Applicable	√	√	√
Mr Shailesh Haribhakti, (ceased to be a Chairman & Member w.e.f. 03.05.2013)	Non-Executive/ Independent	√	Leave of Absence	Not Applicable	Not Applicable	Not Applicable
Mr Naresh Chandra, IAS (Retd.) (ceased to be a Member w.e.f. 05.04.2013)	Non-Executive/ Independent	√	Not Applicable	Not Applicable	Not Applicable	Not Applicable

All the Members on the Audit Committee have the requisite qualification for appointment on the Committee and possess sound knowledge of finance, accounting practices and internal controls.

The representatives of the Statutory Auditors are permanent invitees to the Audit Committee Meetings. They have attended all the Meetings during the year. The representative of the Cost Auditor is invited to attend the Meeting of the Audit Committee when the Cost Audit Report is tabled for discussion. The CEO & MD, the Chief Financial Officer (CFO), the

Chief Internal Auditor and the Chief Executives at the Regions attend all the Audit Committee Meetings. The Company Secretary is the Secretary to the Committee. A representative of Holcim Group's internal audit team is also invited to attend the meeting and share Holcim's expertise in international best practices in Internal Audit.

During the year under review, the Audit Committee has met the Statutory Auditors and the Internal Auditor separately to get their inputs on any significant matters relating to their areas of audit.

Self Assessment by the Audit Committee

The Audit Committee has set in place a process to measure and benchmark its performance on an annual basis. The assessment broadly covers composition, structure and committee meetings; business and risk management; overview of the financial reporting process; internal control systems and overview of internal and external audits. The results of the self assessment are presented to the Audit Committee along with the action plan in the areas requiring improvement.

b) Shareholders' / Investors' Grievance Committee - (Constituted in 1962)

The Shareholders'/Investors' Grievance Committee deals with various matters relating to:-

- transfer / transmission of shares / debentures;
- issue of duplicate share certificates;
- issue and allotment of rights / bonus shares/ shares against Employee Stock Options;
- review of shares dematerialized and all other related matters;
- monitoring expeditious redressal of investors' grievances;
- non receipt of Annual Report and declared dividend;
- all other matters related to shares / debentures.

The composition of the Shareholders' / Investors' Grievance Committee as at December 31, 2013 and details of the Members' participation at the Meetings of the Committee are as under:

Name of the Member	Attendance at the Shareholders'/Investors' Grievance Committee Meetings held on				
	February 7, 2013	May 3, 2013	July 25, 2013	October 23, 2013	December 4, 2013
Mr Paul Hugentobler (Chairman)	√	√	√	√	√
Mr M L Narula	√	√	√	√	√
Mr Bernard Terver (appointed w.e.f. 04.12.2013)	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Mr Kuldip Kaura	√	√	√	√	√

The Company Secretary also functions as the Compliance Officer.

During the year, 24 complaints were received from shareholders, all of which have been attended / resolved. No investor grievance has remained unattended / pending for more than thirty days. No share transfers were pending as on December 31, 2013.

c) Compensation Committee - (Non Mandatory Committee - Constituted in 1993)

The terms of reference of the Compensation Committee, inter alia, consists of reviewing the overall compensation policy, the remuneration structure, service agreement and other employment conditions of the CEO & MD

with a view to retaining and motivating the best managerial talents. In determining the remuneration, the Committee takes into consideration the industry trend, remuneration paid by comparable companies, responsibilities to be shouldered by the CEO & MD and the Company's and individual performance. The Committee also identifies individuals qualified to become Directors and recommends the same to the Board. This Committee also reviews and recommends to the Board, the appointment of the senior-most level of the Executives. It also reviews the performance and compensation of the Managing Committee Members and the Company Secretary and Head Compliance.

The composition of the Compensation Committee as at December 31, 2013 and the details of Members' participation at the Meetings of the Committee are as under:

Name of the Member	Attendance at the Compensation Committee Meetings held on			
	February 7, 2013	May 3, 2013	October 23, 2013	December 4, 2013
Mr N S Sekhsaria (Chairman)	√	√	√	√
Mr Paul Hugentobler	√	√	√	√
Mr Shailesh Haribhakti	√	Leave of Absence	Leave of Absence	√
Mr Farrokh K Kavarana (appointed w.e.f. 04.12.2013)	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Mr Bernard Terver (appointed w.e.f. 04.12.2013)	Not Applicable	Not Applicable	Not Applicable	Not Applicable

d) Compliance Committee (Non Mandatory Committee – Constituted in 2008)

The Compliance Committee plays an important role in building a regime of zero tolerance to any form of non compliance which is essential for sustainable growth.

The terms of reference of the Committee broadly comprises:

- reviewing the legal environment in which the Company operates with a view to understand the implications of major legislative and regulatory developments and their interpretation by the Courts of law that may significantly affect the Company;
- reviewing compliance with the provisions of Competition Law and to provide guidance in regard to the development of the laws in India and abroad;
- reviewing the compliance with all applicable statutes, rules and regulations based on reports received from the CEO & MD, Chief Executives of the Regions, CFO, President Human Resources and the Company Secretary & Head Compliance and recommend corrective actions, if any, where required;
- reviewing significant legal cases filed by and against the Company.

The composition of the Compliance Committee as at December 31, 2013 and the details of the Members' participation at the Meetings of the Committee are as under:

Name of the Member	Attendance at the Compliance Committee Meetings held on			
	February 6, 2013	May 2, 2013	July 24, 2013	October 22, 2013
Mr Paul Hugentobler (Chairman)	√	√	√	√
Mr Shailesh Haribhakti	√	Leave of Absence	√	Leave of Absence
Mr Bernard Terver (appointed w.e.f. 04.12.2013)	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Mr Kuldip Kaura	√	√	√	√
Mr R A Shah (ceased to be a Chairman w.e.f. 05.04.2013)	√	Not Applicable	Not Applicable	Not Applicable
Mr Naresh Chandra, IAS (Retd.) (ceased to be a Member w.e.f. 05.04.2013)	√	Not Applicable	Not Applicable	Not Applicable

e) Capex Committee - (Non Mandatory Committee – Constituted in 2010)

The Capex Committee was constituted to undertake a detailed examination of various large project proposals and report/recommend the same to the Board. The terms of reference of the said Committee are as under:

- to evaluate the financial viability of all major capex proposals for recommendation to the Board;
- to monitor the projects with regard to the committed expenditure and time schedules;
- to discuss post audit evaluation of above completed projects;
- to evaluate acquisition proposals and make appropriate recommendations to the Board;
- such other duties relating to capex projects as may be assigned to the Committee from time to time by the Board.

The composition of the Capex Committee as at December 31, 2013 and the details of the Members' participation at the Meetings of the Committee are as under:

Name of the Member	Attendance at the Capex Committee Meeting held on April 5, 2013
Mr Paul Hugentobler (Chairman)	√
Mr S M Palia	√
Mr M L Narula	√
Mr Aidan Lynam	√
Mr Sushil Kumar Roongta	Leave of Absence
Mr Bernard Terver (appointed w.e.f. 4.12.2013)	Not Applicable
Mr Kuldip Kaura	√

f) Corporate Social Responsibility (CSR) Committee – (Non Mandatory Committee - Constituted on February 7, 2013)

The terms of reference of the Corporate Social Responsibility Committee (CSR) broadly comprises:

- To review the existing CSR Policy and to make it more comprehensive so as to indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act 2013;
- To provide guidance on various CSR activities to be undertaken by the Company and to monitor its progress.

The composition of the Corporate Social Responsibility Committee as at December 31, 2013 and the details of Members' participation at the Meetings of the Committee are as under:

Name of the Member	Attendance at the CSR Meetings held on	
	February 22, 2013	October 10, 2013
Mr S M Palia (Chairman)	√	√
Mr M L Narula	√	√
Mr Kuldip Kaura	√	√

REMUNERATION POLICY

(a) Remuneration Policy for Executive Director:

Subject to the approval of the Members and other approvals as may be required under the Companies Act, 1956, the remuneration of the CEO & MD is decided by the Board of Directors on the recommendation of the Compensation Committee. In determining the remuneration, the Compensation Committee takes into consideration the size and complexity of the Company's operations and the onerous responsibility required to be shouldered by the incumbent, the remuneration paid by comparable companies and the performance of the Company.

The remuneration structure of Mr Kuldip Kaura, CEO & MD and the terms of appointment/re-appointment which have been approved by the Members of the Company are as under:

	Terms of appointment and remuneration	Terms of re-appointment and remuneration
Period of Appointment / Re-appointment	Appointed as CEO & MD (Designate) from 05.08.2010 to 12.08.2010 and as CEO & MD w.e.f 13.08.2010 to 31.12.2013.	Re-appointed for a period of one year w.e.f. 01.01.2014.
Salary Grade	₹ 11,00,000 - ₹ 25,00,000	₹ 11,00,000 - ₹ 25,00,000
Allowances	<ul style="list-style-type: none"> i. Housing : Free furnished residential accommodation or HRA at the rate of 40% of the basic salary. ii. LTA: An amount not exceeding 12.5% of the basic salary. The entitlement for any one year to the extent not availed of shall be allowed to be accumulated up to the next two corporate financial years. iii. Such Special Allowance as may be decided by the Board on the recommendation of the Compensation Committee. 	<ul style="list-style-type: none"> i. Housing : Free furnished residential accommodation or HRA at the rate of 40% of the basic salary. ii. LTA: An amount not exceeding 12.5% of the basic salary. The entitlement to the extent not availed of shall be encash and paid out at the end of the tenure of the CEO & MD. iii. Such Special Allowance as may be decided by the Board on the recommendation of the Compensation Committee.
Perquisites	<ul style="list-style-type: none"> i. Membership of two clubs. ii. Personal Accident Insurance Policy as per the rules of the Company. iii. Medical Reimbursement: Such amount as may be decided by the Board on the recommendation of the Compensation Committee including Group Medical Insurance Policy as per the rules of the Company. iv. Other Perquisites as may be decided by the Board on the recommendation of the Compensation Committee subject to the overall ceiling on managerial remuneration as prescribed under the Companies Act, 1956. 	<ul style="list-style-type: none"> i. Membership of two clubs. ii. Personal Accident Insurance Policy as per the rules of the Company. iii. Medical Reimbursement: Such amount as may be decided by the Board on the recommendation of the Compensation Committee including Group Medical Insurance Policy as per the rules of the Company. iv. Other Perquisites as may be decided by the Board on the recommendation of the Compensation Committee subject to the overall ceiling on managerial remuneration as prescribed under the Companies Act, 1956.

	Terms of appointment and remuneration	Terms of re-appointment and remuneration
Retiral Benefits	Contribution to Provident Fund and Superannuation Fund as per the rules of the Company.	Contribution to Provident Fund and Superannuation Fund as per the rules of the Company.
Performance Incentive	Amount equivalent to a maximum of 37.5% of the basic salary and allowances [which includes 7.5% as Holcim's Global Performance Incentive Scheme (The Scheme)]. The component of tax, if any, applicable on the shares granted by Holcim pursuant to the Scheme shall be borne by the Company.	Amount equivalent to a maximum of 37.5% of the basic salary and allowances [which includes 7.5% as Holcim's Global Performance Incentive Scheme (The Scheme)]. The component of tax, if any, applicable on the shares granted by Holcim pursuant to the Scheme shall be borne by the Company.
Minimum Remuneration	Where in the financial years during the currency of the tenure of the CEO & MD, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified, subject to requisite approvals being obtained.	Where in the financial year the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified, subject to requisite approvals being obtained.
Notice Period & Severance Fees	Six months notice or six months salary in lieu of notice as per the terms of appointment.	Three months notice or three months salary in lieu of notice as per the terms of re-appointment (i.e. w.e.f. 01.01.2014).

(b) Remuneration Policy for Non-Executive Directors:

The Non-Executive Directors are paid Sitting Fees of ₹ 20,000/- for each meeting of the Board/ Committee of the Board attended by them, excluding CSR Committee. The total amount of sitting fees paid during the financial year ended December 31, 2013 was ₹ 19.40 lakhs.

In recognition of their contribution and the time spent on the Company's business and taking into consideration the size and complexity of the Company's operations, the stringent accounting standards and governance norms, the Members of the Company have at the 74th Annual General

Meeting held on 8th April, 2010 sanctioned the payment of commission to the Non-Executive Directors of an amount not exceeding one percent of the net profits of the Company as computed in the manner provided under Section 198(1) of the Companies Act, 1956.

Pursuant thereto, the Company has provided for the payment of commission of ₹ 13.00 lakhs to each of the Non-Executive Directors for the financial year 2013, which is payable pro rata to those Directors who were in office for part of the year. The Company has also provided for payment of additional commission of ₹ 9.00 lakhs for each of the Non-Executive Member Directors of the

Audit Committee and Compliance Committee payable pro rata to those who occupied the office for part of the year. The maximum commission payable to each Non-Executive Director has been

fixed at ₹ 22.00 lakhs. The commission is being paid on a uniform basis to reinforce the principle of collective responsibility.

Details of Remuneration paid/payable to Directors for the financial year ended December 31, 2013

₹ Lakhs

Name	Salary	Commission	Sitting Fees	Total
Mr N S Sekhsaria	-	13.00	1.80	14.80
Mr Paul Hugentobler	-	22.00	4.80	26.80
Mr Kuldip Kaura	605.02	-	-	605.02
Mr S M Palia	-	22.00	1.80	23.80
Mr Bernard Fontana	-	13.00	0.60	13.60
Mr M L Narula	-	21.09	3.00	24.09
Mr Shailesh Haribhakti	-	22.00	1.40	23.40
Mr Aidan Lynam	-	13.00	1.00	14.00
Mr Sushil Kumar Roongta	-	22.00	0.80	22.80
Mr Ashwin Dani	-	21.09	1.80	22.89
Mr Farrokh Kavarana (appointed w.e.f. 03.05.2013)	-	14.65	1.20	15.85
Mr Bernard Terver (appointed w.e.f. 04.12.2013)	-	1.69	0.20	1.89
Mr Naresh Chandra (retired as a Director w.e.f. 05.04.2013)	-	5.67	0.60	6.27
Mr. R. A. Shah (retired as a Director w.e.f. 05.04.2013)	-	5.67	0.40	6.07

Notes:

1. Mr Farrokh K Kavarana, Mr Bernard Terver, Mr Naresh Chandra and Mr R A Shah, Non-Executive Directors have been paid commission on a prorata basis.
2. Salary includes basic salary, performance incentive, allowances, contribution to provident fund, perquisites (including monetary value of taxable perquisites) etc. Provision for contribution to gratuity fund, leave encashment on retirement and other defined benefits which are made based on actuarial valuation on an overall Company basis are not included above.

SUBSIDIARY COMPANIES

The Company does not have a material non-listed Indian subsidiary whose turnover or net worth (i.e. paid up capital and free reserves) exceeds 20% of the consolidated turnover or net worth respectively, of the listed holding company and its subsidiaries in the immediately preceding accounting year.

The Internal Audit Report of the Subsidiary Companies are placed before and reviewed by the Audit Committee.

Copies of the Minutes of the Audit Committee/ Board Meetings of Subsidiary Companies are individually given to all the Directors and are tabled at the subsequent Board Meetings.

DISCLOSURES

Commensurate with the size of the Company's operation, there are no materially significant transactions with related parties viz. Promoters, Directors, Management or their subsidiaries or relatives conflicting with the Company's interest. Suitable disclosure on Related Party Transactions as required by the Accounting Standard (AS 18) has been made in the Annual Report.

No strictures or penalties have been imposed on the Company by the Stock Exchanges or by the Securities and Exchange Board of India (SEBI) or by any statutory authority on any matters related to capital markets during the last three years.

In the preparation of the financial statements, the Company has followed the Accounting Standards notified pursuant to Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provision of the Companies Act, 1956. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

Business Risk Evaluation and Management is an ongoing process within the Organization. The Company has a formal system of internal control testing which examines both the design effectiveness and operational effectiveness to ensure reliability of financial and operational information and all statutory / regulatory compliances. The Company's business processes are on SAP-ERP and SAP-HR platforms and has a strong monitoring and reporting process resulting in financial discipline and accountability.

Adoption of non-mandatory requirements under Clause 49 of the Listing Agreement are being reviewed from time to time. Among the non-mandatory requirements adopted by the Company, is the introduction of the Fraud Risk Management Policy which contains features of the Whistle Blower Policy.

CEO & MD / CFO Certification

The CEO & MD and the CFO have issued a certificate pursuant to the provisions of Clause 49 of the Listing Agreement certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

CODE OF CONDUCT

The Board of Directors has approved a Code of Business Conduct and Ethics which is applicable to the Members of the Board and all employees in the Management grade. The Company believes in "Zero Tolerance" to bribery and corruption in any form and the Board has laid down the "Anti Bribery & Corruption Directive" which forms an Appendix to the Code of Conduct. The Code of Conduct has been posted on the Company's website www.acclimited.com.

The Code lays down the standard of conduct which is expected to be followed by the concerned Directors and the designated employees in their business dealings and in particular on matters relating to conflict of interests, bribery and corruption, integrity of accounting and financial reporting, fair competition, Corporate Social Responsibility, concern for sustainable development / sustainable performance, concern for occupational health and safety, use of licensed software, email and internet connectivity and corporate communications.

All the Board Members and the senior management personnel have confirmed compliance with the Code. The Company has organized face to face training for approximately 1,900 employees in Management Grade. In addition, all Management Staff were required to complete an e-learning module in this regard.

The Value Creation in Competitive Environment (VCCE) Program was introduced in ACC as early as 2008 and the Company has been carrying out extensive training sessions for creating awareness among relevant employees for conducting business in a fair manner upholding the interest of consumers.

In staying true to our values of Strength, Performance & Passion and in line with our vision of being one of the most respected companies in India, we are committed to the high standards of Corporate Governance and stakeholder responsibility.

The Company has set up a Fraud Risk Management Committee (FRMC) under the Audit Committee and instituted a Fraud Risk Management (FRM) Policy to combat fraud and misconduct. The FRM Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.

ACC Ethics Helpline, which is managed by an independent professional organization, can be contacted to report any suspected or confirmed

incident of fraud / misconduct. The Ethics Helpline details are:

E-Mail: acc@ethicalview.com

National Toll Free Number: 18002092008

Fax Number: +91(22) 66459575

Post: Post Box No. 137, Pune - 411001

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company. The Company Secretary & Head Compliance is responsible for implementation of the said Code.

All Board Directors and the designated employees have confirmed compliance with the Code.

COMMUNICATION WITH THE MEMBERS / SHAREHOLDERS

The unaudited quarterly/half yearly financial statements results are announced within forty-five days of the close of the quarter. The audited annual financial statements are announced within two months from the close of the financial year as per the requirements of the Listing Agreement with the Stock Exchanges. The aforesaid financial results are sent to BSE Limited (BSE) and The National Stock Exchange of India Limited (NSE) where the Company's securities are listed, immediately after these are approved by the Board. The results are thereafter given by way of a Press Release to various news agencies/analysts and are published within forty-eight hours in leading English and Marathi daily newspapers.

The audited financial statements form a part of the Annual Report which is sent to the Members prior to the Annual General Meeting.

The Company also informs by way of intimation to BSE and NSE all price sensitive matters or such other matters which in its opinion are material and of relevance to the Members and subsequently issues a Press Release in regard to the same.

The Annual Report of the Company, the quarterly/half yearly and the annual financial statements and the press releases of the Company are also placed on the Company's website: www.acclimited.com and can be downloaded.

In compliance with Clause 52 of the Listing Agreement, the financial statements, shareholding pattern, quarterly compliances and other relevant corporate communication to the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited are filed electronically through Corporate Filing and Dissemination System (CFDS) website www.corpfiling.co.in. and on NSE's NEAPS portal.

Individual reminders are sent each year to those members whose dividends have remained unclaimed for a period of seven years from the date they become due for payment, before transferring the monies to the Investors' Education & Protection Fund (IEPF). The information on unclaimed dividend is also posted on the website of the Company as aforesaid.

GENERAL INFORMATION FOR SHAREHOLDERS

Investor Services

The Company has an in-house Share Department located at its Registered Office which offers all share related services to its Members and investors. These services include transfer / transmission / dematerialisation of shares, payment of dividends, sub-division / consolidation / renewal of share certificates and investor grievances.

The Secretarial and Compliance Division and the Share Department had received ISO 9001:2008 certification in 2011 from Det Norske Veritas AS Certification Services (DNV) for the robustness of its internal processes. During the year under review, follow up audit was carried out by DNV with no adverse comments.

The Company is registered with SEBI as Registrar to an issue/share transfer agent in Category II Share Transfer Agent and the registration code is INR000004124.

The Departments had also carried out a Satisfaction Survey from its internal and external stakeholders including the Directors/Members of the Company and had received a satisfaction score of 94%.

Address for Correspondence with the Company

ACC Limited
Share Department
"Cement House"
121, Maharshi Karve Road,
Mumbai 400020

Telephone Nos: (022) 3302 4469

Fax No: (022) 6631 7458

Communication by e-mail:

For transfer/transmission/subdivision/demat/loss of shares/dividend/general inquiries and investor grievance remaining unattended:	sujata.chitre@acclimited.com
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Members who hold shares in dematerialized form should correspond with the Depository Participant with whom they maintain Demat Account/s, for their queries relating to shareholding, change of address, credit of dividend through NECS. However, queries relating to non-receipt of dividend, non-receipt of

annual reports, or on matters relating to the working of the Company should be sent to the Company.

Members who hold shares in physical form should address their queries to the Company.

Members are requested to ensure that correspondence for change of address, change in bank details, processing of unclaimed dividend, subdivision of shares, renewal / split / consolidation of share certificates, issue of duplicate share certificates should be signed by the first named Member as per the specimen signature lodged with the Company. The Company may also, with a view to safeguard the interest of its Members and that of the Company, request for additional supporting documents such as certified copies of PAN Cards and other proof of identity and/or address.

Members are requested to indicate their DP ID & Client ID / Ledger Folio number in their correspondence with the Company and also to provide their Email addresses and telephone numbers / fax numbers to facilitate prompt response from the Company.

Exclusive E-Mail ID & Toll Free Number

The Company has designated an e-mail ID to enable the Members and investors to correspond with the Company. The e-mail ID is ACC-InvestorSupport@acclimited.com

The Company has also set up a toll free number 1800-3002-1001 to facilitate the Members/Investors to contact the Company. The toll free services will be available on all working days of the Company from 9.15 a.m. till 5.00 p.m.

Plant Location

The location of the Company's Plants are given on the inside cover page of the Annual Report. The details of the Plants along with their addresses and telephone numbers are also available on the Company's website.

MARKET INFORMATION

Listing on Stock Exchanges

The Company's shares are listed on the following Stock Exchanges and the Listing Fees have been paid to the Exchanges:

Name & Address of the Stock Exchanges	Stock Code / Scrip Code	ISIN Number for NSDL/CDSL (Dematerialised shares)
BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street Mumbai 400001	500410	INE012A01025
The National Stock Exchange of India Limited Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai 400051	ACC	

The Privately placed Non-Convertible Debentures are listed on the Wholesale Debt Market Segment of the National Stock Exchange of India Limited.

ISIN Number for Privately Placed Debentures

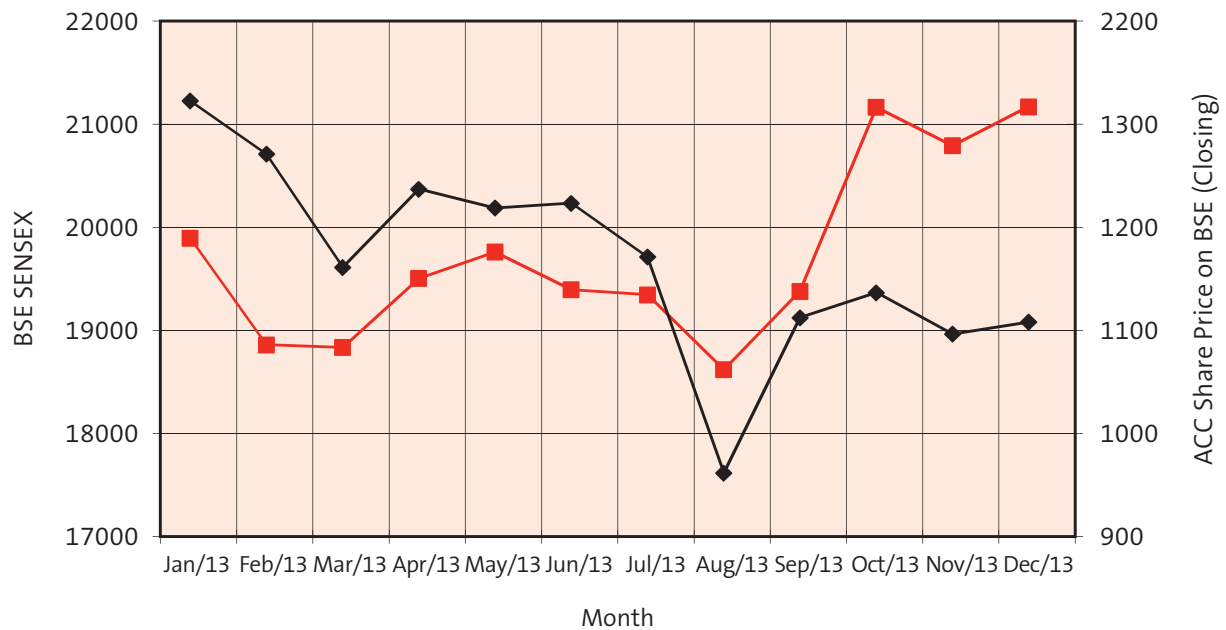
NSDL & CDSL	INE012A07196
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The Debenture Trustee as on December 31, 2013 is IDBI Trusteeship Services Limited.

ACC Share Price on BSE vis-à-vis BSE Sensex January – December 2013

Month	BSE Sensex Close	ACC Share Price			No of shares traded during the month	Turnover (₹ Crores)
		High	Low	Close		
		₹	₹	₹		
Jan-13	19,894.98	1,452.70	1,301.25	1,322.55	5,86,327	80.08
Feb-13	18,861.54	1,355.00	1,223.90	1,271.10	4,93,197	63.87
Mar-13	18,835.77	1,299.85	1,118.40	1,161.25	5,41,138	65.94
Apr-13	19,504.18	1,263.95	1,106.75	1,237.10	3,99,500	46.84
May-13	19,760.30	1,278.50	1,183.00	1,218.85	5,27,202	64.90
Jun-13	19,395.81	1,236.50	1,149.00	1,223.45	2,98,719	35.82
Jul-13	19,345.70	1,292.00	1,140.00	1,171.35	9,37,970	115.20
Aug-13	18,619.72	1,205.40	912.05	961.80	15,41,322	177.06
Sept-13	19,379.77	1,136.10	914.00	1,112.45	5,63,805	57.60
Oct-13	21,164.52	1,166.60	1,092.00	1,136.70	5,67,122	64.36
Nov-13	20,791.93	1,148.00	1,011.20	1,096.55	3,65,300	39.16
Dec-13	21,170.68	1,183.00	1,069.20	1,108.20	3,34,152	37.33

ACC Share on BSE & BSE SENSEX

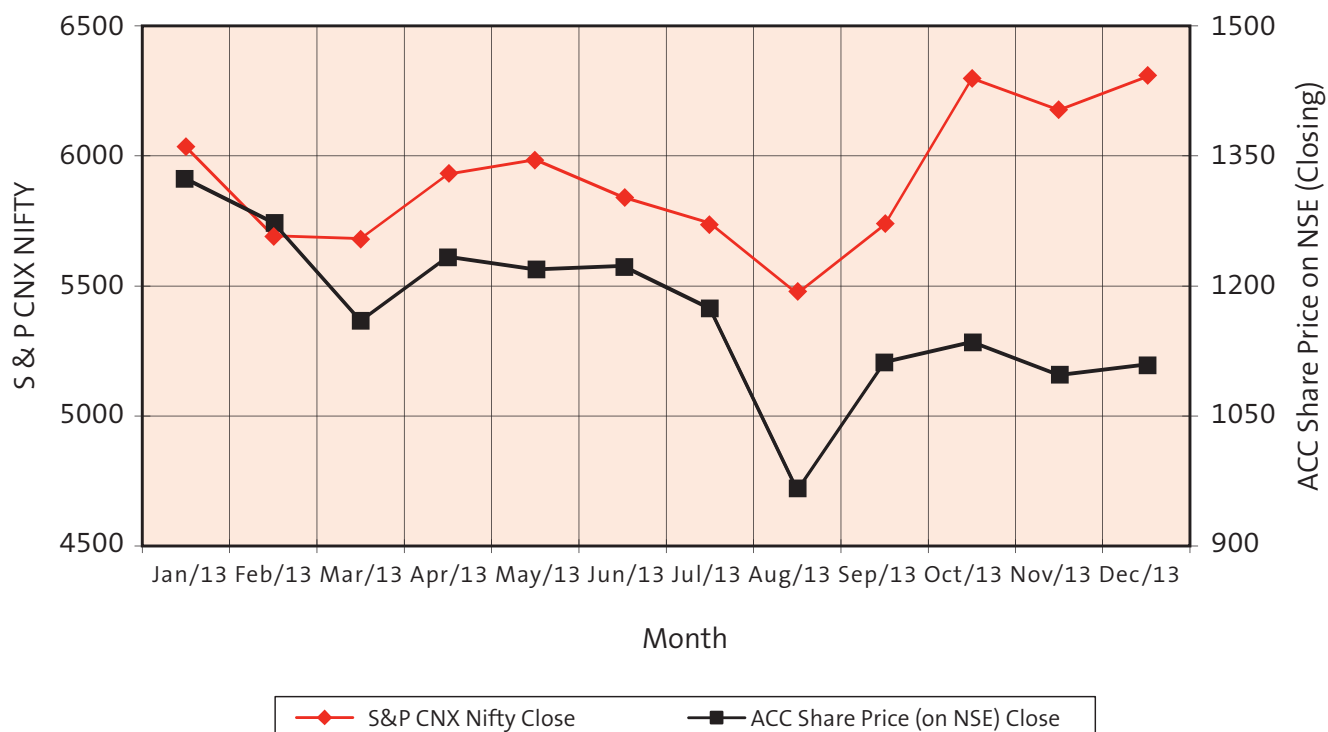


—■— BSE Sensex —◆— ACC Share Price (on BSE) Close

ACC Share Price on NSE vis-à-vis S&P CNX Nifty January – December 2013

Month	S & P CNX Nifty Close	ACC Share Price			No of shares traded during the month	Turnover (₹ Crores)
		High	Low	Close		
		₹	₹	₹		
Jan-13	6,034.75	1,452.50	1,301.10	1,323.10	69,23,949	946.82
Feb-13	5,693.05	1,349.00	1,203.00	1,272.55	97,48,237	1,259.89
Mar-13	5,682.55	1,300.70	1,118.05	1,159.20	73,03,840	890.65
Apr-13	5,930.20	1,263.90	1,106.60	1,233.30	48,67,722	572.59
May-13	5,985.95	1,279.90	1,191.00	1,218.75	51,91,771	638.36
Jun-13	5,842.20	1,255.45	1,146.05	1,222.65	53,05,547	635.09
Jul-13	5,742.00	1,292.95	1,140.05	1,173.55	59,11,048	726.17
Aug-13	5,471.80	1,205.00	911.15	964.10	75,15,976	814.09
Sept-13	5,735.30	1,138.00	913.90	1,111.95	76,71,004	791.95
Oct-13	6,299.15	1,166.95	1,092.00	1,134.85	73,78,346	835.04
Nov-13	6,176.10	1,149.45	1,016.65	1,096.60	66,66,839	714.55
Dec-13	6,304.00	1,183.90	1,069.00	1,108.75	45,48,867	505.68

ACC Share on NSE & S&P CNX NIFTY



SHARE TRANSFER SYSTEM/DIVIDEND AND OTHER RELATED MATTERS

i. Share transfers

Share transfers in physical form are processed and the share certificates are generally returned to the transferees within a period of fifteen days from the date of receipt of transfer provided the transfer documents lodged with the Company are complete in all respects.

ii. Nomination facility for shareholding

As per the provisions of the Companies Act, 1956, facility for making nomination is available for Members in respect of shares held by them. Members holding shares in physical form may obtain nomination form, from the Share Department of the Company or download the same from the Company's website. Members holding shares in dematerialized form should contact their Depository Participants (DP) in this regard.

iii. Permanent Account Number (PAN)

Members who hold shares in physical form are advised that SEBI has made it mandatory that a copy of the PAN card of the transferee/s, members, surviving joint holders/legal heirs be furnished to the Company while obtaining the services of transfer, transposition, transmission and issue of duplicate share certificates.

iv. Subdivision of shares

The Company had subdivided the face value of its Equity Shares from ₹ 100 to ₹ 10 in 1999. The old shares having face value of ₹ 100 are no longer tradable on the Stock Exchanges. Members holding share certificates of the face value of ₹ 100 are requested to send the certificates to the Share Department of the Company for exchange with shares of the face value of ₹ 10 each.

v. Dividend

a. Payment of dividend through National Electronic Clearing Service (NECS)

The Company provides the facility for remittance of dividend to the Members through NECS. To facilitate dividend payment through NECS, Members who hold shares in demat mode should inform their depository participant and such of the Members holding shares in physical form should inform the Company of the core banking account number allotted to them by their bankers. In cases where the core banking account number is not intimated to the Company/Depository Participant, the Company will issue dividend warrants to the Members.

b. Unclaimed Dividends

The Company is required to transfer dividends which have remained unpaid / unclaimed for a period of seven years to the Investor Education & Protection Fund (IEPF) established by the Government. The Company will, in June 2014 and September 2014 transfer to the said fund, the following dividends:

- 69th Dividend for the year ended December 31, 2006
- 70th Interim Dividend for the year ended December 31, 2007

The date of declaration of dividend in respect of the years ended 2006 to 2013 and the dates by which the amount will be transferred to IEPF is as under:

Financial Year	Date of Declaration	Rate of Dividend per share (₹)	Due date for transfer to IEPF
31.12.2006 (69th)	28.03.2007	15.00	01.06.2014
31.12.2007 (70th Interim)	19.07.2007	10.00	22.09.2014
31.12.2007 (70th Final)	24.04.2008	10.00	28.06.2015
31.12.2008 (71st Interim)	24.07.2008	10.00	27.09.2015
31.12.2008 (71st Final)	08.04.2009	10.00	12.06.2016
31.12.2009 (72nd Interim)	23.07.2009	10.00	26.09.2016
31.12.2009 (72nd Final)	08.04.2010	13.00	12.06.2017
31.12.2010 (73rd Interim)	22.07.2010	10.00	25.09.2017
31.12.2010 (73rd Final)	13.04.2011	20.50	17.06.2018
31.12.2011 (74th Interim)	28.07.2011	11.00	30.09.2018
31.12.2011 (74th Final)	28.03.2012	17.00	01.06.2019
31.12.2012 (75th Interim)	26.07.2012	11.00	29.09.2019
31.12.2012 (75th Final)	05.04.2013	19.00	09.06.2020
31.12.2013 (76th Interim)	25.07.2013	11.00	28.09.2020

vi. Pending Investors' Grievances

Any Member/ Investor whose grievance has not been resolved satisfactorily, may kindly write to the Company Secretary and Head Compliance at the Registered Office with a copy of the earlier correspondence.

vii. Reconciliation of Share Capital Audit

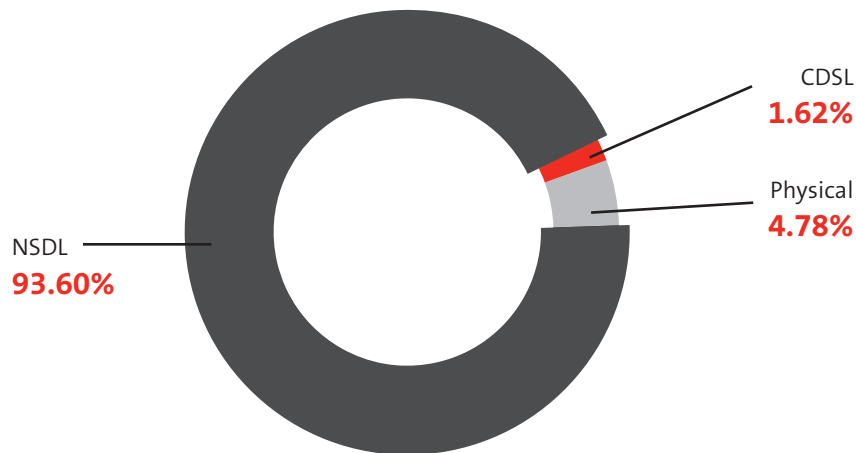
As required by the Securities & Exchange Board of India (SEBI) quarterly audit of the Company's share capital is being carried out by

an independent external auditor with a view to reconcile the total share capital admitted with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and held in physical form, with the issued and listed capital. The Auditors' Certificate in regard to the same is submitted to BSE Limited and The National Stock Exchange of India Limited and is also placed before the Shareholders'/ Investors' Grievance Committee and the Board of Directors.

Distribution of shareholding as on December 31, 2013

No. of shares slab	No. of share-holders	% No. of Shares holders	Physical	% of share capital	NSDL	% of share capital	CDSL	% of share capital	Total No. of Shares	% of share capital
1-50	60799	57.71	264124	0.14	671925	0.36	173316	0.09	1109365	0.59
51-100	13921	13.21	292536	0.16	706938	0.38	139643	0.07	1139117	0.61
101-200	10808	10.26	480273	0.26	971681	0.52	158821	0.08	1610775	0.86
201-500	9930	9.43	937805	0.50	2024352	1.08	311279	0.17	3273436	1.74
501-1000	4818	4.57	902929	0.48	2269651	1.21	314701	0.17	3487281	1.86
1001-5000	4214	4.00	2090857	1.11	5772593	3.07	701416	0.37	8564866	4.56
5001-10000	431	0.41	568243	0.30	2176262	1.16	250391	0.13	2994896	1.60
>10000	432	0.41	3439983	1.83	161138889	85.83	986748	0.53	165565620	88.19
Total	105353	100.00	8976750	4.78	175732291	93.60	3036315	1.62	187745356	100.00

Distribution of Shareholding as on 31.12.2013

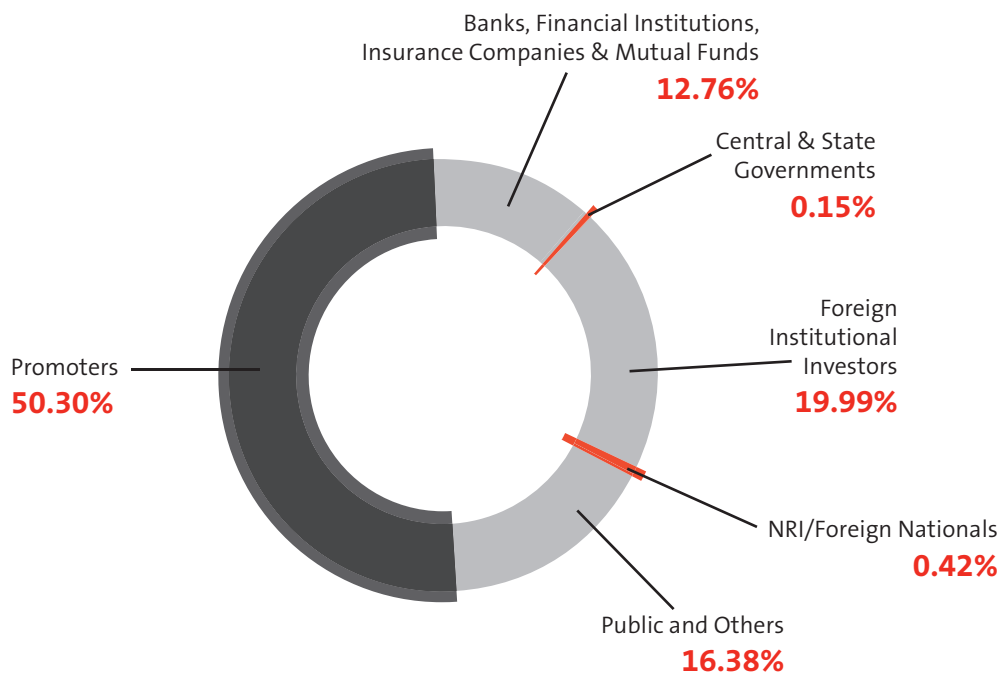


The Company has entered into agreements with both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) whereby shareholders have an option to dematerialize their shares with either of the depositories.

Shareholding Pattern as on December 31, 2013

Category	No. of Shares held	%	
Promoters:			
Holcim (India) Private Limited	93888120	50.01	
Holderind Investments Ltd.	541000	0.29	50.30
Banks, Financial Institutions, Insurance Companies & Mutual Funds			
i. Banks	439521	0.23	
ii. Financial Institutions	17627660	9.40	
iii. Insurance Companies	-	-	
iv. Mutual Funds/UTI	5885030	3.13	12.76
Central & State Governments	287815		0.15
Foreign Institutional Investors	37530075		19.99
NRIs / Foreign Nationals	788449		0.42
Directors	0		0.00
Public and Others	30757686		16.38
TOTAL	187745356		100.00

Shareholding Pattern As on December 31, 2013



The Company is a subsidiary of Holcim India Private Limited and an ultimate subsidiary of Holcim Limited, Switzerland.

Statement showing Shareholding of more than 1% of the Capital as on December 31, 2013

Sr. No.	Names of the shareholders		Number of shares	Percentage of Capital
1	Holcim (India) Private Limited (Promoter)	93888120	94429120	50.30
	Holderind Investments Ltd (Promoter)	541000		
2	Life Insurance Corporation of India		15392891	8.20
3	Aranda Investments (Mauritius) Pte Ltd		4743636	2.53
4	Aberdeen Global Indian Equity (Mauritius) Limited		4123936	2.20
5	JP Morgan Funds – Emerging Markets Equity Fund		2873698	1.53
6	JP Morgan Sicav Investment Company (Mauritius) Limited		2385199	1.27
	TOTAL		123948480	66.03

Global Depository Receipts (GDR) or any Convertible instrument, conversion dates and likely impact on Equity

NIL

Particulars of past three Annual General Meetings:

AGM	Financial Year	Venue	Date	Time	Special Resolutions passed
77th	Calendar Year 2012	Birla Matushri Sabhagar, 19, Sir Vithaldas	05.04.2013	3.00 p.m.	No Special Resolution was passed
76th	Calendar Year 2011		28.03.2012	3.00 p.m.	No Special Resolution was passed
75th	Calendar Year 2010	Thackersey Marg, Mumbai 400 020	13.04.2011	3.00 p.m.	No Special Resolution was passed

No Extraordinary General Meeting was held during the period under reference.

Details of Resolution passed through postal ballot, the persons who conducted the postal ballot exercise and details of the voting pattern:

- (i) Pursuant to Section 192A(2) of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, a Notice dated January 9, 2013 was sent to the Members seeking their approval through postal ballot for passing of an Ordinary Resolution for

the payment of Technology and Knowhow Fee to Holcim Technologies Limited. The Company had appointed Ms Shirin K Bharucha, Legal Advisor, as the scrutinizer for conducting the postal ballot process. Accordingly, the Postal Ballot was conducted by the scrutinizer and a Report submitted to the Chairman. The results of the voting conducted through Postal Ballot are as under:

Particulars	Number of Ballots	Number of Votes	% of votes
Total Postal Ballot Forms received	3901	130111680	100
Less: Invalid Forms received	270	67380	0.05
Net valid Postal Ballot Forms received	3631	130044300	99.95
Postal Ballot Forms with assent for the Resolution	2879	98429932	75.65
Postal Ballot Forms with dissent for the Resolution	752	31614368	24.30

The Ordinary Resolution as per Notice dated January 8, 2013 for the payment of Technology and Knowhow Fee to Holcim Technologies Limited, was accordingly passed with the requisite majority.

- (ii) Pursuant to Section 192A(2) of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, a

Notice dated December 16, 2013 was sent to the Members seeking their approval through postal ballot for passing of an Ordinary Resolution

for the re-appointment and remuneration of Mr Kuldip Kaura, Chief Executive Officer and Managing Director. The Company had appointed Ms Shirin K Bharucha, Legal Advisor, as the scrutinizer for conducting the postal

ballot process. Accordingly, the Postal Ballot was conducted by the scrutinizer and a Report submitted to the Chairman. The results of the voting conducted through Postal Ballot are as under:

Particulars	Number of Ballots	Number of Votes	% of votes
Total Postal Ballot Forms received	3264	142504234	100
Less: Invalid Forms received	221	68445	0.05
Net valid Postal Ballot Forms received	3043	142435789	99.95
Postal Ballot Forms with assent for the Resolution	2921	142382558	99.91
Postal Ballot Forms with dissent for the Resolution	122	53231	0.04

The Ordinary Resolution as per Notice dated December 16, 2013 for the re-appointment and remuneration of Mr Kuldip Kaura, Chief Executive Officer and Managing Director was accordingly passed with the requisite majority.

FINANCIAL CALENDAR 2014:

Board Meeting for consideration of audited financial statements for the financial year ended December 31, 2013 and recommendation of final dividend	: February 6, 2014
Posting of Annual Reports	: On or before March 14, 2014
Book Closure Dates	March 26, 2014 to April 9, 2014 (both days inclusive)
Last date for receipt of Proxy Forms	: April 7, 2014 before 3.00 p.m.
Date, Time & Venue of the 78th Annual General Meeting	April 9, 2014 at 3.00 p.m. Birla Matushri Sabhagar 19, Sir Vithaldas Thackersey Marg Mumbai 400 020
Dividend Payment Date	: April 15, 2014
Probable date of despatch of warrants	: April 11, 2014
Board Meeting for consideration of unaudited quarterly financial statements for the financial year ended December 31, 2014	: Within forty five days from the End of the quarter, as stipulated under the Listing Agreement with the Stock Exchanges
Audited financial statements for the current financial year ending December 31, 2014	: Within sixty days from the end of the last quarter, as stipulated under the Listing Agreement with the Stock Exchanges

For and on behalf of the Board of Directors

N S Sekhsaria
Chairman

Mumbai
February 6, 2014