



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:** March 31, 2019

<b>I Composition of Board of Directors</b>										
<b>Title (Mr./ Ms)</b>	<b>Name of the Director</b>	<b>PAN &amp; DIN</b>	<b>Category (Chairperson/ Executive/ Non Executive / Independent/ Nominee)</b>	<b>Date of Appointment in the current term/ cessation</b>	<b>Tenure</b>	<b>No. of Directorships in listed entities including this listed entity</b>	<b>Number of memberships in Audit/ Stakeholder Committee including this listed entity</b>	<b>No. of post of chairperson on Audit/ Stakeholder Committee held in listed entities including this listed entity</b>	<b>Membership in Committees</b>	<b>Remarks</b>
Mr	Narotam Satyanarayan Sekhsaria	AALPS0205L 00276351	Chairperson related to Promoter Non Executive/ Non Independent	27.12.1999		3	0	0	Nomination & Remuneration	
Mr	Jan Jenisch	BUMPJ2301Q 07957196	Non Executive/ Non Independent	17.10.2017		2	0	0		
Mr	Neeraj Akhoury	AAWPA5310M 07419090	Executive	16.12.2016	5	1	1	0	Stakeholders' /Risk/ CSR/Compliance	
Mr	Martin Kriegner	AKPPK7394A 00077715	Non Executive/ Non Independent	11.02.2016		2	2	0	Audit/ Nomination & Remuneration	

Title (Mr./Ms)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non Executive / Independent/ Nominee)	Date of Appointment in the current term/ cessation	Tenure	No. of Directorships in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee including this listed entity	No. of post of chairperson on Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees	Remarks
Mr	Shailesh Vishnubhai Haribhakti	AAAPH0574L 00007347	Non Executive/ Independent	24.07.2014	5	7	7	3	Stakeholders/ Risk Management/ Nomination & Remuneration/ Compliance/ CSR	
Mr	Sushil Kumar Roongta	AAAPR4551P 00309302	Non Executive/ Independent	24.07.2014	5	6	3	1	Audit/Risk Management/ Compliance	
Mr	Vijay Kumar Sharma	ABKPS6305H 02449088	Non Executive/ Non Independent	06.02.2014	-	4	0	0	Risk Management/ CSR	
Mrs	Falguni Sanjay Nayar	ABHPN4229N 00003633	Non Executive/ Independent	24.04.2014	5	4	2	0	Risk Management/ CSR	
Mr	Christof Werner Hassig	BAGPH2781E 01680305	Non Executive/ Non Independent	09.12.2015		2	0	0	Stakeholders'/ CSR/	
Mr	D Sundaram	AANPS7428P 00016304	Non Executive/ Independent	22.03.2019	5	5	7	5	Audit/Compliance	Appointed w.e.f. 22.3.2019
Mr	Vinayak Chatterjee	AABPC2139H 00008933	Non Executive/ Independent	22.03.2019	5	4	3	1	Audit/Nomination & Remuneration	Appointed w.e.f. 22.03.2019
Mr	Sunil Mehta	AEBPM7132A 00065343	Non Executive/ Independent	22.03.2019	5	2	2	1	Audit/Stakeholders'	Appointed w.e.f. 22.03.2019



Title (Mr./ Ms)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non Executive / Independent/ Nominee)	Date of Appointment in the current term/ cessation	Tenure	No. of Directorships in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee including this listed entity	No. of post of chairperson on Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees	Remarks
Mr	Ashwin Suryakant Dani	AAAPD5464H 00009126	Non Executive/ Independent	24.07.2014	5	3	3	2	Audit/ Nomination & Remuneration	Demitted office w.e.f. 22.03.2019
Mr	Farrokh Kaikhushru Kavarana	AAFPK2634R 00027689	Non Executive/ Independent	24.07.2014	5	2	3	1	Audit/ Nomination & Remuneration/Stakeholders/Compliance	Demitted office w.e.f. 22.03.2019
Mr	Arunkumar Ramanlal Gandhi	AADPG1145R 00007597	Non Executive- Independent	24.04.2014	5	3	3	1	Audit/ Stakeholders	Demitted office w.e.f. 22.03.2019
Composition of Committee										
Name of the Committee	DIN No.	Name of Committee Members	Category(Chairperson/Executive/Non Executive/Independent/Nominee)				Dt appointment on the Committees		Dt cessation on the Committees	
Audit Committee	00016304	Mr D Sundaram	Chairperson/Non Executive/Independent				27.03.2019			
	00077715	Mr Martin Kriegner	Non Executive/Non Independent				11.02.2016			
	00309302	Mr Sushil Kumar 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			
	00007597	Mr Arunkumar Gandhi	Chairperson/Non Executive/Independent				09.07.2014		22.03.2019	
	00027689	Mr Farrokh K Kavarana	Non Executive/Independent				09.07.2014		22.03.2019	
	00009126	Mr Ashwin Dani	Non Executive/Independent				05.04.2013		22.03.2019	

Name of the Committee	DIN No.	Name of Committee Members	Category(Chairperson/Executive/Non Executive/Independent/Nominee)	Dt of appointment on the Committees	Dt of cessation on the Committees
Nomination & Remuneration Committee	00007347	Mr Shailesh Haribhakti	Chairperson/Non Executive/Independent	27.03.2019	
	00276351	Mr N S Sekhsaria	Non Executive/Non Independent	24.04.2014	
	00077715	Mr Martin Kriegner	Non Executive/Non Independent	11.02.2016	
	00008933	Mr Vinayak Chatterjee	Non Executive/Independent	27.03.2019	
	00009126	Mr Ashwin Dani	Chairperson/Non Executive/Independent	24.04.2014	22.03.2019
	00027689	Mr Farrokh K Kavarana	Non Executive/Independent	04.12.2013	22.03.2019
Risk Management Committee	00003633	Mrs Falguni Nayar	Chairperson/Non Executive/Independent	27.03.2019	
	00007347	Mr Shailesh Haribhakti	Non Executive/Independent	27.03.2019	
	00309302	Mr Sushil Kumar Roongta	Non Executive/Independent	17.12.2016	
	02449088	Mr Vijay Kumar Sharma	Non Executive/Non Independent	27.03.2019	
	07419090	Mr Neeraj Akhoury	Executive	04.02.2017	
Stakeholders' Relationship Committee	00065343	Mr Sunil Mehta	Chairperson/Non Executive/Independent	27.03.2019	
	00007347	Mr Shailesh Haribhakti	Non Executive/Independent	24.04.2014	
	01680305	Mr Christof Hassig	Non Executive/Non Independent	27.03.2019	
	07419090	Mr Neeraj Akhoury	Executive	04.02.2017	
	00027689	Mr Farrokh K Kavarana	Chairperson/Non Executive/Independent	17.12.2016	22.03.2019
	00007597	Mr Arunkumar Gandhi	Non Executive/Independent	08.12.2017	22.03.2019
Corporate Social Responsibility Committee	00007347	Mr Shailesh Haribhakti	Chairperson/Non Executive/Independent	07.02.2014	
	00003633	Mrs Falguni Nayar	Non Executive/Independent	24.04.2014	
	02449088	Mr Vijay Kumar Sharma	Non Executive/Non Independent	27.03.2019	
	01680305	Mr Christof Hassig	Non Executive/Non Independent	27.03.2019	
	07419090	Mr Neeraj Akhoury	Executive	04.02.2017	
	00027689	Mr Farrokh K Kavarana	Non Executive/Independent	30.10.2014	22.03.2019
Other Committee – Compliance Committee	00309302	Mr Sushil Kumar Roongta	Chairperson/Non Executive/Independent		
	00007347	Mr Shailesh Haribhakti	Non Executive/Independent		
	00016304	Mr D Sundaram	Non Executive/Independent		
	07419090	Mr Neeraj Akhoury	Executive		

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III Meeting of Board of Directors			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive Meetings (in number of days)	
17 <sup>th</sup> October 2018		55 days	
12 <sup>th</sup> December 2018	5 <sup>th</sup> February 2019	54 days	
IV Meeting of Committees			
Date(s) of Meeting of the Committee (if any) in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of Meeting of the Committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
Audit Committee			
		17 <sup>th</sup> October 2018	53 days
4 <sup>th</sup> February 2019	Yes, 4 out of 5 Members	10 <sup>th</sup> December 2018	55 days
Stakeholders' Relationship Committee			
4 <sup>th</sup> February 2019	Yes, 4 out of 4 Members	16 <sup>th</sup> October 2018	110 days
Nomination & Remuneration Committee			
4 <sup>th</sup> February 2019	Yes, 5 out of 5 Members	12 <sup>th</sup> December 2018	53 days
CSR Committee			
-		3 <sup>rd</sup> December 2018	
Risk Management Committee			
-		16 <sup>th</sup> October 2018	47 days
-		3 <sup>rd</sup> December 2018	
Compliance Committee			
4 <sup>th</sup> February 2019	Yes, 4 out of 4 Members	16 <sup>th</sup> October 2018	110 days
Independent Directors Meeting			
-		12 <sup>th</sup> December 2018	-

**V Related Party Transactions**

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

**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 31<sup>st</sup> December 2018 was taken on record by the Board of Directors at the Board Meeting held on 5<sup>th</sup> February 2019.

The quarterly compliance report for the quarter ended 31<sup>st</sup> March 2019 shall be placed before the Board of Directors at its forthcoming Meeting to be held in April 2019.

Ramaswami Kalidas  
Company Secretary & Head Compliance  
FCS: 2440