



Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we give below the compliance report on Corporate Governance as under:

Name of the Company: ACC Limited
Quarter ending on: 31st December, 2016

I Composition of Board of Directors										
Title (Mr./ Ms)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non Executive / Independent/ Nominee	Date of Appointment in the current term/ cessation	Tenure	No. of Directorships in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee including this listed entity	No. of post of chairperson on Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees	Remarks
Mr	Narotam Satyanarayan Sekhsaria	AALPS0205L00276351	Chairperson/ Non Executive/ Non Independent	27.12.1999		2	0	0	Nomination & Remuneration	
Mr	Eric Carl Olsen	ZZZZZ9999Z07238383	Non Executive/ Non Independent	17.07.2015		2	0	0	Nomination & Remuneration	
Mr	Harish Badami	AAAPB0277A02298385	Executive	13.08.2014	5	1	1	0	Stakeholders/ Risk	
Mr	Martin Kriegner	AKPPK7394A00077715	Non Executive/ Non Independent	11.02.2016		2	2	0	Audit/ Nomination & Remuneration	

Title (Mr./Ms)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non Executive / Independent/ Nominee	Date of Appointment in the current term/ cessation	Tenure	No. of Directorships in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee including this listed entity	No. of post of chairperson on Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees	Remarks
Mr	Shailesh Vishnubhai Haribhakti	AAAPH0574L00007347	Non Executive/ Independent	24.07.2014	5	7	7	4	Stakeholders/ Risk/ Nomination & Remuneration	
Mr	Sushil Kumar Roongta	AAAPR4551P00309302	Non Executive/ Independent	24.07.2014	5	3	3	1	Audit/Risk	
Mr	Ashwin Suryakant Dani	AAAPD5464H00009126	Non Executive/ Independent	24.07.2014	5	5	4	2	Audit/ Nomination & Remuneration	
Mr	Farrokh Kaikhushru Kavarana	AAFPK2634R00027689	Non Executive/ Independent	24.07.2014	5	2	3	1	Audit/ Nomination & Remuneration/ Stake holders	
Mr	Vijay Kumar Sharma	ABKPS6305H02449088	Non Executive/ Non Independent	06.02.2014		3	0	0		
Mr	Arunkumar Ramanlal Gandhi	AADPG1145R00007597	Non Executive- Independent	24.04.2014	5	3	2	1	Audit	

Title (Mr./Ms)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non Executive / Independent/ Nominee)	Date of Appointment in the current term/ cessation	Tenure	No. of Directorships in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee including this listed entity	No. of post of chairperson on Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees	Remarks
Mrs	Falguni Sanjay Nayar	ABHPN4229N 00003633	Non Executive/ Independent	24.04.2014	5	4	2	0	Risk	
Mr	Christof Werner Hassig	ZZZZZ9999Z 01680305	Non Executive/ Non Independent	09.12.2015		2	0	0		
Mr	Neeraj Akhoury	AAWPA5310M 07419090	Executive	16.12.2016		1	0	0		

Composition of Committee

Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non Executive/Independent/Nominee)
Audit Committee	Mr Arunkumar Gandhi	Chairperson/Non Executive/Independent
	Mr Sushil Kumar Roongta	Non Executive/Independent
	Mr Ashwin Dani	Non Executive/Independent
	Mr Farrokh K Kavarana	Non Executive/Independent
	Mr Martin Kriegner	Non Executive
Nomination & Remuneration Committee	Mr Ashwin Dani	Chairperson/Non Executive/Independent
	Mr N S Sekhsaria	Non Executive
	Mr Shailesh Haribhakti	Non Executive/Independent
	Mr Farrokh K Kavarana	Non Executive/Independent
	Mr Eric Olsen	Non Executive
	Mr Martin Kriegner	Non Executive

Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non Executive/Independent/Nominee)	
Risk Management Committee	Mr Shailesh Haribhakti	Chairperson/Non Executive/Independent	
	Mrs Falguni Nayar	Non Executive/Independent	
	Mr Sushil Kumar Roongta	Non Executive/Independent	
	Mr Harish Badami	Executive	
Stakeholders' Relationship Committee	Mr Farrokh K Kavarana	Chairperson/Non Executive/Independent	
	Mr Shailesh Haribhakti	Non Executive/Independent	
	Mr Harish Badami	Executive	
Corporate Social Responsibility Committee	Mr Shailesh Haribhakti	Chairperson/Non Executive/Independent	
	Mrs Falguni Nayar	Non Executive/Independent	
	Mr Farrokh K Kavarana	Non Executive/Independent	
	Mr Harish Badami	Executive	
Other Committee – Compliance Committee	Mr Farrokh K Kavarana	Chairperson/Non Executive/Independent	
	Mr Shailesh Haribhakti	Non Executive/Independent	
	Mr Sushil Kumar Roongta	Non Executive/Independent	
	Mr Harish Badami	Executive	
III Meeting of Board of Directors			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive Meetings (in number of days)	
16 th August 2016	21 st October 2016	65 days	
26 th July 2016	16 th December 2016		
	17 th December 2016		
IV Meeting of Committees			
Date(s) of Meeting of the Committee (if any) in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of Meeting of the Committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
Audit Committee			
21 st October 2016	Yes, 4 out of 5 Members	26 th September 2016	24 days
21 st November 2016	Yes, 5 out of 5 Members	25 th July 2016	

Stakeholders' Relationship Committee			
28 th November 2016	Yes, 3 out of 3 Members	25 th July 2016	-
Date(s) of Meeting of the Committee (if any) in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of Meeting of the Committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
Nomination & Remuneration Committee			
28 th November 2016	Yes, 4 out of 6 Members	26 th July 2016	-
5 th December 2016	Yes, 5 out of 6 Members		
14 th December 2016	Yes, 5 out of 6 Members		
16 th December 2016	Yes, 6 out of 6 Members		
Risk Management Committee			
28 th November 2016	Yes, 2 out of 4 Members	-	-
V Related Party Transactions			
Subject			Compliance Status (Yes/No/NA)
Whether prior approval of Audit Committee obtained			Yes
Whether shareholder approval obtained for material RPT			NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee			Yes

VI Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – No – The Board of Directors has at its Meeting held on 16.12.2016 appointed Mr Neeraj Akhoury an Additional Director on the Board of Directors of the Company w.e.f. 16.12.2016 and has designated him as Managing Director & CEO (Designate). Mr Akhoury will take over as Managing Director & Chief Executive Officer w.e.f. 4th February 2017 upon Mr Badami demitting his office as Chief Executive Officer & Managing Director and as Director of the Company. Accordingly, during the interim period there is an overlap.
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - a. Audit Committee - Yes
 - b. Nomination & Remuneration Committee - Yes
 - c. Stakeholders' Relationship Committee - Yes
 - d. Risk Management Committee - Yes
3. The Committee Members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Yes
4. The Meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Yes
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

The quarterly compliance report for the quarter ended 30th September 2016 was taken on record by the Board of Directors at the Board Meeting held on 21st October 2016.

The quarterly compliance report for the quarter ended 31st December 2016 will be placed before the Board of Directors at the forthcoming Board Meeting to be held in February 2017.

Burjor D Nariman
Company Secretary & Head Compliance

Pursuant to SEBI (Listing Obligations and Disclosure Requirements), regulations, 2015 we give below the compliance report on Corporate Governance as under:

Name of the Company: ACC Limited

Financial Year ended: 31st December, 2016

I Disclosure on website in terms of Listing Regulations			
Item		Compliance Status (Yes/No/NA)	Remarks
Details of business		Yes	
Terms and conditions of appointment of Independent Directors		Yes	
Composition of various committees of Board of Directors		Yes	
Code of Conduct of Board of Directors and Senior Management Personnel		Yes	
Details of establishment of Vigil Mechanism/Whistle Blower Policy		Yes	
Criteria of making payments to Non Executive Directors		Yes	
Policy on dealing with Related Party Transactions		Yes	
Policy for determining 'material' subsidiaries		Yes	
Details of familiarization programmes imparted to Independent Directors		Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		Yes	
E-mail address for grievance redressal and other and other relevant details		Yes	
Financial Results		Yes	
Shareholding Pattern		Yes	
Details of Agreements entered into with the media companies and/or their associates		NA	
New name and the old name of the listed entity		Yes	
II Annual Affirmations			
Particulars	Regulation Number	Compliance Status (Yes/No/NA)	Remarks
Independent Director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
Board Composition	17(1)	No	The Board of Directors has at its Meeting held on 16.12.2016 appointed Mr Neeraj Akhoury an Additional Director on the Board of Directors of the Company & has

			designated him as MD&CEO (Designate). Mr Akhoury will take over as MD & CEO w.e.f. 04.02.2017 upon Mr Badami demitting his office as CEO&MD & as Director of the Company. Accordingly, during the interim period there is an overlap.
Meeting of Board of Directors	17(2)	Yes	
Review of Compliance Reports	17(3)	Yes	
Plans for orderly succession for appointments	17(4)	Yes	
Code of Conduct	17(5)	Yes	
Fees/compensation	17(6)	Yes	
Minimum information	17(7)	Yes	
Compliance Certificate	17(8)	Yes	
Risk Assessment and Management	17(9)	Yes	
Performance Evaluation of Independent Directors	17(10)	Yes	
Composition of Audit Committee	18(1)	Yes	
Meeting of Audit Committee	18(2)	Yes	
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes	
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
Composition and role of Risk Management Committee	21(1),(2), (3), (4)	Yes	
Vigil Mechanism	22	Yes	
Policy for Related Party Transaction	23(1),(5)(6) (7) & (8)	Yes	
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
Approval for material related party transactions	23(4)	NA	
Composition of Board of Directors of unlisted material subsidiary	24(1)	NA	
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	Yes	
Maximum Directorship & Tenure	25(1) & (2)	Yes	
Meeting of Independent Directors	25(3) & (4)	Yes	
Familiarization of Independent Directors	25(7)	Yes	
Memberships in Committees	26(1)	Yes	
Affirmation with compliance to Code of	26(3)	Yes	

Conduct from Members of the Board of Directors and Senior Management Personnel			
Disclosure of Shareholding by Non Executive Directors	26(4)	Yes	
Policy with respect to obligations of Directors and Senior Management	26(2) & 26(5)		

Note:

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/NA. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed entity has no related party transactions, the words "NA" may be indicated.
2. If status is "No" details of non compliance may be given here
3. If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - Yes



Mr Burjor D Nariman
Company Secretary & Head Compliance