

ACC LIMITED

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

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

Email: ACC-InvestorSupport@acclimited.com; **Website:** 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 Resolution for Special Business appended below is 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

Approval for payment of one-time incentive to Mr. Sridhar Balakrishnan (DIN: 08699523) Managing 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 resolution passed by the Members at the 84th Annual General Meeting of the Company held on July 6, 2020 and pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the terms of the incentive plan, as recommended by the Nomination and Remuneration Committee of the Board and approved by the Board of Directors of the Company at their meetings held on May 15, 2022, approval of the Members of the Company be and is hereby accorded for payment of one-time incentive of ₹ 5,75,93,000 (Rupees Five Crores Seventy Five Lakhs and Ninety Three Thousand only) to Mr. Sridhar Balakrishnan (DIN:08699523), Managing Director & Chief Executive Officer of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and/or Chief Financial Officer and/or Head, Human Resources and/ 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."

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

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

Mumbai
May 24, 2022

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

Notes:

1. The Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions of the Companies, 2013 (the 'Act') setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed hereto.
2. The Board of Directors of the Company, at its Meeting held on May 24, 2022 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, May 27, 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, May 27, 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 accordingly being initiated in compliance with the MCA Circulars.
6. This Notice is also available on the Company's website, i.e. www.acclimited.com and also on the website of stock exchanges i.e. www.bseindia.com and www.nseindia.com and on the website of KFin Technologies Ltd. at 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 Thursday, June 2, 2022 from 9:00 a.m. IST and will end on Friday, July 1, 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 resolution, 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. Friday, July 1, 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 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 Scrutinizer will submit the report to the Company Secretary of the Company 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 Scrutinizer's Report at the Registered as well as Corporate Office of the Company after communication to the Stock Exchanges, viz. BSE Limited (www.bseindia.com) and The National Stock Exchange of India Limited (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 and on the website of KFin Technologies Limited at 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>1. Members already registered for IDeAS eServices facility of NSDL may follow the following procedure:</p> <ol style="list-style-type: none"> Visit the following URL: https://eservices.nsdl.com Click on the button “Beneficial Owner” available for login under ‘IDeAS’ section. A new screen will open. Enter User ID and Password for accessing IDeAS. 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. Click on “Active E-voting Cycles” 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. 	<p>1. Members already registered for Easi / Easiest facility of CDSL may follow the following procedure:</p> <ol style="list-style-type: none"> Visit the following URL: https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com 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) Enter your User ID and Password for accessing Easi / Easiest. 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.
<p>2. Members not registered for IDeAS eServices facility of NSDL may follow the following procedure:</p> <ol style="list-style-type: none"> To register this facility, visit the URL: https://eservices.nsdl.com Select option “Register Online for IDeAS” available on the left hand side of the page Proceed to complete registration using your DP ID, Client ID, Mobile Number etc. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote. 	<p>2. Members not registered for Easi/Easiest facility of CDSL may follow the following procedure:</p> <ol style="list-style-type: none"> To register for this facility, visit the URL: https://web.cdslindia.com/myeasi/Registration/EasiRegistration Proceed to complete registration using your DP ID-Client ID (BO ID), etc. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.
<p>3. Members may alternatively vote through the e-Voting website of NSDL as per the following procedure:</p> <ol style="list-style-type: none"> Visit the URL: https://www.evoting.nsdl.com/ Click on the button “Login” available under “Shareholder/Member” section. 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. 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. 	<p>3. Members may alternatively vote through the e-Voting website of CDSL as per the following procedure:</p> <ol style="list-style-type: none"> Visit the URL: www.cdslindia.com / https://www.evotingindia.com Provide Demat Account Number and PAN. System will authenticate user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account. 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.

4. For any technical assistance, Members may contact NSDL Helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 / 1800 22 44 30.	4. For any technical assistance, Members may contact CDSL Helpdesk by sending a request at helpdesk.evoting@cdslindia.com or call at 022- 23058738 or 022-23058542-43.
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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 (e-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 Scrutinizer through e-mail at 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 or evoting@kfintech.com

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

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

Mumbai

May 24, 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 RELATING TO THE AFORESAID RESOLUTION**

In conformity with the provisions of Sections 102 and 110 of the Companies Act, 2013 and the Secretarial Standard- 2 on General Meetings issued by the Institute of Company Secretaries of India, the following Explanatory Statement setting out all material facts relating to the businesses mentioned at Item No. 1 of the accompanying Notice dated May 24, 2022 should be taken as forming part of this Notice.

Item No. 1

Approval for Payment of one-time incentive to Mr. Sridhar Balakrishnan (DIN: 08699523) Managing Director and Chief Executive Officer of the Company

Background

Pursuant to the recommendation of the Nomination and Remuneration Committee ('NRC') and the approval of the Board of Directors, the Members of the Company at the 84th Annual General Meeting held on July 6, 2020 had approved the appointment of Mr. Sridhar Balakrishnan (DIN: 08699523) as the Managing Director & Chief Executive Officer ('MD & CEO') for a period of 5 years w.e.f. February 21, 2020 upto February 20, 2025. At the time of his appointment, the Members of the Company had approved the payment of Basic Salary, Allowances & Perquisites and Performance Incentive subject to the limits prescribed therein.

Rationale and Justification for the proposed incentive payment

In the light of the proposed change of ownership of the Company ('Transaction'), the NRC and the Board of Directors ('Board') have approved a special incentive plan for key employee retention on May 15, 2022. Pursuant to such incentive plan, one time amount of ₹ 5,75,93,000/- (Rupees Five Crores Seventy Five Lakhs and Ninety Three Thousand only) is proposed to be paid to the MD & CEO in the following manner:

- a) 50% of the incentive amount will be paid within Ten (10) business days after closing of the Transaction; and
- b) Balance 50% after eight months from closing of the Transaction.

Mr. Sridhar Balakrishnan, as the MD & CEO of the Company has played and continues to play an important and critical role in leading the Company, including capability building, expansion projects, direction on key and critical business aspects and delivering on long-term strategic plans for profitable and sustainable growth.

The remuneration of Mr. Sridhar Balakrishnan for the Financial Year 2022 (including salary, perquisites, allowances, performance bonus and incentive amounts) shall be within the limits prescribed under Sections 197, 198 and Schedule V of the Companies Act, 2013.

Considering the same and pursuant to the recommendation of the NRC, the Board recommends passing of the Ordinary Resolution as set out at Item No. 1 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, 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
May 24, 2022

**Registered Office:
Cement House
121, Maharshi Karve Road
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