

# ACC LIMITED

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

**CIN:** L26940MH1936PLC002515; **Phone No.:** +91 22 4159 3321

**Email:** [acc-investorsupport@adani.com](mailto:acc-investorsupport@adani.com); **Website:** [www.acclimited.com](http://www.acclimited.com)

## NOTICE OF POSTAL BALLOT

*[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended]*

To,  
The Members,  
ACC Limited

**NOTICE** is hereby given that pursuant to the provisions of Section 110 of the Companies Act, 2013 ('Act') and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the General Circulars Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 3/2022 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021 and May 5, 2022 respectively issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as 'MCA Circulars'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('SEBI Listing Regulations'), Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India and subject to other applicable laws, rules and regulations {including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time}, the Ordinary/Special Resolutions for Special Businesses appended below are proposed to be passed by the Members of the Company by way of Postal Ballot only through voting by electronic means ('remote e-voting').

### Item No. 1

#### **Appointment of Mr. Karan Adani (DIN: 03088095) as a Non-Executive Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any {including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force}, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the provisions of Articles of Association of the Company and based on the recommendation of Nomination & Remuneration Committee and the Board of Directors of the Company, Mr. Karan Adani (DIN: 03088095), who was appointed as an Additional Director of the Company with effect from September 16, 2022 pursuant to the provisions of Section 161 and other applicable provisions of the Act to hold office up to the date of the General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and/or the Chief Executive Officer or the Chief Financial Officer or the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

### Item No. 2

#### **Appointment of Mr. Vinay Prakash (DIN: 03634648) as a Non-Executive Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any {including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force}, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the provisions of Articles of Association of the Company and based on the recommendation of Nomination & Remuneration Committee and the Board of Directors of the Company, Mr. Vinay Prakash (DIN: 03634648), who was appointed as an Additional Director of the Company with effect from September 16, 2022 pursuant to the provisions of Section 161 and other applicable provisions of the Act to hold office up to the date of the General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and/or the Chief Executive Officer or the Chief Financial Officer or the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

### **Item No. 3**

#### **Appointment of Mr. Arun Kumar Anand (DIN: 08964078) as a Non-Executive Director (LIC Nominee) on the Board of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 (**‘the Act’**), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any {including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force}, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the provisions of Articles of Association of the Company and based on the recommendation of Nomination & Remuneration Committee and the Board of Directors of the Company, Mr. Arun Kumar Anand (DIN: 08964078), who was appointed as an Additional Director (LIC Nominee) of the Company with effect from September 16, 2022 pursuant to the provisions of Section 161 and other applicable provisions of the Act to hold office up to the date of the General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Director (LIC Nominee) of the Company, liable to retire by rotation;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and/or the Chief Executive Officer or the Chief Financial Officer or the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

### **Item No. 4**

#### **Change in the designation of Mr. Sridhar Balakrishnan (DIN: 08699523) from Managing Director and Chief Executive Officer to ‘Whole-time Director and Chief Executive Officer’ of the Company**

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

“**RESOLVED THAT** in partial modification of the resolutions passed by the Members of the Company at their 84<sup>th</sup> Annual General Meeting held on July 6, 2020 and through Postal Ballot on July 1, 2022 and pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013 (**‘the Act’**) and rules made thereunder {including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force}, subject to the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and the approval of the Board of Directors of the Company, the approval of the Members of the Company, be and is hereby accorded for change in the designation of Mr. Sridhar Balakrishnan (DIN:08699523) from ‘Managing Director and Chief Executive Officer’ to **‘Whole-time Director and Chief Executive Officer’** of the Company with effect from September 16, 2022, liable to retire by rotation;

**RESOLVED FURTHER THAT** all other terms and conditions of appointment including remuneration as approved by the Members of the Company at their Annual General Meeting held on July 6, 2020 and Postal Ballot on July 1, 2022 shall remain unchanged and an amendment only to the limited extent of incorporation of the said change in the designation be made in the original agreement executed by the Company with Mr. Sridhar Balakrishnan;

**RESOLVED FURTHER THAT** in his capacity as Whole-time Director and Chief Executive Officer of the Company, Mr. Balakrishnan is entitled to exercise all powers as are exercisable by the Whole-time Director and Chief Executive Officer of the Company as permissible under the provisions of the Act, and any other statutes in order to manage the affairs of the Company;

**RESOLVED FURTHER THAT** the Board of Directors/ Nomination and Remuneration Committee of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to execute any agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said change in the designation as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any Director(s) and/ or Officer(s) of the Company to give effect to this resolution.”

### **Item No. 5**

#### **Appointment of Mr. Sandeep Singhi (DIN: 01211070) as an Independent Director of the Company**

To consider and if thought fit, to pass, the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013 (**‘the Act’**) read with Schedule IV and other applicable provisions of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any {including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force}, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sandeep Singhi (DIN: 01211070), who was appointed

as an Additional Director of the Company, categorised as Independent, by the Board of Directors with effect from September 16, 2022, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying the intention to propose his candidature for the office of Director, and whose appointment has been recommended by the Nomination & Remuneration Committee and by the Board of Directors for consideration by the Members, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of three consecutive years w.e.f. September 16, 2022 upto September 15, 2025 and shall not be liable to retire by rotation;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and/or the Chief Executive Officer or the Chief Financial Officer or the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

#### **Item No. 6**

##### **Appointment of Mr. Rajeev Agarwal (DIN: 07984221) as an Independent Director of the Company**

To consider and if thought fit, to pass, the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013 (**‘the Act’**) read with Schedule IV and other applicable provisions of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any {including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force}, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Rajeev Agarwal (DIN: 07984221), who was appointed as an Additional Director of the Company, categorised as Independent, by the Board of Directors with effect from September 16, 2022, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying the intention to propose his candidature for the office of Director, and whose appointment has been recommended by the Nomination & Remuneration Committee and by the Board of Directors for consideration by the Members, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of three consecutive years w.e.f. September 16, 2022 upto September 15, 2025 and shall not be liable to retire by rotation;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and/or the Chief Executive Officer or the Chief Financial Officer or the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

#### **Item No. 7**

##### **Appointment of Mr. Nitin Shukla (DIN:00041433) as an Independent Director of the Company**

To consider and if thought fit, to pass, the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013 (**‘the Act’**) read with Schedule IV and other applicable provisions of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any {including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force}, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Nitin Shukla (DIN:00041433), who was appointed as an Additional Director of the Company, categorised as Independent, by the Board of Directors with effect from September 16, 2022, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying the intention to propose his candidature for the office of Director, and whose appointment has been recommended by the Nomination & Remuneration Committee and by the Board of Directors for consideration by the Members, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of three consecutive years w.e.f. September 16, 2022 upto September 15, 2025 and shall not be liable to retire by rotation;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and/or the Chief Executive Officer or the Chief Financial Officer or the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

#### **Item No. 8**

##### **Shifting of registered office of the Company from Cement House, Mumbai, Maharashtra to Adani Corporate House, Ahmedabad, Gujarat**

To consider and if thought fit, to pass, the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 12 and 13 of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 and other applicable provisions, the consent of the Members of the Company be and is hereby accorded for change in the Registered Office of the Company from ‘Cement House, 121, Maharshi Karve Road, Mumbai- 400020, Maharashtra’ to ‘Adani Corporate House, Shantigram, Near Vaishnodevi Circle, S. G. Highway, Ahmedabad- 382421, Gujarat’ and the alteration of Memorandum of Association of the Company, subject to the approval of the Registrar of Companies and Regional Director (Central Government);

**RESOLVED FURTHER THAT** consequent to the change in the registered office of the Company, the Clause II of the Memorandum of Association of the Company, be substituted by the following:

II. The Registered Office of the Company will be situated in the State of Gujarat;

**RESOLVED FURTHER THAT** the Company Secretary or any Director of the Company or other person authorized by the Board, be and are hereby severally authorized to appear and represent the Company in the matter of application related to change in the registered office of the Company and alteration of the Memorandum of Association to the Registrar of Companies and the Regional Director and also authorised to appoint any Consultant/ Practicing Company Secretary/ Advocate/ Attorney/ Other professionals and to do all acts, deeds, matters and things as are necessary to give effect to the above Resolution including filing necessary forms/ returns with the Ministry of Corporate Affairs, finalizing and executing necessary documents, etc.”

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

**Rashmi Khandelwal  
Company Secretary & Compliance Officer  
ACS No.: 28839**

Mumbai  
November 11, 2022

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

**Notes:**

1. The Explanatory Statement pursuant to Sections 102 of the Companies, 2013 ('Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules') and other applicable provisions, as amended from time to time setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto.
2. The Board of Directors of the Company, have appointed Mrs. Ashwini Inamdar, Partner, failing her, Ms. Aditi Patnaik, Partner, failing her, Mr. Atul Mehta, Partner, of M/s. Mehta & Mehta, Practicing Company Secretaries as the Scrutiniser to scrutinize the postal ballot process including votes cast through remote e-voting in a fair and transparent manner.
3. In compliance with the MCA Circulars, the Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members/List of Beneficial Owners and whose e-mail IDs are registered with the Company/ Depositories as on the cut-off date i.e. Friday, November 4, 2022. The Members who have not registered their e-mail IDs are requested to follow the instructions given under Point No. 8.
4. In compliance with the provisions of Sections 108 & 110 and other applicable provisions of the Act read with the Rules made thereunder, the Company is pleased to offer remote e-voting facility to all the Members of the Company. For this purpose, the Company has availed the services of its Registrar and Share Transfer Agent ('RTA'), KFin Technologies Limited, for facilitating remote e-voting to enable the Members to cast their votes electronically.
5. The Members, whose names appear in the Register of Members/ List of Beneficial Owners as on Friday, November 4, 2022, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice through remote e-voting only. 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 said cut-off date. Hard copy of the Postal Ballot Notice along with the Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot and Members are required to communicate their assent or dissent only through the remote e-voting system. This Postal Ballot is being initiated in compliance with the MCA Circulars.
6. This Notice is also available on the Company's website i.e. [www.acclimited.com](http://www.acclimited.com) and also on the website of stock exchanges i.e. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) and on the website of KFin Technologies Limited at [www.kfintech.com](http://www.kfintech.com). A person who is not a member as on the cut-off date should treat this Notice of Postal Ballot for information purposes only.
7. The remote e-voting period will commence on Tuesday, November 15, 2022 from 9:00 a.m. IST and will end on Wednesday, December 14, 2022 at 5:00 p.m. IST. The remote e-voting module shall thereafter be disabled. Once the vote on resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Resolution passed by the Members through this Postal Ballot (through remote e-voting) shall be deemed to have been passed as if it has been passed at a General Meeting of the Members. The resolutions, if approved by the requisite majority of Members by means of Postal Ballot, shall be deemed to have been passed on the last date of remote e-voting, i.e. Wednesday, December 14, 2022.
8. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by sending the duly filled in Form ISR-1 (available on the Company's website and on the website of KFin Technologies Limited) along with relevant proof to the Company's RTA, KFin Technologies Limited, Unit: ACC Limited, Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032, Telangana or the scanned copies of the documents may alternatively be mailed to KFin Technologies Limited on the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) with all the forms and proofs duly e-signed. Members holding shares in demat form who have not updated their email addresses with the depository/depository participant are requested to approach the concerned depository participant to update their email addresses.
9. On completion of the scrutiny of the Postal Ballot, the Scrutiniser will submit the report to the Company Secretary of the Company or any other authorised person within prescribed timelines. The results of the Postal Ballot will be declared within two (2) working days of the conclusion of the Postal Ballot and will be displayed along with the Scrutiniser's Report at the Registered Office of the Company after communication to the Stock Exchanges viz. BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and The National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)), where equity shares of the Company are listed, in accordance with the SEBI Listing Regulations and additionally be uploaded on the Company's website [www.acclimited.com](http://www.acclimited.com) and on the website of KFin Technologies Limited at [www.kfintech.com](http://www.kfintech.com). The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
10. The instructions for Members for remote e-voting are as under:

**E-VOTING PROCEDURE FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT FORM:**

As per the SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat form are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail Id in their demat accounts in order to access e-voting facility.

**Method of Login for individual shareholders holding the securities in demat form directly from the website of depositories:**

National Securities Depository Limited (NSDL)	Central Depository Services (India) Limited (CDSL)
<p><b>1. Members already registered for IDeAS eServices facility of NSDL may follow the following procedure:</b></p> <ol style="list-style-type: none"> <li>Visit the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>Click on the button “Beneficial Owner” available for login under ‘IDeAS’ section.</li> <li>A new screen will open. Enter User ID and Password for accessing IDeAS.</li> <li>On successful authentication, you will enter your IDeAS service login. Click on “Access to e-voting” under Value Added Services on the panel available on the left hand side.</li> <li>Click on “Active E-voting Cycles” option under E-voting.</li> <li>You will see Company Name: “ACC Limited” on the next screen. Click on the e-voting link available against ACC Limited or select e-voting service provider “KFinTech” and you will be re-directed to the e-voting page of KFinTech to cast your vote without any further authentication.</li> </ol>	<p><b>1. Members already registered for Easi / Easiest facility of CDSL may follow the following procedure:</b></p> <ol style="list-style-type: none"> <li>Visit the following URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi / Login to My Easi option under Quick Login (best operational in Internet Explorer 10 or above and Mozilla Firefox)</li> <li>Enter your User ID and Password for accessing Easi / Easiest.</li> <li>You will see Company Name: “ACC Limited” on the next screen. Click on the e-Voting link available against ACC Limited or select e-voting service provider “KFinTech” and you will be re-directed to the e-voting page of KFinTech to cast your vote without any further authentication.</li> </ol>
<p><b>2. Members not registered for IDeAS eServices facility of NSDL may follow the following procedure:</b></p> <ol style="list-style-type: none"> <li>To register this facility, visit the URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>Select option “Register Online for IDeAS” available on the left hand side of the page</li> <li>Proceed to complete registration using your DP ID, Client ID, Mobile Number etc.</li> <li>After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.</li> </ol>	<p><b>2. Members not registered for Easi/Easiest facility of CDSL may follow the following procedure:</b></p> <ol style="list-style-type: none"> <li>To register for this facility, Visit the URL: <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Proceed to complete registration using your DP ID-Client ID (BO ID), etc.</li> <li>After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.</li> </ol>
<p><b>3. Members may alternatively vote through the e-voting website of NSDL as per the following procedure:</b></p> <ol style="list-style-type: none"> <li>Visit the URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>Click on the button “Login” available under “Shareholder/ Member” section.</li> <li>On the login page, enter User ID (i.e, 16- character demat account number held with NSDL, starting with IN), Login Type, that is, through typing Password (in case you are registered on NSDL’s e-voting platform)/ through generation of OTP (in case your mobile/e-mail address is registered in your demat account) and Verification Code as shown on the screen.</li> <li>On successful authentication, you will enter the e-voting module of NSDL. Click on “Access to e-voting” option under e-voting. You will see Company Name: “ACC Limited” on the next screen. Click on the e-voting link available against ACC Limited or select e-voting service provider “KFinTech” and you will be re-directed to the e-voting page of KFinTech to cast your vote without any further authentication.</li> </ol>	<p><b>3. Members may alternatively vote through the e-voting website of CDSL as per the following procedure:</b></p> <ol style="list-style-type: none"> <li>Visit the URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a> / <a href="https://www.evotingindia.com">https://www.evotingindia.com</a></li> <li>Provide Demat Account Number and PAN.</li> <li>System will authenticate user by sending OTP on registered Mobile &amp; E-mail as recorded in the Demat Account.</li> <li>On successful authentication, you will enter the e-voting module of CDSL. Click on the e-voting link available against ACC Limited or select e-voting service provider “KFinTech” and you will be re-directed to the e-voting page of KFinTech to cast your vote without any further authentication.</li> </ol>
<p><b>4. For any technical assistance, Members may contact NSDL Helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 / 1800 22 44 30.</b></p>	<p><b>4. For any technical assistance, Members may contact CDSL Helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or call at 022- 23058738 or 022-23058542-43.</b></p>

## PROCEDURE TO LOGIN THROUGH DEMAT ACCOUNTS / WEBSITE OF DEPOSITORY PARTICIPANT

1. Individual shareholders holding shares of the Company in Demat mode can access e-voting facility provided by the Company using login credentials of their demat accounts (online accounts) through their demat accounts / websites of Depository Participants registered with NSDL/CDSL.
2. An option for “e-voting” will be available once they have successfully logged-in through their respective logins. Click on the option “e-voting” and they will be redirected to e-voting modules of NSDL/CDSL (as may be applicable).
3. Click on the e-voting link available against ACC Limited or select e-voting service provider “KFinTech” and you will be re-directed to the e-voting page of KFinTech to cast your vote without any further authentication.

**Note:** Members who are unable to retrieve User ID / Password are advised to use “Forgot User ID” / “Forgot Password” options available on the websites of Depositories / Depository Participants.

## INFORMATION AND INSTRUCTIONS FOR E-VOTING BY (I) NON-INDIVIDUALS HOLDING SHARES OF THE COMPANY IN DEMAT MODE AND (II) ALL SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN PHYSICAL MODE

- I. In case of members whose e-mail IDs are registered with the Company / Depository Participant(s):
  - a. Visit the URL: <https://evoting.kfintech.com>
  - b. Enter the login credentials (i.e. User ID and password as communicated in the email from KFinTech). In case of folio the User ID will be EVEN (Electronic Voting Event Number) followed by Folio No. In case of Demat account, User ID will be your DP ID and Client ID. If you are already registered with KFinTech for ‘e-voting’, you can use your existing User ID and password for logging-in.
  - c. After entering these details appropriately, click on “LOGIN”.
  - d. You will now reach Password Change Menu, wherein you are required to mandatorily change your password upon logging-in for the first time. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail address, 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.
  - e. You need to login again with the new credentials.
  - f. On successful login, the system will prompt you to select the “EVEN” and click on “ACC Limited.”
  - g. On the voting page, the number of shares (which represents the number of votes) as on the Cut-Off Date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click ‘FOR’/‘AGAINST’ as the case may be or partially in ‘FOR’ and partially in ‘AGAINST’, but the total number in ‘FOR’ and/or ‘AGAINST’ taken together should not exceed your total shareholding as on the Cut-Off Date. You may also choose to “ABSTAIN” and vote will not be counted under either head.
  - h. Members holding shares under multiple folios/ demat accounts shall choose the voting process separately for each of the folio/ demat account.
  - i. You may then cast your vote by selecting an appropriate option and click on “SUBMIT”. A confirmation box will be displayed. Click “OK” to confirm, else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
  - j. Corporate / Institutional Members (i.e., other than Individuals, HUFs, NRIs, etc.) are required to send legible scanned certified true copy (in PDF/ JPG Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized signatory(ies), who is/are authorised to vote, to the Scrutiniser through e-mail at [ashwini.i@mehta-mehta.com](mailto:ashwini.i@mehta-mehta.com) and may also upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be “Corporate Name EVEN.”
- II. Members can also update their mobile number and e-mail address in the “user profile details” in their e-voting login on <https://evoting.kfintech.com> which may be used for sending further communication(s).
- III. Any member who has forgotten the User ID and Password, may obtain/ generate/ retrieve the same from KFinTech in the manner as mentioned below:
  - a. 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  
Example for NSDL: MYEPWD <SPACE> IN12345612345678  
Example for CDSL: MYEPWD <SPACE> 1402345612345678  
Example for Physical: MYEPWD <SPACE> XXXX123456789

- b. 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 password.
- IV. In case of any query on e-voting, members may refer to the “Help” and “FAQs” sections/ e-voting user manual available through a dropdown menu in the “Downloads” Section of KFinTech’s website for e-voting: <https://evoting.kfintech.com> or contact KFinTech as per the details given under sub-point no. V below.
- V. Members are requested to note the following contact details for addressing e-voting related grievances:

Ms. C. Shobha Anand, Deputy General Manager  
KFin Technologies Limited  
Selenium Tower B, Plot 31-32,  
Gachibowli, Financial District,  
Nanakramguda, Hyderabad 500 032  
Phone No.: +91 40 6716 1700  
Toll-free Nos.: 1800-309-8998/ 1800-309-4001  
(from 9:00 a.m. IST to 6:00 p.m. IST on all working days)  
E-mail: [shobha.anand@kfintech.com](mailto:shobha.anand@kfintech.com) or [evoting@kfintech.com](mailto:evoting@kfintech.com)

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

**Rashmi Khandelwal  
Company Secretary & Compliance Officer  
ACS No.: 28839**

Mumbai  
November 11, 2022

**Registered Office:**

Cement House  
121, Maharshi Karve Road,  
Mumbai- 400 020

## **EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013 IN RESPECT OF ITEMS OF SPECIAL BUSINESS**

In conformity with the provisions of Sections 102 and 110 of the Companies Act, 2013 (**'the Act'**), the Secretarial Standard- 2 on General Meetings issued by the Institute of Company Secretaries of India and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**'SEBI Listing Regulations'**), the following Explanatory Statement setting out all material facts relating to the businesses mentioned at Item Nos. 1 to 8 of the accompanying Notice dated November 11, 2022 should be taken as forming part of this Notice.

### **Item Nos. 1 & 2**

Pursuant to the recommendation of the Nomination and Remuneration Committee (**'NRC'**) and the approval of the Board of Directors of the Company, Mr. Karan Adani (DIN: 03088095) and Mr. Vinay Prakash (DIN: 03634648), were appointed as Additional Directors of the Company with effect from September 16, 2022 and they hold office upto the date of this Meeting.

Mr. Karan Adani and Mr. Vinay Prakash have furnished consent/declarations for their appointments as required under the Act and the Rules made thereunder and are qualified to be appointed as Directors in terms of Section 164 of the Act. The Company has received notices in writing pursuant to the provisions of Section 160 of the Act, proposing their candidature for the office of Directors.

Mr. Karan Adani and Mr. Vinay Prakash are not debarred from holding the office of Director by virtue of any order of SEBI or any other such Authority.

The detailed profile of Mr. Karan Adani and Mr. Vinay Prakash are provided under the head 'Additional Information of Directors being appointed as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in order of the items mentioned in the Notice' which forms part of this Notice.

As per Regulation 17 (1C) of SEBI Listing Regulations, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Considering the above and pursuant to the recommendation of the NRC, the Board of Directors of the Company recommends passing of the Ordinary Resolutions as set out at Item Nos. 1 & 2 of the accompanying Notice of Postal Ballot for approval by the Members of the Company.

Except Mr. Karan Adani, Mr. Vinay Prakash and their relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives, are in any way concerned or interested financially or otherwise in the Resolution set out at item nos. 1 & 2 of the Notice respectively, except to the extent of their shareholding, if any, in the Company.

### **Item No. 3**

The Members may note that Life Insurance Corporation of India (**'LIC'**) is an Indian state-owned insurance group and Investment Corporation owned majority by the Government of India. LIC is known to have nationalized the insurance industry in India.

LIC, as one of the largest shareholder of the Company after the promoters, has been appointing its nominees on the Board from time to time. Accordingly, the Company is in receipt of a letter from LIC, thereby requesting appointment of Mr. Arun Kumar Anand as Director on the Board of the Company, representing LIC, as replacement of Mr. M. R. Kumar (who served as Non-Executive Non-Independent Director from October 19, 2020 upto September 16, 2022).

Pursuant to the recommendation of the NRC and the approval of the Board of Directors of the Company, Mr. Arun Kumar Anand (DIN:08964078) was appointed as Additional Director of the Company with effect from September 16, 2022 upto the date of this Meeting.

The Company has received notice in writing pursuant to the provisions of Section 160 of the Act, proposing his candidature for the office of Director. Mr. Arun Kumar Anand has furnished consent/declarations for his appointment as required under the Act and the Rules made thereunder.

Mr. Arun Kumar Anand is not debarred from holding the office of Director by virtue of any order of SEBI or any other such Authority.

The detailed profile of Mr. Arun Kumar Anand is provided under the head 'Additional Information of Directors being appointed as required under Regulation 36(3) of SEBI Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in order of the items mentioned in the Notice', which forms part of this Notice.

As per Regulation 17 (1C) of the SEBI Listing Regulations, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Considering the above and pursuant to the recommendation of the NRC, the Board of Directors recommends passing of the Ordinary Resolution as set out at Item No. 3 of the accompanying Notice of Postal Ballot for approval by the Members of the Company.

Except Mr. Arun Kumar Anand and his relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives, are in any way concerned or interested financially or otherwise in the Resolution, except to the extent of their shareholding, if any, in the Company.

#### **Item No. 4**

Reference of the Members of the Company is invited to the resolution passed at the 84<sup>th</sup> Annual General Meeting held on July 6, 2020 wherein pursuant to the recommendation of the NRC and the approval of the Board of Directors, the Members of the Company had approved the appointment of Mr. Sridhar Balakrishnan (DIN: 08699523) as the Managing Director & Chief Executive Officer ('MD & CEO') of the Company for a period of 5 years w.e.f. February 21, 2020 upto February 20, 2025. At the time of his appointment, the Members had approved the payment of Basic Salary, Allowances & Perquisites and Performance Incentive subject to the limits prescribed therein. Reference of the Members is also invited to the resolution passed through Postal Ballot on July 1, 2022 wherein the Members had approved payment of one-time incentive to Mr. Sridhar Balakrishnan.

Further to the aforesaid resolutions, the Members may note that, with an objective to align the management team with the dynamic business requirements, the Board of Directors, on the recommendation of the NRC at its meeting held on September 16, 2022 has decided to re-designate Mr. Sridhar Balakrishnan as Whole-Time Director & Chief Executive Officer ('WTD & CEO') with effect from September 16, 2022. This will ensure dedicated and full time involvement of Mr. Sridhar in the day to day affairs of the Company. The tenure of Mr. Sridhar shall remain unchanged, i.e. upto February 20, 2025, as approved by the Members. Further, there will be no change in the prevailing salary structure of Mr. Sridhar which will remain within the overall limits approved by the Board and Members of the Company from time to time.

In the event of absence or inadequacy of profits of the Company in any financial year, Mr. Sridhar will be entitled to receive the remuneration, perquisites and benefits as aforesaid, subject to the compliance with the applicable provisions of Section 197 and Schedule V of the Act.

Mr. Sridhar shall be liable to retire by rotation and shall not be paid any sitting fees for attending the meeting of the Board of Directors or its Committee thereof.

An amendment only to the limited extent of incorporation of the said change in the designation be made in the original agreement executed by the Company with Mr. Sridhar Balakrishnan.

Pursuant to the recommendation of the NRC, the Board recommends passing of the Ordinary Resolution as set out at Item No. 4 of the accompanying Notice of Postal Ballot for approval by the Members of the Company.

Except Mr. Sridhar Balakrishnan and his relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives, are in any way concerned or interested financially or otherwise in the Resolution set out at item no. 4 of the Notice, except to the extent of their shareholding, if any, in the Company. This along with the relevant resolution, may be treated as an Abstract pursuant to Section 190 of the Act.

#### **Item Nos. 5, 6 & 7**

Pursuant to the recommendation of the NRC and the approval of the Board of Directors of the Company, Mr. Sandeep Singhi (DIN: 01211070), Mr. Rajeev Agarwal (DIN: 07984221), Mr. Nitin Shukla (DIN: 00041433), were appointed as Independent Directors of the Company for a term of three (3) consecutive years from September 16, 2022 to September 15, 2025 subject to the approval of the Members of the Company.

The detailed profiles of Mr. Sandeep Singhi, Mr. Rajeev Agarwal and Mr. Nitin Shukla are provided under the head 'Additional Information of Directors being appointed as required under Regulation 36(3) of SEBI Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in order of the items mentioned in the Notice', which forms part of this Notice.

Mr. Sandeep Singhi, Mr. Rajeev Agarwal and Mr. Nitin Shukla have given their consents for the appointments as Independent Directors as well as declarations to the effect that they meet the criteria of independence as provided in Section 149(6) and other applicable provisions of the Act and Rules framed thereunder and Regulation 16(1)(b), Regulation 25(8) and other applicable provisions of the Listing Regulations.

All the above named persons have confirmed that they are not in any way disqualified from being appointed as Directors. The Company has received notices under Section 160 of the Act proposing their candidature for appointment as Independent Directors.

In the opinion of the Board, the persons proposed to be appointed as Independent Directors fulfil the conditions specified in the Act and in the SEBI Listing Regulations for appointment as Independent Directors and are independent of the Management.

The Board, based on the recommendation of NRC, considers that given their skills, integrity, expertise and experience, the association of Mr. Sandeep Singhi, Mr. Rajeev Agarwal and Mr. Nitin Shukla would be beneficial to the Company and it is desirable to avail their services as an Independent Director.

During their tenure of appointment, they shall not be liable to retire by rotation as provided under Section 152(6) of the Act.

A copy of the draft letter for appointment of the Independent Directors setting out the terms and conditions of their appointment is available for inspection by the Members at the Registered Office of the Company during the office hours on all working days other than Saturdays and Sundays till the date of the Postal Ballot.

As per Regulation 17 (1C) of the SEBI Listing Regulations, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Considering the above and pursuant to the recommendation of the NRC, the Board recommends passing of the Special Resolutions as set out at Item Nos. 5, 6 & 7 of the accompanying Notice of Postal Ballot for approval by the Members of the Company.

Except Mr. Sandeep Singhi, Mr. Rajeev Agarwal, Mr. Nitin Shukla and their relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives, are in any way concerned or interested financially or otherwise in the Resolution set out at item nos. 5, 6 & 7 of the Notice respectively, except to the extent of their shareholding, if any, in the Company.

#### **Item No. 8**

The Company's present registered office is Cement House, 121, Maharshi Karve Road, Mumbai- 400020, Maharashtra.

Pursuant to the change in Management, the Board of Directors at its meeting held on October 17, 2022 has decided to shift the Registered Office of the Company from 'Cement House, 121, Maharshi Karve Road, Mumbai- 400020, Maharashtra' to 'Adani Corporate House, Shantigram, Near Vaishno Devi Circle, S. G. Highway, Ahmedabad, Gujarat - 382 421' to carry on the business of the Company more economically and efficiently and with better operational convenience.

Pursuant to the provisions of Sections 12 and 13 of the Act and rules made thereunder, as the shifting of registered office is from one state to another, prior approval of the shareholders of the Company by way of Special Resolution and the approval of Regional Director (Central Government) and Registrar of Companies are required to be obtained. Further, consequent to the change of registered office of the Company, it is also proposed to alter the Clause II of the Memorandum of Association as follows:

II. The Registered Office of the Company will be situated in the State of Gujarat.

Accordingly, in view of the above, the approval of the members is sought for shifting the registered office of the Company from Mumbai, Maharashtra to Ahmedabad, Gujarat and alteration of Clause II of the Memorandum of Association of the Company.

The Board recommends passing of the Special Resolution as set out at Item No. 8 of the accompanying Notice of Postal Ballot for approval by the Members of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives, are in any way concerned or interested financially or otherwise in the Resolution set out at item no. 8 of the Notice respectively, except to the extent of their shareholding, if any, in the Company.

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

**Rashmi Khandelwal  
Company Secretary & Compliance Officer  
ACS No.: 28839**

Mumbai  
November 11, 2022

#### **Registered Office:**

Cement House  
121, Maharshi Karve Road,  
Mumbai- 400 020

**Additional Information of Directors being appointed as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India**

Particulars	Item No. 1	Item No. 2
<b>Name of the Director</b>	Mr. Karan Adani	Mr. Vinay Prakash
<b>Director Identification Number</b>	03088095	03634648
<b>Date of Birth</b>	07/04/1987	28/06/1973
<b>Nationality</b>	Indian	Indian
<b>Qualification</b>	Degree in Economics from Purdue University, USA	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
<b>Date of first appointment on the Board</b>	16/09/2022	16/09/2022
<b>Shareholding in ACC including shareholding as a beneficial owner</b>	Nil	Nil
<b>Brief Profile of the Director</b>	<p>Mr. Karan Adani is the Chief Executive Officer of Adani Ports and SEZ Limited (APSEZ). He is currently spearheading a transformation at APSEZ to form an integrated logistics company with an objective to add further value for the customers.</p> <p>An economics graduate from Purdue University, USA, He is technologically savvy with a global outlook and believes in setting the highest benchmarks in all areas of business. He has successfully steered the growth strategy of APSEZ resulting in its rapid expansion from two ports to a string of ten ports and terminals.</p>	<p>Mr. Vinay Prakash is among the recognised leaders in Energy and infrastructure sector.</p> <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, Minerals, Bunkering, Mining, Cement &amp; 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 organisation-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 honoured at many prestigious platforms and received the Global Business Excellence Award at World Petrocoal Congress 2017.</p> <p>Mr. Prakash holds B.Tech (Mechanical), PG Diploma in Operations/ Material Management, MBA (Finance) and he is also pursuing PhD from Indian Institute of Technology-Indian School of Mines (IIT-ISM) on Sustainable Mining Practices.</p> <p>Prior to joining the Adani Group in 2001, he worked with the Aditya Birla Group for eight years.</p>
<b>Expertise in specific functional areas</b>	Strategic development, Logistics, New system and processes, Macroeconomic issues etc.	Infrastructure, Sustainability, Mining, Cement, Operations, Finance, Material Management
<b>Last Remuneration drawn for FY 2021</b>	Nil	Nil
<b>Details of Remuneration sought to be paid</b>	Nil	Nil

Particulars	Item No. 1	Item No. 2																																																							
<b>List of Directorships held in other companies</b>	<ol style="list-style-type: none"> <li>Adani Ports and Special Economic Zone Limited</li> <li>Ambuja Cements Limited</li> <li>Adani Total Private Limited</li> <li>Adani Krishnapatnam Port Limited</li> <li>Adani Hazira Port Limited</li> <li>Adani Gangavaram Port Private Limited</li> <li>Adani Airport Holdings Limited</li> <li>Adani Petronet (Dahej) Port Limited</li> <li>Marine Infrastructure Developer Private Limited</li> <li>Adani Infracon LLP (Designated Partner)</li> </ol>	<ol style="list-style-type: none"> <li>Adani Enterprises Limited</li> <li>Adani Bunkering Private Limited</li> <li>Sompuri Natural Resources Private Limited</li> <li>Kutch Copper Limited</li> <li>Adani Cement Industries Limited</li> <li>Madhur Green Proptech LLP (Designated Partner)</li> </ol>																																																							
<b>Name of Listed Companies from which the Director has resigned in the past three years</b>	Nil	Nil																																																							
<b>Memberships/ Chairmanships across Listed Entities</b>	<table> <tr> <th>Name of the Company</th><th>Name of the Committee</th><th>Member/ Chairman</th></tr> <tr> <td rowspan="4">Adani Ports and Special Economic Zone Limited</td><td>Stakeholders' Relationship Committee</td><td>Member</td></tr> <tr> <td>Mergers &amp; Acquisitions Committee</td><td>Member</td></tr> <tr> <td>Legal, Regulatory &amp; Tax Committee</td><td>Member</td></tr> <tr> <td>Reputation Risk Committee</td><td>Member</td></tr> <tr> <td rowspan="4">ACC Limited</td><td>Stakeholders' Relationship Committee</td><td>Member</td></tr> <tr> <td>Reputation Risk Committee</td><td>Member</td></tr> <tr> <td>Mergers &amp; Acquisitions Committee</td><td>Member</td></tr> <tr> <td></td><td></td></tr> <tr> <td rowspan="5">Ambuja Cements Limited</td><td>Stakeholders' Relationship Committee</td><td>Member</td></tr> <tr> <td>Corporate Social Responsibility Committee</td><td>Member</td></tr> <tr> <td>Mergers and Acquisitions Committee</td><td>Member</td></tr> <tr> <td>Commodity Price Risk Committee</td><td>Member</td></tr> <tr> <td>Reputation Risk Committee</td><td>Member</td></tr> </table>	Name of the Company	Name of the Committee	Member/ Chairman	Adani Ports and Special Economic Zone Limited	Stakeholders' Relationship Committee	Member	Mergers & Acquisitions Committee	Member	Legal, Regulatory & Tax Committee	Member	Reputation Risk Committee	Member	ACC Limited	Stakeholders' Relationship Committee	Member	Reputation Risk Committee	Member	Mergers & Acquisitions Committee	Member			Ambuja Cements Limited	Stakeholders' Relationship Committee	Member	Corporate Social Responsibility Committee	Member	Mergers and Acquisitions Committee	Member	Commodity Price Risk Committee	Member	Reputation Risk Committee	Member	<table> <tr> <th>Name of the Company</th><th>Name of the Committee</th><th>Member/ Chairman</th></tr> <tr> <td rowspan="4">Adani Enterprises Limited</td><td>Risk Management Committee</td><td>Member</td></tr> <tr> <td>Information Technology and Data Security Committee</td><td>Member</td></tr> <tr> <td>Commodity Price Risk Committee</td><td>Chairman</td></tr> <tr> <td></td><td></td></tr> <tr> <td rowspan="5">ACC Limited</td><td>Corporate Social Responsibility Committee</td><td>Member</td></tr> <tr> <td>Risk Management Committee</td><td>Member</td></tr> <tr> <td>Legal, Regulatory &amp; Tax Committee</td><td>Member</td></tr> <tr> <td>Information Technology and Data Security Committee</td><td>Member</td></tr> <tr> <td>Commodity Price Risk Committee</td><td>Member</td></tr> </table>	Name of the Company	Name of the Committee	Member/ Chairman	Adani Enterprises Limited	Risk Management Committee	Member	Information Technology and Data Security Committee	Member	Commodity Price Risk Committee	Chairman			ACC Limited	Corporate Social Responsibility Committee	Member	Risk Management Committee	Member	Legal, Regulatory & Tax Committee	Member	Information Technology and Data Security Committee	Member	Commodity Price Risk Committee	Member
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<b>Details of Board/Committee Meetings attended by the Directors during the year</b>	Two (2) Board Meetings were held after his appointment, upto the date of this Notice and the same were attended by him	Two (2) Board Meetings were held after his appointment, upto the date of this Notice, out of which, One (1) Board Meeting was attended by him.																																																							

Particulars	Item No. 3	Item No. 4														
<b>Name of the Director</b>	Mr. Arun Kumar Anand	Mr. Sridhar Balakrishnan														
<b>Director Identification Number</b>	08964078	08699523														
<b>Date of Birth</b>	01/05/1962	13/09/1970														
<b>Nationality</b>	Indian	Indian														
<b>Qualification</b>	M.A in Economics	B. Tech (Electronics) degree from the Institute of Technology (Banaras Hindu University), Varanasi, and Post Graduate Diploma in Business Management from XLRI, Jamshedpur														
<b>Date of first appointment on the Board</b>	16/09/2022	20/02/2020														
<b>Shareholding in ACC including shareholding as a beneficial owner</b>	Nil	Nil														
<b>Brief Profile of the Director</b>	Mr. Arun Kumar Anand holds M.A in Economics. He was an Executive Director (Investment Operations) & Chief Investment Officer, managed investment portfolio of Life Insurance Corporation of India. He has rich experience of having worked in different senior positions including Marketing, HR, Finance, etc.	Mr. Balakrishnan's extensive leadership experience and expertise across markets make him a strong asset to the future growth strategy of the Company. Mr. Balakrishnan has spent the majority of his career in the FMCG industry handling roles in sales, business finance and supply chain for India to managing P&L's across international geographies.  In his earlier role as ACC's Chief Commercial Officer, his years of rich experience in consumer business helped transform the Company from a cement and concrete manufacturing business to a total building materials Company with innovative technology based products and solutions.														
<b>Expertise in specific functional areas</b>	Marketing, HR, Finance and Investments	Sales, Business Finance and Supply Chain and managing P&L, Operations, & General Management														
<b>Last Remuneration drawn for FY 2021</b>	Nil	₹ 515 lakhs														
<b>Details of Remuneration sought to be paid</b>	Sitting Fees and Commission	As approved by the Members of the Company at its 84 <sup>th</sup> Annual General Meeting held on July 6, 2020 and Postal Ballot of July 1, 2022														
<b>List of Directorships held in other companies</b>	Nil	1. Bulk Cement Corporation (India) Limited 2. OneIndia BSC Private Limited														
<b>Name of Listed Companies from which the Director has resigned in the past three years</b>	Ambuja Cements Limited	Nil														
<b>Memberships/ Chairmanships across Listed Entities</b>	Nil	<table border="1"> <thead> <tr> <th>Name of the Company</th><th>Name of the Committee</th><th>Member/ Chairman</th></tr> </thead> <tbody> <tr> <td rowspan="5">ACC Limited</td><td>Stakeholders' Relationship Committee</td><td>Member</td></tr> <tr> <td>Risk Management Committee</td><td>Member</td></tr> <tr> <td>Information Technology and Data Security Committee</td><td>Member</td></tr> <tr> <td>Mergers &amp; Acquisitions Committee</td><td>Member</td></tr> <tr> <td>Commodity Price Risk Committee</td><td>Member</td></tr> </tbody> </table>	Name of the Company	Name of the Committee	Member/ Chairman	ACC Limited	Stakeholders' Relationship Committee	Member	Risk Management Committee	Member	Information Technology and Data Security Committee	Member	Mergers & Acquisitions Committee	Member	Commodity Price Risk Committee	Member
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ACC Limited	Stakeholders' Relationship Committee	Member														
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	Mergers & Acquisitions Committee	Member														
	Commodity Price Risk Committee	Member														
<b>Details of Board/Committee Meetings attended by the Directors during the year</b>	Two (2) Board Meetings were held after his appointment, upto the date of this Notice and the same were attended by him	Nine (9) Board Meetings, Two (2) Stakeholders' Relationship Committee Meeting, One (1) Risk Management Committee Meeting and One (1) Corporate Social Responsibility Committee Meeting														

Particulars	Item No. 5	Item No. 6
<b>Name of the Director</b>	Mr. Sandeep Singhi	Mr. Rajeev Agarwal
<b>Director Identification Number</b>	01211070	07984221
<b>Date of Birth</b>	06/04/1966	12/10/1958
<b>Nationality</b>	Indian	Indian
<b>Qualification</b>	Science Graduate and Law Graduate	Engineering Graduate
<b>Date of first appointment on the Board</b>	16/09/2022	16/09/2022
<b>Shareholding in ACC including shareholding as a beneficial owner</b>	Nil	Nil
<b>Brief Profile of the Director</b>	<p>Mr. Sandeep Singhi is a Science Graduate and Law Graduate by qualification and is Senior Partner of Singhi &amp; Co., Advocates &amp; Notary, Ahmedabad. He has over 27 years of experience in legal field. He is enrolled as an Advocate with the Bar Council of Gujarat since 1989 and also as a member of the International Bar Association.</p>	<p>Mr. Rajeev Agarwal, an Engg. graduate from I.I.T., Roorkee, belongs to 1983 batch of Indian Revenue Service and has got wide experience of Securities Markets, Commodity Markets and Taxation- Whole Time Member, SEBI, for 5 years; Member, Forward Markets Commission, erstwhile regulator of Commodity futures markets, for 5.5 years ; Indian Revenue Service - 28 years.</p> <p>During his tenure on the board of SEBI, he supervised and handled the Policy of important departments dealing with markets in equity, bonds, currency and commodities, Mutual Funds, Foreign Investors, International Affairs, Corporate Governance, PEs, VCFs, Start Ups etc.</p> <p>He was also responsible for revival package of the Mutual Fund Industry in 2012 when the industry was going through a major crisis after 'Entry Load' ban in 2010. Since then, the MF Industry has grown more than 5 times.</p> <p>He supervised smooth merger of Commodity Market Regulator, Forward Markets Commission, with SEBI in 2015 which was a very rare event globally.</p> <p>He has wide exposure of Global Markets and their regulation having interacted with Global peers and International bodies such as IOSCO and Pacific Pension Investment Institute, San Francisco, a body of Global Pension Funds whose member pension funds command a pool of more than 25 Trillion USD. He is attending their roundtables and has worked with their members on ESG strategy for member pension funds.</p> <p>Presently, he is running an Advisory in capital market advising Indian corporates / startups on regulatory issues and corporate governance. He is also on the panel of experts of five Global Consultancies and is advising their foreign clients on Indian Capital Markets.</p> <p>He is Chairman and Independent Director on the board of AMC of Trust Mutual Fund and Independent Director on the boards of Star Health Insurance and UGRO Capital Ltd. He is also a Civil/Commercial Mediator on the panel of ADR ODR International U.K.</p>
<b>Expertise in specific functional areas</b>	Expertise in legal field	Securities Markets, Commodity Markets and Taxation
<b>Last Remuneration drawn for FY 2021</b>	Nil	Nil
<b>Details of Remuneration sought to be paid</b>	Sitting Fees and Commission	Sitting Fees and Commission
<b>List of Directorships held in other companies</b>	<ol style="list-style-type: none"> <li>1. Gujarat Ambuja Exports Limited</li> <li>2. The Sandesh Limited</li> <li>3. Adani Green Energy Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Star Health and Allied Insurance Company Limited</li> <li>2. Ugro Capital Limited</li> <li>3. Trust Asset Management Private Limited</li> </ol>

Particulars	Item No. 5			Item No. 6		
<b>Name of Listed Companies from which the Director has resigned in the past three years</b>	Nil			Nil		
<b>Memberships/ Chairmanships across Listed Entities</b>	<b>Name of the Company</b>	<b>Name of the Committee</b>	<b>Member/ Chairman</b>	<b>Name of the Company</b>	<b>Name of the Committee</b>	<b>Member/ Chairman</b>
	ACC Limited	Audit Committee	Chairman	ACC Limited	Audit Committee	Member
		Nomination & Remuneration Committee	Member		Nomination & Remuneration Committee	Member
		Risk Management Committee	Member		Corporate Social Responsibility Committee	Member
		Corporate Responsibility Committee	Member		Stakeholders' Relationship Committee	Chairman
		Public Consumer Committee	Member		Corporate Responsibility Committee	Member
		Legal, Regulatory & Tax Committee	Chairman		Public Consumer Committee	Chairman
		Reputation Risk Committee	Member		Legal, Regulatory & Tax Committee	Member
		Mergers and Acquisitions Committee	Chairman		Reputation Risk Committee	Chairman
		Stakeholders' Relationship Committee	Member		Information Technology and Data Security Committee	Chairman
		Commodity Price Risk Committee	Chairman	Ugro Capital Limited	Audit Committee	Member
	Gujarat Ambuja Exports Limited	Audit Committee	Chairman		Nomination & Remuneration Committee	Member
		Nomination & Remuneration Committee	Chairman		Compliance Committee	Member
	Adani Green Energy Limited	Audit Committee	Member		Securities Allotment & Transfer Committee	Member
		Nomination & Remuneration Committee	Chairman		Corporate Responsibility Committee	Member
		Stakeholders' Relationship Committee	Member		Stakeholders' Relationship Committee	Chairman
		Corporate Social Responsibility Committee	Member	Star Health and Allied Insurance Company Limited	Audit Committee	Member
		Risk Management Committee	Member		Investment Committee	Member
		Corporate Responsibility Committee	Member		Nomination & Remuneration Committee	Member
		Merger Amalgamation Committee	Chairman		Stakeholders' Relationship Committee	Chairman
		Legal, Regulatory & Tax Committee	Member			
		Reputation Risk Committee	Member			
	The Sandesh Limited	Audit Committee	Member			
		Nomination & Remuneration Committee	Member			
		Stakeholders' Relationship Committee	Member			

Particulars	Item No. 5	Item No. 6
<b>Details of Board/ Committee Meetings attended by the Directors during the year</b>	Two (2) Board Meetings, Two (2) Nomination & Remuneration Committee Meetings and Two (2) Audit Committee Meetings were held after his appointment, upto the date of this Notice and all the said meetings were attended by him.	Two (2) Board Meetings, Two (2) Nomination & Remuneration Committee Meetings and Two (2) Audit Committee Meetings were held after his appointment, upto the date of this Notice and all the said meetings were attended by him.

Particulars	Item No. 7
<b>Name of the Director</b>	Mr. Nitin Shukla
<b>Director Identification Number</b>	00041433
<b>Date of Birth</b>	14/04/1952
<b>Nationality</b>	Indian
<b>Qualification</b>	B.E. (Mechanical)
<b>Date of first appointment on the Board</b>	16/09/2022
<b>Shareholding in ACC including shareholding as a beneficial owner</b>	Nil
<b>Brief Profile of the Director</b>	<p>Mr. Nitin Shukla has done B.E. (Mechanical). His career spans over four decades and nearly half as CEO-MD with JVs of MNCs in India.</p> <p>He successfully implemented as a key member two large green-field projects in energy &amp; infrastructure sectors in Gujarat, India; and then successfully operated them.</p> <p>He retired from Shell Group in September, 2016 as Managing Director &amp; CEO of Hazira LNG Pvt. Ltd and Hazira Port Pvt. Ltd. He led this business since FID (Final Investment decision) taken by Shell in December, 2001. He successfully developed LNG business based on a novel spot cargo model and later based on combination of service provider coupled with spot cargoes/short term contracts. He played key role in development of non-LNG cargo port development of Hazira port through sub- concession route through international competitive bidding process.</p> <p>Prior to his leadership role with Shell Group, Shri Nitin Shukla was the Managing Director of Gujarat PowerGen Energy Corporation Limited (PowerGen, UK Group company) from July 1999 to February 2002. He served as an Executive Director, Gujarat Torrent Energy Corporation Ltd. (GTEC), for nearly last two years during his tenure from November, 1992 till July, 1999. He played a key role in developing world class 655 MW gas based dual fuel power plant within budget and on schedule during his tenure with GTEC. Prior to GTEC, he was responsible for early project activities of large Soda Ash and Linear Alkaline Benzene projects of Nirma Ltd. He has also worked on large and complex projects of Engineers India Ltd.</p> <p>He had been associated as office bearer or Executive Committee member with various business and social organizations including CII, FICCI, AMA, GCCI.</p> <p>He was Chairman of CII-Gujarat, and member of National Hydrocarbon Council of CII and FICCI, Member of Advisory Council of CSIR-NEERI (Council of Scientific and Industrial Research, National Environment Engineering Research Institute).</p> <p>He is an Independent Director on the Board of Gujarat Mineral Development Corporation Ltd. since 14.10.2014, and also on the Board of Gujarat Industries Power Company Ltd, Gujarat Alkalis and Chemicals Ltd and Gujarat Foundation for Entrepreneurial Excellence (iCreate). He is founding Director of Anuvad Academy and Research Foundation. He has also served as Director on the Board of and Dahej SEZ Ltd.</p> <p>He is currently associated with various not-for profit organizations such as Gujarat Vishwakosh Trust, Sabarmati Ashram Preservation &amp; Maintenance Trust (Gandhi Ashram) as Trustee and also with Darshak Itihas Nidhi (Darshak Foundation for History) as senior office bearer.</p>
<b>Expertise in specific functional areas</b>	Energy & Infrastructure
<b>Last Remuneration drawn for FY 2021</b>	Nil
<b>Details of Remuneration sought to be paid</b>	Sitting Fees and Commission

Particulars	Item No. 7		
List of Directorships held in other companies	1. Gujarat Mineral Development Co. Ltd. 2. Gujarat Industrial Power Co. Ltd. 3. Gujarat Alkalies and Chemicals Ltd 4. Anuvad Academy Research Foundation 5. Gujarat Foundation for Entrepreneurial Excellence		
Name of Listed Companies from which the Director has resigned in the past three years	Nil		
Memberships/ Chairmanships across Listed Entities	Name of the Company	Name of the Committee	Member/ Chairman
	ACC Limited	Audit Committee	Member
		Nomination & Remuneration Committee	Chairman
		Risk Management Committee	Chairman
		Corporate Social Responsibility Committee	Chairman
		Corporate Responsibility Committee	Chairman
		Public Consumer Committee	Member
		Legal, Regulatory & Tax Committee	Member
		Information Technology and Data Security Committee	Member
		Commodity Price Risk Committee	Member
		Mergers & Acquisitions Committee	Member
	Gujarat Mineral Development Corporation Ltd	Audit Committee	Member
		Project Committee	Member
		Risk Committee	Member
		Nomination & Remuneration Committee	Member
	Gujarat Alkalies Chemicals Ltd	Audit Committee	Member
		Project Committee	Member
		Risk & Safety Committee	Member
		Stakeholders’ Relationship-cum- Investors Grievance Committee	Member
	Details of Board/Committee Meetings attended by the Directors during the year	Two (2) Board Meetings, Two (2) Nomination & Remuneration Committee Meetings and Two (2) Audit Committee Meetings were held after his appointment, upto the date of this Notice and all the said meetings were attended by him.	

There are no inter-se relationships between any Directors or Key Managerial Personnel of the Company.