

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:** 31st March, 2016

|  |  |  |  |  |  |  |  |  |  |  |
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| **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 Director-ships in listed entities including this listed entity** | **Number of member-ships in Audit/ Stake-holder Commi-ttee including this listed entity** | **No. of post of chair-person on Audit/ Stake-holder Committee held in listed entities including this listed entity** | **Member-ship in Commi-ttees** | **Remarks** |
| Mr | Narotam Satyanarayan Sekhsaria | AALPS0205L  00276351 | Chairperson/ Non Executive/ Independent | 24.07.2014 | 5 | 2 | 0 | 0 | Nomination & Remunera-tion |  |
| Mr | Eric Carl Olsen | ZZZZZ9999Z  07238383 | Non Executive/ Non Independent | 17.07.2015 |  | 2 | 0 | 0 | Nomination & Remunera-tion | Appointed as an Additional Director |
| Mr | Harish Badami | AAAPB0277A  02298385 | Executive | 13.08.2014 | 5 | 1 | 1 | 0 | Stake-holders/ Risk |  |

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| **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 Director-ships in listed entities including this listed entity** | **Number of member-ships in Audit/ Stake-holder Commi-ttee including this listed entity** | **No. of post of chair-person on Audit/ Stake-holder Committee held in listed entities including this listed entity** | **Member-ship in Commi-ttees** | **Remarks** |
| Mr | Shailesh Vishnubhai Haribhakti | AAAPH0574L  00007347 | Non Executive/ Independent | 24.07.2014 | 5 | 7 | 5 | 4 | Stake-holders/ Risk/  Nomination & Remunera-tion |  |
| Mr | Sushil Kumar Roongta | AAAPR4551P  00309302 | Non Executive/ Independent | 24.07.2014 | 5 | 6 | 3 | 1 | Audit |  |
| Mr | Ashwin Suryakant Dani | AAAPD5464H  00009126 | Non Executive/ Independent | 24.07.2014 | 5 | 6 | 5 | 2 | Audit/ Nomination & Remune-ration |  |
| Mr | Farrokh Kaikhushru Kavarana | AAFPK2634R  00027689 | Non Executive/ Independent | 24.07.2014 | 5 | 2 | 2 | 0 | Audit/ Nomination & Remunera-tion |  |
| Mr | Vijay Kumar Sharma | ABKPS6305H  02449088 | Non Executive/  Non Independent | 06.02.2014 |  | 5 | 0 | 0 |  |  |
| Mr | Arunkumar Ramanlal Gandhi | AADPG1145R  00007597 | Non Executive-Independent | 24.04.2014 | 5 | 4 | 3 | 1 | Audit |  |

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| **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 Director-ships in listed entities including this listed entity** | | **Number of member-ships in Audit/ Stake-holder Commi-ttee including this listed entity** | | **No. of post of chair-person on Audit/ Stake-holder Committee held in listed entities including this listed entity** | **Member-ship in Commi-ttees** | **Remarks** |
| Mrs | Falguni Sanjay Nayar | ABHPN4229N  00003633 | | Non Executive/ Independent | | 24.04.2014 | | 5 | 7 | | 2 | | 0 | Risk |  |
| Mr | Christof Werner Hassig | ZZZZZ9999Z  01680305 | | Non Executive/ Non Independent | | 09.12.2015 | |  | 2 | | 0 | | 0 |  | Appointed as an Additional Director |
| Mr | Martin Kriegner | APPK7394A  00077715 | | Non Executive/ Non Independent | | 11.02.2016 | |  | 3 | | 3 | | 0 | Audit/  Stakehol-ders/ Risk/  Nomination & Remunera-tion | Appointed as an Additional Director |
| **Composition of Committee** | | | | | | | | | | | | | | | |
| **Name of Committee** | | | | | **Name of Committee Members** | | | | | **Category (Chairperson/Executive/Non Executive/Independent/Nominee)** | | | | | |
| Audit Committee | | | | | Mr Arunkumar Gandhi | | | | | Chairperson/Non Executive/Independent | | | | | |
| Mr Sushil Kumar Roongta | | | | | Non Executive/Independent | | | | | |
| Mr Ashwin Dani | | | | | Non Executive/Independent | | | | | |
| Mr Farrokh K Kavarana | | | | | Non Executive/Independent | | | | | |
| Mr Martin Kriegner | | | | | Non Executive | | | | | |
| Nomination & Remuneration Committee | | | | | Mr Ashwin Dani | | | | | Chairperson/Non Executive/Independent | | | | | |
| Mr N S Sekhsaria | | | | | Non Executive/Independent | | | | | |
| Mr Shailesh Haribhakti | | | | | Non Executive/Independent | | | | | |
| Mr Farrokh K Kavarana | | | | | Non Executive/Independent | | | | | |
| Mr Eric Olsen | | | | | Non Executive | | | | | |
| Mr Martin Kriegner | | | | | Non Executive | | | | | |
| **Name of Committee** | | | | | **Name of Committee Members** | | | | | **Category (Chairperson/Executive/Non Executive/Independent/Nominee)** | | | | | |
| Risk Management Committee | | | | | Mr Shailesh Haribhakti | | | | | Chairperson/Non Executive/Independent | | | | | |
| Mrs Falguni Nayar | | | | | Non Executive/Independent | | | | | |
| Mr Martin Kriegner | | | | | Non Executive | | | | | |
| Mr Harish Badami | | | | | Executive | | | | | |
| Stakeholders’ Relationship Committee | | | | | Mr Martin Kreigner | | | | | Chairperson/Non Executive/Non Independent | | | | | |
| Mr Shailesh Haribhakti | | | | | Non Executive/Independent | | | | | |
| Mr Harish Badami | | | | | Executive | | | | | |
| **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)** | | | | | |
| 20th October 2015 | | | | |  | | | | |  | | | | | |
| 9th December 2015 | | | | | 10th February 2016 | | | | | 63 | | | | | |
| **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** | | | | | | | | | | | | | | | |
| 9th February 2016 | | | Yes, 5 out of 5 Members | | | | 9th December 2015 | | | | | 62 days | | | |
|  | | |  | | | | 20th October 2015 | | | | |  | | | |
|  | | |  | | | |  | | | | |  | | | |
| **Stakeholders’ Relationship Committee** | | | | | | | | | | | | | | | |
| 9th February 2016 | | | Yes, 3 out of 3 Members | | | | 7th December 2015 | | | | | 64 days | | | |
|  | | |  | | | | 20th October 2015 | | | | |  | | | |

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| **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)** |
| **Nomination & Remuneration Committee** | | | | |
| 10th February 2016 | Yes, 6 out of 6 Members | 8th December 2015 | | 64 days |
|  |  | 20th October 2015 | |  |
|  |  |  | |  |
| **Risk Management Committee** | | | | |
| - | - | 7th December 2015 | | - |
|  |  | 16th October 2015 | |  |
|  |  |  | |  |
| **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 | |

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| **VI Affirmations** |
| 1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 3. Audit Committee - Yes 4. Nomination & Remuneration Committee - Yes 5. Stakeholders’ Relationship Committee - Yes 6. Risk Management Committee - Yes 7. 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 8. 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 9. 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 quarters ended 30th September 2015 and 31st December 2015 were taken on record by the Board of Directors at the Board Meeting held on 10th February 2016.  The quarterly compliance report for the quarter ended 31st March 2016 will be placed before the Board of Directors at the forthcoming Board Meeting to be held in April 2016.  Burjor D Nariman  Company Secretary & Head Compliance |