

Notice

NOTICE IS HEREBY GIVEN THAT THE SEVENTY-SEVENTH ANNUAL GENERAL MEETING OF ACC LIMITED will be held at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Mumbai 400 020 on **Friday, April 5, 2013 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, 2012, 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 N S Sekhsaria who retires by rotation and is eligible for re-appointment.
4. To appoint a Director in place of Mr Shailesh Haribhakti who retires by rotation and is eligible for re-appointment.
5. To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:-

“RESOLVED that Mr Naresh Chandra, a Director liable to retire by rotation does not seek re-appointment as per the Succession Policy and is therefore not re-appointed a Director of the Company.

RESOLVED FURTHER that the vacancy on the Board of Directors of the Company so created be not filled.”

6. To consider and, if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:-

“RESOLVED that Mr Rajendra A Shah, a Director liable to retire by rotation does not seek re-appointment as per the Succession Policy and is therefore not re-appointed a Director of the Company.

RESOLVED FURTHER that the vacancy on the Board of Directors of the Company so created be not filled.”

7. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:-

“RESOLVED that Messrs S R Batliboi & Co (Membership No 301003E), Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Meeting until the conclusion of next Annual General Meeting of the Company on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to reimbursement of service tax and all out of pocket expenses incurred in connection with the audit of the Accounts of the Company for the year ending December 31, 2013.”

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 23, 2013 to April 5, 2013, both days inclusive, for payment of final dividend.
- c. 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.
- d. The Dividend, after declaration, will be paid to those Members of the Company whose names stand on the Register of Members on April 5, 2013. 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 22, 2013 as per the list provided by the Depositories for this purpose. The dividend will be payable on and from April 12, 2013.
- e. 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.
- f. During the current financial year 2013, the Company will be required to transfer to the Investor Education & Protection Fund, the unclaimed Dividend for the year ended December 31, 2005. 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.
- 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. Members holding shares in physical form may obtain Nomination Forms from the Share Department of the Company or can download the same from the Company's website www.acclimited.com. Members holding shares in dematerialized form should contact their Depository Participant(s) in this regard.

By Order of the Board of Directors,
For ACC Limited

Burjor D Nariman
Company Secretary & Head Compliance

Mumbai
February 7, 2013

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 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 to Members through e-mail will constitute sufficient compliances with Section 53 of the Companies Act, provided the Members are given an advance opportunity to register their Email IDs or changes if any therein with the Company.

Pursuant thereto, we invite our Members to participate in the Green Initiatives by registering their Email IDs with the Company to enable it to send documents required to be sent under Section 219 of the Companies Act viz. Annual Report and other documents such as Notices of General Meetings, Postal Ballot Notices, ECS Credits etc. by email.

Annexure to Item Nos. 3 and 4

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

Name of the Director	Mr N S Sekhsaria	Mr Shailesh Haribhakti
Date of Birth	21.09.1949	12.03.1956
Nationality	Indian	Indian
Date of Appointment on Board	27.12.1999	17.02.2006
Qualification	Bachelor of Chemical Engineering from Bombay University	FCA; FICWA
Shareholding in ACC	NIL	NIL
List of Directorships held in other Companies	Ambuja Cements Limited; Radha Madhav Investments Limited; Ambuja Cement Foundation (Section 25 Company); Ambuja Educational Institute (Section 25 Company); Narotam Sekhsaria Foundation (Section 25 Company); J M Financial Asset Reconstruction Company Private Limited.	Pantaloon Retail (India) Limited; Hexaware Technologies Limited; Ambuja Cements Limited; Mahindra Lifespace Developers Limited; Blue Star Limited; J K Paper Limited; Raymond Limited; Torrent Pharmaceuticals Limited; L&T Finance Holdings Limited; National Securities Depository Limited; Nufuture Haribhakti Business Services; Viom Network Limited; Hercules Hoists Limited; BDO Consulting Private Limited; Quadrum Solutions Private Limited; J M Financial Asset Reconstruction Company Private Limited; Ecofirst Services Private Limited; AAA Infrastructure Consulting & Engineers Private Limited; Reliance Enterprises and Ventures Private Limited; ADA Enterprises & Ventures Private Limited; AAA International Capital Private Limited; AAA Industries Private Limited; MentorCap Management Private Limited; Creative Collaboration Advisors Private Limited; Maven Vista Technologies Private Limited; Haribhakti Moti India Private Limited; Planet People and Profit Consulting Private Limited.