



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: December 31, 2018

I Composition of Board of Directors										
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	Narotam Satyanarayan Sekhsaria	AALPS0205L00276351	Chairperson related to Promoter Non Executive/ Non Independent	27.12.1999		2	0	0	Nomination & Remuneration	
Mr	Jan Jenisch	BUMPJ2301Q07957196	Non Executive/ Non Independent	17.10.2017		2	0	0		
Mr	Neeraj Akhoury	AAWPA5310M07419090	Executive	16.12.2016	5	1	1	0	Stakeholder s'/Risk/ CSR/Compliance	
Mr	Martin Kriegner	AKPPK7394A00077715	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	AAAPH0574L00007347	Non Executive/ Independent	24.07.2014	5	7	7	3	Stakeholders/ Risk/ Nomination & Remuneration/ Compliance	
Mr	Sushil Kumar Roongta	AAAPR4551P00309302	Non Executive/ Independent	24.07.2014	5	6	3	1	Audit/Risk/ Compliance	
Mr	Ashwin Suryakant Dani	AAAPD5464H00009126	Non Executive/ Independent	24.07.2014	5	3	3	2	Audit/ Nomination & Remuneration	
Mr	Farrokh Kaikhushru Kavarana	AAFPK2634R00027689	Non Executive/ Independent	24.07.2014	5	2	3	1	Audit/ Nomination & Remuneration/ Stakeholders/ Compliance	
Mr	Vijay Kumar Sharma	ABKPS6305H02449088	Non Executive/ Non Independent	06.02.2014		4	0	0		
Mr	Arunkumar Ramanlal Gandhi	AADPG1145R00007597	Non Executive- Independent	24.04.2014	5	3	3	1	Audit/ Stakeholders	

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
Mrs	Falguni Sanjay Nayar	ABHPN4229N 00003633	Non Executive/ Independent	24.04.2014	5	4	2	0	Risk/CSR	
Mr	Christof Werner Hassig	BAGPH2781E 01680305	Non Executive/ Non Independent	09.12.2015		2	0	0		PAN process initiated
Composition of Committee										
Name of the Committee		DIN No.	Name of Committee Members		Category (Chairperson/ Executive/ Non Executive/ Independent/ Nominee)			Dt of appointment on the Committees		
Audit Committee		00007597	Mr Arunkumar Gandhi		Chairperson/Non Executive/Independent			09.07.2014		
		00077715	Mr Martin Kriegner		Non Executive/Non Independent			11.02.2016		
		00309302	Mr Sushil Kumar Roongta		Non Executive/Independent			26.04.2011		
		00009126	Mr Ashwin Dani		Non Executive/Independent			05.04.2013		
		00027689	Mr Farrokh K Kavarana		Non Executive/Independent			09.07.2014		
Nomination & Remuneration Committee		00009126	Mr Ashwin Dani		Chairperson/Non Executive/Independent			24.04.2014		
		00276351	Mr N S Sekhsaria		Non Executive/Non Independent			24.04.2014		
		00077715	Mr Martin Kriegner		Non Executive/Non Independent			11.02.2016		
		00007347	Mr Shailesh Haribhakti		Non Executive/Independent			13.12.2006		
		00027689	Mr Farrokh K Kavarana		Non Executive/Independent			04.12.2013		
Risk Management Committee		00007347	Mr Shailesh Haribhakti		Chairperson/Non Executive/Independent			30.10.2014		
		00003633	Mrs Falguni Nayar		Non Executive/Independent			24.04.2014		
		00309302	Mr Sushil Kumar Roongta		Non Executive/Independent			17.12.2016		
		07419090	Mr Neeraj Akhoury		Executive			04.02.2017		

Name of the Committee	DIN No.	Name of Committee Members	Category(Chairperson/Executive/Non Executive/Independent/Nominee)	Dt of appointment on the Committees
Stakeholders' Relationship Committee	00027689	Mr Farrokh K Kavarana	Chairperson/Non Executive/Independent	17.12.2016
	00007347	Mr Shailesh Haribhakti	Non Executive/Independent	24.04.2014
	00007597	Mr Arunkumar Gandhi	Non Executive/Independent	08.12.2017
	07419090	Mr Neeraj Akhoury	Executive	04.02.2017
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
	00027689	Mr Farrokh K Kavarana	Non Executive/Independent	30.10.2014
	07419090	Mr Neeraj Akhoury	Executive	04.02.2017
Other Committee – Compliance Committee	00027689	Mr Farrokh K Kavarana	Chairperson/Non Executive/Independent	
	00007347	Mr Shailesh Haribhakti	Non Executive/Independent	
	00309302	Mr Sushil Kumar Roongta	Non Executive/Independent	
	07419090	Mr Neeraj Akhoury	Executive	
Other Committee – Special Committee of the Board	00007597	Mr Arunkumar Gandhi	Chairperson/Non Executive/Independent	
	00276351	Mr N S Sekhsaria	Non Executive/Non Independent	
	00077715	Mr Martin Kriegner	Non Executive/Non Independent	
	00309302	Mr Sushil Kumar Roongta	Non Executive/Independent	
	00003633	Mrs Falguni Nayar	Non Executive/Independent	
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)	
23 rd July 2018		17 th October 2018	85 days	
		12 th December 2018	55 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 th October 2018		Yes, 4 out of 5 Members	23 rd July 2018	85 days
10 th December 2018		Yes, 3 out of 5 Members		53 days

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)
Stakeholders' Relationship Committee			
-		19 th July 2018	-
Nomination & Remuneration Committee			
12 th December 2018	Yes, 3 out of 5 Members		-
CSR Committee			
3 rd December 2018	Yes, 3 out of 4 Members	19 th July 2018	137 days
Risk Management Committee			
16 th October 2018	Yes, 3 out of 4 Members	-	Yes, 3 out of 4 Members
3 rd December 2018	Yes, 4 out of 4 Members	-	Yes, 3 out of 4 Members
Compliance Committee			
-		19 th July 2018	-
Special Committee of the Board			
-		-	-
Independent Directors Meeting			
12 th December 2018	Yes, 3 out of 6 Members	-	-
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 30th September 2018 was taken on record by the Board of Directors at the Board Meeting held on 17th October 2018.

The quarterly compliance report for the quarter ended 31st December 2018 shall be placed before the Board of Directors at its forthcoming Meeting to be held in February 2019.

Ramaswami Kalidas
Company Secretary & Head Compliance
FCS: 2440

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

Financial Year ended: 31st December, 2018

I Disclosure on website in terms of Listing Regulations			
Item		Compliance Status (Yes/No/NA)	Remarks
Details of business		Yes	
Terms and conditions of appointment of Independent Directors		Yes	
Composition of various committees of Board of Directors		Yes	
Code of Conduct of Board of Directors and Senior Management Personnel		Yes	
Details of establishment of Vigil Mechanism/Whistle Blower Policy		Yes	
Criteria of making payments to Non Executive Directors		Yes	
Policy on dealing with Related Party Transactions		Yes	
Policy for determining 'material' subsidiaries		Yes	
Details of familiarization programmes imparted to Independent Directors		Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		Yes	
E-mail address for grievance redressal and other and other relevant details		Yes	
Financial Results		Yes	
Shareholding Pattern		Yes	
Details of Agreements entered into with the media companies and/or their associates		NA	
New name and the old name of the listed entity		NA	
II Annual Affirmations			
Particulars	Regulation Number	Compliance Status (Yes/No/NA)	Remarks
Independent Director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
Board Composition	17(1)	Yes	
Meeting of Board of Directors	17(2)	Yes	
Review of Compliance Reports	17(3)	Yes	
Plans for orderly succession for appointments	17(4)	Yes	
Code of Conduct	17(5)	Yes	
Fees/compensation	17(6)	Yes	

Particulars	Regulation Number	Compliance Status (Yes/No/NA)	Remarks
Minimum information	17(7)		
Compliance Certificate	17(8)	Yes	
Risk Assessment and Management	17(9)	Yes	
Performance Evaluation of Independent Directors	17(10)	Yes	
Composition of Audit Committee	18(1)	Yes	
Meeting of Audit Committee	18(2)	Yes	
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes	
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
Composition and role of Risk Management Committee	21(1),(2), (3), (4)	Yes	
Vigil Mechanism	22	Yes	
Policy for Related Party Transaction	23(1),(5)(6) (7) & (8)	Yes	
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
Approval for material related party transactions	23(4)	Yes	
Composition of Board of Directors of unlisted material subsidiary	24(1)	NA	
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	Yes	
Maximum Directorship & Tenure	25(1) & (2)	Yes	
Meeting of Independent Directors	25(3) & (4)	Yes	
Familiarization of Independent Directors	25(7)	Yes	
Memberships in Committees	26(1)	Yes	
Affirmation with compliance to Code of Conduct from Members of the Board of Directors and Senior Management Personnel	26(3)	Yes	
Disclosure of Shareholding by Non Executive Directors	26(4)	Yes	
Policy with respect to obligations of Directors and Senior Management	26(2) & 26(5)		

Note:

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/NA. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed entity has no related party transactions, the words "NA" may be indicated.
2. If status is "No" details of non compliance may be given here
3. If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - Yes

Ramaswami Kalidas
Company Secretary & Head Compliance
FCS: 2440