July 06, 2020

National Stock Exchange of India Limited Exchange Plaza, 5th Floor Plot No.C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 Tel.: 2659 8235/36 8458 Scrip Code: ACC **BSE Limited** Corporate Relations Department P.J. Towers, Dalal Street Mumbai 400 001 Tel.: 2272 8013/15/58/8307 **Scrip Code: 500410**



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Dear Sirs,

Sub: Regulation 30 and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") – Outcome of 84th Annual General Meeting of ACC Limited ("Company") held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

This is to inform you that the 84th Annual General Meeting ("**AGM**") of ACC Limited ("**the Company**") was held on Monday, July 06, 2020 through VC / OAVM which commenced at 2.30 P.M. IST and concluded at 3:55 P.M. IST. The summary of proceedings of the AGM of the Company as required under Regulation 30 read with Part A of Schedule III of the SEBI Listing Regulations and the Chairman's speech as read out during the AGM is enclosed herewith.

Further, pursuant to Regulation 44(3) of the SEBI Listing Regulations, details regarding the voting results of the business transacted at the AGM are also enclosed.

Consolidated Report of the Scrutinizer on remote e-voting prior and e-voting during the AGM dated July 06, 2020 pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 is enclosed herewith.

The voting results along with the Scrutinizer's Report are also being made available on the Company's website at <u>www.acclimited.com</u> and on the website of National Securities Depository Limited <u>www.evoting.nsdl.com</u>.

The media release is also enclosed herewith.

We request you to take the above information on record.

Yours Sincerely, For ACC Limited

Rajiv Choubey Chief Legal Officer & Company Secretary ACS-13063

Encl.: As above



PROCEEDINGS /OUTCOME OF THE 84TH ANNUAL GENERAL MEETING HELD THROUGH VC / OAVM ON MONDAY, JULY 06, 2020

The 84th Annual General Meeting ("**AGM**") of the Company was held through Video Conference / Other Audio Visual Mode on Monday, July 06, 2020 which commenced at 2.30 P.M. IST and concluded at 3:55 P.M. IST.

The proceedings of the Meeting are as under:

- 1. Total number of shareholders as on record date: 1,16,496
- 2. Cut-off date for e-voting: *June 26, 2020*
- 3. No. of shareholders present at the meeting either in person or through proxy: *Not Applicable*
- 4. No. of shareholders who attended the Meeting through video conference (Excluding webcast): Thirty Nine (*i.e. two from Promoters and Promoter Group and thirty seven Public Shareholders*)

Mr. Martin Kriegner, chaired the meeting in the absence of Mr. N S Sekhsaria, Chairman of the Board of Directors.

As the requisite quorum was present, the Chairman called the Meeting to order. The Directors then introduced themselves one by one on a roll call. With the consent of the Members, the Notice convening the Meeting was taken as read. As there were no qualifications or adverse remarks in the Reports of the Statutory Auditors on both the Standalone and Consolidated Financial Results of the Company for the Financial Year ended December 31, 2019, there was no legal requirement for their Reports to be read out at the Meeting. Hence, with the permission of the Members, the Reports of the Statutory Auditors on the audited standalone and consolidated financial results were taken as read.

The Members were informed that in compliance with Rule 20 of the Companies (Management and Administration) Rules, 2014, they were given an option to vote on the Resolutions set out in the Notice of the Meeting, through remote e-voting on the NSDL e-voting platform. The e-voting platform was kept open for voting from Wednesday, July 01, 2020 (9:00 A.M. IST) to Sunday, July 5, 2020 (5:00 P.M. IST). The e-voting facility was also provided at the AGM for those Members who had not cast their votes earlier.

Mr. Pramod S Shah, Managing Partner of M/s Pramod S Shah & Associates, Practicing Company Secretaries was appointed by the Board of Directors who acted as Scrutinizer for conducting the voting process in a fair and transparent manner.

Mr. Kreigner, Chairman of the meeting, briefed the Members on the performance of the Company and related matters thereto. Thereafter, the Chairman initiated Question & Answer session, whereby the registered speaker shareholders expressed their views and sort



clarifications on the performance of the Company and related matters one by one, which was later responded by the Chairman, MD&CEO and Chief Financial Officer.

Further, the following Resolutions as set out in the Notice convening the AGM were moved at the Meeting.

Sr. No.	AGENDA	RESOLUTION TYPE
	ORDINARY BUSINESS	
1.	To consider and adopt: a. the Audited Standalone Financial Statement of the Company for the Financial Year ended December 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon; and b. the Audited Consolidated Financial Statement of the Company for the Financial Year ended December 31, 2019, together with the Report of the Auditors thereon; and	Ordinary Resolution
2.	To confirm the payment of Interim Dividend for the Financial Year ended December 31, 2019 aggregating to Rs. 14 per Equity Share out of the surplus in the profit and loss account of the Financial Year ended December 31, 2019.	Ordinary Resolution
3.	To appoint a Director in place of Mr. Martin Kriegner, (DIN:00077715), a Non-Executive/Non Independent Director who retires by rotation and being eligible, offers himself for reappointment.	Ordinary Resolution
4.	To appoint a Director in place of Mr. Vijay Kumar Sharma, (DIN:02449088), a Non-Executive/Non Independent Director who retires by rotation and being eligible, offers himself for reappointment.	Ordinary Resolution
	SPECIAL BUSINESS	
5.	To approve the appointment of Mr. Neeraj Akhoury (DIN:07419090) as a Director.	Ordinary Resolution
6.	To approve the appointment of Mr. Sridhar Balakrishnan (DIN:08699523) as a Director	Ordinary Resolution
7.	To approve the appointment and remuneration of Mr. Sridhar Balakrishnan (DIN:08699523) as Managing Director & Chief Executive Officer.	Ordinary Resolution
8.	To ratify the Remuneration of Cost Auditors.	Ordinary Resolution
9.	To approve the payment of Commission based on net profits of the Company to the Non-Executive Directors.	Ordinary Resolution

The above items were open for voting by both the mode i.e. Remote e-voting as well as evoting during the AGM. The Meeting concluded after the Members present at the Meeting through video conference casted their votes.



As the Scrutinizer has provided his Report on the date of the Meeting itself, we confirm that all the aforesaid Resolutions have been passed with the requisite majority.

The Results of the voting and the Scrutinizer's Report on the voting are enclosed.

Yours Sincerely, For **ACC Limited**

Rajiv Choubey Chief Legal Officer & Company Secretary ACS-13063



Chairman's Speech at 84th Annual General Meeting of ACC Limited held on July 6, 2020

Thank you all Directors for electing me as the Chairperson of this meeting.

Good afternoon to all shareholders and Directors and a warm welcome to the 84thAnnual General Meeting of ACC Limited, being held through Video-Conferencing Mode on account of the coronavirus pandemic. The meeting is being live streamed by webcast through NSDL.

This is the first time in the long history of ACC to have the AGM in this form. I kindly ask all of us to work together to make this AGM a full success.

The requisite quorum is present. I call the meeting to order.

Firstly I would like to thank our Chairman, Mr. Narotam Sekhsaria for his leadership and support to ACC. I am privileged to chair the Company's 84th AGM on his behalf.

With me here in the Nani Palkhivala Hall at ACC Cement House, Mumbai are Mr Sridhar Balakrishnan, Managing Director & CEO of the Company, Ms. Rajani Kesari, Chief Financial Officer of the Company and Mr. Rajiv Choubey, the Chief Legal officer & Company Secretary.

I now call upon all the Directors who are on video conference to introduce themselves and confirm their participation in the meeting:

- i. Mr. Jan Jenisch
- ii. Mr. Shailesh Haribhakti
- iii. Mr. Sushil Kumar Roongta
- iv. Mr. Vijay Kumar Sharma
- v. Ms. Falguni Nayar
- vi. Mr. Sunil Mehta
- vii. Mr. Vinayak Chatterjee
- viii. Mr. Neeraj Akhoury

I would like to thank our Board members for active participation and guidance which led to a successful 2019 performance. I would like to especially also thank them for their guidance during the lock down. I am pleased to inform you that your Board has been functioning in a fully effective manner during this time.

I am very pleased to introduce Mr. Sridhar Balakrishnan who took charge as the Managing Director & CEO of the Company on 21stFebruary, 2020. Sridhar joined ACC in July 2018 in the role of Chief Commercial Officer and was a member of the Company's Executive Committee. During his tenure Sridhar has been instrumental in delivering strong commercial and marketing results for ACC. I am very pleased to welcome him as the Managing Director and CEO of ACC Limited.

I request Sridhar to introduce himself and confirm his participation in the meeting. Mr. Sridhar, MD&CEO introduced himself to the shareholders.

M/s Deloitte Haskins & Sells, the Statutory Auditors and M/s Pramod S Shah & Associates Secretarial Auditors are also present at this meeting. We also have the Executive Committee members of the Company present for this meeting.



I thank all the shareholders for participating today and I sincerely wish that all of you are safe and in good health.

The Company has received two letters from corporate shareholders appointing authorised representatives under section 113 of the Companies Act, 2013 in respect of 10,23,95,120 (Ten crores Twenty Three lacs Ninety five thousand one hundred and twenty) Equity Shares representing 54.53% of the paid up equity capital of the Company.

As the Meeting is being held electronically, there is no physical presence of the members, thus the appointment of proxies is not applicable.

The registers, namely, Register of Directors & Key Management Personnel and their shareholding; Register of Contracts or Arrangements in which Directors are interested; and Agreement with MD&CEO, as required under Companies Act, 2013 are available for inspection on the website of the Company.

Members who did not vote earlier through remote e-voting may vote electronically during the course of the meeting.

Since, the notice has already been circulated to all members, I take the notice convening the meeting as read.

The meeting today is taking place in the midst of Covid 19 crisis.

At ACC, Health & Safety has always been our number one priority and this practice has enabled us to deal with this crisis in a very proactive manner. To significantly enhance focus on Health & Safety during these difficult times ACC has constituted very early since the outbreak of the Corona Virus a Business Resilience team which is focused on ensuring our employees, communities and stakeholders remain safe. This team is constantly monitoring and assessing the impact of the crisis on our employees, stakeholders and operations, ensuring medical preparedness, training and awareness and implementing effective remedial actions.

The business teams have executed a strong business continuity plan focusing on Health, Cost and Cash. This supported resumption of operations, in a phased manner, post lifting of lockdown under strong health precautions. Today, all of our plants and grinding units are in operation following strict health and safety protocols. We are not compromising on Health and Safety while restarting operations.

Communication remains key during these times. To ensure that we stay connected with all our stakeholders your Company has adapted with speed to the new normal. It has embraced the use of digital technology and contactless connections. This allowed virtual and effective engagement with our customers, contractors, employees and communities.

Our digital focus has been on strengthening emotional connect with our stakeholders and to reinforce our thought leadership. During this Covid-19 crisis, your Company organised webinars, virtual on-site guidance and usage of our digital apps for business partners which helped in managing business safely and remotely.



Through the Corporate Responsibility program, your Company through our ACC TRUST worked extensively with communities and the needy and touched the lives of more than half a million people. Programs were executed to provide assistance, increase awareness and drive practices for prevention of the spread of the pandemic. ACC TRUST has been distributing food packets, supporting in making available face-masks, sanitising villages and municipalities and donating ventilators to government run hospitals. Your Company has also partnered with three large reputed NGOs reached out to support migrants of Mumbai and Delhi with food packets and rations.

Your Company also undertook major interventions and projects in the areas of Sustainable Livelihoods, Quality Education and Water & Sanitation. Our volunteers were also on ground to provide immediate disaster relief to the victims of the Bihar floods and the Odisha cyclone in 2019.

Overall you will be proud of your Company's efforts and approach in dealing with the pandemic not only in protecting our employees and customers, but also our extended family of stakeholders.

I would now like to speak about the performance of your company in 2019.

The year 2019 was a challenging year for the Indian economy, with GDP growth at ~ 5%, also reflecting in the sluggish demand growth of 1.5 to 2% in the Cement industry. Despite the muted economic environment, ACC net sales increased by 6% to Rs. 15,343 cr. Our premium range of cement products delivered strong double-digit volume growth. Operating EBITDA improved 18% with focus on cost reduction initiatives such as procurement efficiencies, optimising fuel mix and various logistics initiatives. These actions helped deliver Profit After Tax of Rs. 1,378 Cr which is 35% improvement over the previous year.

I am pleased to share that your Company is a debt free company and has sufficient cash reserves to meet its financial obligations with a comfortable liquidity position. We are focused on cash conversion and collections during this period. Your Company has embarked on a robust program to reduce costs and conserve cash, with very successful outcomes.

Our ready mix concrete business continued to record strong growth of 12% in volume terms and 13% revenue growth over previous year. Fifteen (15) new plants were added during the year, taking the total number of ready mix plants to 90. Your Company has also launched several new products like:

- ACC Ultivacrete NX, the highest commercial grade of concrete for specific use in high rise buildings, blast proof structures and bridges
- ACC Refraxcrete, which can withstand high temperature upto 200-250 degrees Celsius and can be used in refractories
- ACC Curecrete, a self-cured concrete, which not only meets the conventional performance parameters but also eliminates the need for water curing at construction sites
- ACC Structlitecrete, a high density concrete for insulation

In line with our strategy of evolving further into a building materials company, our innovation in cement like **Gold watershield** is finding rapid acceptance. We are rolling out a



new consumer campaign to further accelerate adoption. Our newly launched construction chemical brand - **LeakBlock**, has been well received by the market. The innovative packaging and easy to use features are helping educate our stakeholders on improving construction quality.

On the expansion projects announced by the Company, the Sindri project in Jharkhand is progressing as per plan. The integrated plant expansion at Ametha in Madhya Pradesh is on and the timing of implementation is presently being assessed in the given context.

I would also like to share that the synergy projects between ACC and Ambuja Cement as per the Master Supply Agreement (MSA) approved by the Shareholders, are progressing and are delivering efficiencies, especially in the supply chain. We will continue to drive the MSA to derive further benefits.

Your Company continues to work closely with LafargeHolcim. We are using their knowledge and experience in our performance, innovation and digital programs, all of which is helping your Company in delivering robust performance.

Your Company continues to work towards becoming carbon neutral, water positive and plastic negative. During the year 2019, your company's Specific CO2 emissions was 505 kg CO2/tonne of cement which is one of the best performance in India and compares very well with Global benchmarks. A number of initiatives have been launched towards this purpose some of which are:

- Clinker Factor of 61.15; Thermal substitution rate of 5.55%
- Consumed 82.39 million units of Renewable energy resulting in avoiding 75,800 tons of CO2 emissions
- Produced 54.89 million units of Electrical Energy from Gagal WHRS Project resulting in avoiding 50,500 tons of CO2 emissions
- Reduced Specific water consumption by 7% and met 17.3% of water requirement through recycled water

During the year 2019, your Company adopted revised Sustainable Development 2030 plan with more stringent targets details of which are available in the integrated report.

- Development of low carbon green cement and concrete products. Blended cements by using industrial by-products which forms 88% of ACC's product portfolio. In 2019, we developed **ACC Sustainocrete** ready mix concrete which contributes to savings in material and energy. This product has received **Greenpro** certification.
- Our **Green Building Centres (GBC)** initiative is a key programme that contributes to sustainable construction where we produce sustainable fly ash bricks and pre-fab materials to build affordable homes. Your Company has helped support local micro-entrepreneurs and small businesses to make and market affordable construction materials.
- Your Company continues to make investments into green energy, notably in solar and wind.
- Through our business unit **Geocycle**, we have safely co-processed over 4.5 lakh tonnes of waste in our cement kilns. This includes 2.26 lakh tonnes of industrial and segregated



municipal waste, 1.79 lakh tonnes of waste as alternate raw materials. This initiative to increase the use of alternate fuels in our kilns, helps other industries and cities to manage their burden of waste and is a key lever for us to reduce CO2 emissions.

- On top of that, your Company also used industrial solid waste and by-products that is 6.60 million tonnes of fly-ash and 2.85 million tonnes of slag in manufacturing cement and RMX.

In recognition of its Sustainable Development and Corporate Excellence outcomes, your Company received several of the highest awards in the country such as the 'Outstanding Accomplishment' for Corporate Excellence at the CII-ITC Sustainability Awards 2019; the first FICCI Indian Circular Economy Awards 2019, as well as CII's highest recognition for climate action – the Climate Action Programme CAP 2.0° Resilient award.

On behalf of ACC, I would like to thank our customers, without whose support, we could not have achieved these results.

I would also like to thank Mr. Akhoury for the remarkable progress that ACC has made under his leadership. Mr. Akhoury, who has taken over the role of CEO in our Group company AMBUJA Cements, will continue as a Non-Executive Director on the Board of the Company.

In the same light, I would like to thank all ACC employees for delivering a strong performance in 2019.

As you are aware, the Board had recommended a final dividend of Rs. 14/- per equity share for the financial year 2019 which had to be recalled due to deferment of the Annual General Meeting. The company has instead paid Interim Dividend at the same rate of final dividend, resulting in a total outflow of Rs. 262.90 crores. I am pleased to see that the company could pay out this dividend.

Under Section 145 of the Companies Act, 2013, only qualifications, observations or comments mentioned in the Auditors Report which have an adverse effect on the functioning of the Company are required to be read out at the AGM. Members may please note that the Auditor's Report on Financial Statements of the Company for the year ended 31st December 2019 does not contain any qualifications, observations or comments. Therefore, in the interest of time, I request to take the same as read and Members may note that the same is open to inspection by any member of the company.

I would like to thank all of you for your continued confidence in ACC.

	ACC LIMITED
Date of the AGM/EGM	06-07-2020
Total number of shareholders on record date	116496
No. of shareholders present in the meeting either in person or through proxy:	0
Promoters and Promoter Group:	0
Public:	0
No. of Shareholders attended the meeting through Video Conferencing	39
Promoters and Promoter Group:	2
Public:	37

Resolution No.	1									
Resolution required: (Ordinary/ Special)	a. the Audited Sta thereon and	consider and adopt Indalone Financial S nsolidated Financia					-			
Whether promoter/ promoter group are										
interested in the agenda/resolution?	Yes									
Category	Mode of Voting	No. of shares held (1)		% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in		% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
	E-Voting		102,395,120	100.0000	102,395,120			0.0000		
	E-Voting (during the Meeting) Postal Ballot (if	102,395,120	0	0.0000	0	0	0.0000	0.0000	C	0
Promoter and Promoter Group	applicable)		0	0.0000	0	0	0.0000	0.0000	C	0
	Total		102,395,120	100.0000	102,395,120	0	100.0000	0.0000	0	0
	E-Voting		40,375,203	80.6890	40,375,203	0	100.0000	0.0000	C	0
	E-Voting (during the Meeting) Postal Ballot (if	50,038,035	0	0.0000	0	0	0.0000	0.0000		0
Public- Institutions	applicable) Total		40,375,203	0.0000 80.689	40,375,203	0	0.0000	0.0000		0
	E-Voting		40,375,203	13.5779	40,375,203	237				Ŭ
	E-Voting E-Voting (during the Meeting) Postal Ballot (if	35,354,108		0.0028	4,800,111		100.0000	0.0049	(
Public- Non Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	C	0
	Total		4,801,355	13.5807	4,801,118	237	99.9951	0.0049	C	0
	Total	187,787,263	147,571,678	78.5845	147,571,441	237	99.9998	0.0002	C	0

Resolution No.	2
	ORDINARY - To confirm the payment of Interim Dividend for the Financial Year ended December 31, 2019 aggregating to Rs. 14 per Equity Share out of the surplus in the profit and loss
	account of the Financial Year ended December 31, 2019.

Whether promoter/ promoter group are										
interested in the agenda/resolution?	Yes									
				% of Votes Polled			% of Votes in	% of Votes		
				on outstanding			favour on votes	against on votes		
		No. of shares		-	No. of Votes – in		polled	polled		
Category	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100			(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
	E-Voting		102,395,120	100.0000	102,395,120	0	100.0000	0.0000	0	0
			- //		- ,, -	-			-	-
	E-Voting (during	100.005.105								
	the Meeting)	102,395,120	0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if									
Promoter and Promoter Group	applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
·	Total		102,395,120	100.0000	102,395,120	0	100.0000	0.0000	0	0
	E-Voting		40,442,712	80.8239	40,442,712	0	100.0000	0.0000	0	0
	E-Voting (during	50,038,035								
	the Meeting)	50,038,035	0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if									
Public- Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		40,442,712	80.8239	40,442,712	0	100.0000	0.0000	0	0
	E-Voting		4,800,838	13.5793	4,800,577	261	99.9945	0.0054	0	0
	E-Voting (during	35,354,108								
	the Meeting)	33,334,100	1,007	0.0028	1,007	0	100.0000	0.0000	0	0
	Postal Ballot (if									
Public- Non Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	Total		4,801,845	13.5821	4,801,584	261	99.9946	0.0054	0	0
	Total	187,787,263	147,639,677	78.6207	147,639,416	261	99.9998	0.0002	0	0

Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - To ap appointment.	opoint a Director in	place of Mr. Martin	n Kriegner, DIN000	77715, a Non-Exect	utiveNon Independ	ent Director who re	etires by rotation a	nd being eligible, o	offers himself for re-
Whether promoter/ promoter group are										
interested in the agenda/resolution?	Yes									
				% of Votes Polled on outstanding			% of Votes in favour on votes	% of Votes against on votes		
		No. of shares	No. of votes	shares	No. of Votes – in	No. of Votes –	polled	polled		
Category	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100	favour (4)	against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
	E-Voting		102,395,120	100.0000	102,395,120	0	100.0000	0.0000) (0 0
	E-Voting (during the Meeting)	102,395,120	0	0.0000	0	0	0.0000	0.0000) () 0
	Postal Ballot (if									
Promoter and Promoter Group	applicable)		0	0.0000	0	0	0.0000	0.0000) (0 0
	Total		102,395,120	100.0000	102,395,120	0	100.0000	0.0000) (0 0
	E-Voting		40,442,712	80.8239	37,931,441	2,511,271	93.7905	6.2094	. (0 0
	E-Voting (during the Meeting)	50,038,035	0	0.0000	0	0	0.0000	0.0000) (0 0

	Postal Ballot (if									
Public- Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		40,442,712	80.8239	37,931,441	2,511,271	93.7905	6.2095	0	0
	E-Voting		4,800,328	13.5779	4,800,047	281	99.9941	0.0058	0	0
	E-Voting (during the Meeting)	35,354,108	1,007	0.0028	1,007	0	100.0000	0.0000	0	0
	Postal Ballot (if									
Public- Non Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		4,801,335	13.5807	4,801,054	281	99.9941	0.0059	0	0
	Total	187,787,263	147,639,167	78.6204	145,127,615	2,511,552	98.2989	1.7011	0	0

Resolution No.	4									
Resolution required: (Ordinary/ Special)	ORDINARY To a for re-appointmer	ppoint a Director in nt.	place of Mr. Vijay	Kumar Sharma, Dli	N02449088, a Non-	ExecutiveNon Inde	pendent Director v	vho retires by rotat	ion and being eligi	ble, offers himself
Whether promoter/ promoter group are										
interested in the agenda/resolution?	Yes									
				% of Votes Polled			% of Votes in	% of Votes		
				on outstanding			favour on votes	against on votes		
		No. of shares			No. of Votes – in		polled	polled		
Category	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100				•	Votes Invalid	Votes Abstained
	E-Voting		102,395,120	100.0000	102,395,120	0	100.0000	0.0000	0	
		1		10010000	(000)120	, , , , , , , , , , , , , , , , , , ,	10010000	0.0000		<u> </u>
	E-Voting (during									
	the Meeting)	102,395,120	0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if									-
Promoter and Promoter Group	applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		102,395,120	100.0000	102,395,120	0	100.0000		0	0
	E-Voting		40,442,712	80.8239	39,487,924	954,788	97.6391	2.3608	0	0
			, ,		, ,	,				
	E-Voting (during									
	the Meeting)	50,038,035	0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if									
Public- Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		40,442,712	80.8239	39,487,924	954,788	97.6392	2.3608	0	0
	E-Voting		4,800,328	13.5779	4,799,936	392	99.9918	0.0081	0	0
	E-Voting (during	25 254 400								
	the Meeting)	35,354,108	1,007	0.0028	1,007	0	100.0000	0.0000	0	0
	Postal Ballot (if]								
Public- Non Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		4,801,335	13.5807	4,800,943	392	99.9918	0.0082	0	0
	Total	187,787,263	147,639,167	78.6204	146,683,987	955,180	99.3530	0.6470	0	0

Resolution No.	5										
Resolution required: (Ordinary/ Special)	ORDINARY - To app	pprove the appointment of Mr. Neeraj Akhoury DIN07419090 as a Director									
Whether promoter/ promoter group are											
interested in the agenda/resolution?	Yes										

				% of Votes Polled			% of Votes in	% of Votes		
				on outstanding			favour on votes	against on votes		
		No. of shares	No. of votes	shares	No. of Votes – in	No. of Votes –	polled	polled		
Category	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100	favour (4)	against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
	E-Voting		102,395,120	100.0000	102,395,120	0	100.0000	0.0000	0	0
	E-Voting (during	102,395,120								
	the Meeting)	102,393,120	0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if									
Promoter and Promoter Group	applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		102,395,120	100.0000	102,395,120	0	100.0000	0.0000	0	0
	E-Voting		40,442,712	80.8239	39,487,924	954,788	97.6391	2.3608	0	0
	E-Voting (during	50,038,035								
	the Meeting)	50,050,055	0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if									
Public- Institutions	applicable)		0	0.0000	0	0	0.0000			0
	Total		40,442,712							0
	E-Voting	_	4,800,328	13.5779	4,799,589	739	99.9846	0.0153	0	0
	E-Voting (during	35,354,108								
	the Meeting)	,,	1,007	0.0028	1,007	0	100.0000	0.0000	0	0
	Postal Ballot (if									
Public- Non Institutions	applicable)		0	0.0000	0	0	0.0000			0
	Total		4,801,335		4,800,596					0
	Total	187,787,263	147,639,167	78.6204	146,683,640	955,527	99.3528	0.6472	0	0

Resolution No.	6									
Resolution required: (Ordinary/ Special)	SPECIAL To app	rove the appointme	ent of Mr. Sridhar E	Balakrishnan DIN08	699523 as a Directo	or				
Whether promoter/ promoter group are										
interested in the agenda/resolution?	Yes									
				% of Votes Polled				% of Votes		
				on outstanding	_		favour on votes	against on votes		
		No. of shares			No. of Votes – in		polled	polled		
Category	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100		against (5)		(7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
	E-Voting		102,395,120	100.0000	102,395,120	0	100.0000	0.0000	0	0
		102,395,120								
	E-Voting (during									
	the Meeting)	102,393,120	0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if									
Promoter and Promoter Group	applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		102,395,120	100.0000	102,395,120	0	100.0000	0.0000	0	0
	E-Voting		40,442,712	80.8239	39,500,097	942,615	97.6692	2.3307	0	0
	E-Voting (during	F0 029 025								
	the Meeting)	50,038,035	0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if	1								
Public- Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		40,442,712	80.8239	39,500,097	942,615	97.6693	2.3307	0	0
	E-Voting		4,800,328	13.5779	4,799,814	514	99.9892	0.0107	0	0

1		7		1				r		T
	E 1/1/1/1/1/1/1/1/1/1/1/1/1/1/1/1/1/1/1/									
	E-Voting (during	35,354,108	1.007	0.0000	4 007		100.0000	0.0000		
	the Meeting)	-	1,007	0.0028	1,007	0	100.0000	0.0000	0	0
	Postal Ballot (if		_			_			1 _	
Public- Non Institutions	applicable)		0	0.0000	-	0			-	0
	Total		4,801,335		, ,	514				
	Total	187,787,263	147,639,167	78.6204	146,696,038	943,129	99.3612	0.6388	0	0
	7									
Resolution No.	/									
Resolution required: (Ordinary/ Special)	SPECIAL - To appro	ove the appointment	nt and remuneration	on of Mr. Sridhar Ba	alakrishnan DIN086	99523 as Managing	3 Director Chief Exe	ecutive Officer		
Whether promoter/ promoter group are										
interested in the agenda/resolution?	Yes									
		1					1		l	
							1	1	l	
				% of Votes Polled				% of Votes	l	
				on outstanding				against on votes		
			No. of votes	shares				polled		
Category	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100	favour (4)	against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
	E-Voting		102,395,120	100.0000	102,395,120	0	100.0000	0.0000	0	0
	E-Voting (during	102,395,120								
	the Meeting)	102,393,120	0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if									
Promoter and Promoter Group	applicable)		0	0.0000	0	0	0.0000	0.0000	0	. 0
	Total		102,395,120	100.0000	102,395,120	0	100.0000	0.0000	0	0
	E-Voting		40,442,712	80.8239	39,175,248	1,267,464	96.8660	3.1339	0	0
	E-Voting (during	50,038,035							l	
	the Meeting)	50,038,035	0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if]								
Public- Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	0	, O
	Total		40,442,712	80.8239	39,175,248	1,267,464	96.8660	3.1340	0	0
	E-Voting		4,800,228	13.5776	4,799,693	535	99.9888	0.0111	0	0
]								
	E-Voting (during	25 25 4 4 22					1		i	1
	the Meeting)	35,354,108	1,007	0.0028	1,007	0	100.0000	0.0000	0	0
	Postal Ballot (if	1							[
Public- Non Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	o	0
	Total		4,801,235	13.5804	4,800,700	535	99.9889	0.0111	0	0
	Total	187,787,263						0.8589		

Resolution No.	8									
Resolution required: (Ordinary/ Special)	SPECIAL - To ratify	ECIAL - To ratify the Remuneration of Cost Auditors								
Whether promoter/ promoter group are										
interested in the agenda/resolution?	Yes									
				% of Votes Polled			% of Votes in	% of Votes		
				on outstanding			favour on votes	against on votes		
		No. of shares	No. of votes	shares	No. of Votes – in	No. of Votes –	polled	polled		
Category	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100	favour (4)	against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
	E-Voting		102,395,120	100.0000	102,395,120	0	100.0000	0.0000	0	0

	E-Voting (during	102,395,120		0.0000			0.0000	0.0000		
	the Meeting)		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if		0	0.0000			0.0000	0.0000		
Promoter and Promoter Group	applicable) Total		102,395,120	0.0000	102,395,120	0		0.0000	0	0
	E-Voting		40,442,712	80.8239	40,442,712			0.0000	0	-
	E-VOLINg	-	40,442,712	80.8239	40,442,712	0	100.0000	0.0000	0	0
	E-Voting (during									
	the Meeting)	50,038,035	0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if	_	0	0.0000	0	0	0.0000	0.0000	0	0
Public- Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		40,442,712	80.8239	40,442,712			0.0000	0	-
	E-Voting		4,800,323	13.5778	4,799,835			0.0101	0	-
	2 Formy	-	1,000,020	1010770	.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	100	5515656	0.0101		
	E-Voting (during									
	the Meeting)	35,354,108	1,007	0.0028	1,007	0	100.0000	0.0000	0	0
	Postal Ballot (if	1	_,,		_,507					
Public- Non Institutions	applicable)	1	0	0.0000	0	0	0.0000	0.0000	0	0
	Total		4,801,330	13.5806	4,800,842	488		0.0102	0	0
	Total	187,787,263	147,639,162	78.6204	147,638,674	488	99.9997	0.0003	0	0
	•									
Resolution No.	9									
					(.). o					
Resolution required: (Ordinary/ Special)	ORDINARY To a	approve the paymer	nt of Commission ba	ased on net profits	of the Company to	the Non-Executive	e Directors			
Whether promoter/ promoter group are	¥									
interested in the agenda/resolution?	Yes									
							% of Votos in	% of Votos		
				% of Votes Polled			% of Votes in	% of Votes		
		No. of charge		on outstanding	No. of Votes - in	No. of Votes -	favour on votes	against on votes		
Category	Mode of Voting	No. of shares	No. of votes	on outstanding shares	No. of Votes – in	No. of Votes –	favour on votes polled	against on votes polled	Votes Invalid	Votes Abstained
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	on outstanding shares (3)=[(2)/(1)]* 100	favour (4)	against (5)	favour on votes polled (6)=[(4)/(2)]*100	against on votes polled (7)=[(5)/(2)]*100		Votes Abstained
Category	Mode of Voting E-Voting		No. of votes	on outstanding shares		against (5)	favour on votes polled (6)=[(4)/(2)]*100	against on votes polled	Votes Invalid 0	
Category	E-Voting	held (1)	No. of votes polled (2)	on outstanding shares (3)=[(2)/(1)]* 100	favour (4)	against (5)	favour on votes polled (6)=[(4)/(2)]*100	against on votes polled (7)=[(5)/(2)]*100		
Category	E-Voting E-Voting (during		No. of votes polled (2)	on outstanding shares (3)=[(2)/(1)]* 100 100.0000	favour (4)	against (5)	favour on votes polled (6)=[(4)/(2)]*100 100.0000	against on votes polled (7)=[(5)/(2)]*100 0.0000		
Category	E-Voting	held (1)	No. of votes polled (2) 102,395,120	on outstanding shares (3)=[(2)/(1)]* 100	favour (4) 102,395,120	against (5) 0	favour on votes polled (6)=[(4)/(2)]*100 100.0000	against on votes polled (7)=[(5)/(2)]*100	0	0
Category Promoter and Promoter Group	E-Voting E-Voting (during the Meeting)	held (1)	No. of votes polled (2) 102,395,120	on outstanding shares (3)=[(2)/(1)]* 100 100.0000	favour (4) 102,395,120	against (5) 0	favour on votes polled (6)=[(4)/(2)]*100 100.0000 0.0000	against on votes polled (7)=[(5)/(2)]*100 0.0000	0	0
	E-Voting E-Voting (during the Meeting) Postal Ballot (if	held (1)	No. of votes polled (2) 102,395,120 0	on outstanding shares (3)=[(2)/(1)]* 100 100.0000 0.0000	favour (4) 102,395,120	against (5) 0 0	favour on votes polled (6)=[(4)/(2)]*100 100.0000 0.0000 0.0000	against on votes polled (7)=[(5)/(2)]*100 0.0000 0.0000	0	0
	E-Voting E-Voting (during the Meeting) Postal Ballot (if applicable)	held (1)	No. of votes polled (2) 102,395,120 0	on outstanding shares (3)=[(2)/(1)]* 100 100.0000 0.0000 0.0000	favour (4) 102,395,120 0	against (5) 0 0 0	favour on votes polled (6)=[(4)/(2)]*100 100.0000 0.0000 0.0000 100.0000	against on votes polled (7)=[(5)/(2)]*100 0.0000 0.0000	0	0 0 0
	E-Voting E-Voting (during the Meeting) Postal Ballot (if applicable) Total	held (1)	No. of votes polled (2) 102,395,120 0 102,395,120	on outstanding shares (3)=[(2)/(1)]* 100 100.0000 0.0000 0.0000 100.0000	favour (4) 102,395,120 0 0 102,395,120	against (5) 0 0 0	favour on votes polled (6)=[(4)/(2)]*100 100.0000 0.0000 0.0000 100.0000	against on votes polled (7)=[(5)/(2)]*100 0.0000 0.0000 0.0000	0	0 0 0
	E-Voting E-Voting (during the Meeting) Postal Ballot (if applicable) Total	held (1) 102,395,120	No. of votes polled (2) 102,395,120 0 102,395,120	on outstanding shares (3)=[(2)/(1)]* 100 100.0000 0.0000 0.0000 100.0000	favour (4) 102,395,120 0 0 102,395,120	against (5) 0 0 0	favour on votes polled (6)=[(4)/(2)]*100 100.0000 0.0000 0.0000 100.0000	against on votes polled (7)=[(5)/(2)]*100 0.0000 0.0000 0.0000	0	0 0 0
	E-Voting E-Voting (during the Meeting) Postal Ballot (if applicable) Total E-Voting	held (1)	No. of votes polled (2) 102,395,120 0 102,395,120	on outstanding shares (3)=[(2)/(1)]* 100 100.0000 0.0000 0.0000 100.0000	favour (4) 102,395,120 0 0 102,395,120	against (5) 0 0 0	favour on votes polled (6)=[(4)/(2)]*100 100.0000 0.0000 0.0000 100.0000 99.9440	against on votes polled (7)=[(5)/(2)]*100 0.0000 0.0000 0.0000	0	0 0 0 0 0
	E-Voting E-Voting (during the Meeting) Postal Ballot (if applicable) Total E-Voting E-Voting (during	held (1) 102,395,120	No. of votes polled (2) 102,395,120 0 0 102,395,120 40,442,712	on outstanding shares (3)=[(2)/(1)]* 100 100.0000 0.0000 0.0000 100.0000 80.8239	favour (4) 102,395,120 0 0 102,395,120 40,420,088	against (5) 0 0 0 0 22,624	favour on votes polled (6)=[(4)/(2)]*100 100.0000 0.0000 0.0000 100.0000 99.9440	against on votes polled (7)=[(5)/(2)]*100 0.0000 0.0000 0.0000 0.0559	0 0 0 0	0 0 0 0 0
	E-Voting E-Voting (during the Meeting) Postal Ballot (if applicable) Total E-Voting E-Voting (during the Meeting) Postal Ballot (if applicable)	held (1) 102,395,120	No. of votes polled (2) 0 0 102,395,120 0 102,395,120 40,442,712 0	on outstanding shares (3)=[(2)/(1)]* 100 100.0000 0.0000 100.0000 80.8239 0.0000 0.0000	favour (4) 102,395,120 0 102,395,120 40,420,088 0 0	against (5) 0 0 0 0 22,624 0 0	favour on votes polled (6)=[(4)/(2)]*100 0.0000 0.0000 100.0000 99.9440 0.0000 0.0000	against on votes polled (7)=[(5)/(2)]*100 0.0000 0.0000 0.0000 0.0559 0.0000 0.0000	0 0 0 0 0 0	0 0 0 0 0 0
Promoter and Promoter Group	E-Voting E-Voting (during the Meeting) Postal Ballot (if applicable) Total E-Voting E-Voting (during the Meeting) Postal Ballot (if applicable) Total	held (1) 102,395,120	No. of votes polled (2) 102,395,120 0 102,395,120 40,442,712 0 40,442,712	on outstanding shares (3)=[(2)/(1)]* 100 100.0000 0.0000 100.0000 80.8239 0.0000 0.0000 80.8239	favour (4) 102,395,120 0 102,395,120 40,420,088 0 0 40,420,088	against (5) 0 0 0 0 22,624 0 0 0 22,624	favour on votes polled (6)=[(4)/(2)]*100 0.0000 0.0000 100.0000 99.9440 0.0000 0.0000 99.9441	against on votes polled (7)=[(5)/(2)]*100 0.0000 0.0000 0.0000 0.0559 0.0000 0.0000 0.0559	0 0 0 0 0 0 0	0 0 0 0 0 0 0
Promoter and Promoter Group	E-Voting E-Voting (during the Meeting) Postal Ballot (if applicable) Total E-Voting E-Voting (during the Meeting) Postal Ballot (if applicable)	held (1) 102,395,120	No. of votes polled (2) 0 0 102,395,120 0 102,395,120 40,442,712 0	on outstanding shares (3)=[(2)/(1)]* 100 100.0000 0.0000 100.0000 80.8239 0.0000 0.0000	favour (4) 102,395,120 0 102,395,120 40,420,088 0 0	against (5) 0 0 0 0 22,624 0 0	favour on votes polled (6)=[(4)/(2)]*100 0.0000 0.0000 100.0000 99.9440 0.0000 0.0000	against on votes polled (7)=[(5)/(2)]*100 0.0000 0.0000 0.0000 0.0559 0.0000 0.0000	0 0 0 0 0 0	0 0 0 0 0 0 0 0
Promoter and Promoter Group	E-Voting E-Voting (during the Meeting) Postal Ballot (if applicable) Total E-Voting E-Voting (during the Meeting) Postal Ballot (if applicable) Total E-Voting	held (1) 102,395,120	No. of votes polled (2) 102,395,120 0 102,395,120 40,442,712 0 40,442,712	on outstanding shares (3)=[(2)/(1)]* 100 100.0000 0.0000 100.0000 80.8239 0.0000 0.0000 80.8239	favour (4) 102,395,120 0 102,395,120 40,420,088 0 0 40,420,088	against (5) 0 0 0 0 22,624 0 0 0 22,624	favour on votes polled (6)=[(4)/(2)]*100 0.0000 0.0000 100.0000 99.9440 0.0000 0.0000 99.9441	against on votes polled (7)=[(5)/(2)]*100 0.0000 0.0000 0.0000 0.0559 0.0000 0.0000 0.0559	0 0 0 0 0 0 0	0 0 0 0 0 0 0 0 0 0 0
Promoter and Promoter Group	E-Voting E-Voting (during the Meeting) Postal Ballot (if applicable) Total E-Voting the Meeting) Postal Ballot (if applicable) Total E-Voting E-Voting E-Voting	held (1) 102,395,120 50,038,035	No. of votes polled (2) 102,395,120 0 102,395,120 40,442,712 0 40,442,712 4,800,228	on outstanding shares (3)=[(2)/(1)]* 100 100.0000 0.0000 100.0000 80.8239 0.0000 0.0000 80.8239 13.5776	favour (4) 102,395,120 0 0 102,395,120 40,420,088 0 0 40,420,088 4,798,944	against (5) 0 0 0 0 22,624 0 0 22,624 0 0 22,624 1,284	favour on votes polled (6)=[(4)/(2)]*100 0.0000 0.0000 100.0000 99.9440 0.0000 0.0000 99.9441 99.9732	against on votes polled (7)=[(5)/(2)]*100 0.0000 0.0000 0.0000 0.0559 0.0000 0.0559 0.0000	0 0 0 0 0 0 0 0	0 0 0 0 0 0 0 0 0
Promoter and Promoter Group	E-Voting E-Voting (during the Meeting) Postal Ballot (if applicable) Total E-Voting E-Voting (during the Meeting) Postal Ballot (if applicable) Total E-Voting E-Voting E-Voting (during the Meeting)	held (1) 102,395,120	No. of votes polled (2) 102,395,120 0 102,395,120 40,442,712 0 0 40,442,712 4,800,228	on outstanding shares (3)=[(2)/(1)]* 100 100.0000 0.0000 100.0000 80.8239 0.0000 0.0000 80.8239	favour (4) 102,395,120 0 102,395,120 40,420,088 0 0 40,420,088	against (5) 0 0 0 0 22,624 0 0 0 22,624	favour on votes polled (6)=[(4)/(2)]*100 0.0000 0.0000 100.0000 99.9440 0.0000 0.0000 99.9441 99.9732	against on votes polled (7)=[(5)/(2)]*100 0.0000 0.0000 0.0000 0.0559 0.0000 0.0000 0.0559	0 0 0 0 0 0 0	0 0 0 0 0 0 0 0 0 0 0
Promoter and Promoter Group Public- Institutions	E-Voting E-Voting (during the Meeting) Postal Ballot (if applicable) Total E-Voting E-Voting (during the Meeting) Postal Ballot (if applicable) Total E-Voting E-Voting E-Voting (during the Meeting) Postal Ballot (if	held (1) 102,395,120 50,038,035	No. of votes polled (2) 102,395,120 0 102,395,120 40,442,712 0 40,442,712 4,800,228	on outstanding shares (3)=[(2)/(1)]* 100 100.0000 0.0000 100.0000 80.8239 0.0000 80.8239 13.5776 0.0028	favour (4) 102,395,120 0 0 102,395,120 40,420,088 0 0 40,420,088 4,798,944	against (5) 0 0 0 0 22,624 0 0 22,624 0 0 22,624 1,284	favour on votes polled (6)=[(4)/(2)]*100 0.0000 0.0000 100.0000 99.9440 0.0000 99.9441 99.9732 100.0000	against on votes polled (7)=[(5)/(2)]*100 0.0000 0.0000 0.0000 0.0559 0.0000 0.0559 0.0267 0.0000	0 0 0 0 0 0 0 0	0 0 0 0 0 0 0 0 0 0 0
Promoter and Promoter Group	E-Voting E-Voting (during the Meeting) Postal Ballot (if applicable) Total E-Voting E-Voting (during the Meeting) Postal Ballot (if applicable) Total E-Voting E-Voting E-Voting (during the Meeting)	held (1) 102,395,120 50,038,035	No. of votes polled (2) 102,395,120 0 102,395,120 40,442,712 0 40,442,712 4,800,228	on outstanding shares (3)=[(2)/(1)]* 100 100.0000 0.0000 100.0000 80.8239 0.0000 0.0000 80.8239 13.5776	favour (4) 102,395,120 0 0 102,395,120 40,420,088 0 0 40,420,088 4,798,944	against (5) 0 0 0 0 22,624 0 0 22,624 1,284 1,284 0 0	favour on votes polled (6)=[(4)/(2)]*100 0.0000 0.0000 100.0000 99.9440 0.0000 99.9441 99.9732 100.0000 0.0000	against on votes polled (7)=[(5)/(2)]*100 0.0000 0.0000 0.0000 0.0559 0.0000 0.0559 0.0000	0 0 0 0 0 0 0 0	0 0 0 0 0 0 0 0 0

Total	187,787,263	147,639,067	78.6204	147,615,159	23,908	99.9838	0.0162	0	0

Pramod S. Shah & Associates

Practising Company Secretaries

3rd Floor, LA-SHEWA Bldg., Next to Fedex, 233, P. D' Mello Road, Opp. St. George Hospital, Near CST, Mumbai - 400 001. Tel. : 91-22-2271 7700 / 91-22-2270 1040 • Email : saurabhshah@psaprofessionals.com • Website : cspsa.co.in

Report of Scrutinizer(s)

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies(Management and Administration) Rules, 2014]

To, The Chairman, ACC Limited, CIN: L26940MH1936PLC002515 Registered Office : 121, Cement House, Maharshi Karve Road, Mumbai, Maharashtra 400 020.

Subject: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 for the 84th Annual General Meeting of ACC Limited held on Monday, July 6, 2020 at 2:30 p.m. through video conferencing ("VC") / other audio visual means ("OAVM").

Dear Sir,

I, Pramod S. Shah, Partner of Pramod S. Shah & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of ACC Limited ("the Company"), in accordance with the provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2015, as amended from time to time, and as per the MCA General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 5, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 to scrutinize voting of Resolutions proposed at the 84th Annual General Meeting ("AGM") of the Members of ACC Limited held today, i.e. July 06, 2020 at 2:30 p.m. (IST) through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") in order to acertain requisite majority on voting conducted through remote e-voting process and e-voting process during the AGM. Further, I was also appointed as Scrutinizer to scrutinize the e-voting process took place during the said AGM of the Company.

The remote e-voting period commenced on Wednesday, July 01, 2020, at 9.00 a.m. (IST) and ended on Sunday, July 05, 2020, at 5.00 p.m. (IST). The NSDL remote e-voting platform was disabled thereafter.

The members of the Company holding shares as on the "cut-off" date of Friday, June 26, 2020 were entitled to vote on the proposed resolutions as contained in the Notice of the AGM by remote e-voting system prior to AGM and e-voting system during the AGM.

The Company had availed the remote e-voting facility offered by National Securities Depository Limited ("**NSDL**") for conducting remote e-voting prior to AGM and conducting e-voting during the AGM by the members of the Company.

The Company had also provided e-voting facility for the members to vote during AGM who were present in the meeting through VC/OAVM and had not casted their votes on the proposed resolutions through remote e-voting facility, to cast their vote at the AGM.

My responsibility as a scrutinizer is restricted to making a Scrutinizer's report on the votes casted by the members in "favour" or "against" on the resolutions contained in the Notice of AGM dated June 12, 2020, based on the reports generated from the remote e-voting system provided by NSDL and the votes casted by the members present at the 84th AGM through VC/OAVM.

I submit my report as under:

1. After the conclusion of the e-voting at the 84th AGM, the votes cast by members present through VC/OAVM at the 84th AGM and through remore e-voting facility were downloaded from the e-voting website of in the presence of two witnesses, i.e. Mr. Harsh Mehta and Ms. Aayushi Mehrotra, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

H

Mr. Harsh Mehta

.....

Ms. Aayushi Mehrotra Aayushi Mehrotra

.....

- 2. I have reviewed the votes casted by the members through remote e-voting process before the 84th AGM and through e-voting process during the 84th AGM based on the data downloaded from the NSDL e-voting system.
- 3. The management of the Company is responsible to ensure the compliances with regard to 84th AGM of the members conducted through VC/OAVM and to organise the process of remote e-voting and e-voting during AGM in accordance with the provisions of the Companies Act, 2013 read with rules made thereunder and the MCA circulars issued in this regard.
- 4. After the Annual General Meeting, a consolidated report of the remote e-voting and e-voting during AGM was generated by me.

The comsolidated result of the scrutiny of the remote e-voting process and votes casted by the members during the 84th AGM present through VC/OAVM in respect of passing of the resolutions contained in the Notice dated June 12, 2020 is as under:

Consolidated Results

Ordinary Business

Ordinary Resolution- Item No. 1:

- a. the Audited Standalone Financial Statement of the Company for the Financial Year ended December 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon; and
- b. the Audited Consolidated Financial Statement of the Company for the Financial Year ended December 31, 2019, together with the Report of the the Auditors thereon:

(i) Voted **in favour** of the resolution:

Particulars	Number of members	Number of Votes cast	% of total number of
	who voted	by them	votes cast
Remote e-voting	528	147571441	100%
(including e-voting at the			
meeting)			
Total	528	147571441	100

(ii) Voted **against** the resolution:

Particulars	Number of members	Number of Votes cast	% of total number of
	who voted	by them	votes cast
Remote e-voting	8	237	100
(including e-voting at the			
meeting)			
Total	8	237	100

(iii) Invalid Votes:

Particulars	Number of members who voted	Number of Votes cast by them	% of total number of votes cast
Remote e-voting	-	-	-
(including e-voting at the			
meeting)			
Total	-	-	-

Ordinary Resolution- Item No. 2:

To confirm the payment of Interim Dividend for the Financial Year ended December 31, 2019 aggregating to Rs. 14 per Equity Share out of the surplus in the profit and loss account of the Financial Year ended December 31, 2019 :

(i) Voted in favour of the resolution:						
Particulars	Number of members	Number of Votes cast	% of total number of			
	who voted	by them	votes cast			
Remote e-voting	530	147639416	100			
(including e-voting at the						
meeting)						
Total	530	147639416	100			

(ii) Voted **against** the resolution:

Particulars	Number of members who voted	Number of Votes cast by them	% of total number of votes cast
Remote e-voting	7	261	100
(including e-voting at the			
meeting)			
Total	7	261	100

(iii) Invalid Votes:

Particulars	Number of members	Number of Votes cast	% of total number of
	who voted	by them	votes cast
Remote e-voting	-	-	-
(including e-voting at the			
meeting)			
Total	-	-	-

Ordinary Resolution- Item No. 3:

To appoint a Director in place of Mr. Martin Kriegner, (DIN:00077715), a Non-Executive/Non Independent Director who retires by rotation and being eligible, offers himself for re-appointment:

(i) Voted **in favour** of the resolution:

Particulars	Number of members	Number of Votes cast	% of total number of
	who voted	by them	votes cast
Remote e-voting	491	145127615	100
(including e-voting at the			
meeting)			
Total	491	145127615	100

(ii) Voted **against** the resolution:

Number of members	Number of Votes cast	% of total number of
who voted	by them	votes cast
46	2511552	100
46	2511552	100
	who voted 46	who voted by them 46 2511552

(iii) Invalid Votes:			
Particulars	Number of members	Number of Votes cast	% of total number of
	who voted	by them	votes cast
Remote e-voting	-	-	-
(including e-voting at the			
meeting)			
Total	-	-	-

Ordinary Resolution- Item No. 4:

To appoint a Director in place of Mr. Vijay Kumar Sharma, (DIN:02449088), a Non-Executive/Non Independent Director who retires by rotation and being eligible, offers himself for re-appointment:

(i) Voted **in favour** of the resolution:

Particulars	Number of members who voted	Number of Votes cast by them	% of total number of votes cast
Remote e-voting (including e-voting at the meeting)	513	146683987	100
Total	513	146683987	100

(ii) Voted **against** the resolution:

Particulars	Number of members	Number of Votes cast	% of total number of
	who voted	by them	votes cast
Remote e-voting	22	955180	100
(including e-voting at the			
meeting)			
Total	22	955180	100

(iii) Invalid Votes:

Particulars	Number of members who voted	Number of Votes cast by them	% of total number of votes cast
Remote e-voting	-	-	-
(including e-voting at the			
meeting)			
Total	-	-	-

Special Business

Ordinary Resolution- Item No. 5:

To approve the appointment of Mr. Neeraj Akhoury (DIN:07419090) as a Director:

(i) Voted in favour of the resolution:			
Particulars	Number of members	Number of Votes cast	% of total number of
	who voted	by them	votes cast
Remote e-voting	514	146683640	100
(including e-voting at the			
meeting)			
Total	514	146683640	100

(ii) Voted **against** the resolution:

Particulars	Number of members who voted	Number of Votes cast by them	% of total number of votes cast
Remote e-voting	21	955527	100
(including e-voting at the			
meeting)			
Total	21	955527	100

(iii) Invalid Votes:

Particulars	Number of members who voted	Number of Votes cast by them	% of total number of votes cast
	who voted	by them	votes cust
Remote e-voting	-	-	-
(including e-voting at the			
meeting)			
Total	-	-	-

Ordinary Resolution- Item No. 6:

To approve the appointment of Mr. Sridhar Balakrishnan (DIN:08699523) as a Director:

(i) Voted **in favour** of the resolution:

Particulars	Number of members	Number of Votes cast	% of total number of
	who voted	by them	votes cast
Remote e-voting	500	146696038	100
(including e-voting at the			
meeting)			
Total	500	146696038	100

(ii) Voted **against** the resolution:

Number of members	Number of Votes cast	% of total number of
who voted	by them	votes cast
37	943129	100
37	943129	100
	who voted 37	who voted by them 37 943129

(iii) Invalid Votes:			
Particulars	Number of members	Number of Votes cast	% of total number of
	who voted	by them	votes cast
Remote e-voting	-	-	-
(including e-voting at the			
meeting)			
Total	-	-	-

Ordinary Resolution- Item No. 7:

To approve the appointment and remuneration of Mr. Sridhar Balakrishnan (DIN:08699523) as Managing Director & Chief Executive Officer :

(i) Voted **in favour** of the resolution:

Particulars	Number of members who voted	Number of Votes cast by them	% of total number of votes cast
Remote e-voting	495	146371068	100
(including e-voting at the			
meeting)			
Total	495	146371068	100

(ii) Voted **against** the resolution:

Particulars	Number of members	Number of Votes cast	% of total number of
	who voted	by them	votes cast
Remote e-voting	40	1267999	100
(including e-voting at the			
meeting)			
Total	40	1267999	100

(iii) Invalid Votes:

Particulars	Number of members who voted	Number of Votes cast by them	% of total number of votes cast
Remote e-voting	-	-	-
(including e-voting at the			
meeting)			
Total	-	-	-

Ordinary Resolution- Item No. 8:

To ratify the Remuneration of Cost Auditors:

(i) Voted in favour of the resolution:			
Particulars	Number of members	Number of Votes cast	% of total number of
	who voted	by them	votes cast
Remote e-voting	522	147638674	100
(including e-voting at the			
meeting)			
Total	522	147638674	100

(ii) Voted **against** the resolution:

Particulars	Number of members who voted	Number of Votes cast by them	% of total number of votes cast
Remote e-voting	12	488	100
(including e-voting at the			
meeting)			
Total	12	488	100

(iii) Invalid Votes:

Particulars	Number of members who voted	Number of Votes cast by them	% of total number of votes cast
Remote e-voting	-	-	-
(including e-voting at the			
meeting)			
Total	-	-	-

Ordinary Resolution- Item No. 9:

To approve the payment of Commission based on net profits of the Company to the Non-Executive Directors:

(i) Voted **in favour** of the resolution:

Particulars	Number of members who voted	Number of Votes cast by them	% of total number of votes cast
Remote e-voting (including e-voting at the	491	147615159	100
meeting) Total	491	147615159	100

(ii) Voted **against** the resolution:

Particulars	Number of members	Number of Votes cast	% of total number of
	who voted	by them	votes cast
Remote e-voting	43	23908	100
(including e-voting at the			
meeting)			
Total	43	23908	100
(iii) Invalid Votes:			
Particulars	Number of members	Number of Votes cast	% of total number of
	who voted	by them	votes cast
Remote e-voting	-	-	-
(including e-voting at the			
meeting)			
Total	-	-	-

Based on the aforesaid results, we report that Ordinary Resolutions as contained in Item Nos. 1 to 9 have been passed with requisite majority.

- 5. An electronic register containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is provided separately.
- 6. The electronic data along with the votes casted by the members present through VC/OAVM which was under my safe custody have been handed over to the Company Secretary for safe keeping.

Thanking you.

Yours faithfully,

Pramod S. Shah Practising Company Secretary (C.P. No.-3804) UDIN:F000334B000420424

Countersign (Person Authorised by the Chairman of the Company)

Place: Mumbai Dated: 06/07/2020



MEDIA RELEASE

ACC Limited conducts its 84th Annual General Meeting via videoconferencing

Considering the spread of the COVID-19 pandemic, social distancing norms and the relevant guidelines and circulars of the Ministry of Corporate Affairs (MCA), the 84thAnnual General Meeting (AGM) of ACC Limited (ACC/Company) was organised on July 6, 2020 via video conferencing. Mr Martin Kriegner, Non-Executive Director of the Company, successfully chaired the AGM while other Board of Directors and the shareholders joined the meeting via videoconference.

Shareholders exercised their voting rights electronically, through remote e-voting /e-voting services administered by National Securities Depository Limited (NSDL).

Apart from approving the standalone and consolidated Annual Financial Statements for the year 2019, shareholders confirmed the payment of interim dividend @ Rs. 14/- per equity share amounting to Rs. 262.90 crore, which has already been paid to the shareholders of the Company.

Highlights of ACC's performance in 2019 were shared with the shareholders. Despite the subdued economic environment, ACC net sales increased by 6% to Rs. 15,343 crore and its premium range of cement products delivered strong double-digit volume growth. ACC ready mix concrete business with a total of 90 plants continued to record strong growth of 12% in volume terms and 13% revenue growth over previous year. Focused cost reduction initiatives resulted in Operating EBITDA improvement of 18% and Profit After Tax at Rs. 1,378 crore, a 35% improvement over the previous year.

To mitigate the impact of the coronavirus pandemic, ACC has executed a robust business continuity plan focused on Health, Cost and Cash. Currently, all ACC plants and grinding units are operating while continuing to maintain strict health and safety protocols. ACC is a debt free company and has sufficient cash reserves to meet its financial obligations, with a comfortable liquidity position.

On the recommendation of the Nomination & Remuneration Committee and the Board, shareholders approved the appointment of Mr. Sridhar Balakrishnan as Managing Director & CEO for a period of five years ending February 20, 2025.

The Shareholders also approved the re-appointment of Mr. Martin Kriegner and Mr. Vijay Kumar Sharma, and the appointment of Mr. Neeraj Akhoury as Non-Executive Director of the Company.

The full results of the Annual General Meeting along with the Chairman's Speech have been uploaded on the Company's website <u>www.acclimited.com</u> and on the website of NSDL: <u>www.evoting.nsdl.com</u>.

About ACC

ACC Limited, a member of the global LafargeHolcim Group, is one of India's leading producers of cement and ready mix concrete. It has over 6,600 employees, 17 cement manufacturing sites, 90 concrete plants and a nationwide network of over 50,000 channel partners to serve its customers. With a world-class R&D centre in Mumbai, the quality of ACC's products and services, as well as its commitment to technological development, make it a preferred brand in building materials. Established in 1936, ACC is counted among the country's 'Most Sustainable Companies' and is recognised for its best practices in environment management and corporate citizenship.

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