



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:** March 31, 2018

<b>I Composition of Board of Directors</b>										
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	Jan Jenisch	ZZZZZ9999Z07957196	Non Executive/ Non Independent	17.10.2017		2	0	0		
Mr	Neeraj Akhoury	AAWPA5310M07419090	Executive	16.12.2016	5	1	1	0	Stakeholders'/Risk/ CSR/Compliance	
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/ Compliance	
Mr	Sushil Kumar Roongta	AAAPR4551P00309302	Non Executive/ Independent	24.07.2014	5	4	3	1	Audit/Risk/ Compliance	
Mr	Ashwin Suryakant Dani	AAAPD5464H00009126	Non Executive/ Independent	24.07.2014	5	5	5	2	Audit/ Nomination & Remuneration	
Mr	Farrokh Kaikhushru Kavarana	AAFPG2634R00027689	Non Executive/ Independent	24.07.2014	5	2	3	1	Audit/ Nomination & Remuneration/ Stakeholders/ Compliance	
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	3	1	Audit/ Stakeholders	

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		

Composition of Committee			
Name of the Committee	DIN No.	Name of Committee Members	Category (Chairperson/Executive/Non Executive/Independent/Nominee)
Audit Committee	00007597	Mr Arunkumar Gandhi	Chairperson/Non Executive/Independent
	00077715	Mr Martin Kriegner	Non Executive/Non Independent
	00309302	Mr Sushil Kumar Roongta	Non Executive/Independent
	00009126	Mr Ashwin Dani	Non Executive/Independent
	00027689	Mr Farrokh K Kavarana	Non Executive/Independent
Nomination & Remuneration Committee	00009126	Mr Ashwin Dani	Chairperson/Non Executive/Independent
	00276351	Mr N S Sekhsaria	Non Executive/Non Independent
	00077715	Mr Martin Kriegner	Non Executive/Non Independent
	00007347	Mr Shailesh Haribhakti	Non Executive/Independent
Risk Management Committee	00027689	Mr Farrokh K Kavarana	Non Executive/Independent
	00007347	Mr Shailesh Haribhakti	Chairperson/Non Executive/Independent
	00003633	Mrs Falguni Nayar	Non Executive/Independent
	00309302	Mr Sushil Kumar Roongta	Non Executive/Independent
	07419090	Mr Neeraj Akhoury	Executive

Name of the Committee	DIN No.	Name of Committee Members	Category (Chairperson/Executive/Non Executive/Independent/Nominee)
Stakeholders' Relationship Committee	00027689	Mr Farrokh K Kavarana	Chairperson/Non Executive/Independent
	00007347	Mr Shailesh Haribhakti	Non Executive/Independent
	00007597	Mr Arunkumar Gandhi	Non Executive/Independent
	07419090	Mr Neeraj Akhoury	Executive
Corporate Social Responsibility Committee	00007347	Mr Shailesh Haribhakti	Chairperson/Non Executive/Independent
	00003633	Mrs Falguni Nayar	Non Executive/Independent
	00027689	Mr Farrokh K Kavarana	Non Executive/Independent
	07419090	Mr Neeraj Akhoury	Executive
Other Committee – Compliance Committee	00027689	Mr Farrokh K Kavarana	Chairperson/Non Executive/Independent
	00007347	Mr Shailesh Haribhakti	Non Executive/Independent
	00309302	Mr Sushil Kumar Roongta	Non Executive/Independent
	07419090	Mr Neeraj Akhoury	Executive
Other Committee – Special Committee of the Board	00007597	Mr Arunkumar Gandhi	Chairperson/Non Executive/Independent
	00276351	Mr N S Sekhsaria	Non Executive/Non Independent
	00077715	Mr Martin Kriegner	Non Executive/Non Independent
	00309302	Mr Sushil Kumar Roongta	Non Executive/Independent
	00003633	Mrs Falguni Nayar	Non Executive/Independent
<b>III Meeting of Board of Directors</b>			
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)	
17 <sup>th</sup> October 2017		51 days	
8 <sup>th</sup> December 2017	8 <sup>th</sup> February 2018	61 days	
	26 <sup>th</sup> February 2018	17 days	
<b>IV Meeting of Committees</b>			
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)
<b>Audit Committee</b>			
		16 <sup>th</sup> October 2017	50 days
7 <sup>th</sup> February 2018	Yes, 5 out of 5 Members	6 <sup>th</sup> December 2017	62 days
26 <sup>th</sup> February 2018	Yes, 5 out of 5 Members		18 days



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)
<b>Stakeholders' Relationship Committee</b>			
		16 <sup>th</sup> October 2017	50 days
7 <sup>th</sup> February 2018	Yes, 4 out of 4 Members	6 <sup>th</sup> December 2017	62 days
<b>Nomination &amp; Remuneration Committee</b>			
-		17 <sup>th</sup> October 2017	-
-		7 <sup>th</sup> December 2017	-
<b>Risk Management Committee</b>			
-		16 <sup>th</sup> October 2017	-
<b>CSR Committee</b>			
-		6 <sup>th</sup> December 2017	-
<b>Compliance Committee</b>			
7 <sup>th</sup> February 2018	Yes, 4 out of 4 Members	16 <sup>th</sup> October 2017	113 days
<b>Special Committee of the Board</b>			
26 <sup>th</sup> February 2018	Yes, 5 out of 5 Members	-	-
<b>V Related Party Transactions</b>			
<b>Subject</b>		<b>Compliance Status (Yes/No/NA)</b>	
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 – Yes
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 31<sup>st</sup> December 2017 was taken on record by the Board of Directors at the Board Meeting held on 8<sup>th</sup> February 2018.

The quarterly compliance report for the quarter ended 31<sup>st</sup> March 2018 shall be placed before the Board of Directors at its forthcoming Meeting to be held in April 2018.

Ramaswami Kalidas  
Company Secretary & Head Compliance  
FCS: 2440