

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we give below the compliance report on Corporate Governance as under:

Annexure I

Name of the Company: ACC Limited

Quarter ending on: June 30, 2022

I Composition of Board of Directors											
Title (Mr./Mrs.)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non Executive / Independent/ Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure (In months)	No. of Directorships in listed entities incl. this listed entity	No. of Independent Directorships in listed entities incl. this listed entity	Number of memberships in Audit/ Stakeholders' Committee incl. this listed entity	No. of post of chairperson on audit/stakeholder Committee held in listed entities including this listed entity
Mr.	Narotam Satyanarayan Sekhsaria Dt. Of birth: 21.09.1949	AALPS0205L 00276351	Chairperson related to Promoter - Non Executive - Non Independent	27.12.1999	-	-	NA	2	0	0	0
Mr.	Jan Jenisch Dt. Of birth: 02.09.1966	BUMPJ2301Q 07957196	Non Executive - Non Independent	17.10.2017	-	-	NA	2	0	0	0
Mr.	Sridhar Balakrishnan Dt. Of birth: 13.09.1970	ACPPS1861E 08699523	Executive (CEO-MD)	21.02.2020	-	-	NA	1	0	1	0
Mr.	Martin Kriegner Dt. Of birth: 06.09.1961	AKPPK7394A 00077715	Non Executive - Non Independent	11.02.2016	-	-	NA	2	0	2	0
Mr.	Shailesh Vishnubhai Haribhakti Dt. Of birth: 12.03.1956	AAAPH0574L 00007347	Non Executive - Independent	24.07.2014	24.07.2019	-	95	6	6	9	4
Mr.	Sushil Kumar Roongta Dt. Of birth: 09.05.1950	AAAPR4551P 00309302	Non Executive - Independent	24.07.2014	24.07.2019	-	95	6	5	7	2

Title (Mr./Mrs.)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non Executive / Independent/ Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure (In months)	No. of Directorship in listed entities incl. this listed entity	No. of Independent Directorships in listed entities incl. this listed entity	Number of memberships in Audit/ Stakeholders' Committee incl. this listed entity	No. of post of chairperson on audit/stakeholder Committee held in listed entities including this listed entity
Mr	M. R. Kumar Dt. Of birth: 13.06.1961	AAAPK7351G 03628755	Non Executive - Non Independent	19.10.2020	-	-	NA	3	0	0	0
Mrs.	Falguni Sanjay Nayar Dt. Of birth: 19.02.1963	ABHPN4229N 00003633	Non Executive - Independent	24.04.2014	24.04.2019	-	98	3	2	1	0
Mr.	D Sundaram Dt. Of birth: 16.04.1953	AANPS7428P 00016304	Non Executive/ Independent	22.03.2019	-	-	39	4	4	7	5
Mr.	Vinayak Chatterjee Dt. Of birth: 30.08.1959	AABPC2139H 00008933	Non Executive - Independent	22.03.2019	-	-	39	5	4	2	0
Mr	Sunil Mehta Dt. Of birth: 22.08.1957	AEBPM7132A 00065343	Non Executive/ Independent	22.03.2019	-	-	39	2	1	3	1
Mr	Neeraj Akhoury Dt. Of birth: 17.09.1968	AAWPA5310M 07419090	Non Executive - Non Independent	21.02.2020	-	-	NA	2	0	1	0

Whether Regular chairperson appointed : Yes

Whether Chairperson is related to managing director or CEO : No

Note:

1. The membership depicted hereinabove includes the memberships in the unlisted public companies as well.

2. Also, the chairmanships depicted hereinabove includes the chairmanship in the unlisted public companies as well.

II Composition of Committee							
Name of the Committee	DIN No.	Whether Regular chairperson appointed	Name of Committee Members	Category (Chairperson / Executive / Non Executive / Independent / Nominee)	Dt of appointment on the Committees	Dt of cessation on the Committees	Remarks
Audit Committee	00016304	Yes	Mr D Sundaram	Chairperson-Non Executive-Independent	27.03.2019	-	-
	00077715		Mr Martin Kriegner	Non Executive-Non Independent	11.02.2016	-	-
	00309302		Mr S K Roongta	Non Executive-Independent	26.04.2011	-	-
	00008933		Mr Vinayak Chatterjee	Non Executive-Independent	27.03.2019	-	-
	00065343		Mr Sunil Mehta	Non Executive-Independent	27.03.2019	-	-
Nomination & Remuneration Committee	00007347	Yes	Mr Shailesh Haribhakti	Chairperson-Non Executive-Independent	13.12.2006	-	Appointed as Member of the compensation Committee w.e.f. 13.12.2006 Appointed as Chairman of the N&R Committee w.e.f. 27.03.2019
	00276351		Mr N S Sekhsaria	Non Executive-Non Independent	31.05.2000	-	Appointed as Member of the Compensation Committee w.e.f. 31.05.2000 Appointed as Chairman of the Compensation Committee w.e.f. 24.01.2006 Appointed as Member of the Nomination & Remuneration Committee w.e.f. 24.04.2014
	00077715		Mr Martin Kriegner	Non Executive-Non Independent	11.02.2016	-	-
	00008933		Mr Vinayak Chatterjee	Non-Executive Independent	27.03.2019	-	-
	00309302		Mr S K Roongta	Non-Executive Independent	01.01.2022	-	-
	00065343		Mr Sunil Mehta	Non-Executive Independent	01.01.2022	-	-
	Risk Management Committee		00003633	Yes	Mrs Falguni Nayar	Chairperson-Non Executive-Independent	27.03.2019

							Appointed as Chairperson of the Committee w.e.f. 27.03.2019	
	00007347		Mr Shailesh Haribhakti	Non Executive Independent	-	24.04.2014	-	Appointed as Member on the Committee w.e.f. 24.04.2014
								Appointed as Chairman of the Committee w.e.f. 30.10.2014
								Appointed as Member w.e.f. 27.03.2019
	00309302		Mr Sushil Kumar Roongta	Non Executive Independent	-	17.12.2016	-	-
	08699523		Mr Sridhar Balakrishnan	Executive		21.02.2020	-	-
	00016304		Mr D Sundaram	Non Executive Independent	-	01.01.2022	-	-
Stakeholders' Relationship Committee	00065343	Yes	Mr Sunil Mehta	Chairperson - Non Executive - Independent		27.03.2019	-	-
	00007347		Mr Shailesh Haribhakti	Non-Executive Independent	-	24.04.2014	-	-
	08699523		Mr Sridhar Balakrishnan	Executive		21.02.2020	-	-
Corporate Social Responsibility Committee	00007347	Yes	Mr Shailesh Haribhakti	Chairperson - Non Executive - Independent		07.02.2014	-	-
	00003633		Mrs Falguni Nayar	Non-Executive Independent	-	24.04.2014	-	-
	07419090		Mr Neeraj Akhoury	Non-Executive - Non Independent		21.02.2020	-	-
	08699523		Mr Sridhar Balakrishnan	Executive		21.02.2020	-	-
Other Committee - Compliance Committee	00309302	Yes	Mr Sushil Kumar Roongta	Chairperson - Non Executive - Independent		17.12.2016	-	Appointed as Member w.e.f. 17.12.2016
	00007347		Mr Shailesh Haribhakti	Non Executive Independent		31.01.2008	-	-
	00016304		Mr D Sundaram	Non Executive Independent	-	27.03.2019	-	-
	08699523		Mr Sridhar Balakrishnan	Executive		21.02.2020	-	-
Other Committee - Sustainability Committee	00077715		Mr Martin Kriegner	Chairperson - Non-Executive - Non Independent		01.01.2022	-	-
	00276351		Mr N S Sekhsaria	Non-Executive - Non		01.01.2022	-	-

			Independent					
	00309302		Mr SK Roongta	Non Executive Independent	-	01.01.2022	-	-
	00065343		Mr Sunil Mehta	Non Executive Independent	-	01.01.2022	-	-
	00008933		Mr Vinayak Chatterjee	Non Executive Independent	-	01.01.2022	-	-
	08699523		Mr Sridhar Balakrishnan	Executive		01.01.2022	-	-

III Meeting of Board of Directors						
Date of the Meeting in the previous quarter	Date of the Meeting in the relevant quarter	Whether requirement of Quorum met	Maximum gap between any two consecutive Meetings (in number of days)	No. of Directors present	No. of Independent Directors attending the Meeting	
February 9, 2022	April 19, 2022	Yes	68	10	5	
	April 27, 2022	Yes	7	10	6	
-	May 15, 2022	Yes	17	10	5	
-	May 24, 2022	Yes	8	10	6	
IV Meeting of Committees						
Date of the Meeting in the previous quarter	Date of the Meeting in the relevant quarter	Whether requirement of Quorum met	Maximum gap between any two consecutive Meetings (in number of days)	No. of Directors present	No. of Independent Directors attending the Meeting	
Audit Committee						
February 9, 2022	April 19, 2022	Yes	68	5	4	
-	June 20, 2022	Yes	61	5	3	
Nomination & Remuneration Committee						
March 17, 2022	April 27, 2022	Yes	40	5	4	
-	May 15, 2022	Yes	17	6	4	
Stakeholders' Relationship Committee						
February 8, 2022	-	-	-	-	-	
CSR Committee						
March 25, 2022	-	-	-	-	-	
Compliance Committee						
February 8, 2022	April 18, 2022	Yes	68	4	3	
Sustainability Committee						

March 30, 2022	-	-	-	-	-
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V Related Party Transactions

Subject	Compliance (Yes/No/NA)	Status
1. Whether prior approval of Audit Committee obtained	Yes	
2. Whether shareholder approval obtained for material RPT	Yes	
3. Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes of material transaction with related party- The Company at its Annual General Meeting held on April 21, 2022 has obtained prior approval of the shareholders of the Company for material related party transactions with Ambuja Cements Limited for the financial year January- December 2022 upto a maximum aggregate value of Rs. 3,500 crores in the ordinary course of business and at arm's length basis.

VI Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Yes
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - a. Audit Committee - Yes
 - b. Nomination & Remuneration Committee - Yes
 - c. Stakeholders' Relationship Committee - Yes
 - d. Risk Management Committee - Yes
3. The Committee Members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Yes
4. The Meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Yes
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

The quarterly compliance report for the quarter ended March 31, 2022 was taken on record by the Board of Directors at the Board Meeting held on April 19, 2022.

The quarterly compliance report for the quarter ended June 30, 2022 shall be placed before the Board of Directors at its forthcoming Meeting.

Rashmi Khandelwal
Company Secretary & Compliance Officer
ACS:28839

VII Half Yearly Affirmations

Particulars	Regulation Number	Compliance Status (Yes/No/NA)
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on Website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general Meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship committee at the annual general Meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

Additional Half Yearly Disclosure

Applicability of Disclosure	Not Applicable
Reason for Non Applicability	No Loans / guarantees / comfort letters / securities provided to the entity specified. Company has given the loans to Subsidiary companies and guarantees on behalf of the Subsidiary companies which are exempted as per definition.

Rashmi Khandelwal
Company Secretary & Compliance Officer
ACS:28839