

## Notice

**NOTICE IS HEREBY GIVEN THAT THE SEVENTY-EIGHTH ANNUAL GENERAL MEETING OF ACC LIMITED** will be held at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Mumbai 400 020 on Wednesday, April 9, 2014 at 3.00 p.m. to transact the following business:

### ORDINARY BUSINESS

1. To receive and adopt the Audited Statement of Profit and Loss for the financial year ended December 31, 2013, the Balance Sheet as at that date and the Report of the Directors and Auditors thereon.
2. To declare a dividend.
3. To appoint a Director in place of Mr Aidan Lynam who retires by rotation and is eligible for re-appointment.
4. To appoint a Director in place of Mr Sushil Kumar Roongta who retires by rotation and is eligible for re-appointment.
5. To appoint a Director in place of Mr M L Narula who retires by rotation and is eligible for re-appointment.
6. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED that in place of Messrs S R Batliboi & Co. LLP, the retiring Auditors, who have expressed their inability to continue, Messrs S R B C & CO LLP (ICAI Firm Registration No. 324982E), Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company for the Company’s financial year ending December 31, 2014, to hold office from the conclusion of this Annual General Meeting of the Company until the conclusion of the next Annual General Meeting of the Company and in respect of whom the Company has received a special notice from a Member, pursuant to the provisions of Section 190 read with Section 225

of the Companies Act, 1956, signifying its intention to propose the appointment of Messrs S R B C & CO LLP as Statutory Auditors on such remuneration as may be determined by the Board of Directors or a Committee thereof in consultation with the Auditors”.

### SPECIAL BUSINESS

7. To appoint a Director in place of Mr Farrokh K Kavarana who was appointed by the Board of Directors as an Additional Director of the Company with effect from May 3, 2013 and who holds office up to the date of the forthcoming Annual General Meeting of the Company under Section 161 of the Companies Act, 2013, (corresponding to Section 260 of the Companies Act, 1956), but who is eligible for appointment and in respect of whom the Company has received a notice in writing under the provisions of Section 257 of the Companies Act, 1956, from a Member proposing Mr Kavarana’s candidature for the office of Director.
8. To appoint a Director in place of Mr Bernard Terver who was appointed by the Board of Directors as an Additional Director of the Company with effect from December 4, 2013 and who holds office up to the date of the forthcoming Annual General Meeting of the Company under Section 161 of the Companies Act, 2013, (corresponding to Section 260 of the Companies Act, 1956), but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 257 of the Companies Act, 1956, from a Member proposing Mr Terver’s candidature for the office of Director.
9. To appoint a Director in place of Mr Vijay Kumar Sharma who was appointed by the Board of Directors as an Additional Director of the Company with effect from February 6, 2014 and who holds office up to the date of the forthcoming Annual General Meeting of the Company under

Section 161 of the Companies Act, 2013, (corresponding to Section 260 of the Companies Act, 1956), but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 257 of the Companies Act, 1956, from a Member proposing Mr Sharma's candidature for the office of Director.

**Notes:**

- a. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
  - b. The Register of Members and Share Transfer Books of the Company shall remain closed from March 26, 2014 to April 9, 2014, both days inclusive, for payment of final dividend.
  - c. The Dividend, after declaration, will be paid to those Members of the Company whose names stand on the Register of Members on April 9, 2014. The dividend in respect of shares held in dematerialized form in the Depository System will be paid to the beneficial owners of shares as on March 25, 2014 as per the list provided by the Depositories for this purpose. The dividend will be payable on and from April 15, 2014.
  - d. The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the depositories for depositing dividends. Dividend will be credited to the Members' bank account through NECS wherever complete core banking details are available with the Company. In cases where the core banking details are not available, dividend warrants will be issued to the Members with bank details printed thereon as available in the Company's records.
  - e. During the current financial year 2014, the Company will be required to transfer to the Investor Education & Protection Fund, the following unclaimed dividends:
    - 69th Dividend for the year ended December 31, 2006.
    - 70th Interim Dividend for the year ended December 31, 2007
- Those Members who have not encashed their warrants are requested to immediately return the outdated warrants to the Company or write to the Company in the matter to enable the Company to issue demand drafts in lieu thereof.
- f. Disclosure pursuant to Clause 49 of the Listing Agreement with respect to the Directors seeking re-appointment at the forthcoming Annual General Meeting is given in the Annexure.
  - g. The relative Explanatory Statements pursuant to Section 102 of the Companies Act, 2013, (corresponding to Section 173 of the Companies Act, 1956), in respect of the business under Item Nos. 7 to 9 as set out above are annexed hereto.
  - h. As per the provisions of the Companies Act, 1956, facility for making nominations is available for Members in respect of the shares held by them. Members holding shares in physical form may obtain nomination forms from the Share Department of the Company or the same can be downloaded from the Company's website [www.acclimited.com](http://www.acclimited.com). Members holding shares in dematerialized form should contact their Depository Participants in this regard.

By Order of the Board of Directors,  
For ACC Limited

Burjor D Nariman  
Company Secretary & Head – Compliance  
Mumbai,  
February 6, 2014

Registered Office:  
"Cement House",  
121, Maharshi Karve Road,  
Mumbai 400 020

## Explanatory Statements

The following Explanatory Statements, as required by Section 102 of the Companies Act, 2013, (corresponding to Section 173 of the Companies Act, 1956), set out all material facts relating to the business under Item Nos. 7, 8 and 9 mentioned in the accompanying Notice dated February 6, 2014.

2. **Item No 7:** The Board of Directors has appointed Mr Farrokh K Kavarana as an Additional Director on the Board with effect from May 3, 2013.
3. 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 Member of the Institute of Chartered Accountants of India. He is presently 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.
4. Mr Kavarana 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 the 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.
5. Under Section 161 of the Companies Act, 2013, (corresponding to Section 260 of the Companies Act, 1956), Mr Kavarana holds office till the date of the forthcoming Annual General Meeting of the Company.
6. Notice under Section 257 of the Companies Act, 1956, has been received from a Member signifying his intention to propose the appointment of Mr Kavarana as a Director of the Company.
7. The Board commends the above appointment and the relevant Resolution at Item No 7 of the accompanying Notice.
8. Mr Farrokh Kavarana is interested in the Resolution set out at Item No 7 of the accompanying Notice since it relates to his appointment. None of the other Directors is concerned or is otherwise interested in the said Resolution.
9. **Item No 8:** The Board of Directors has appointed Mr Bernard Terver as an Additional Director on the Board with effect from December 4, 2013.
10. Mr Bernard 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 responsible for Africa, Middle East as well as the Indian subcontinent, i.e. India, Sri Lanka and Bangladesh.
11. Under Section 161 of the Companies Act, 2013, (corresponding to Section 260 of the Companies Act, 1956), Mr Terver holds office till the date of the forthcoming Annual General Meeting of the Company.
12. Notice under Section 257 of the Companies Act, 1956, has been received from a Member signifying his intention to propose the appointment of Mr Terver as a Director of the Company.
13. The Board commends the above appointment and the relevant Resolution at Item No 8 of the accompanying Notice.
14. Mr Bernard Terver is interested in the Resolution set out at Item No 8 of the accompanying Notice

since it relates to his appointment. None of the other Directors is concerned or is otherwise interested in the said Resolution.

15. **Item No 9:** The Board of Directors has appointed Mr Vijay Kumar Sharma as an Additional Director on the Board with effect from February 6, 2014.
16. Mr Sharma is a Science Graduate. He 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.
17. 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.
18. During his tenure with LICHFL the Company was adjudged as “Best Housing Finance Company 2011” by CNBC-TV 18.
19. 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.
20. Mr Sharma is a visiting faculty to many management institutions including National Insurance Academy, Pune.
21. Under Section 161 of the Companies Act, 2013, (corresponding to Section 260 of the Companies Act, 1956), Mr Sharma holds office till the date of the forthcoming Annual General Meeting of the Company.
22. Notice under Section 257 of the Companies Act, 1956, has been received from a Member signifying his intention to propose the appointment of Mr Sharma as a Director of the Company.
23. The Board commends the above appointment and the relevant Resolution at Item No 9 of the accompanying Notice.
24. Mr Vijay Kumar Sharma is interested in the Resolution set out at Item No 9 of the accompanying Notice since it relates to his appointment. None of the other Directors is concerned or is otherwise interested in the said Resolution.

By Order of the Board of Directors,  
For ACC Limited

Burjor D Nariman  
Company Secretary & Head – Compliance  
Mumbai,  
February 6, 2014

Registered Office:  
“Cement House”,  
121, Maharshi Karve Road,  
Mumbai 400 020

### **Invitation to participate in the Green Initiative launched by the Ministry of Corporate Affairs**

We invite our Members to participate in the Green Initiative by registering their Email IDs with the Company to enable it to send documents such as Annual Report, Notices of General Meetings, Postal Ballot Notices, ECS Credits etc. by email. This is now permitted by the Ministry of Corporate Affairs vide their Notifications No. 17/2011 and No. 18/2011 dated April 21, 2011 and April 29, 2011 respectively.

## Annexure to Items 3, 4, 5, 7, 8 and 9 of the Notice

Details of Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting  
(in pursuance of Clause 49 of the Listing Agreement)

Name of the Director	Mr Aidan Lynam	Mr Sushil Kumar Roongta	Mr M L Narula	Mr Farrokh K Kavarana	Mr Bernard Terver	Mr Vijay Kumar Sharma
<b>Date of Birth</b>	08.07.1960	09.05.1950	25.10.1940	17.03.1944	02.04.1952	19.12.1958
<b>Nationality</b>	Irish	Indian	Indian	Indian	French	Indian
<b>Date of Appointment on Board</b>	22.04.2010	03.02.2011	01.04.2007	03.05.2013	04.12.2013	06.02.2014
<b>Qualification</b>	Degree in Engineering from the University College of Dublin and an MBA from IMD, Lausanne, Switzerland. Member of the Institute of Engineers, Ireland	Bachelor of Engineering (Hons.) – Electrical, from Birla Institute of Technology & Science (BITS) Pilani; Post Graduate Diploma in Business Management- International Trade from IIFT. Fellow - All India Management Association (AIMA)	B.Sc. Engineering (Electrical) from Punjab University. Fellow - Institute of Engineers	B.Com. (Hons.) from University of Bombay and an MBA from the Wharton School, University of Pennsylvania. Fellow of the Institute of Chartered Accountants, England & Wales and a Member of the Institute of Chartered Accountants of India	Degree in Engineering from Ecole Polytechnique, Paris	M.Sc.
<b>Shareholding in ACC</b>	NIL	NIL	NIL	NIL	NIL	NIL
<b>List of Directorships held in other Companies</b>	-	Hindustan Petroleum Corporation Limited; Jubilant Industries Limited; Bharat Aluminium Company Limited (BALCO); Talwandi Sabo Power Limited	Everest Industries Limited	Tata Sons Limited; Tata Industries Limited; Tata Global Beverages Limited; Trent Limited; Tata Projects Limited; Tata AIA Life Insurance Company Limited; Tata AIG General Insurance Company Limited; Tata Asset Management Limited; Tata Capital Limited; Tata Capital Financial Services Limited; Centre for Entrepreneurship (Section 25 Company) Sika Properties Pvt. Ltd.	Ambuja Cements Limited	Life Insurance Corporation of India; Infrastructure Leasing & Financial Services Limited; LIC Pension Fund Limited