

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: December 31, 2021

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 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.	Narotam Satyanarayan Sekhsaria Dt. Of birth: 21.09.1949	AALPS0205L 00276351	Chairperson related to Promoter - Non Executive - Non Independent	27.12.1999	-	-	NA	3	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	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	-	89	7	7	10	4
Mr.	Sushil Kumar Roongta Dt. Of birth: 09.05.1950	AAAPR4551P 00309302	Non Executive - Independent	24.07.2014	24.07.2019	-	89	5	4	5	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	-	92	3	2	1	0
Mr.	D Sundaram Dt. Of birth: 16.04.1953	AANPS7428P 00016304	Non Executive/ Independent	22.03.2019	-	-	33	4	4	7	5
Mr.	Vinayak Chatterjee Dt. Of birth: 30.08.1959	AABPC2139H 00008933	Non Executive - Independent	22.03.2019	-	-	33	4	3	2	0
Mr	Sunil Mehta Dt. Of birth: 22.08.1957	AEBPM7132A 00065343	Non Executive/ Independent	22.03.2019	-	-	33	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	-	-
Risk Management Committee	00003633	Yes	Mrs Falguni Nayar	Chairperson-Non Executive-Independent	24.04.2014	-	Appointed as Member on the Committee w.e.f. 24.04.2014 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
	00309302		Mr Sushil Kumar Roongta	Non Executive – Independent	17.12.2016	-	-
	08699523		Mr Sridhar Balakrishnan	Executive	21.02.2020	-	-
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 & Sustainability 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	-	Appointed as Chairman w.e.f. 27.03.2019
	00016304		Mr D Sundaram	Non Executive – Independent	27.03.2019	-	-
	08699523		Mr Sridhar Balakrishnan	Executive	21.02.2020	-	-

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
July 19, 2021	October 19, 2021	Yes	76	10	06
August 3, 2021	December 16, 2021	Yes	57	11	06
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					
July 19, 2021	October 19, 2021	Yes	91	04	03
-	November 22, 2021	Yes	33	04	03
Nomination & Remuneration Committee					
-	November 17, 2021	Yes	-	04	02
-	December 15, 2021	Yes	27	04	02
Stakeholders' Relationship Committee					
July 16, 2021	October 18, 2021	Yes	93	03	02
CSR & Sustainability Committee					
August 6, 2021	December 14, 2021	Yes	129	03	01
Risk Management Committee					
July 16, 2021	December 14, 2021	Yes	150	04	03
Compliance Committee					
July 16, 2021	October 18, 2021	Yes	93	04	03
V Related Party Transactions					
Subject					Compliance Status (Yes/No/NA)
1. Whether prior approval of Audit Committee obtained					Yes
2. Whether shareholder approval obtained for material RPT					NA

3. Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
VI Affirmations	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Yes</p> <p>2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <ul style="list-style-type: none"> a. Audit Committee - Yes b. Nomination & Remuneration Committee - Yes c. Stakeholders' Relationship Committee - Yes d. Risk Management Committee - Yes <p>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</p> <p>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</p> <p>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:</p> <p>The quarterly compliance report for the quarter ended September 30, 2021 was taken on record by the Board of Directors at the Board Meeting held on October 19, 2021.</p> <p>The quarterly compliance report for the quarter ended December 31, 2021 shall be placed before the Board of Directors at its forthcoming Meeting.</p> <p>Rajiv Choubey Chief Legal Officer & Company Secretary ACS:13063</p>	

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
Sr. No.	Item	Compliance status	Weblink
1.	Details of business	Yes	https://www.acclimited.com/index.php?/about/acc-at-a-glance
2.	Terms and conditions of appointment of independent directors	Yes	https://www.acclimited.com/assets/new/pdf/CG/Terms-of-Appointment-of-Independent-Directors.pdf
3.	Composition of various committees of board of directors	Yes	https://www.acclimited.com/about/board-committees
4.	Code of conduct of board of directors and senior management personnel	Yes	https://www.acclimited.com/assets/new/pdf/COBC-FINAL-ENGLISH-Oct-23-2020.pdf
5.	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	https://www.acclimited.com/assets/new/pdf/ethicalview-reporting-policy.pdf
6.	Criteria of making payments to non-executive directors	Yes	https://www.acclimited.com/assets/new/pdf/CG/Policy_remuneration_selection_for_a_ppointment.pdf
7.	Policy on dealing with related party transactions	Yes	https://www.acclimited.com/assets/new/pdf/CG/Related-Party-Transactions-Policy-20210824.pdf
8.	Policy for determining 'material' subsidiaries	Yes	https://www.acclimited.com/assets/new/pdf/CG/Policy-for-determining-material-subsidiary.pdf
9.	Details of familiarization programmes imparted to independent directors	Yes	https://www.acclimited.com/assets/new/pdf/CG/Familiarization-Programme-2021.pdf
10.	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://www.acclimited.com/index.php?/investor-relations/investor-support
11.	Email address for grievance redressal and other relevant details	Yes	https://www.acclimited.com/index.php?/investor-relations/investor-support
12.	Financial results	Yes	https://www.acclimited.com/investor-relations/financial-quarterly-results
13.	Shareholding pattern	Yes	https://www.acclimited.com/investor-relations/shareholding-pattern
14.	Details of agreements entered into with the media companies and/or their associates	NA	NA
15.	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	https://www.acclimited.com/media/announcements
16.	New name and the old name of the listed entity	Yes	https://www.acclimited.com/
17.	Advertisements as per regulation 47 (1)	Yes	https://www.acclimited.com/media/announcements
18.	Credit rating or revision in credit rating obtained	Yes	https://www.acclimited.com/investor-relations/credit-rating
19.	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	https://www.acclimited.com/investor-relations/financial-annual-results
20.	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	https://www.acclimited.com/
21.	Materiality Policy as per Regulation 30	Yes	https://www.acclimited.com/assets/new/new_pdf/Policy-for-Dissemination-of-Information-and-Determining-Information-Events-for-reporting-to-the-Stock-Exchanges.pdf
22.	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	https://www.acclimited.com/assets/new/new_pdf/Dividend_Distribution_Policy.pdf
23.	It is certified that these contents on the website of the listed entity are correct.	Yes	https://www.acclimited.com/

II. Annual Affirmations			
Sr. No.	Particulars	Regulation Number	Compliance status
1.	Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	16(1)(b) & 25(6)	Yes
2.	Board composition	17(1), 17(1A) & 17(1B)	Yes
3.	Meeting of board of directors	17(2)	Yes
4.	Quorum of board meeting	17(2A)	Yes
5.	Review of Compliance Reports	17(3)	Yes
6.	Plans for orderly succession for Appointments	17(4)	Yes
7.	Code of Conduct	17(5)	Yes
8.	Fees/compensation	17(6)	Yes
9.	Minimum Information	17(7)	Yes
10.	Compliance Certificate	17(8)	Yes
11.	Risk Assessment & Management	17(9)	Yes
12.	Performance Evaluation of Independent Directors	17(10)	Yes
13.	Recommendation of board	17(11)	Yes
14.	Maximum number of directorship	17A	Yes
15.	Composition of Audit Committee	18(1)	Yes
16.	Meeting of Audit Committee	18(2)	Yes
17.	Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
18.	Quorum of Nomination and Remuneration Committee Meeting	19(2A)	Yes
19.	Meeting of Nomination & Remuneration Committee	19(3A)	Yes
20.	Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
21.	Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
22.	Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
23.	Meeting of Risk Management Committee	21(3A)	Yes
24.	Vigil Mechanism	22	Yes
25.	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
26.	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
27.	Approval for material related party Transactions	23(4)	Yes
28.	Disclosure of related party transactions on consolidated basis	23(9)	Yes
29.	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
30.	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
31.	Annual Secretarial Compliance Report	24(A)	Yes
32.	Alternate Director to Independent Director	25(1)	NA
33.	Maximum Tenure	25(2)	Yes
34.	Meeting of independent directors	25(3) & (4)	Yes
35.	Familiarization of independent directors	25(7)	Yes
36.	Declaration from Independent Director	25(8) & (9)	Yes
37.	Directors and Officers insurance	25(10)	Yes
38.	Memberships in Committees	26(1)	Yes
39.	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management Personnel	26(3)	Yes
40.	Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
41.	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Rajiv Choubey
Chief Legal Officer & Company Secretary
ACS: 13063

III Affirmations:

Sr. No.	Particulars	Compliance status
1.	The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied	Yes

Rajiv Choubey
Chief Legal Officer & Company Secretary
ACS: 13063

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.