

Notice

NOTICE IS HEREBY GIVEN THAT THE SEVENTY-SIXTH ANNUAL GENERAL MEETING OF ACC LIMITED will be held at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Mumbai 400 020 on **Wednesday, March 28, 2012 at 3.00 p.m.** to transact the following business:-

ORDINARY BUSINESS

1. To receive and adopt the Audited Profit and Loss Account for the financial year ended December 31, 2011, 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 Paul Hugentobler who retires by rotation and is eligible for reappointment.
4. To appoint a Director in place of Mr M L Narula who retires by rotation and is eligible for reappointment.
5. To appoint a Director in place of Mr S M Palia who retires by rotation and is eligible for reappointment.
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 & Associates, the retiring Auditors, who have expressed their inability to continue, Messrs. S R Batliboi & Co., Chartered Accountants (Membership No. 301003E), be and are hereby appointed as Auditors of the Company for the Company’s financial year ending December 31, 2012, to hold office from the conclusion of this Annual General Meeting 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 his intention to propose the appointment of Messrs. S R Batliboi & Co. as Statutory Auditors on a remuneration to be determined by the Board of Directors or a Committee thereof”.

SPECIAL BUSINESS

7. To appoint Mr Bernard Fontana as a Director in place of Mr Markus Akermann who retires by rotation and does not wish to seek re-election 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 Fontana’s candidature for the office of Director.
8. To appoint a Director in place of Mr Ashwin Dani who was appointed by the Board of Directors as an Additional Director of the Company with effect from December 15, 2011 and who holds office up to the date of the forthcoming Annual General Meeting of the Company under 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 Dani’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.

- b. The Register of Members and Share Transfer Books of the Company shall remain closed from March 14, 2012 to March 28, 2012, both days inclusive.
- c. The Dividend, after declaration, will be paid to those Members of the Company whose names stand on the Register of Members on March 28, 2012. 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 13, 2012 as per the list provided by the Depositories for this purpose. The dividend will be payable on and from April 3, 2012.
- 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 2012, the Company will be required to transfer to the Investor Education & Protection Fund, the unclaimed Dividend for the year ended March 31, 2005. Intimation of unclaimed dividend will be individually sent to the concerned Members who 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. The relative Explanatory Statements pursuant to Section 173 of the Companies Act, 1956, in respect of the business under Item Nos. 7 & 8 as set out above is annexed hereto.
- g. 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. Nomination forms can be obtained from the Share Department of the Company or can be downloaded from the Company's website www.acclimited.com

By Order of the Board of Directors,
For ACC Limited

B D Nariman
Company Secretary & Head Compliance

Mumbai
February 9, 2012
Registered Office:
"Cement House",
121, Maharshi Karve Road,
Mumbai 400 020

EXPLANATORY STATEMENTS

The following Explanatory Statements, as required by Section 173 of the Companies Act, 1956, set out all material facts relating to the business under Item Nos. 7 & 8 mentioned in the accompanying Notice dated February 9, 2012.

2. **Item No. 7:** Mr Markus Akermann, a Director of the Company who retires by rotation has expressed his desire not to seek re-election. It is accordingly proposed to appoint Mr Bernard Fontana, Chief Executive Officer of Holcim Limited on the Company's Board of Directors in place of Mr Markus Akermann.

3. 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, wherein he was given the responsibility for HR, IT and Business Development at Flat Carbon. He was also a Member of the Management Committee with responsibility for the Automotive Worldwide Business Unit. He was also subsequently responsible for HR 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.

4. Mr Fontana has taken over as Chief Executive Officer of Holcim Limited with effect from February 01,

2012 from Mr Markus Akermann who has retired as Chief Executive Officer on January 31, 2012.

5. Notice under Section 257 of the Companies Act, 1956, has been received from a Member signifying his intention to propose the appointment of Mr Fontana as a Director of the Company.

6. In view of Mr Fontana's vast and varied experience and the fact that he is the Chief Executive Officer of Holcim Limited, the ultimate Holding Company and Promoter, it is desirable that Mr Fontana be appointed 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. None of the other Directors except Mr Bernard Fontana is interested in the Resolution set out at Item No. 7 of the accompanying Notice.

9. **Item No. 8:** The Board of Directors has appointed Mr Ashwin Dani as an Additional Director on the Board with effect from December 15, 2011.

10. Mr Dani completed his BSc (Hons.) from Institute of Science, University of Bombay and BSc (Tech) (Pigments, Paints & Varnishes) from U.D.C.T., University of Bombay. He holds Masters Degree in Polymer Science from University of Akron, Akron, Ohio, USA.

11. Mr Dani is currently the Vice Chairman of Asian Paints Limited. He is also Chairman of Resins &

Plastics Limited, Gujarat Organics Limited and Hi-Tech Plast Limited.

12. In view of his business acumen, his vast and varied experience and in particular his expertise in Supply Chain Management for which he has received the “Cheminor Award” from the Indian Institute of Materials Management, it is desirable that the Company continues to avail of his expertise and guidance.

13. Under Section 260 of the Companies Act, 1956, Mr. Dani holds office as Director only till the date of the forthcoming Annual General Meeting.

14. Notice under Section 257 of the Companies Act, 1956, has been received from a Member signifying his intention to propose the appointment of Mr Dani as a Director of the Company.

15. The Board commends the above appointment and the relevant Resolution at Item No. 8 of the accompanying Notice.

16. None of the other Directors except Mr Ashwin Dani is interested in the Resolution set out at Item No. 8 of the accompanying Notice.

By Order of the Board of Directors,
For ACC Limited

B D Nariman
Company Secretary & Head Compliance

Mumbai
February 9, 2012
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**

The Ministry of Corporate Affairs (MCA) has permitted paperless compliances by the Companies, vide its circulars No. 17/2011 and No. 18/2011 dated April 21, 2011 and April 29, 2011 respectively. MCA has clarified that services of documents on Members by e-mail will constitute sufficient compliances with Section 53 of the Companies Act, 1956, provided the Members are given an advance opportunity to register their Email address or changes, if any, therein with the Company.

Pursuant thereto, we once again invite those members who have not registered their Email address to participate in the Green Initiative by registering their Email address with the Company for the purpose of service of documents viz. Annual Report, Notice of General Meetings, Notice of Postal Ballot, Intimation of ECS Credits etc. by email.

Annexure to Items 3, 4, 5, 7 & 8 of the Notice
Details of Directors seeking appointment / reappointment at the forthcoming Annual General Meeting
(in pursuance of Clause 49 of the Listing Agreement)

Name of the Director	Mr Paul Hugentobler	Mr M L Narula	Mr S M Palia	Mr Bernard Fontana	Mr Ashwin Dani
Date of Birth	14.02.1949	25.10.1940	25.04.1938	11.03.1961	24.10.1942
Nationality	Swiss	Indian	Indian	French	Indian
Date of Appointment on Board	06.05.2005	01.04.2007	25.01.2002	-	15.12.2011
Qualification	Degree in Civil Engineering from ETH, Zurich; Degree in Economic Science from University of St. Gallen	B.Sc.; Engineering (Electrical) from Punjab University; Fellow, Institute of Engineers	B.Com.; LL.B; CAIIB; CIIB (London)	Degree in Engineering from the Ecole Polytechnique and the Ecole Nationale Supérieure des Techniques Avancées, Paris	BSc (Honours); B.Sc (Tech) (Pigments Paints & Varnishes); Masters Degree in Polymer Science (USA); Diploma in Colour Science (USA)
Shareholding in ACC	NIL	NIL	NIL	NIL	NIL
List of Directorships held in other Companies	Ambuja Cements Limited; ACC Concrete Limited; Holcim (India) Private Limited; Siam City Cement Public Limited; Holcim (Vietnam) Limited; Holcim (Lanka) Limited; Holcim Services (Asia) Limited; Holcim (Malaysia) Ltd.; Holcim (Singapore) Pte Limited; PT Holcim Indonesia Tbk, Jakarta; Holcim Services (South Asia) Limited	Everest Industries Limited; Axis Holding Pvt. Limited; Holcim (India) Private Limited; Holcim (Lanka) Limited, Colombo; PT Holcim Indonesia Tbk, Jakarta	Tata Steel Limited; GRUH Finance Limited; Saline Area Vitalisation Enterprises Limited; Tata Motors Limited; AI Champdany Industries Limited; The Bombay Dyeing & Manufacturing Company Limited; Jerambhai Management Services Private Limited; Wadhwa Endowment Management Private Limited	-	Asian Paints Limited; Asian PPG Industries Limited; Gujarat Organics Limited; Hitech Plast Limited; Resins & Plastics Limited; Sun Pharmaceutical Industries Limited; Rangudyan Insurance Broking Services Limited; Geetanjali Trading & Investments Private Limited