

Notice

ACC Limited

Registered Office: Cement House, 121, Maharshi Karve Road, Mumbai 400 020

CIN: L26940MH1936PLC002515 **Phone No.:** +91 22 41593321

Email: ACC-InvestorSupport@adani.com **Website:** www.acclimited.com

NOTICE IS HEREBY GIVEN THAT THE 87th ANNUAL GENERAL MEETING OF ACC LIMITED ('the Company') is scheduled and will be held on Thursday **20th July 2023** at **10:00 a.m. (IST)** through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') to transact the following business and the venue of the meeting shall be deemed to be the Registered Office of the Company at Cement House, 121, Maharshi Karve Road, Mumbai - 400020.

ORDINARY BUSINESS

1. To consider and adopt:

- a. the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023 together with the Reports of the Board of Directors and the Auditors thereon; and
- b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended, March 31, 2023 together with the Report of the Auditors thereon.
2. To declare Dividend on equity shares for the Financial Year ended March 31, 2023.
3. To appoint a Director in place of Mr. Vinay Prakash (DIN: 03634648) a Non-Executive & Non Independent Director who retires by rotation and being eligible, offers himself for re-appointment.

Explanation: Based on the terms of appointment, Executive Directors and the Non-Executive Directors (other than Independent Directors) are subject to retirement by rotation. Mr. Vinay Prakash, who has been a Director (Category – Non-Executive) since 16th September 2022 and whose office is liable to retire at this AGM, being eligible, seeks re-appointment. Based on the performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board recommends his re-appointment, as a director.

Therefore, the Members are requested to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Vinay Prakash

(DIN:03634648), who retires by rotation, be and is hereby re-appointed as a Director, liable to retire by rotation."

SPECIAL BUSINESS

4. Ratification of Remuneration to Cost Auditors.

To consider, and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any amendment, modification or variation thereto, the Company hereby ratifies the remuneration of Rs. 7,50,000 (Rupees Seven Lakh and Fifty Thousand Only) per annum plus applicable taxes and re-imbursement of out-of-pocket expenses payable to D. C. Dave & Co., Cost Accountants (Firm Registration No. 000611) who have been appointed by the Board of Directors on the recommendation of the Audit Committee, as Cost Auditors of the Company, to conduct the audit of the cost records maintained by the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended, for the Financial Year ending March 31, 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution."

**By Order of the Board of Directors,
For ACC Limited**

AJAY KAPUR

Whole Time Director & Chief Executive Officer
DIN: 03096416

Mumbai
April 27, 2023

Registered Office:

Cement House
121, Maharshi Karve Road
Mumbai 400 020

Notes:

1. Pursuant to the General Circular No. 20/ 2020 dated 5th May 2020 read with other relevant circulars including 10/ 2022 dated 28th December 2022 issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars'), the Company is convening the Annual General Meeting ('AGM') through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM'), without the physical presence of the Members. The deemed venue for the AGM will be Registered Office of the Company.
2. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act') setting out material facts concerning the business under Item No. 4 set out above and details under Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations and paragraph 1.2.5 of the Secretarial Standard on General Meeting issued by The Institute of Company Secretaries of India, in respect of the director being reappointed at the AGM are annexed hereto;
3. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Since this AGM is being held pursuant to the MCA Circular through VC/OAVM wherein physical attendance of the members has been dispensed with. Accordingly the facility for appointment of proxies by the member will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route Map for the AGM are not annexed to this Notice.
4. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-Voting, pursuant to Section 113 of the Act. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address at atul@mehta-mehta.com with a copy marked at evoting@kfintech.com.
5. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date of Thursday, July 13, 2023
6. Dividend on Equity shares as recommended by the Board of Directors for the year ended March 31, 2023 if approved at the AGM, will be payable, to those Members of the Company who hold shares:
 - (i) In Dematerialized ('Demat') mode, based on the beneficial ownership details to be received from National Securities Depository Limited and Central Depository Services (India) limited as at the close of business hours on 7th July 2023.
 - (ii) In physical mode, if their names appear in the Company's Register of Members or its Registrar and Transfer Agents' the on 7th July 2023.
 - (iii) The dividend will be payable on and/or after 25th July 2023.
7. Under the Act, dividends that are unclaimed/unpaid for a period of seven years from the date of their transfer to the unclaimed/unpaid dividend account are required to be transferred to the Investor Education and Protection Fund ('IEPF') administered by the Central Government. An amount of Rs. 30511929/- (Rupees Three Crores Five Lakhs Eleven Thousand Nine Hundred and Twenty Nine Only) being unclaimed/unpaid Final dividend of the Company for the financial year ended 31.12.2014 and Rs. 17723849 /-(Rupees One Crore Seventy Seven Lakh Twenty Three Thousand Eight Hundred and Forty Nine Only) being unclaimed/unpaid Interim dividend of the Company for the financial year ended 31.12.2015 were transferred on 18.05.2022 and 6.09.2022 respectively to IEPF.

The last date for claiming unpaid dividend relating to last seven years are as follows -

Financial year ended	Date of declaration of Dividend	Due date for transfer to IEPF
31.12.2016 (79 th Interim)	26.07.2016	01.09.2023
31.12.2016 (79 th Final)	29.03.2017	05.05.2024
31.12.2017 (80 th Interim)	17.07.2017	23.08.2024
31.12.2017 (80 th Final)	13.06.2018	20.07.2025
31.12.2018 (81 st Final)	22.03.2019	28.04.2026
31.12.2019 (82 nd Interim)	12.05.2020	17.06.2027
31.12.2020 (83 rd Final)	07.04.2021	13.05.2028
31.12.2021 (84 th Final)	21.04.2022	28.05.2029

Members who have not encashed their dividend warrants so far in respect of the aforesaid periods, are requested to make their claims to KFIN Technologies Limited, Registrar and Share Transfer Agent of the Company ('RTA') or Company Secretary of the Company, at the Company's Registered Office, well in advance of the above due dates. Pursuant to the provisions of IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ('IEPF Rules'), the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on April 21, 2022 (date of the last AGM) on the website of the Company at www.acclimited.com

and also on the website of the Ministry of Corporate Affairs at www.mca.gov.in.

Further, pursuant to the provisions of Section 124 of the Act read with the relevant Rules made thereunder, shares on which dividend has not been paid or claimed for seven (7) consecutive years or more shall be transferred to the IEPF Authority as notified by the Ministry of Corporate Affairs.

In accordance with the IEPF Rules, the Company has sent notices to all the Shareholders whose shares are due for transfer to the IEPF and has also published the details thereof in notices published in newspapers.

The Members whose dividend/shares are transferred to the IEPF may claim the dividend/shares by making an application to the IEPF Authority in the prescribed Form No. IEPF-5 by following the procedure as detailed in the IEPF Rules and as enumerated on the website of IEPF <http://www.iepf.gov.in/IEPF/refund.html>.

8. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant ('DP') and holdings should be verified from time to time.
9. As per provisions of Section 72 of the Act, facility for making nominations is now available to Individuals holding shares in the Company. Members holding shares in physical form who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members may download the Nomination Form from the Company's website <https://acclimited.com> or KFinTech <https://investor.kfintech.com/investor-information-resources/>. Members holding shares in Demat mode should file their nomination with their Depository Participants for availing this facility.
10. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or KFinTech, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
11. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

12. As per Regulation 40 of the Listing Regulations, securities of the listed companies can only be transferred in Demat form with effect from April 1, 2019, except in case of request for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holding to Demat form. Members can contact the Company or KFinTech for assistance in this regard.
13. SEBI has made it mandatory for all Companies to use the bank account details furnished by the Depositories and the bank account details maintained by the RTA for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through Electronic Clearing Service (ECS)/National Electronic Clearing Service (NECS)/ Real Time Gross Settlement (RTGS)/ Direct Credit/ IMPS/ NEFT etc.

In order to receive the dividend without loss of time, the Members holding shares in physical form are requested to submit particulars of their bank accounts along with the original cancelled cheque bearing the name of the Member to KFinTech/ Company to update their bank account details along with form ISR-1 and all the eligible shareholders holding shares in Demat mode are requested to update with their respective DPs before Friday, June 30, 2023, their correct Bank Account Number, including 9 Digit MICR Code and 11 digit IFSC Code, e-mail ID and Mobile No(s).

Members holding shares in physical form may communicate these details to the RTA viz. KFinTech having address at KFin Technologies Limited, Selenium Building, Tower B, Plot Nos. 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500 032, before Friday, June 30, 2023 by quoting the reference folio number and attaching photocopy of the cheque leaf of their active bank account and a self-attested copy of their Permanent Account Number ('PAN') card and along with ISR-1.

This will facilitate the remittance of the dividend amount as directed by SEBI in the bank account electronically. Updation of e-mail IDs and Mobile No(s) will enable the Company in sending communication relating to credit of dividend, un-encashed dividend, etc.

The Company or KFinTech cannot act on any request received directly from the Members holding shares in Demat form for any change of bank particulars. Such changes are to be intimated

only to the Depository Participants of the Members. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in electronic mode.

14. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to KFinTech having address at KFin Technologies Limited, Selenium Building, Tower B, Plot Nos. 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500 032, in case the shares are held by them in physical form.

15. Members who hold shares in physical form are requested to ensure that all events of change of address, change in bank particulars, etc., are intimated to Company or Share Transfer Agent promptly. Such requests shall be submitted to KFinTech by way of duly filled form ISR-1 along with supporting documents as specified in the form. The form can be accessed through the Company's website <https://acclimited.com> or KFinTech <https://investor.kfintech.com/investor-information-resources/>.

16. Members seeking any information with regard to the Accounts or any matter to be placed at the AGM, Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act and relevant documents referred to in the accompanying Notice and in the Explanatory Statement are requested to write to the Company on or before Wednesday, 12th July 2023 through e-mail on ACC-InvestorSupport@adani.com. The same will be replied by the Company suitably.

All documents referred to in the Notice will also be available electronically for inspection, without any fee, by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to ACC-InvestorSupport@adani.com.

17. In compliance with the aforesaid MCA Circulars and SEBI Circulars and pursuant to Sections 101 and 136 of the Act read with the Rules framed thereunder, the Notice of the AGM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the DPs or the Company/KFinTech, unless the Members have requested for a physical

copy of the same. Members may note that the Notice of the AGM and the Annual Report for the Financial Year 2022-23 will also be available on the Company's website at www.acclimited.com, websites of the Stock Exchanges, i.e. BSE Limited and The National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at www.evoting@nsdl.co.in.

18. Attendance of the Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

19. Members are requested to send all communications relating to shares and unclaimed dividends, change of address, bank details, e-mail address etc. to the RTA at the following address:

KFin Technologies Limited

Selenium Building, Tower B, Plot Nos. 31-32,
Gachibowli, Financial District, Nanakramguda,
Hyderabad, Telangana – 500 032.

If the shares are held in electronic form, then change of address and change in the bank accounts etc. should be furnished to their respective DPs.

20. Members are requested to
 - i. Intimate to KFinTech, changes, if any, in their registered addresses, in case of shares held in physical form
 - ii. Intimate to the respective DPs, changes, if any, in their registered addresses, in case of shares held in Demat form
 - iii. Quote their folio numbers/ Client ID/ DP ID in all correspondence
 - iv. Consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names
 - v. Register their PAN with their DPs, in case of shares held in Demat form and KFinTech/ Company, in case of shares held in physical form, as directed by SEBI

21. Members may please note that SEBI has made PAN as the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions. Accordingly members who hold shares in physical form are requested to update their PAN with the RTA.

Members who hold shares in Dematerialised form are requested to correspond with the Depository Participant with whom they have opened Demat Account(s) for updating of details.

- 22.** Pursuant to the Income-tax Act, 1961, as amended by the Finance Act, 2021, dividend income is taxable in the hands of shareholders with effect from April 1, 2021 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2021 and amendments thereof. The shareholders are requested to update their PAN with KFinTech (in case of shares held in physical mode) and DPs (in case of shares held in Demat mode).

For Resident Shareholders: Tax shall be deducted at source under section 194 of the Income-tax Act, 1961 @ 10% on the amount of Dividend declared and paid by the Company during the Financial Year ("FY") 2023-24 provided a valid PAN is provided by the shareholder. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20% excluding surcharge & cess as per section 206AA of the Income-tax Act, 1961.

For Non-Resident Shareholders: Tax shall be deducted in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable.

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with Multilateral Instrument, whichever is more beneficial, subject to the submission of the above documents.

The Company will issue soft copy of the TDS certificate to its shareholders through e-mail registered with KFinTech post payment of the dividend. Shareholders will be able to download Form 26AS from the Income Tax Department's website: <https://incometaxindiaefiling.gov.in>

- 23.** A Resident individual shareholder with PAN can submit a yearly declaration in Form No. 15G (applicable to any person other than a Company or a Firm) /15H (applicable to an Individual above the age of 60 years), to avail the benefit of non-deduction of tax at source provided that the eligibility conditions are being met. The declaration can be sent by e-mail to HSSA-CompanySecretarial-Team@adani.com or einward.ris@kfintech.com latest by 30th June 2023.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of

residence, subject to providing necessary documents, i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an e-mail to HSSA-CompanySecretarial-Team@adani.com or einward.ris@kfintech.com latest by 30th June 2023.

Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by the Non-Resident shareholder.

In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the shareholder, such shareholder will be responsible to indemnify the Company and also, provide the Company with all information/ documents and co-operation in any appellate proceedings.

In case TDS is deducted at a higher rate, an option is still available with the shareholder to file the return of income and claim an appropriate refund.

- 24.** Since the AGM will be held through VC/OAVM, the Route Map is not annexed with this Notice.
- 25.** THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Monday, 17th July 2023 at 9:00 A.M. and ends on Wednesday, 19th July 2023 at 5:00 P.M. The dividend, if approved by the Members at the AGM of the Company will be made payable to those Members whose names stand on the Register of Members as on 07th July, 2023. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 13th July, 2023.

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFinTech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.

Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with KFinTech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.

In case of Individual Shareholders holding securities in Demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote

e-Voting and joining virtual meeting for Individual shareholders holding securities in Demat mode."

The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in Demat mode.

Step 2: Access to KFinTech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Step 3: Access to join virtual meetings (e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

Login method for remote e-Voting for Individual shareholders holding securities in Demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> Visit URL: https://eservices.nsdl.com Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> To register click on link : https://eservices.nsdl.com Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Proceed with completing the required fields. Follow steps given in points 1 <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <ol style="list-style-type: none"> Open URL: https://www.evoting.nsdl.com/ Click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFinTech. On successful selection, you will be redirected to KFinTech e-Voting page for casting your vote during the remote e-Voting period.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest</p> <p>I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com</p> <p>II. Click on New System Myeasi</p> <p>III. Login with your registered user id and password.</p> <p>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi /Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>I. Visit URL: www.cdslindia.com</p> <p>II. Provide your Demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.</p>
Individual Shareholder login through their Demat accounts / Website of Depository Participant	<p>I. You can also login using the login credentials of your Demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name ore-Voting service provider – KFintech* and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in Demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at :022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Details on Step 2 are mentioned below:

Login method for e-Voting for shareholders other than Individual's shareholders holding securities in Demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- Launch internet browser by typing the URL:<https://evoting.kfintech.com/>.

- Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- After entering these details appropriately, click on "LOGIN".
- You will now reach password change Menu wherein you are required to mandatorily change your password. The new password

shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" in which you are holding shares and who's voting cycle and General Meeting is in active status and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/Demat accounts shall choose the voting process separately for each folio/ Demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also

required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., authorizing its representative to attend the AGM through VC/ OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at email id atul@mehta-mehta.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_ Even No."

(B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

- i. Member may send an e-mail request at the email id inward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
- ii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/ OAVM and e-Voting during the meeting.

- i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFinTech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFinTech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.

- ii. Facility for joining AGM through VC/ OAVM shall open at least 10 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox22.
- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, Demat account number / folio number, email id. Questions /queries received by the Company till Wednesday, 12th July 2023 shall only be considered and responded during the AGM.
- vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- viii. Facility of joining the AGM through VC / OAVM shall be available for atleast 2000 members on first come first served basis.
- ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

OTHER INSTRUCTIONS:

- I. Speaker Registration: The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will opened from Thursday, 13th July 2023 (9:00 a.m.) to Monday, 17th July 2023 (5:00 p.m.). Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- II. Due to limitations of transmission and coordination during the e-AGM, the Company may have to dispense with or curtail the Speaker Session. Hence, Members are encouraged to send their questions/queries in advance at e-mail ID ACC-InvestorSupport@adani.com. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (Kfintech Website) or contact Ms. C Shobha Anand, at evoting@kfintech.com or call Kfintech's toll free No. 1-800-309-4001 for any further clarifications.
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Thursday, July 13th, 2023 being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:

- i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+ Folio No. or DP ID Client ID to 9212993399
 1. Example for NSDL:
 2. MYEPWD <SPACE> IN12345612345678
 3. Example for CDSL:
 4. MYEPWD <SPACE> 1402345612345678
 5. Example for Physical:
 6. MYEPWD <SPACE> XXXX1234567890
- ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iii. Members who may require any technical assistance or support before or during the AGM

are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.

- VI. The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

**By Order of the Board of Directors,
For ACC Limited**

AJAY KAPUR

Whole Time Director & Chief Executive Officer
DIN: 03096416

Mumbai
April 27, 2023

Registered Office:
Cement House
121, Maharshi Karve Road
Mumbai 400 020

Explanatory Statement in respect of Item of Special Business

The following Explanatory Statement, as required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business under Item No.4 of the accompanying Notice dated April 27, 2023.

Item No.4

The Company is required to have its costs records audited by a Cost Accountant in practice. Accordingly, the Board of Directors of the Company on the recommendation of the Audit Committee, have approved the appointment of M/s D. C. Dave & Co, Cost Accountants (Firm Registration Number: 000611), as Cost Auditors of the Company for conducting the audit of the cost records of the Company, for the Financial Year ending March 31, 2024 at a remuneration of Rs. 7,50,000 (Rupees Seven Lakhs and Fifty Thousand Only) plus payment of applicable taxes and re-imbursement of out-of-pocket expenses incurred by the Cost Auditors in connection with the aforesaid audit.

Pursuant to Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, Members of the Company are required to ratify the remuneration proposed to be paid to the Cost Auditors.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 4 of the accompanying Notice for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested financially or otherwise at Item No. 4 of the Notice, except to the extent of their shareholding, if any, in the Company.

**By Order of the Board of Directors,
For ACC Limited**

AJAY KAPUR

Whole Time Director & Chief Executive Officer
DIN: 03096416

Mumbai
April 27, 2023

Registered Office:

Cement House
121, Maharshi Karve Road
Mumbai 400 020

Details of Director being reappointed as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of the item no.3 mentioned in the Notice:

Name of the Director	Mr. Vinay Prakash								
Director Identification Number	03634648								
Date of Birth	28/ 06/1973								
Nationality	India								
Qualification	B.Tech (Mechanical), PG Diploma in Operations/ Material Management, MBA (Finance) and pursuing PhD from Indian Institute of Technology-Indian School of Mines (IIT-ISM) on Sustainable Mining Practices								
Date of Appointment on Board	16/09/2022								
Shareholding in ACC including shareholding as a beneficial owner	NIL								
Brief Profile of the Director	<p>An enthusiast for energy security and sustainability, Mr. Prakash has nurtured the Natural Resources business of the Adani Group since its inception and oversees its diversification and expansion in India and abroad. Natural Resources division comprises of Integrated Coal Management, Iron Ore, Copper, Aluminum, Minerals, Bunkering, LPG, ATF, Mining, and Cement & Aggregate Businesses.</p> <p>With his vision and ability to motivate team to go beyond what is expected, the Natural Resources division has been at the forefront of growth and excellence, not only for Adani Group but also for the entire sector. Under his leadership, Natural Resources business has won several awards for its commitment towards the environment, community engagement, sustainability, safety and CSR. For his zeal for organization-building, Adani Group's mining business has been twice rated as a Great Place to Work in India.</p> <p>Mr. Prakash also holds key positions in various industry bodies and heads / headed committees of FIMI, ASSOCHAM, FICCI and CII where he facilitates exchange of ideas and collaboration, with a focus on responsible mining and sustainability. He has been honored at many prestigious platforms and received the Global Business Excellence Award at World Petro coal Congress 2017.</p> <p>Mr. Prakash holds B.Tech (Mechanical), PG Diploma in Operations/Material Management, MBA (Finance) and is also pursuing PhD from Indian Institute of Technology-Indian School of Mines (IIT-ISM) on Developing Sustainable Mining Practices.</p> <p>Prior to joining Adani Group in 2001, he worked with Aditya Birla Group for eight years.</p>								
Expertise in specific functional areas	Infrastructure, Sustainability, Mining, Cement, Operations, Finance, Material Management.								
List of Directorships held in other companies (excluding foreign, private and Section 8 Companies)	1) Adani Enterprises Limited 2) East Coast Aluminum Limited 3) Kalinga Alumina Limited 4) Kutch Copper Limited 5) Adani Cements Industries Limited								
Name of Listed Companies from which the Director has resigned in the past three years	NIL								
Memberships/Chairmanships across other listed entities	<table><tr><th>Name of the company</th><th>Name of Committee</th><th>Member/Chairman</th></tr><tr><td>Adani Enterprises Limited</td><td>Risk Management Committee</td><td>Member</td></tr></table>			Name of the company	Name of Committee	Member/Chairman	Adani Enterprises Limited	Risk Management Committee	Member
Name of the company	Name of Committee	Member/Chairman							
Adani Enterprises Limited	Risk Management Committee	Member							
Details of Board Meeting attended by the Directors during the year	Five (5) Board Meetings were held during the year, after his appointment of which three (3) were attended by him.								