



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

**Name of the Company:** ACC Limited

**Quarter ending on:** September 30, 2022

<b>I Composition of Board of Directors</b>											
<b>Title (Mr./Mrs.)</b>	<b>Name of the Director</b>	<b>PAN &amp; DIN</b>	<b>Category (Chairperson/ Executive/ Non Executive / Independent/ Nominee)</b>	<b>Initial Date of Appointment</b>	<b>Date of Re-appointment</b>	<b>Date of Cessation</b>	<b>Tenure (In months)</b>	<b>No. of Directorship in listed entities incl. this listed entity</b>	<b>No. of Independent Directorships in listed entities incl. this listed entity</b>	<b>Number of memberships in Audit/ Stakeholders' Committee incl. this listed entity</b>	<b>No. of post of chairperson on audit/stakeholder Committee held in listed entities including this listed entity</b>
Mr.	Narotam Satyanarayan Sekhsaria Dt. Of birth: 21.09.1949	AALPS0205L 00276351	Chairperson related to Promoter - Non Executive - Non Independent	27.12.1999	-	16.09.2022	NA	0	0	0	0
Mr.	Jan Jenisch Dt. Of birth: 02.09.1966	BUMPJ2301Q 07957196	Non Executive - Non Independent	17.10.2017	-	16.09.2022	NA	0	0	0	0
Mr.	Sridhar Balakrishnan Dt. Of birth: 13.09.1970	ACPPS1861E 08699523	Executive - CEO	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	-	16.09.2022	NA	0	0	0	0
Mr.	Shailesh Vishnubhai Haribhakti Dt. Of birth: 12.03.1956	AAAPH0574L 00007347	Non Executive - Independent	24.07.2014	24.07.2019	16.09.2022	97.5	4	4	9	4

<b>Title (Mr./ Mrs.)</b>	<b>Name of the Director</b>	<b>PAN &amp; DIN</b>	<b>Category (Chairperson/ Executive/ Non Executive / Independent/ Nominee)</b>	<b>Initial Date of Appointment</b>	<b>Date of Re- appointment</b>	<b>Date of Cessation</b>	<b>Tenure (In months)</b>	<b>No. of Directorship in listed entities incl. this listed entity</b>	<b>No. of Independent Directorships in listed entities incl. this listed entity</b>	<b>Number of memberships in Audit/ Stakeholders' Committee incl. this listed entity</b>	<b>No. of post of chairperson on audit/stakehold er Committee held in listed entities including this listed entity</b>
Mr.	Sushil Kumar Roongta  Dt. Of birth: 09.05.1950	AAAPR4551P  00309302	Non Executive - Independent	24.07.2014	24.07.2019	16.09.2022	97.5	5	4	9	2
Mrs.	Falguni Sanjay Nayar  Dt. Of birth: 19.02.1963	ABHPN4229N  00003633	Non Executive - Independent	24.04.2014	24.04.2019	16.09.2022	100.5	2	1	1	0
Mr.	D Sundaram  Dt. Of birth: 16.04.1953	AANPS7428P  00016304	Non Executive/ Independent	22.03.2019	-	16.09.2022	41.5	3	3	6	4
Mr.	Vinayak Chatterjee  Dt. Of birth: 30.08.1959	AABPC2139H  00008933	Non Executive - Independent	22.03.2019	-	16.09.2022	41.5	4	3	1	0
Mr	Sunil Mehta  Dt. Of birth: 22.08.1957	AEBPM7132A  00065343	Non Executive/ Independent	22.03.2019	-	16.09.2022	41.5	0	0	0	0
Mr	Neeraj Akhoury  Dt. Of birth: 17.09.1968	AAWPA5310M  07419090	Non Executive Director	21.02.2020	-	16.09.2022	NA	0	0	0	0
Mr	M. R. Kumar  Dt. Of birth: 13.06.1961	AAAPK7351G  03628755	Non Executive - Non Independent	19.10.2020	-	16.09.2022	NA	3	0	0	0
Mr	Karan Adani  Dt. Of birth: 07.04.1987	AIQPA6672F  03088095	Chairperson related to Promoter - Non Executive - Non Independent	16.09.2022	-	-	NA	3	0	3	0

Mr	Vinay Prakash Dt. Of birth: 28.06.1973	AEOPP8022P 03634648	Non Executive - Non Independent	16.09.2022	-	-	NA	2	0	0	0
Mr	Arun Kumar Anand Dt. Of birth: 01.05.1962	ABHPA1150D 08964078	Non Executive - Non Independent	16.09.2022	-	-	NA	1	0	0	0
Mr	Sandeep Singhi Dt. Of birth: 06.04.1966	ACAPS7055B 01211070	Non Executive/ Independent	16.09.2022	-	-	0.5	4	4	7	2
Mr	Nitin Shukla Dt. Of birth: 14.04.1952	ACIPS7349Q 00041433	Non Executive/ Independent	16.09.2022	-	-	0.5	4	4	4	0
Mr	Rajeev Agarwal Dt. Of birth: 12.10.1958	AADPA7329R 07984221	Non Executive/ Independent	16.09.2022	-	-	0.5	3	3	6	3

Whether Regular chairperson appointed : Yes

Whether Chairperson related to promoter : Yes

**Note:**

- The membership depicted hereinabove includes the memberships in the unlisted public companies as well.**
- Also, the chairmanships depicted hereinabove includes the chairmanship in the unlisted public companies as well.**
- The directorships and memberships/ chairmanships of Companies/Committee's depicted for the Directors who ceased to be on the Board of the Company are up to the date of cessation i.e. September 16, 2022.**

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	16.09.2022	-
	00077715		Mr Martin Kriegner	Non Executive-Non Independent	11.02.2016	16.09.2022	-

	00309302		Mr S K Roongta	Non Executive-Independent	26.04.2011	16.09.2022	-
	00008933		Mr Vinayak Chatterjee	Non Executive-Independent	27.03.2019	16.09.2022	-
	00065343		Mr Sunil Mehta	Non Executive-Independent	27.03.2019	16.09.2022	-
	01211070		Mr Sandeep Singhi	Chairperson-Non Executive- Independent	16.09.2022	-	-
	07984221		Mr Rajeev Agarwal	Non Executive-Independent	16.09.2022	-	-
	00041433		Mr Nitin Shukla	Non Executive-Independent	16.09.2022	-	-
Nomination & Remuneration Committee	00007347	Yes	Mr Shailesh Haribhakti	Chairperson-Non Executive-Independent	13.12.2006	16.09.2022	-
	00276351		Mr N S Sekhsaria	Non Executive-Non Independent	31.05.2000	16.09.2022	-
	00077715		Mr Martin Kriegner	Non Executive - Non Independent	11.02.2016	16.09.2022	-
	00008933		Mr Vinayak Chatterjee	Non-Executive – Independent	27.03.2019	16.09.2022	-
	00309302		Mr Sushil Kumar Roongta	Non-Executive – Independent	01.01.2022	16.09.2022	
	00065343		Mr Sunil Mehta	Non-Executive – Independent	01.01.2022	16.09.2022	
	00041433		Mr Nitin Shukla	Chairperson-Non Executive- Independent	16.09.2022	-	-
	07984221		Mr Rajeev Agarwal	Non Executive-Independent	16.09.2022	-	-
	01211070		Mr Sandeep Singhi	Non Executive-Independent	16.09.2022	-	-
Risk Management Committee	00003633	Yes	Mrs Falguni Nayar	Chairperson-Non Executive-Independent	24.04.2014	16.09.2022	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	16.09.2022	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	16.09.2022	-
	00016304		Mr D Sundaram	Chairperson-Non Executive-Independent	01.01.2022	16.09.2022	-
	00041433		Mr Nitin Shukla	Chairperson-Non Executive- Independent	16.09.2022	-	-
	01211070		Mr Sandeep Singhi	Non Executive-Independent	16.09.2022	-	-
	08699523		Mr Sridhar Balakrishnan	Executive	21.02.2020	-	-
	03634648		Mr Vinay Prakash	Non Executive- Non-Independent	16.09.2022	-	-
Stakeholders' Relationship Committee	00065343	Yes	Mr Sunil Mehta	Chairperson - Non Executive – Independent	27.03.2019	16.09.2022	-
	00007347		Mr Shailesh Haribhakti	Non-Executive – Independent	24.04.2014	16.09.2022	-
	07984221		Mr Rajeev Agarwal	Chairperson-Non Executive- Independent	16.09.2022	-	-
	08699523		Mr Sridhar Balakrishnan	Executive	21.02.2020	-	-
	01211070		Mr Sandeep Singhi	Non Executive-Independent	16.09.2022	-	-
	03088095		Mr Karan Adani	Non Executive- Non-Independent	16.09.2022	-	-
Corporate Social Responsibility & Sustainability Committee	00007347	Yes	Mr Shailesh Haribhakti	Chairperson - Non Executive – Independent	07.02.2014	16.09.2022	-
	00003633		Mrs Falguni Nayar	Non-Executive – Independent	24.04.2014	16.09.2022	-
	07419090		Mr Neeraj Akhoury	Non-Executive - Non Independent	21.02.2020	16.09.2022	-

	08699523		Mr Sridhar Balakrishnan	Executive	21.02.2020	16.09.2022	-
	00041433		Mr Nitin Shukla	Chairperson-Non Executive- Independent	16.09.2022	-	-
	01211070		Mr Sandeep Singhi	Non Executive-Independent	16.09.2022	-	-
	07984221		Mr Rajeev Agarwal	Non Executive-Independent	16.09.2022	-	-

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
April 19, 2022	July 14, 2022	Yes	50	09	05
April 27, 2022	September 16, 2022	Yes	63	11	06
May 15, 2022	September 16, 2022	Yes	0	07	03
May 24, 2022					
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					
April 19, 2022	July 14, 2022	Yes	23	05	04
June 20, 2022	July 26, 2022	Yes	11	04	04
	September 16, 2022	Yes	51	03	03
Stakeholders’ Relationship Committee					
-	July 11, 2022	Yes	-	03	02
Nomination & Remuneration Committee					
April 27, 2022	September 16, 2022	Yes	123	06	04
May 15, 2022	September 16, 2022	Yes	0	03	03
CSR Committee					
-	August 5, 2022	Yes	-	04	02
Risk Management Committee					
-	June 6, 2022	Yes	-	05	04

<b>V Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance Status (Yes/No/NA)</b>
1. Whether prior approval of Audit Committee obtained	Yes
2. Whether shareholder approval obtained for material RPT  The Company at its Annual General Meeting held on April 21, 2022 has obtained prior approval of the shareholders of the Company for entering into material related party transactons with Ambuja Cements Limited (Holding Company) 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.	Yes
3. Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
<b>VI Affirmations</b>	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Yes</p> <p>Mrs. Falguni Nayar, Independent Women Director of the Company has resigned from the Board w.e.f. September 16, 2022 and Company is in process of appointing Independent Women Director as per the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <p>a. Audit Committee - Yes</p> <p>b. Nomination &amp; Remuneration Committee - Yes</p> <p>c. Stakeholders' Relationship Committee - Yes</p> <p>d. Risk Management Committee - Yes</p> <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 June 30, 2022 was taken on record by the Board of Directors at the Board Meeting held on July 14, 2022.</p> <p>The quarterly compliance report for the quarter ended September 30, 2022 shall be placed before the Board of Directors at its forthcoming Meeting of the Board</p> <p>Rashmi Khandelwal Company Secretary &amp; Compliance Officer ACS:28839</p>	