



Registered Office: Cement House, 121 Maharshi Karve Road, Mumbai - 400020
CIN: L26940MH1936PLC002515 Website: www.acclimited.com

NOTICE TO MEMBERS

The Eighty First Annual General Meeting of the Company will be held at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Mumbai – 400 020 on Wednesday, 29th March, 2017 at 3.00 p.m. to transact the following business as detailed in the Notice.

Ordinary Business:

1. Adoption of Audited Standalone and Consolidated Financial Statements of the Company for the year ended December 31, 2016 and the Reports of the Board of Directors and the Auditors thereon
2. To declare Final Dividend
3. Re-appointment of Mr N S Sekhsaria having Director Identification Number (DIN) 00276351 as a Non Executive/Non Independent Director of the Company
4. Re-appointment of Mr Martin Kriegner having Director Identification Number (DIN) 00077715 as a Non Executive/Non Independent Director of the Company
5. Appointment of M/s Deloitte Haskins and Sells LLP as Statutory Auditors of the Company for a term of five years commencing from the Company's Financial Year 2017

Special Business:

6. Appointment of Mr Neeraj Akhoury having Director Identification Number (DIN) 07419090 as a Director of the Company
7. Appointment of Mr Neeraj Akhoury having Director Identification Number (DIN) 07419090 as the Managing Director & Chief Executive Officer of the Company
8. To ratify the payment of remuneration to Messrs. D C Dave & Co., Cost Auditor

The 81st Annual Report – 2016 which interalia contains the Notice of the AGM along with the attendance slip, proxy form and ballot form has been sent by Email to those Members whose email IDs are registered with the Company for the purpose and physical copy of the aforesaid documents have been posted to all other Members at their registered address. The Company has completed dispatch of the aforesaid documents including sending of Emails to all Members on Saturday, 4th March 2017. The Annual Report including the Notice of the AGM is also available on the Company's website www.acclimited.com and on the website of National Securities Depository Limited www.evoting.nsdl.com.

A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote instead of himself / herself and the proxy need not be a Member of the Company. The proxy form(s) should be deposited in physical form at the Registered Office of the Company not later than 48 hours before the commencement of the Meeting.

Pursuant to Section 108 of the Companies Act, 2013 and the relevant Rules, the Company has entered into an agreement with National Securities Depository Limited (NSDL) to facilitate the Members to exercise their right to vote at the AGM by electronic means. The detailed process for participating in the e-voting has been explained in the Ballot Form.

The e-voting period commences on Saturday, 25th March 2017 at 9.00 a.m. and will conclude on Tuesday, 28th March 2017 at 5.00 p.m. Members of the Company holding shares in physical form or in dematerialized form as on the cut off date i.e. **Wednesday, 22nd March 2017**, may cast their vote electronically between the dates mentioned above. The E-voting module shall be disabled for voting thereafter. Once the vote on a Resolution is cast, the Member shall not be allowed to alter it subsequently.

A Member can opt for only one mode of voting, i.e. either through E-voting or by Physical Ballot. If a Member casts his/her vote by both modes, the vote cast electronically will be taken into account and the physical vote cast by ballot shall be treated as invalid.

The Members who have cast their votes by remote e-voting or by Ballot Form prior to the AGM may attend the Meeting but they shall not be entitled to cast their vote again.

The Members who are present at the Meeting but have not cast their votes by availing the remote e-voting facility or by a Ballot earlier will be allowed to vote electronically at the Meeting with the assistance of the representatives of NSDL.

Any person, who acquires shares of the Company and becomes a Member of the Company after despatch of the Notice and holding shares as on the cut-off date i.e. **Wednesday, 22nd March 2017**, may obtain the login ID and password by sending a request at Email ID: evoting@nsdl.co.in. However, in case a Member has already registered with NSDL for remote e-voting then he/she can use their existing user ID and password for casting their vote. In case a Member has forgotten the password, he/she can reset the password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL on the toll free no.: 1800-222-990.

For any queries or issues regarding e-voting, please refer to the Frequently Asked Questions ("FAQs") and E-voting manual at www.evoting.nsdl.com appearing in the downloads section. Members may also send their queries relating to e-voting to Mr Rajiv Ranjan, Asst. Manager, NSDL, at E-mail id: evoting@nsdl.co.in Toll free No.: 1800-222-990.

Mr Khushroo K Driver of K & K Corporate Solutions Private Limited (CS Membership No. A 7964) has been appointed as the Scrutinizer for overseeing the voting and remote e-voting process in a fair and transparent manner.

Those Members opting to vote by physical mode, may send the duly completed Ballot Form directly to the Scrutinizer, Mr Khushroo K Driver, at the Registered Office of the Company not later than **Friday, 24th March 2017 (5:00 p.m. IST). Ballots received thereafter will not be considered.**

The results of voting would be declared within three working days from the date of the Meeting and will be communicated to the Stock Exchanges as also posted on the Company's website.

For ACC Limited

Sd/-

Burjor D. Nariman

Company Secretary & Head Compliance
FCS 1878

Place: Mumbai

Date: March 4, 2017