



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, 2019

<b>I Composition of Board of Directors</b>										
Title (Mr./Ms)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non Executive / Independent/ Nominee	Initial Date of Appointment	Date of Re-appointment	Tenure	No. of Directorships in listed entities including this listed entity	No. of Independent 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
Mr	Narotam Satyanarayan Sekhsaria  Dt. Of birth: 21.09.1949	AALPS0205L 00276351	Chairperson related to Promoter Non Executive/ Non Independent	27.12.1999			3	0	0	0
Mr	Jan Jenisch  Dt. Of birth: 02.09.1966	BUMPJ2301Q 07957196	Non Executive/ Non Independent	17.10.2017			2	0	0	0
Mr	Neeraj Akhoury  Dt. Of birth: 17.09.1968	AAWPA5310M 07419090	Executive	16.12.2016		5	1	0	1	0
Mr	Martin Kriegner  Dt. Of birth: 06.09.1961	AKPPK7394A 00077715	Non Executive/ Non Independent	11.02.2016			2	0	2	0



Title (Mr./Ms)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non Executive / Independent/ Nominee	Initial Date of Appointment	Date of Re-appointment	Tenure	No. of Directorships in listed entities including this listed entity	No. of Independent 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
Mr	Shailesh Vishnubhai Haribhakti  Dt. Of birth: 12.03.1956	AAAPH0574L00007347	Non Executive/ Independent	24.07.2014	24.07.2019	5	7	7	6	3
Mr	Sushil Kumar Roongta  Dt. Of birth: 09.05.1950	AAAPR4551P00309302	Non Executive/ Independent	24.07.2014	24.07.2019	5	5	3	3	1
Mr	Vijay Kumar Sharma  Dt. Of birth: 19.12.1958	ABKPS6305H02449088	Non Executive/ Non Independent	06.02.2014		-	3	0	1	1
Mrs	Falguni Sanjay Nayar  Dt. Of birth: 19.02.1963	ABHPN4229N00003633	Non Executive/ Independent	24.04.2014	24.04.2019	5	3	3	0	0
Mr	Christof Werner Hassig  Dt. Of birth: 25.04.1958	BAGPH2781E01680305	Non Executive/ Non Independent	09.12.2015			2	0	1	0

Title (Mr./Ms)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/NonExecutive/Independent/Nominee)	Initial Date of Appointment	Date of Re-appointment	Tenure	No. of Directorships in listed entities including this listed entity	No. of Independent 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
Mr	D Sundaram Dt. Of birth: 16.04.1953	AANPS7428P 00016304	Non Executive/Independent	22.03.2019		5	5	4	7	5
Mr	Vinayak Chatterjee Dt. Of birth: 30.08.1959	AABPC2139H 00008933	Non Executive/Independent	22.03.2019		5	3	3	1	0
Mr	Sunil Mehta Dt. Of birth: 22.08.1957	AEBPM7132A 00065343	Non Executive/Independent	22.03.2019		5	2	2	2	1

**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	Dt of 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	
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	

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
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	
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	
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		

### III Meeting of Board of Directors

Date of the Meeting in the previous quarter	Date of the Meeting in the relevant quarter	Maximum gap between any two consecutive Meetings (in number of days)	No. of Directors present	No. of Independent Directors attending the Meeting
23 <sup>rd</sup> April 2019	18 <sup>th</sup> July 2019	85 days	09	05

<b>IV Meeting of Committees</b>				
<b>Date of the Meeting in the previous quarter</b>	<b>Date of the Meeting in the relevant quarter</b>	<b>Maximum gap between any two consecutive Meetings (in number of days)</b>	<b>No. of Directors present</b>	<b>No. of Independent Directors attending the Meeting</b>
<b>Audit Committee</b>				
23 <sup>rd</sup> April 2019	18 <sup>th</sup> July 2019	85 days	04	03
<b>Stakeholders' Relationship Committee</b>				
22 <sup>nd</sup> April 2019	17 <sup>th</sup> July 2019	85 days	02	01
<b>Nomination &amp; Remuneration Committee</b>				
10 <sup>th</sup> April 2019	18 <sup>th</sup> July 2019	98 days	04	02
<b>CSR Committee</b>				
22 <sup>nd</sup> April 2019	12 <sup>th</sup> September 2019	142 days	04	02
<b>Risk Management Committee</b>				
22 <sup>nd</sup> April 2019	-	-	-	-
<b>Compliance Committee</b>				
22 <sup>nd</sup> April 2019	17 <sup>th</sup> July 2019	85 days	04	03
<b>V Related Party Transactions</b>				
<b>Subject</b>			<b>Compliance Status (Yes/No/NA)</b>	
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 June 30, 2019 was taken on record by the Board of Directors at the Board Meeting held on July 18, 2019.

The quarterly compliance report for the quarter ended September 30, 2019 shall be placed before the Board of Directors at its forthcoming Meeting to be held in October 2019.

Rajiv Kumar Choubey  
Chief Legal Officer & Company Secretary  
ACS: 13063