

March 22, 2019

General Manager - Department of Corporate Services  
BSE Limited  
Pheroze Jeejeebhoy Towers  
Dalal Street  
Mumbai 400 001  
**Scrip Code: 500410**

Dear Sirs

**Sub: Proceedings/Outcome of the Annual General Meeting (AGM) –  
Regulation 30 read with Schedule III of the SEBI (Listing Obligations  
and Disclosure Requirements) Regulations, 2015**

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This is to inform you that the Annual General Meeting (AGM) of the Company was held on Friday, March 22, 2019 at 3.00 p.m. at "Pama Thadani Auditorium", Jai Hind College, "A" Road, Churchgate, Mumbai 400 020.

In connection with the above, please find enclosed the following:

1. Summary of Proceedings of the AGM of the Company as required under Regulation 30, Part A of Schedule III of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") – Annexure "A"
2. Voting Results in respect of the business transacted at the AGM as required under Regulation 44(3) of the Listing Regulations – Annexure "B"
3. Report of the Scrutinizer dated March 22, 2019 pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of The Companies (Management and Administration) Rules, 2014 – Annexure "C"

You are requested kindly to take the same on record under acknowledgement to us. The voting results along with the Scrutinizer's Report is also being made available on the Company's website.

Yours faithfully  
For ACC Limited



Ramaswami Kalidas  
Company Secretary & Head Compliance  
FCS-2440

**Annexure A****Proceedings/Outcome of the Annual General Meeting of the Company  
held on March 22, 2019**

The Annual General Meeting (AGM) of the Company was held at Pama Thadani Auditorium, Jai Hind College, "A" Road, Churchgate, Mumbai 400 020. The Meeting commenced at 3.00 p.m. and concluded at 5.30 p.m.

In the absence of Mr N S Sekhsaria, Chairman of the Company and Mr Jan Jenisch, Deputy Chairman of the Company from the Meeting, pursuant to the provisions of Article 97 of the Company's Articles of Association, the Directors present at the Meeting elected Mr Shailesh Haribhakti, Independent Director as the Chairman to preside over the proceedings of the Meeting.

The proceedings of the Meeting are as under:

Total number of shareholders as on record date : 98,455  
Cut off date for e-voting : March 15, 2019

No. of shareholders present at the meeting either in person or through proxy:

Category	In Person	Through Proxy	Total
Promoters and Promoter Group	2	-	2
Public	157	-	157
<b>TOTAL</b>			<b>159</b>

No. of shareholders attended the Meeting through video conferencing:

Promoters and Promoter Group	Not Applicable
Public	

As the requisite quorum was present, the Chairman of the Meeting called the Meeting to order. The Chairman then introduced the Directors present at the Meeting.

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, 2018, there was no legal requirement for their Reports to be read out at the Meeting. Hence with the permission of the Members present, 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 electronic means on the NSDL e-voting platform. The e-voting platform was kept open for voting from Monday, March 18, 2019, (9.00 a.m. IST) till Thursday, March 21, 2019 (5.00 p.m. IST). The e-voting facility was also provided at the venue of the Meeting for those Members who had not cast their votes earlier.

2

Ballot Forms were also sent out to facilitate voting by those Members who preferred to vote by physical ballot.

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

At the request of the Chairman, Mr Neeraj Akhoury, (MD&CEO) briefed the Members on the performance of the Company and on related matters.

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

<b>ORDINARY BUSINESS</b>		
1.	To consider and adopt: <ul style="list-style-type: none"> <li>the Audited Standalone Financial Statement for the Financial Year ended December 31, 2018 together with the Reports of the Board of Directors and the Statutory Auditors thereon</li> <li>the Audited Consolidated Financial Statement for the Financial year ended December 31, 2018 together with the Report of the Statutory Auditors thereon.</li> </ul>	Ordinary Resolution
2.	To declare dividend on Equity Shares.	Ordinary Resolution
3.	To appoint a Director in place of Mr Narotam S Sekhsaria as a Non Executive/Non Independent Director.	Ordinary Resolution
4.	To appoint a Director in place of Mr Christof Hassig as a Non Executive/Non Independent Director.	Ordinary Resolution
<b>SPECIAL BUSINESS</b>		
5.	Re-appointment of Mr Shailesh Haribhakti as an Independent Director	Special Resolution
6.	Re-appointment of Mr Sushil Kumar Roongta as an Independent Director	Special Resolution
7.	Re-appointment of Ms Falguni Nayar as an Independent Director	Special Resolution
8.	Appointment of Mr Damodarannair Sundaram as an Independent Director	Ordinary Resolution
9.	Appointment of Mr Vinayak Chatterjee as an Independent Director	Ordinary Resolution
10.	Appointment of Mr Sunil Mehta as an Independent Director	Ordinary Resolution
11.	To ratify the payment of remuneration to Cost Auditor, M/s D C Dave & Co.	Ordinary Resolution

The Chairman invited the Members to express their views and to seek clarifications on the performance of the Company and related matters.

At the request of the Chairman, the MD&CEO responded to the Member's queries.

The Chairman informed that the Results of the voting shall be declared within two days from the conclusion of the Meeting and authorized Mr Ramaswami Kalidas, Company Secretary & Head Compliance to announce the results. The results will be posted on the website of the Company, displayed at the Registered Office of the Company and also be communicated to NSDL to be posted on their website along with a copy of the Scrutinizer's Report. The results will also be informed to the Stock Exchanges where the shares of the Company are listed.

The Meeting concluded after the Members present at the Meeting had cast 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.

For ACC Limited



Ramaswami Kalidas  
Company Secretary & Head Compliance  
FCS-2440

Encl.:

ACC Limited (CIN : L26940MH1936PLC002515)									
Clause 44(3) (Physical + Postal Ballot and e-Voting)									
Resolution 1									
Date of AGM/EGM		22-Mar-19							
Total number of shareholders as on record date		98455							
No. of shareholders present in the meeting either in person or through proxy:									
Promoters and Promoter Group		2							
Public		157							
No. of shareholders attending the meeting through Video Conferencing									
Promoters and Promoter Group		NA							
Public									
Resolution Required : (Ordinary/Special)									
Whether promoter/promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No of Shares Held as on 15-03-2019	No of votes polled	% of Votes Polled on outstanding shares	No of Votes in Favour	No of Votes Against	% of Votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	93984120	93984120	91.7857	93984120	0	100.0000	0.0000	0.0000
	Poll	0	0	0.0000	0	0	0.0000	0.0000	0.0000
	Postal Ballot(if applicable)	8411000	8411000	8.2143	8411000	0	100.0000	0.0000	0.0000
	Total	102395120	102395120	100.0000	102395120	0	100.0000	0.0000	0.0000
Public - Institutions	E-Voting	43634933	39714629	66.5296	39714629	0	100.0000	0.0000	0.0000
	Poll	0	0	0.0000	0	0	0.0000	0.0000	0.0000
	Postal Ballot(if applicable)	16059759	0	0.0000	0	0	0.0000	0.0000	0.0000
	Total	59694692	39714629	66.5296	39714629	0	100.0000	0.0000	0.0000
Public - Non Institutions	E-Voting	1999845	1999836	7.7822	1999740	96	99.9952	0.0048	0.0048
	Poll	0	0	0.0000	0	0	0.0000	0.0000	0.0000
	Postal Ballot(if applicable)	23697606	40343	0.1570	40343	0	100.0000	0.0000	0.0000
	Total	25697451	2040179	7.9392	2040083	96	99.9953	0.0047	0.0047
Total		187787263	144149928	76.7624	144149832	96	99.9999	0.0001	0.0001





ACC Limited (CIN : L26940MH1936PLC002515)									
Clause 44(3) (Physical + Postal Ballot and e-Voting)									
Resolution 2									
22-Mar-19									
98455									
Ordinary									
Whether promoter/promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No of Shares Held as on 15-03-2019	No of votes polled	% of Votes Polled on outstanding shares	No of Votes in Favour	No of Votes Against	% of Votes in favour on votes polled	% of Votes against on votes polled	
(1)			(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	93984120	93984120	91.7857	93984120	0	100.0000		0.0000
	Poll	0	0	0.0000	0	0	0.0000		0.0000
	Postal Ballot(if applicable)	8411000	8411000	8.2143	8411000	0	100.0000		0.0000
	<b>Total</b>	<b>102395120</b>	<b>102395120</b>	<b>100.0000</b>	<b>102395120</b>	<b>0</b>	<b>100.0000</b>		<b>0.0000</b>
Public - Institutions	E-Voting	43634933	43498340	72.8680	43498340	0	100.0000		0.0000
	Poll	0	0	0.0000	0	0	0.0000		0.0000
	Postal Ballot(if applicable)	16059759	0	0.0000	0	0	0.0000		0.0000
	<b>Total</b>	<b>59694692</b>	<b>43498340</b>	<b>72.8680</b>	<b>43498340</b>	<b>0</b>	<b>100.0000</b>		<b>0.0000</b>
Public - Non Institutions	E-Voting	1999845	1999710	7.7817	1999699	11	99.9994		0.0006
	Poll	0	0	0.0000	0	0	0.0000		0.0000
	Postal Ballot(if applicable)	23697606	40334	0.1570	37284	3050	92.4381		7.5619
	<b>Total</b>	<b>25697451</b>	<b>2040044</b>	<b>7.9387</b>	<b>2036983</b>	<b>3061</b>	<b>99.8500</b>		<b>0.1500</b>
<b>Total</b>		<b>187787263</b>	<b>147933504</b>	<b>78.7772</b>	<b>147930443</b>	<b>3061</b>	<b>99.9979</b>		<b>0.0021</b>



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ACC Limited (CIN : L26940MH1936PLC002515)									
Clause 44(3) (Physical + Postal Ballot and e-Voting)									
Resolution 3									
22-Mar-19									
98455									
Ordinary									
Whether promoter/promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No of Shares Held as on 15-03-2019	No of votes polled	% of Votes Polled on outstanding shares	No of Votes in Favour	No of Votes Against	% of Votes in favour on votes polled	% of Votes against on votes polled	
(1)			(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	93984120	93984120	91.7857	93984120	0	100.0000		0.0000
	Poll	0	0	0.0000	0	0	0.0000		0.0000
	Postal Ballot(if applicable)	8411000	8411000	8.2143	8411000	0	100.0000		0.0000
	<b>Total</b>	<b>102395120</b>	<b>102395120</b>	<b>100.0000</b>	<b>102395120</b>	<b>0</b>	<b>100.0000</b>		<b>0.0000</b>
Public - Institutions	E-Voting	43634933	42912624	71.8868	42279089	633535	98.5237		1.4763
	Poll	0	0	0.0000	0	0	0.0000		0.0000
	Postal Ballot(if applicable)	16059759	0	0.0000	0	0	0.0000		0.0000
	<b>Total</b>	<b>59694692</b>	<b>42912624</b>	<b>71.8868</b>	<b>42279089</b>	<b>633535</b>	<b>98.5237</b>		<b>1.4763</b>
Public - Non Institutions	E-Voting	1999845	1999661	7.7816	1998911	750	99.9625		0.0375
	Poll	0	0	0.0000	0	0	0.0000		0.0000
	Postal Ballot(if applicable)	23697606	40349	0.1570	39511	838	97.9231		2.0769
	<b>Total</b>	<b>25697451</b>	<b>2040010</b>	<b>7.9386</b>	<b>2038422</b>	<b>1588</b>	<b>99.9222</b>		<b>0.0778</b>
<b>Total</b>		<b>187787263</b>	<b>147347754</b>	<b>78.4653</b>	<b>146712631</b>	<b>635123</b>	<b>99.5690</b>		<b>0.4310</b>







ACC Limited (CIN : L26940MH1936PLC002515)									
Clause 44(3) (Physical + Postal Ballot and e-Voting)									
Resolution 4									
Resolution 4									
22-Mar-19									
8455									
Ordinary									
Whether promoter/promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No of Shares Held as on 15-03-2019	No of votes polled	% of Votes Polled on outstanding shares	No of Votes in Favour	No of Votes Against	% of Votes in favour on votes polled	% of Votes against on votes polled	
(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100			
Promoter and Promoter Group	E-Voting	93984120	93984120	91.7857	93984120	0	100.0000		0.0000
	Poll	0	0	0.0000	0	0	0.0000		0.0000
	Postal Ballot(if applicable)	8411000	8411000	8.2143	8411000	0	100.0000		0.0000
	<b>Total</b>	<b>102395120</b>	<b>102395120</b>	<b>100.0000</b>	<b>102395120</b>	<b>0</b>	<b>100.0000</b>		<b>0.0000</b>
Public - Institutions	E-Voting	43634933	42912624	71.8868	42496760	415864	99.0309		0.9691
	Poll	0	0	0.0000	0	0	0.0000		0.0000
	Postal Ballot(if applicable)	16059759	0	0.0000	0	0	0.0000		0.0000
	<b>Total</b>	<b>59694692</b>	<b>42912624</b>	<b>71.8868</b>	<b>42496760</b>	<b>415864</b>	<b>99.0309</b>		<b>0.9691</b>
Public - Non Institutions	E-Voting	1999845	1999571	7.7812	1999355	216	99.9892		0.0108
	Poll	0	0	0.0000	0	0	0.0000		0.0000
	Postal Ballot(if applicable)	23697606	40349	0.1570	39549	800	98.0173		1.9827
	<b>Total</b>	<b>25697451</b>	<b>2039920</b>	<b>7.9382</b>	<b>2038904</b>	<b>1016</b>	<b>99.9502</b>		<b>0.0498</b>
<b>Total</b>		<b>187787263</b>	<b>147347664</b>	<b>78.4652</b>	<b>146930784</b>	<b>416880</b>	<b>99.7171</b>		<b>0.2829</b>







ACC Limited (CIN : L26940MH1936PLC002515)									
Clause 44(3) (Physical + Postal Ballot and e-Voting)									
Resolution 5									
22-Mar-19									
Date of AGM/EGM									
Total number of shareholders as on record date									
98455									
Resolution Required : (Ordinary/Special)									
Special									
Whether promoter/promoter group are interested in the agenda / resolution?									
Category	Mode of Voting	No of Shares Held as on 15-03-2019	No of votes polled	% of Votes Polled on outstanding shares	No of Votes in Favour	No of Votes Against	% of Votes in favour on votes polled	% of Votes against on votes polled	
(1)		(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting	93984120	93984120	91.7857	93984120	0	100.0000	0.0000	
	Poll	0	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot(if applicable)	8411000	8411000	8.2143	8411000	0	100.0000	0.0000	
	<b>Total</b>	<b>102395120</b>	<b>102395120</b>	<b>100.0000</b>	<b>102395120</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	
Public - Institutions	E-Voting	43634933	40131981	67.2287	32863692	7268289	81.8890	18.1110	
	Poll	0	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot(if applicable)	16059759	0	0.0000	0	0	0.0000	0.0000	
	<b>Total</b>	<b>59694692</b>	<b>40131981</b>	<b>67.2287</b>	<b>32863692</b>	<b>7268289</b>	<b>81.8890</b>	<b>18.1110</b>	
Public - Non Institutions	E-Voting	1999845	1999661	7.7816	1998786	875	99.9562	0.0438	
	Poll	0	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot(if applicable)	23697606	40067	0.1559	39267	800	98.0033	1.9967	
	<b>Total</b>	<b>25697451</b>	<b>2039728</b>	<b>7.9375</b>	<b>2038053</b>	<b>1675</b>	<b>99.9179</b>	<b>0.0821</b>	
<b>Total</b>		<b>187787263</b>	<b>144566829</b>	<b>76.9844</b>	<b>137296865</b>	<b>7269964</b>	<b>94.9712</b>	<b>5.0288</b>	





ACC Limited (CIN : L26940MH1936PLC002515)									
Clause 44(3) (Physical + Postal Ballot and e-Voting)									
Resolution 6									
Date of AGM/EGM									
Total number of shareholders as on record date									
Resolution Required : (Ordinary/Special)									
Whether promoter/promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No of Shares Held as on 15-03-2019	No of votes polled	% of Votes Polled on outstanding shares	No of Votes in Favour	No of Votes Against	% of Votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	93984120	93984120	91.7857	93984120	0	100.0000	0.0000	
	Poll	0	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot(if applicable)	8411000	8411000	8.2143	8411000	0	100.0000	0.0000	
	<b>Total</b>	<b>102395120</b>	<b>102395120</b>	<b>100.0000</b>	<b>102395120</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	
Public - Institutions	E-Voting	43634933	42912624	71.8868	42875938	36686	99.9145	0.0855	
	Poll	0	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot(if applicable)	16059759	0	0.0000	0	0	0.0000	0.0000	
	<b>Total</b>	<b>59694692</b>	<b>42912624</b>	<b>71.8868</b>	<b>42875938</b>	<b>36686</b>	<b>99.9145</b>	<b>0.0855</b>	
Public - Non Institutions	E-Voting	1999845	1999605	7.7813	1998780	825	99.9587	0.0413	
	Poll	0	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot(if applicable)	23697606	39426	0.1534	38588	838	97.8745	2.1255	
	<b>Total</b>	<b>25697451</b>	<b>2039031</b>	<b>7.9348</b>	<b>2037368</b>	<b>1663</b>	<b>99.9184</b>	<b>0.0816</b>	
<b>Total</b>		<b>187787263</b>	<b>147346775</b>	<b>78.4647</b>	<b>147308426</b>	<b>38349</b>	<b>99.9740</b>	<b>0.0260</b>	





ACC Limited (CIN : L26940MH1936PLC002515)									
Clause 44(3) (Physical + Postal Ballot and e-Voting)									
Resolution 7									
22-Mar-19									
98455									
Special									
Whether promoter/promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No of Shares Held as on 15-03-2019	No of votes polled	% of Votes Polled on outstanding shares	No of Votes in Favour	No of Votes Against	% of Votes in favour on votes polled	% of Votes against on votes polled	
(1)		(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting	93984120	93984120	91.7857	93984120	0	100.0000	0.0000	
	Poll	0	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot(if applicable)	8411000	8411000	8.2143	8411000	0	100.0000	0.0000	
	<b>Total</b>	<b>102395120</b>	<b>102395120</b>	<b>100.0000</b>	<b>102395120</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	
Public - Institutions	E-Voting	43634933	40131981	67.2287	32639700	7492281	81.3309	18.6691	
	Poll	0	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot(if applicable)	16059759	0	0.0000	0	0	0.0000	0.0000	
	<b>Total</b>	<b>59694692</b>	<b>40131981</b>	<b>67.2287</b>	<b>32639700</b>	<b>7492281</b>	<b>81.3309</b>	<b>18.6691</b>	
Public - Non Institutions	E-Voting	1999845	1999671	7.7816	1998839	832	99.9584	0.0416	
	Poll	0	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot(if applicable)	23697606	37676	0.1466	36961	715	98.1022	1.8978	
	<b>Total</b>	<b>25697451</b>	<b>2037347</b>	<b>7.9282</b>	<b>2035800</b>	<b>1547</b>	<b>99.9241</b>	<b>0.0759</b>	
<b>Total</b>		<b>187787263</b>	<b>144564448</b>	<b>76.9831</b>	<b>137070620</b>	<b>7493828</b>	<b>94.8163</b>	<b>5.1837</b>	





ACC Limited (CIN : L26940MH1936PLC002515)									
Clause 44(3) (Physical + Postal Ballot and e-Voting)									
Resolution 8									
22-Mar-19									
98455									
Ordinary									
Whether promoter/promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No of Shares Held as on 15-03-2019	No of votes polled	% of Votes Polled on outstanding shares	No of Votes in Favour	No of Votes Against	% of Votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	93984120	93984120	91.7857	93984120	0	100.0000	0.0000	
	Poll	0	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot(if applicable)	8411000	8411000	8.2143	8411000	0	100.0000	0.0000	
	<b>Total</b>	<b>102395120</b>	<b>102395120</b>	<b>100.0000</b>	<b>102395120</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	
Public - Institutions	E-Voting	43634933	42912624	71.8868	42903675	8949	99.9791	0.0209	
	Poll	0	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot(if applicable)	16059759	0	0.0000	0	0	0.0000	0.0000	
	<b>Total</b>	<b>59694692</b>	<b>42912624</b>	<b>71.8868</b>	<b>42903675</b>	<b>8949</b>	<b>99.9791</b>	<b>0.0209</b>	
Public - Non Institutions	E-Voting	1999845	1998425	7.7767	1998040	385	99.9807	0.0193	
	Poll	0	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot(if applicable)	23697606	40067	0.1559	39367	700	98.2529	1.7471	
	<b>Total</b>	<b>25697451</b>	<b>2038492</b>	<b>7.9327</b>	<b>2037407</b>	<b>1085</b>	<b>99.9468</b>	<b>0.0532</b>	
<b>Total</b>		<b>187787263</b>	<b>147346236</b>	<b>78.4644</b>	<b>147336202</b>	<b>10034</b>	<b>99.9932</b>	<b>0.0068</b>	



# ACC

ACC Limited (CIN : L26940MH1936PLC002515)									
Clause 44(3) (Physical + Postal Ballot and e-Voting)									
Resolution 9									
Date of AGM/EGM		22-Mar-19							
Total number of shareholders as on record date		98455							
Resolution Required : (Ordinary/Special)		Ordinary							
Whether promoter/promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No of Shares Held as on 15-03-2019	No of votes polled	% of Votes Polled on outstanding shares	No of Votes in Favour	No of Votes Against	% of Votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	93984120	93984120	91.7857	93984120	0	100.0000	0.0000	
	Poll	0	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot(if applicable)	8411000	8411000	8.2143	8411000	0	100.0000	0.0000	
	<b>Total</b>	<b>102395120</b>	<b>102395120</b>	<b>100.0000</b>	<b>102395120</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	
Public - Institutions	E-Voting	43634933	42912624	71.8868	42903675	8949	99.9791	0.0209	
	Poll	0	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot(if applicable)	16059759	0	0.0000	0	0	0.0000	0.0000	
	<b>Total</b>	<b>59694692</b>	<b>42912624</b>	<b>71.8868</b>	<b>42903675</b>	<b>8949</b>	<b>99.9791</b>	<b>0.0209</b>	
Public - Non Institutions	E-Voting	1999845	1999404	7.7806	1999037	367	99.9816	0.0184	
	Poll	0	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot(if applicable)	23697606	39964	0.1555	39264	700	98.2484	1.7516	
	<b>Total</b>	<b>25697451</b>	<b>2039368</b>	<b>7.9361</b>	<b>2038301</b>	<b>1067</b>	<b>99.9477</b>	<b>0.0523</b>	
<b>Total</b>		<b>187787263</b>	<b>147347112</b>	<b>78.4649</b>	<b>147337096</b>	<b>10016</b>	<b>99.9932</b>	<b>0.0068</b>	



# ACC

ACC Limited (CIN : L26940MH1936PLC002515)									
Clause 44(3) (Physical + Postal Ballot and e-Voting)									
Resolution 10									
22-Mar-19									
98455									
Ordinary									
Whether promoter/promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No of Shares Held as on 15-03-2019	No of votes polled	% of Votes Polled on outstanding shares	No of Votes in Favour	No of Votes Against	% of Votes in favour on votes polled	% of Votes against on votes polled	
(1)		(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting	93984120	93984120	91.7857	93984120	0	100.0000	0.0000	
	Poll	0	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot(if applicable)	8411000	8411000	8.2143	8411000	0	100.0000	0.0000	
	<b>Total</b>	<b>102395120</b>	<b>102395120</b>	<b>100.0000</b>	<b>102395120</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	
Public - Institutions	E-Voting	43634933	42912624	71.8868	42912624	0	100.0000	0.0000	
	Poll	0	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot(if applicable)	16059759	0	0.0000	0	0	0.0000	0.0000	
	<b>Total</b>	<b>59694692</b>	<b>42912624</b>	<b>71.8868</b>	<b>42912624</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	
Public - Non Institutions	E-Voting	1999845	1999680	7.7816	1999330	350	99.9825	0.0175	
	Poll	0	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot(if applicable)	23697606	40067	0.1559	39367	700	98.2529	1.7471	
	<b>Total</b>	<b>25697451</b>	<b>2039747</b>	<b>7.9375</b>	<b>2038697</b>	<b>1050</b>	<b>99.9485</b>	<b>0.0515</b>	
<b>Total</b>		<b>187787263</b>	<b>147347491</b>	<b>78.4651</b>	<b>147346441</b>	<b>1050</b>	<b>99.9993</b>	<b>0.0007</b>	





ACC Limited (CIN : L26940MH1936PLC002515)									
Clause 44(3) (Physical + Postal Ballot and e-Voting)									
Resolution 11									
Date of AGM/EGM									
Total number of shareholders as on record date		22-Mar-19							
Resolution Required : (Ordinary/Special)		98455							
Whether promoter/promoter group are interested in the agenda/resolution?		Ordinary							
Category	Mode of Voting	No of Shares Held as on 15-03-2019	No of votes polled	% of Votes Polled on outstanding shares	No of Votes in Favour	No of Votes Against	% of Votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	93984120	93984120	91.7857	93984120	0	100.0000	0.0000	
	Poll	0	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot(if applicable)	8411000	8411000	8.2143	8411000	0	100.0000	0.0000	
	<b>Total</b>	<b>102395120</b>	<b>102395120</b>	<b>100.0000</b>	<b>102395120</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	
Public - Institutions	E-Voting	43634933	43498340	72.8680	43498340	0	100.0000	0.0000	
	Poll	0	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot(if applicable)	16059759	0	0.0000	0	0	0.0000	0.0000	
	<b>Total</b>	<b>59694692</b>	<b>43498340</b>	<b>72.8680</b>	<b>43498340</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	
Public - Non Institutions	E-Voting	1999845	1999616	7.7814	1999187	429	99.9785	0.0215	
	Poll	0	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot(if applicable)	23697606	39179	0.1525	39179	0	100.0000	0.0000	
	<b>Total</b>	<b>25697451</b>	<b>2038795</b>	<b>7.9338</b>	<b>2038366</b>	<b>429</b>	<b>99.9790</b>	<b>0.0210</b>	
<b>Total</b>		<b>187787263</b>	<b>147932255</b>	<b>78.7765</b>	<b>147931826</b>	<b>429</b>	<b>99.9997</b>	<b>0.0003</b>	



# 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 : cspssa.co.in

### Report of Scrutinizer(s)

*[Pursuant to section 108 & 109 of the Companies Act, 2013 and Rule 20 & 21 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.

Dear Sir,

I, Pramod S. Shah, Partner of Pramod S. Shah & Associates, Practising Company Secretaries, appointed as the Scrutinizer by the Board of Directors of ACC Limited pursuant to Section 108 and 109 of the Companies Act, 2013 ("the Act") read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, to scrutinize voting of Resolutions proposed at the Annual General Meeting of the Members of ACC Limited held today, i.e. March 22, 2019 by electronic means ("remote e-voting"), by Physical Ballot as also through e-voting at the venue of the Annual General Meeting in terms of the Notice dated February 05, 2019 issued to the members.

The Company had availed of the remote e-voting facility offered by National Securities Depository Limited ('NSDL') for conducting remote e-voting for the members of the Company.

The remote e-voting period commenced on Monday, March, 18 2019, at 9.00 a.m. (IST) and ended on Thursday, March, 21 2019 at 5.00 p.m. (IST). The NSDL remote e-voting platform was blocked thereafter.

The Company had also provided voting facility to the members through physical ballot forms. Ballot forms were sent to the shareholders along with the Annual Report. Ballot Forms complete in all respects received not later than March 17, 2019 (5.00 p.m. IST) have been considered in this Report.

The Company had also provided e-voting facility to those shareholders who were present at the venue of the Annual General Meeting who had not cast their votes earlier either through the remote e-voting facility or physically.

My responsibility as a scrutinizer is restricted to making a Scrutinizer's report on the votes cast by the members for the resolutions contained in the Notice dated February 05, 2019, based on the reports generated from the e-voting system provided by NSDL, the e-voting at the venue of the meeting and scrutiny of the ballot forms received as per the respective due dates as mentioned above.

I have scrutinized and reviewed ballot forms as well as e-voting at the venue of the meeting and the remote e-voting conducted based on the data downloaded from the NSDL system.

I submit my report as under:

1. After the expiry of the time fixed for closing the remote e-voting i.e. 5 p.m. on March 21, 2019, an electronic report on the remote e-voting was generated by me. After the conclusion of the Annual General Meeting, the votes cast under remote e-voting facility and under e-voting conducted at the venue of the meeting were there after unblocked in the presence of two witnesses who are not in the employment of the Company and the votes cast thereunder were



counted. Data regarding the e-votes cast was diligently scrutinized.

2. After the Annual General Meeting, a final e-voting report was generated by me.
3. The physical ballot forms received till the time fixed for closing of the receiving of Ballot forms i.e. 5 p.m. on March 17, 2019, were also diligently scrutinized.

The consolidated result of the scrutiny of the above remote e-voting, e-voting at the venue of the Meeting and physical ballot forms in respect of passing of the resolutions contained in the Notice dated February 05, 2019 is as under:

### Consolidated Results

#### Ordinary Business

#### Ordinary Resolution- Item No. 1:

To consider and adopt:

- a. the Audited Standalone Financial Statement of the Company for the Financial Year ended December 31, 2018, together with the Reports of the Board of Directors and the Statutory Auditors thereon; and
- b. the Audited Consolidated Financial Statement of the Company for the Financial Year ended December 31, 2018, together with the Report of the Statutory Auditors thereon.:

(i) Voted in favour of the resolution:

Particulars	Number of members who voted	Number of Votes cast by members	% of total number of votes cast
Remote e-voting (including e-voting at the venue of the meeting)	534	135698489	94.1351
Physical Ballot	75	8451343	05.8627
<b>Total</b>	<b>609</b>	<b>144149832</b>	<b>99.9978</b>

(ii) Voted against the resolution:

Particulars	Number of members who voted	Number of Votes cast by members	% of total number of votes cast
Remote e-voting (including e-voting at the venue of the meeting)	4	96	0.0001
Physical Ballot	0	0	0
<b>Total</b>	<b>4</b>	<b>96</b>	<b>0.0001</b>

(iii) Invalid Votes:

Particulars	Number of members who voted	Number of Votes cast by members	% of total number of votes cast
-------------	-----------------------------	---------------------------------	---------------------------------



Remote e-voting (including e-voting at the venue of the meeting)	0	0	0
Physical Ballot	41	3004	0.0021
<b>Total</b>	<b>41</b>	<b>3004</b>	<b>0.0021</b>

**Ordinary Resolution- Item No. 2:**

To declare Dividend on equity shares for the Financial Year ended December 31, 2018:

(i) Voted in favour of the resolution:

Particulars	Number of members who voted	Number of Votes cast by members	% of total number of votes cast
Remote e-voting (including e-voting at the venue of the meeting)	551	139482159	94.2852
Physical Ballot	72	8448284	05.7107
<b>Total</b>	<b>623</b>	<b>147930443</b>	<b>99.9959</b>

(ii) Voted against the resolution:

Particulars	Number of members who voted	Number of Votes cast by members	% of total number of votes cast
Remote e-voting (including e-voting at the venue of the meeting)	2	11	0.0000
Physical Ballot	1	3050	0.0021
<b>Total</b>	<b>3</b>	<b>3061</b>	<b>0.0021</b>

(iii) Invalid Votes:

Particulars	Number of members who voted	Number of Votes cast by members	% of total number of votes cast
Remote e-voting (including e-voting at the venue of the meeting)	0	0	0
Physical Ballot	43	3013	0.0020
<b>Total</b>	<b>43</b>	<b>3013</b>	<b>0.0020</b>

**Ordinary Resolution- Item No. 3:**

To appoint a Director in place of Mr Narotam S Sekhsaria, (DIN: 00276351), 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 members	% of total number of votes cast
Remote e-voting (including e-voting at the	520	138262120	93.8320



venue of the meeting)			
Physical Ballot	71	8450511	05.7349
<b>Total</b>	<b>591</b>	<b>146712631</b>	<b>99.5669</b>

(ii) Voted against the resolution:

Particulars	Number of members who voted	Number of Votes cast by members	% of total number of votes cast
Remote e-voting (including e-voting at the venue of the meeting)	24	634285	0.4305
Physical Ballot	03	838	0.0006
<b>Total</b>	<b>27</b>	<b>635123</b>	<b>0.4311</b>

(iii) Invalid Votes:

Particulars	Number of members who voted	Number of Votes cast by members	% of total number of votes cast
Remote e-voting (including e-voting at the venue of the meeting)	0	0	0
Physical Ballot	42	2998	0.0020
<b>Total</b>	<b>42</b>	<b>2998</b>	<b>0.0020</b>

**Ordinary Resolution- Item No. 4:**

To appoint a Director in place of Mr Christof Hassig, (DIN: 01680305), 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 members	% of total number of votes cast
Remote e-voting (including e-voting at the venue of the meeting)	533	138480235	93.9800
Physical Ballot	72	8450549	05.7350
<b>Total</b>	<b>605</b>	<b>146930784</b>	<b>99.7151</b>

(ii) Voted against the resolution:

Particulars	Number of members who voted	Number of Votes cast by members	% of total number of votes cast
Remote e-voting (including e-voting at the venue of the meeting)	11	416080	0.2824
Physical Ballot	02	800	0.0005
<b>Total</b>	<b>13</b>	<b>416880</b>	<b>0.2829</b>



**(iii) Invalid Votes:**

Particulars	Number of members who voted	Number of Votes cast by members	% of total number of votes cast
Remote e-voting (including e-voting at the venue of the meeting)	0	0	0
Physical Ballot	42	2998	0.0020
<b>Total</b>	<b>42</b>	<b>2998</b>	<b>0.0020</b>

**Special Business****Special Resolution- Item No. 5:**

Re-appointment of Mr Shailesh Haribhakti as an Independent Director:

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

Particulars	Number of members who voted	Number of Votes cast by members	% of total number of votes cast
Remote e-voting (including e-voting at the venue of the meeting)	431	128846598	89.1240
Physical Ballot	71	8450267	05.8451
<b>Total</b>	<b>502</b>	<b>137296865</b>	<b>94.9691</b>

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

Particulars	Number of members who voted	Number of Votes cast by members	% of total number of votes cast
Remote e-voting (including e-voting at the venue of the meeting)	108	7269164	05.0280
Physical Ballot	02	800	0.0006
<b>Total</b>	<b>110</b>	<b>7269964</b>	<b>5.0286</b>

**(iii) Invalid Votes:**

Particulars	Number of members who voted	Number of Votes cast by members	% of total number of votes cast
Remote e-voting (including e-voting at the venue of the meeting)	0	0	0
Physical Ballot	43	3280	0.0023
<b>Total</b>	<b>43</b>	<b>3280</b>	<b>0.0023</b>

**Special Resolution- Item No. 6:**

Re-appointment of Mr Sushil Kumar Roongta as an Independent Director:

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

Particulars	Number of members who voted	Number of Votes cast by members	% of total number of votes cast
Remote e-voting (including e-voting at the venue of the meeting)	527	138858838	94.2370
Physical Ballot	68	8449588	05.7343
<b>Total</b>	<b>595</b>	<b>147308426</b>	<b>99.9713</b>

(ii) Voted against the resolution:

Particulars	Number of members who voted	Number of Votes cast by members	% of total number of votes cast
Remote e-voting (including e-voting at the venue of the meeting)	18	37511	0.0255
Physical Ballot	03	838	0.0005
<b>Total</b>	<b>21</b>	<b>38349</b>	<b>0.0260</b>

(iii) Invalid Votes:

Particulars	Number of members who voted	Number of Votes cast by members	% of total number of votes cast
Remote e-voting (including e-voting at the venue of the meeting)	0	0	0
Physical Ballot	45	3921	0.0027
<b>Total</b>	<b>45</b>	<b>3921</b>	<b>0.0027</b>

**Special Resolution- Item No. 7:**

Re-appointment of Ms Falguni Nayar as an Independent Director:

(i) Voted in favour of the resolution:

Particulars	Number of members who voted	Number of Votes cast by members	% of total number of votes cast
Remote e-voting (including e-voting at the venue of the meeting)	444	128622659	88.9690
Physical Ballot	68	8447961	05.8436
<b>Total</b>	<b>512</b>	<b>137070620</b>	<b>94.8126</b>

(ii) Voted against the resolution:





Particulars	Number of members who voted	Number of Votes cast by members	% of total number of votes cast
Remote e-voting (including e-voting at the venue of the meeting)	96	7493113	05.1830
Physical Ballot	2	715	00.0005
<b>Total</b>	<b>98</b>	<b>7493828</b>	<b>05.1835</b>

(iii) Invalid Votes:

Particulars	Number of members who voted	Number of Votes cast by members	% of total number of votes cast
Remote e-voting (including e-voting at the venue of the meeting)	0	0	0
Physical Ballot	46	5671	0.0039
<b>Total</b>	<b>46</b>	<b>5671</b>	<b>0.0039</b>

**Ordinary Resolution- Item No. 8:**

Appointment of Mr Damodarannair Sundaram as an Independent Director:

(i) Voted in favour of the resolution:

Particulars	Number of members who voted	Number of Votes cast by members	% of total number of votes cast
Remote e-voting (including e-voting at the venue of the meeting)	526	138885835	94.2561
Physical Ballot	72	8450367	05.7349
<b>Total</b>	<b>598</b>	<b>147336202</b>	<b>99.9910</b>

(ii) Voted against the resolution:

Particulars	Number of members who voted	Number of Votes cast by members	% of total number of votes cast
Remote e-voting (including e-voting at the venue of the meeting)	15	9334	0.0063
Physical Ballot	01	700	0.0005
<b>Total</b>	<b>16</b>	<b>10034</b>	<b>0.0068</b>

(iii) Invalid Votes:

Particulars	Number of members who voted	Number of Votes cast by members	% of total number of votes cast
Remote e-voting (including e-voting at the venue of the meeting)	0	0	0
Physical Ballot	43	3280	0.0022
<b>Total</b>	<b>43</b>	<b>3280</b>	<b>0.0022</b>





**Ordinary Resolution- Item No. 9:**

Appointment of Mr Vinayak Chatterjee as an Independent Director:

(i) Voted in favour of the resolution:

Particulars	Number of members who voted	Number of Votes cast by members	% of total number of votes cast
Remote e-voting (including e-voting at the venue of the meeting)	525	138886832	94.2561
Physical Ballot	71	8450264	05.7348
<b>Total</b>	<b>596</b>	<b>147337096</b>	<b>99.9909</b>

(ii) Voted against the resolution:

Particulars	Number of members who voted	Number of Votes cast by members	% of total number of votes cast
Remote e-voting (including e-voting at the venue of the meeting)	14	9316	0.0063
Physical Ballot	1	700	0.0005
<b>Total</b>	<b>15</b>	<b>10016</b>	<b>0.0068</b>

(iii) Invalid Votes:

Particulars	Number of members who voted	Number of Votes cast by members	% of total number of votes cast
Remote e-voting (including e-voting at the venue of the meeting)	0	0	0
Physical Ballot	44	3383	0.0023
<b>Total</b>	<b>44</b>	<b>3383</b>	<b>0.0023</b>

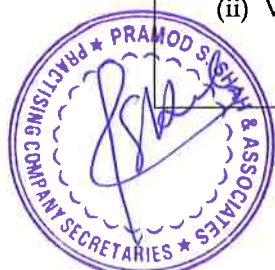
**Ordinary Resolution- Item No. 10:**

Appointment of Mr Sunil Mehta as an Independent Director:

(i) Voted in favour of the resolution:

Particulars	Number of members who voted	Number of Votes cast by members	% of total number of votes cast
Remote e-voting (including e-voting at the meeting)	535	138896074	94.2622
Physical Ballot	72	8450367	05.7349
<b>Total</b>	<b>607</b>	<b>147346441</b>	<b>99.9971</b>

(ii) Voted against the resolution:



Particulars	Number of members who voted	Number of Votes cast by members	% of total number of votes cast
Remote e-voting (including e-voting at the meeting)	11	350	0.0002
Physical Ballot	01	700	0.0005
<b>Total</b>	<b>12</b>	<b>1050</b>	<b>0.0007</b>

(iii) Invalid Votes:

Particulars	Number of members who voted	Number of Votes cast by members	% of total number of votes cast
Remote e-voting (including e-voting at the venue of the meeting)	0	0	0
Physical Ballot	43	3280	0.0022
<b>Total</b>	<b>43</b>	<b>3280</b>	<b>0.0022</b>

**Ordinary Resolution- Item No. 11:**

Ratification of Remuneration to Cost Auditor:

(i) Voted in favour of the resolution:

Particulars	Number of members who voted	Number of Votes cast by members	% of total number of votes cast
Remote e-voting (including e-voting at the venue of the meeting)	536	139481647	94.2849
Physical Ballot	69	8450179	05.7120
<b>Total</b>	<b>605</b>	<b>147931826</b>	<b>99.9969</b>

(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 (including e-voting at the venue of the meeting)	15	429	0.0003
Physical Ballot	0	0	0
<b>Total</b>	<b>15</b>	<b>429</b>	<b>0.0003</b>

(iii) Invalid Votes:

Particulars	Number of members who voted	Number of Votes cast by members	% of total number of votes cast
Remote e-voting (including e-voting at the venue of the meeting)	0	0	0
Physical Ballot	47	4168	0.0028
<b>Total</b>	<b>47</b>	<b>4168</b>	<b>0.0028</b>


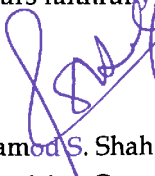


Based on the aforesaid results, we report that Resolutions as contained in Item Nos. 1 to 11 have been passed with the requisite majority.

4. 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.
5. The electronic data along with the ballot forms and all other relevant records relating to the remote e-voting, e-voting at the venue of the Annual General Meeting which were 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)

Place: Mumbai  
Dated: 22.03.2019