

The Board of Directors present the Company’s Report on Corporate Governance pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**‘SEBI Listing Regulations’**), for the year ended December 31, 2020.

ACC’S PHILOSOPHY ON CORPORATE GOVERNANCE

For over eight (8) decades, we have strengthened our industry leadership on the sturdy pillar of our corporate governance philosophy. We have institutionalised a robust mechanism of corporate governance, long before it became a statutory requirement. Our governance framework enshrines the highest standards of ethical and responsible conduct of business to create lasting stakeholder value.

Our governance framework and philosophy are inspired by our ethics, values and culture of professionalism. We emulate the ‘best practices’ that are adhered to in the realm of corporate governance globally, and these practices are integrated into our growth strategy.

Across our day-to-day operations, we conform to complete transparency and accountability to protect stakeholder interests. Our governance framework drives optimal utilisation of resources and accountability for stewardship. The Board remains the custodian of trust and acknowledges its responsibilities towards our growing stakeholder fraternity for sustainable long-term wealth creation.

Integrity, transparency, fairness, accountability and adherence to prevailing laws are integral to our business practices. These principles have evolved, over the years, from the Company’s culture of agility, continuous innovation and rich experiences gleaned from the past. This distilled wisdom has reinforced stakeholder trust and confidence, attracting and retaining financial and human capital, and has helped us enormously in fulfilling societal aspirations.

Our core principles represent the edifice of our two-tier governance model, with the Board of Directors and the Committees of the Board at the apex, and the management structure at the operational level. The Board and its Committees guide, support and complement the management team’s ideas and initiatives, which in turn assumes accountability, strives to achieve the set objectives and enhances value creation for all.

Board of Directors

ACC is a professionally managed Company functioning under the overall supervision of the Board of Directors (**‘Board’**). Its Board comprises the required combination of Independent and Non-Independent Directors, including an Independent Woman Director in line with the provisions of the Companies Act, 2013 (**‘the Act’**) and the

SEBI Listing Regulations. The Company’s Managing Director and Chief Executive Officer is the only Executive Director on the Board.

The Board of Directors is made up of highly experienced and persons of repute and eminence, who ensure that the time-honoured culture of maintaining sound standards of corporate governance is further nurtured. The Board sets out the overall corporate objectives and provides direction and independence to the management to achieve these objectives for value creation through sustainable profitable growth.

The Board seeks accountability of the management in creating long-term sustainable growth to ensure that the aspirations of stakeholders are fulfilled. It also sets out standards of corporate behaviour and ensures compliance with laws and regulations impacting the Company’s business.

Committee of Directors

Having regard to the significant contributions that committees make in assisting the Board of Directors in discharging its duties and responsibilities, the Board through its following Committees closely monitor various areas of business. These committees comprises the (i) Audit Committee, (ii) Stakeholders’ Relationship Committee, (iii) Nomination & Remuneration Committee, (iv) Risk Management Committee, (v) Corporate Social Responsibility & Sustainability (**‘CSR and Sustainability’**) Committee and (vi) Compliance Committee.

The Board has voluntarily set up the Compliance Committee, which oversees the legal compliance process and the status of litigations both by and against the Company.

Managing Director & Chief Executive Officer (‘MD & CEO’)

The MD & CEO is at the helm of operations and responsible for the Company’s day-to-day operations. MD & CEO functions under the guidance and directions of the Board and provides strategic directions, lays down policy guidelines and ensures the implementation of the decisions of the Board and its various Committees.

Executive Committee (‘ExCo’)

The ExCo comprises of executives of the senior management cadre who are drawn from a cross-section of functions and responsibilities. The ExCo supports the MD & CEO and operates within the framework of the policies laid down by the Board; and is responsible & accountable for overall business deliverables.

The ExCo meets regularly to review and monitor the performance *vis-à-vis* the annual plans & budgets, discusses cross-functional operational matters and addresses business challenges and issues.

Organisational structure, roles and responsibilities

ACC operates its business with a functional organisational structure. ExCo team and other functional heads provide the expertise to face operational challenges with agility and efficiency.

Led by the MD & CEO, it comprises verticals for the functions of Sales & Marketing, Manufacturing, Human Resources, Finance, Procurement, Supply Chain, Legal & RMX functions. The business operates through three (3) regional manufacturing clusters (North, East and South West) and four (4) regional Sales & Marketing Offices (North, East, South and West).

The regional Heads for Sales, Logistics, Finance and Human Resource have a direct reporting line to the respective vertical heads. The heads of plants report to the respective manufacturing cluster head in the region. The procurement activities are managed by the India Procurement Organisation executed from five (5) procurement cluster offices. The Finance, Human Resource, Procurement, Supply Chain, Sales & Marketing, Legal, Secretarial & Compliance, Health & Safety report to the Managing Director & Chief Executive Officer.

BOARD OF DIRECTORS

Key Board qualifications, expertise and attributes

The ACC Board comprises people of eminence and repute who bring the required skills, competence and expertise that allow them to make effective contribution to the Board and its Committees.

The Board takes care of the business and stakeholders’ interest. The Non-Executive Directors, including the Independent Directors are well qualified, experienced and renowned persons from the fields of manufacturing, finance, infrastructure, taxation, governance, mines and metallurgy, mergers and acquisitions and technology, amongst others. The Board Members take an active part at the Board and Committee Meetings and provide valuable guidance to the Management on various aspects of business, governance and compliance, amongst others. The Board’s guidance provides foresight, enhances transparency and adds value in decision-making.

None of the Directors have attained the age of Seventy-five (75) years.

Composition of the Board as on December 31, 2020

Category	Number of Directors
Non-Executive & Independent Directors (including Woman Director)	06
Other Non-Executive Directors	05
Executive Director	01

Directors’ profile

The Board of Directors comprises professionals of eminence and stature drawn from diverse fields. They collectively bring to the fore a wide repertoire of skills and experience, which elevates the quality of the Board’s decision-making.

Mr N. S. Sekhsaria (DIN: 00276351) (Non-Executive and Non-Independent Director)

Mr Sekhsaria is a doyen of India’s cement industry and is one of the most respected business personalities in the country. He introduced new standards in Management, Marketing, Efficiency and Corporate Social Responsibility to the cement industry, which he helped transform.

A first-generation industrialist, Mr Sekhsaria obtained his Bachelor’s degree in Chemical Engineering with honours and distinction from the University of Bombay. He is the principal Founder-Promoter and the current Chairman of Ambuja Cements Limited (**‘Ambuja Cements’**). Mr Sekhsaria was invited to join the ACC Board in 1999 and was appointed Deputy Chairman in January 2000. In 2006, Mr Sekhsaria took over as the Board’s Chairman.

Mr Sekhsaria built Ambuja Cements, setting benchmarks for the country’s cement sector. His acumen as an entrepreneur and technocrat turned Ambuja Cement into the most efficient and profitable cement company in India and redefined industry practices by changing the perception of cement from a commodity to a branded product. He also championed community development by establishing the Ambuja Cement Foundation and nurturing it into an epitome of excellence in social responsibility.

With his considerable wealth of experience, Mr Sekhsaria brings immense value to the Board of the Company. Under his leadership, the Company has achieved significant improvements in the areas of project management, logistics and overall cost-competitiveness. The impact of this guidance shows in the high growth trajectory ACC has experienced since 1999.

Mr Sekhsaria is a member of the Board’s Nomination & Remuneration Committee.

He is a Non-Executive Director and is not in any way related to the Managing Director and Chief Executive Officer or any other member of the Board.

Expertise in specific functional areas	Doyen of the cement industry, he has been responsible for transforming the cement industry by setting benchmarks in the areas of Management, Marketing & Logistics and Manufacturing Efficiencies and Sustainable Development
List of Directorships held in other companies (excluding foreign, private and Section 8 Companies)	<div><div>1. Ambuja Cements Limited, Non-Executive Chairman;</div><div>2. JM Financial Asset Reconstruction Company Limited, Non-Executive Director;</div><div>3. Everest Industries Limited, Non-Executive Director</div></div>

Mr Jan Jenisch
(DIN: 07957196)
(Non-Executive and Non-Independent Director)

Mr Jenisch was inducted on the Board with effect from October 17, 2017 upon his appointment as the Chief Executive Officer (‘CEO’) of LafargeHolcim Ltd (‘LH’), the Ultimate Parent Company.

Mr Jensich is a German national and has joined LH as its CEO on September 1, 2017. Prior to his joining LH, he has served with Sika AG since 1996 in various management functions and countries.

He was appointed to the Management Board of Sika AG in 2004 as Head of the Industry Division and served as President Asia Pacific from 2007 to 2012. Mr Jenisch was the CEO of Sika AG from 2012 and under his leadership, it expanded into unexplored markets and set new performance standards in sales and profitability.

Mr Jenisch graduated from the University of Fribourg, Switzerland and holds an MBA degree.

Expertise in Specific Functional Areas	General Management
List of Directorships held in other companies (excluding foreign, private and Section 8 Companies)	Ambuja Cements Limited, Non-Executive, Vice Chairman

Mr Neeraj Akhoury
(DIN: 07419090)
[MD & CEO – up to February 20, 2020 and appointed as a Director (Non-Executive and Non-Independent Director) with effect from February 21, 2020]

Mr Akhoury brings with him 25+ years of rich experience in the steel and cement industries. He has worked in

leadership roles in India and other emerging markets. He began his career with Tata Steel in 1993 and joined the LH Group in 1999.

He was a member of the Executive Committee of Lafarge India, heading corporate affairs followed by sales. In 2011, he moved to Nigeria as CEO & Managing Director of Lafarge AshakaCem PLC. Thereafter, he was appointed as Strategy & Business Development Director for the Middle East & Africa at the Lafarge headquarters in Paris. He was also the CEO of Lafarge Surma Cement Limited and country representative of LH, Bangladesh.

Mr Akhoury has a degree in Economics and an MBA from the University of Liverpool. He has also studied for one-year General Management at XLRI, Jamshedpur. He is an alumnus of the Harvard Business School (GMP).

Mr Akhoury was the MD & CEO till February 20, 2020, held membership in the Compliance Committee, Risk Management Committee, Stakeholders’ Relationship Committee and CSR & Sustainability Committee of the Board. Mr Akhoury continues to be a Member of CSR & Sustainability Committee after his appointment as Director on the Board of the Company w.e.f. February 21, 2020.

Mr Akhoury is not related to the Chairman or any other Member of the Board.

Expertise in specific functional areas	Corporate Strategy, Sales & Distribution Management
List of Directorships held in other companies (excluding foreign, private and Section 8 Companies)	<div><div>1. Ambuja Cements Limited, MD & CEO, (w.e.f. February 21, 2020);</div><div>2. Holcim Services (South Asia) Limited, Non-Executive Director</div></div>

Mr Martin Kriegner
(DIN: 00077715)
(Non-Executive and Non-Independent Director)

Mr Kriegner, Austrian national, was appointed as Head of Asia Pacific and member of the Group Executive Committee of LH in August 2016. Since 2019, he has also been responsible for the Group Cement Excellence team.

Mr Kriegner joined the Group in 1990 and has held various senior leadership roles within Europe and Asia. He moved to India as CEO of the Lafarge operations in 2002 and later served as Regional President Cement for Asia, based in Kuala Lumpur.

In 2012, he was appointed CEO of Lafarge India for Cement, RMX and Aggregates. In July 2015, he became Area

Manager Central Europe for LH operations, and in 2016 he was appointed Head of India. Mr Kriegner is a graduate of Vienna University and holds a Doctorate in Law. He also obtained an MBA at the University of Economics in Vienna.

Mr Kriegner is a member of the Audit Committee and Nomination & Remuneration Committee of the Board.

Expertise in specific functional areas	Sustainability, General Management, Strategy & Operations
List of Directorships held in other companies (excluding foreign, private and Section 8 Companies)	Ambuja Cements Limited, Non-Executive Director

Mr Shailesh Haribhakti
(DIN: 00007347)
(Non-Executive and Independent Director)

Mr Shailesh Haribhakti, Chartered Accountant, is the Chairman of Shailesh Haribhakti & Associates. He is also a Cost Accountant, Certified Internal Auditor, Financial Planner & Fraud Examiner with a career span of over four (4) decades.

Evolving from a background in Audit, Tax and Consulting, he now seeks to create enduring value for Companies and organisations he is involved with, by being a deeply engaged Independent Director. His strong belief is that good Governance creates a sustainable competitive advantage. He is a strong supporter of a clean and green environment and is pioneering the concept of ‘innovating to zero’ in the social context. He serves on the Boards of several Multinational and Indian Companies and is also a member of several Advisory Boards.

He has participated in creating Indian Multinationals in the services sector. During 1981-83, he taught Management Accounting at IIM Ahmedabad. His passion for teaching, writing and public speaking has taken him to many management institutions and several industry and professional forums. He has led BMA, IIA (Mumbai), ICAI (WIRC), IMC, FPSB and Rotary Club of Bombay over the last several decades. For two (2) years, he served on the Standards Advisory Council of the IASB in London.

Mr Haribhakti is the Chairman of the Nomination & Remuneration Committee and CSR & Sustainability Committee and member of the Stakeholders’ Relationship Committee, Risk Management Committee and Compliance Committee of the Board.

Expertise in specific functional areas	Auditing, Tax and Risk Advisory Services
List of Directorships held in other companies (excluding foreign, private and Section 8 Companies)	<div><div>1. Ambuja Cements Limited, Independent Director;</div><div>2. Torrent Pharmaceuticals Limited, Independent Director;</div><div>3. Blue Star Limited, Non-Executive Chairman & Independent Director;</div><div>4. NSDL E-Governance Infrastructure Limited, Non-Executive Chairman & Independent Director;</div><div>5. Bajaj Electricals Limited, Non-Executive Independent Director;</div><div>6. Bennett Coleman & Company Limited, Independent Director;</div><div>7. Future Lifestyle Fashions Limited, Non-Executive Chairman & Independent Director;</div><div>8. L&T Finance Holdings Limited, Independent Director;</div><div>9. L&T Mutual Fund Trustee Limited, Non-Executive Director & Chairman</div></div>

Mr Sushil Kumar Roongta
(DIN: 00309302)
(Non-Executive and Independent Director)

Mr Roongta holds a degree in Bachelor of Engineering from the Birla Institute of Technology & Science (BITS), Pilani and a Post Graduate Diploma in Business Management – International Trade from the Indian Institute of Foreign Trade (IIFT), New Delhi. He is a Fellow of All India Management Association (AIMA).

He has a wide and varied experience in public sector undertakings. During his tenure as SAIL’s Chairman from August 2006 to May 2010, the ranking of SAIL among ‘World Class Steel Makers’ moved up to the 2nd position from the 17th position, as per World Steel Dynamics, USA.

Mr Roongta headed a ‘Panel of Experts on the Reforms in the Central PSEs’, constituted by the Planning Commission. He has also been a member of the Committee formed by the Ministry of Corporate Affairs, to formulate a policy document on corporate governance.

He is associated with several academic institutions, and has been the Chairman, Board of Governors, IIT Bhubaneswar (2012-2015) and is a member of Board of Management, J.K. Lakshmipat University. He is also associated with apex chambers, being a member of National Executive Committee of Federation of Indian Chambers of Commerce and Industry (FICCI) and is also a Member of NEC of PHD Chamber of Commerce and Industry.

Mr Roongta is a recipient of several awards and accolades including SCOPE Award for Excellence and Outstanding Contribution to the Public Sector Management – Individual Category and IIM-JRD Tata award for Excellence in corporate leadership in Metallurgical Industries-2016.

Mr Roongta is the Chairman of the Compliance Committee and a Member on the Audit Committee, and the Risk Management Committee of the Board.

Expertise in specific functional areas	General management and expert knowledge in mines and metallurgy industries
List of Directorships held in other companies (excluding foreign, private and Section 8 Companies)	1. Hero Steels Limited, Independent Director; 2. Talwandi Sabo Power Limited, Non-Executive Director; 3. Jubilant Pharmova Limited (formerly Jubilant Life Sciences Limited); Independent Director; 4. Bharat Aluminium Co. Limited, Non-Executive Chairman; 5. Great Eastern Energy Corporation Limited, Independent Director; 6. JK Paper Limited, Non-Executive Director; 7. Edelweiss Asset Reconstruction Company Limited, Independent Director;* 8. Titagarh Wagons Limited, Additional Director*

* The change in Directorship of the Director has taken place post December 31, 2020 but before the date of this Report, i.e. February 11, 2021.

Mr Vijay Kumar Sharma
(DIN: 02449088)
(Non-Executive and Non-Independent Director up to July 20, 2020)

Mr Sharma was the Chairman of Life Insurance Corporation of India (‘LIC’) until he attained superannuation from the corporation with effect from January 1, 2019. LIC has confirmed that Mr Sharma continues to be their representative on the Company’s Board after his superannuation.

Prior to his taking over as LIC’s Chairman on December 16, 2016, he has served as Chairman (in-charge) from September 16, 2016 and Managing Director, LIC from November 1, 2013. From December 2010 to November 2013, he has served as MD & CEO, LIC Housing Finance Limited (‘LICHFL’), a premiere housing finance company in the country.

Mr Sharma is a post-graduate from the Patna University. He joined LIC as Direct Recruit Officer in 1981 and grew up with the corporation since then. He held various challenging assignments in different parts of India and in all operational streams, including overall responsibility at different levels.

He held various challenging assignments pan India which has significantly enriched his experience and honed his insight in India’s demographics, socio-economic needs of different regions and multi-cultural challenges in the implementation of the Company’s objectives.

As MD & CEO of LICHFL, he stabilised its operations under the most challenging circumstances of negative media glare, intense scrutiny by regulators and turned it around to be the best Housing Finance Company in 2011.

He utilises negotiation skills gained over thirty eight (38) years of extensive experience in insurance and financial sectors and strongly connects to the grassroots, believes in bottom-up approach and has the ability to see the big picture and translate it to reality.

He is an inspiring leader, paving the way for the organisation to surge ahead in all segments of performance. Mr Sharma was Chairman, Board of Directors of LICHFL, LIC (International) Bahrain B.S.C. (C), Life Insurance Corporation Singapore Pte Ltd and other companies. He was also the Director on Board of Kenindia Assurance Co Ltd.

Mr Sharma in his role as Director of the Company, till July 20, 2020 held membership in Risk Management Committee and CSR & Sustainability Committee of the Board.

Expertise in specific functional areas	Business Strategy, Product Development & Branding, Risk Mitigation and Compliance
List of Directorships held in other companies (excluding foreign, private and Section 8 Companies) *	1. Tata Steel Limited, Non-Executive Director; 2. Mahindra & Mahindra Limited, Non-Executive Director

*Details as on July 20, 2020

Ms Falguni Nayar
(DIN: 00003633)
(Non-Executive and Independent Director)

Ms Nayar is a graduate from the Sydenham College of Commerce & Economics and a post-graduate from the Indian Institute of Management, Ahmedabad.

She has a rich experience of over three (3) decades. Ms Nayar commenced her career as a Manager and Consultant at A F Ferguson & Company. In 1993, she joined Kotak Mahindra Group to lead the M&A and Project Advisory initiatives. She held senior positions in various capacities and was the Managing Director of Kotak investment banking from 2006 to 2012. She is the Founder and CEO of Nykaa, a beauty & lifestyle omnichannel retailer, which she founded in 2012.

Ms Nayar has been part of the ‘Most Powerful Women in Indian Business’ by Business Today, ‘Top 50 Most Powerful

Women’ by Fortune India and ‘Asia’s Power Businesswomen’ by Forbes Asia lists. She has been awarded the ‘Beauty Gamechanger’ title by Vogue India, the ‘Woman Ahead’ award at The Economic Times Start-Up Awards and the ‘Businesswoman of the Year’ at the ET Corporate Excellence Awards. Ms Nayar won the ‘EY Start-Up of the Year’ award at the EY Entrepreneur of the Year awards.

Ms Nayar is the Chairperson of the Risk Management Committee and a Member of the CSR & Sustainability Committee of the Board.

Expertise in specific functional areas	Financial Services, Retail, E-commerce
List of Directorships held in other companies (excluding foreign, private and Section 8 Companies)	1. Dabur India Limited, Independent Director; 2. Tata Technologies Limited, Independent Director; 3. Kotak Securities Limited, Independent Director; 4. Endurance Technologies Limited, Independent Director*

* Ceased to be a Director w.e.f. February 9, 2021

Mr Christof Hassig
(DIN: 01680305)
(Non-Executive and Non-Independent Director - up to February 20, 2020)

Mr Hassig heads the Corporate Strategy and Mergers & Acquisitions function in LH, reporting directly to the CEO.

Before joining the Holcim Limited (now LafargeHolcim) in 1999, Mr Hassig worked for twenty five (25) years at UBS in different functions, including as Global Relationship Manager and Investment Banker for multinational corporations in Switzerland and other countries.

In his earlier role at Holcim, he was reporting directly to the Chief Financial Officer with many direct links to all other Executive Directors including CEO. For the preceding sixteen (16) years, he has built and led the department of Corporate Financing and Treasury. This function spans the geographic regions and includes a matrix organisation with the finance department of the operating companies in various countries.

In December 2012, he took over additional responsibilities as head of the newly created Mergers & Acquisitions function on Group level.

He started his career with a three (3) year apprenticeship in banking followed by a Master’s degree in Banking and Advanced Management Programme at Harvard Business School in 2006.

Mr Hassig in his role as Director of the Company, till February 20, 2020, held membership in the Stakeholders’

Relationship Committee and CSR & Sustainability Committee of the Board.

Expertise in specific functional areas	Corporate Finance & Treasury, Mergers and Acquisitions
List of Directorships held in other companies (excluding foreign, private and Section 8 Companies) *	Ambuja Cements Limited, Non-Executive Director

* Details as on February 20, 2020

Mr D. Sundaram
(DIN: 00016304)
(Non-Executive and Independent Director)

Mr Sundaram’s experience spans corporate finance, business performance, monitoring operations, governance, mergers & acquisitions, talent/people management and strategy.

Mr Sundaram joined Hindustan Unilever Limited (‘HUL’), the Indian listed subsidiary of Unilever PLC, as a Management Trainee in June 1975 and served in various capacities including six (6) years in Unilever, London as Commercial Officer: Africa and the Middle East (1990-1993) and as Sr. V.P. for South Asia and Middle East (1996-1999). He was the Chief Financial Officer (‘CFO’) of HUL from April 1999 to March 2008 and as the Vice Chairman and CFO from April 2008 to July 2009.

He is a two-time winner of the prestigious, ‘CFO of the Year for FMCG Sector’ award by CNBC TV18 (2006 and 2008). He was awarded as the ‘Best Independent Director in 2019’ by Asian Centre for Corporate Governance and Sustainability in December 2020.

Mr Sundaram is now the Non-Executive Vice Chairman and Managing Director of TVS Capital Funds Pvt Ltd, a growth capital Private Equity Fund (TVS Shriram Growth Fund). He is a post-graduate in Management Studies (MMS) from Chennai, Fellow of the Institute of Cost Accountants, and has done the Harvard Business School’s Advanced Management Programme (AMP).

Mr Sundaram is the Chairman of the Audit Committee and a member of the Compliance Committee of the Board.

Expertise in specific functional areas	Corporate Finance, Business Performance, Mergers & Acquisitions, Talent/People Management and Strategy
List of Directorships held in other companies (excluding foreign, private and Section 8 Companies)	1. Infosys Limited, Independent Director; 2. GlaxoSmithKline Pharmaceuticals Limited, Independent Director; 3. Crompton Greaves Consumer Electricals Limited, Independent Director; 4. SBI General Insurance Company Limited, Independent Director

Mr Vinayak Chatterjee
(DIN: 00008933)
(Non-Executive and Independent Director)

Born in 1959, Mr. Chatterjee graduated in Economics (Hons) from St. Stephen’s College, Delhi University (1976-1979) and did his MBA from the Indian Institute of Management, Ahmedabad (1979-1981). He co-founded Feedback Infra in 1990 which is India’s leading provider of professional and technical services in the infrastructure sector. These services include Advisory, Planning & Engineering, Project Management and Operations & Maintenance.

Mr Chatterjee has often been called upon to play a strategic advisory role to leading domestic and international corporates, the Government of India, various Ministries dealing with infrastructure, as well as multilateral and bilateral institutions in the areas of infrastructure planning and implementation. He is one of the leading proponents of the Public-Private Partnership (‘PPP’) model for developing India’s infrastructure.

He is currently the Chairman of the Confederation of Indian Industry’s (‘CII’) “Infrastructure Council”; and has chaired various Infrastructure and related Committees at the national level of CII since 2001.

In 1998, the World Economic Forum at Davos selected him as one of the 100 Global Leaders of Tomorrow. In 2011, the Indian Institute of Management, Ahmedabad conferred on him the “Distinguished Alumnus Award”.

He is also on the Board of Directors of Apollo Hospitals Enterprises Limited; and is a member of the Advisory Board of JCB India, and on Board of Governors of the National Rail and Transportation University; and he is the Chairman of the Board of Governors of Indian Institute of Technology, Dharwad (Karnataka).

He is a well-read columnist and writes a monthly column on infrastructure for Business Standard called ‘INFRATALK’. He has authored a book titled “Getting it Right – India’s Unfolding Infrastructure Agenda” published in 2011.

Mr Chatterjee is a Member of the Audit Committee and Nomination & Remuneration Committee of the Board.

Expertise in Specific Functional Areas	Infrastructure Planning and Implementation. One of the leading proponents of public-private partnerships model for developing India’s infrastructure
List of Directorships held in other companies (excluding foreign, private and Section 8 Companies)	1. Feedback Energy Distribution Company Limited, Chairman; 2. Apollo Hospitals and Enterprises Limited, Independent Director; 3. Indraprastha Medical Corporation Limited, Independent Director

Mr Sunil Mehta
(DIN: 00065343)
(Non-Executive and Independent Director)

Mr Sunil Mehta has over thirty-seven (37) years of proven leadership experience in Banking, Financial Services, Insurance and Investments with leading global and domestic financial institutions namely Citibank, AIG, SBI, PNB and YES Bank amongst others. In 2013, he left AIG where he was the Country Head & CEO for AIG India since 2000. Subsequently, he started SPM Capital Advisers Pvt Ltd., Mr Mehta is the Chairman and Managing Director of SPM Capital Advisers Pvt Ltd, a leading boutique business advisory and consulting firm in India.

As Country Head & CEO for AIG in India, Mr Mehta was responsible for all AIG businesses in India covering Insurance, Financial Services, Real Estate and Investments amongst other businesses. He set up AIG’s insurance JVs with Tatas and was also responsible for expanding AIG’s presence across ten (10) businesses in India which included Life & Non-life Insurance, Private Equity, Asset Management, Real Estate, Home Finance, Consumer Finance, Software Development, Mortgage Guaranty and Aircraft Leasing. He was on the Board of all AIG Companies in India and on the Board of IDFC Ltd for several years.

Prior to joining AIG, Mr Mehta worked with Citibank for over eighteen (18) years where he held various senior positions covering operations, sales & risk process re-engineering, risk management, public sector business and corporate banking. His last assignment was Corporate Bank Head for Citibank India and Senior Credit Officer.

Mr Mehta has been appointed as the Non-Executive Chairman of YES Bank Limited by a Government of India Notification dated March 13, 2020. Mr Mehta was Non-Executive Chairman of Punjab National Bank from March 2017 till February 2020. He was an Independent Director on the Board of State Bank of India from June 2014 to March 2017. Presently, he is also a Board Member of Sashakt India Asset Management Ltd, Welmo Fintech Pvt Ltd and Bodytronix Fitness Pvt Ltd. Mr Mehta was on the Board of IL&FS group companies and a start-up digital Non-Life Insurance Company – Acko General Insurance Ltd.

In addition, he is a Senior Advisor to notable international/ domestic corporations amongst his other business responsibilities at SPM Capital Advisers Pvt Ltd

Mr Mehta was asked to Chair the Committee on Resolution of Stressed Assets by the Honorable Finance Minister of India. Other Members of the Committee included the Chairman of State Bank of India, Managing Director of Bank of Baroda and Deputy Managing Director of SBI. The Committee presented the Sashakt Report on Resolution of Stressed Assets to the Finance Minister on July 2, 2018. The report is under implementation and made significant progress with adoption of the Inter Creditor Agreement (ICA) by the Regulator and all major Banks/NBFC’s in addition to other recommendations.

Mr Mehta is closely engaged with various Think Tanks and Chambers of Commerce. He is the founding Board Member of the Asia Society India Centre and a Past Chairman of American Chamber of Commerce (AMCHAM India). He is currently on the India Advisory Board of US India Strategic Partnership Forum (USISPF).

Mr Mehta has strong interests in building sustainable communities and is the immediate Past Chairman of Action for Ability Development and Inclusion (Formerly The Spastics Society of North India). He is actively engaged with The United Way and on the Boards of United Way India and Mumbai. He was the Chairman of both these organisations and also a member of the Global Transition Board of United Way Worldwide.

Mr Mehta is a graduate from Shri Ram College of Commerce, Delhi University. He is a Fellow Member of the Institute of Chartered Accountants of India and an Alumni of the Wharton School of Management, University of Pennsylvania, USA.

Mr Mehta is a Chairman of the Stakeholders’ Relationship Committee and a Member on the Audit Committee of the Board.

Expertise in specific functional areas	Rich and varied experience of over three decades in banking, financial services, insurance and investments
List of Directorships held in other companies (excluding foreign, private and Section 8 Companies)	1. Yes Bank Limited, Non-Executive Chairman; 2. Sashakt India Asset Management Limited, Non-Executive Director

Mr Sridhar Balakrishnan
(DIN: 08699523)
[Appointed as a Director w.e.f. February 20, 2020 and as MD & CEO w.e.f. February 21, 2020 (Executive Director)]

Mr Sridhar Balakrishnan is the MD & CEO of ACC Limited.

Mr Balakrishnan is a member of Company’s senior leadership group and has a consistent track record of outstanding accomplishments in situations representing increasing level of challenges, complexities and uncertainties through innovative solutions and his result-oriented approach.

Mr Balakrishnan has a diverse experience of working across the construction products industry, media and FMCG at the leadership level, viz. ACC, STAR & Marico. He has spent the majority of his career in the FMCG industry in different roles handling sales, business finance and supply chain for India to managing P&L across international geographies. In his previous roles, Mr Balakrishnan had an opportunity to drive innovation led growth, turnaround unprofitable units and has built new engines of growth across multiple geographies.

During his tenure as Chief Commercial Officer of the Company, he has been instrumental in the Company’s expansion, distribution growth, market share amongst other aspects. Mr Balakrishnan in his current role was responsible for driving revenue growth and profitability for the organisation. His key deliverables included developing the commercial strategy, ensuring an optimum and profitable product portfolio and building the right sales organisation to drive business.

Mr Balakrishnan has more than two (2) decades of experience in consumer business that has benefited the Company, as the Company is transforming from a cement manufacturing business to a total building materials Company with innovative technology – technology based products and solutions. Mr Balakrishnan’s extensive leadership experience and expertise across markets make him a strong asset to the future growth strategy of the Company.

Presently, Mr Balakrishnan is also on the Board of Bulk Cement Corporation (India) Limited and OneIndia BSC Private Limited.

Mr Balakrishnan is an Engineering graduate with B Tech (Electronics) degree from the Institute of Technology (Banaras Hindu University), Varanasi, and has a post graduate diploma in Business Management from XLRI, Jamshedpur.

Mr Balakrishnan is not in any way related to the Chairman or any other Member of the Board.

Mr Balakrishnan is a Member of the Stakeholders’ Relationship Committee, Risk Management Committee, CSR & Sustainability Committee and Compliance Committee of the Board w.e.f. February 21, 2020.

Expertise in Specific Functional Areas	Sales, Business Finance and supply chain for India to managing P&L across international geographies
List of Directorships held in other companies (excluding foreign, private and Section 8 Companies)	Bulk Cement Corporation (India) Limited, Additional Director

Mr M. R. Kumar
(DIN: 03628755)
(Non-Executive and Non-Independent Director)
[Appointed as an Additional Director w.e.f. October 19, 2020]

Mr M. R. Kumar, took charge as Chairman, LIC of India on March 14, 2019. He joined LIC of India in 1983 as a Direct Recruit Officer. In a career spanning more than three and a half (3.5) decades, he has had the unique privilege of heading three (3) Zones of LIC of India , viz. Southern Zone,

North Central Zone and Northern Zone, head quartered at Chennai, Kanpur and Delhi, respectively. His rich experience working pan India, in different Zones and in different streams of insurance management has given him a deep insight into the demographics and insurance potential of the country.

Mr Kumar also Chairs the Boards of domestic and international subsidiaries of LIC of India viz. LIC Housing Finance Ltd, LIC Mutual Fund AMC, LIC Pension Fund Ltd, LIC Credit Card Services Ltd, IDBI Bank Ltd as well as the Joint ventures on foreign soil viz. LIC (International) B.S.C.(c), Bahrain, LIC Lanka Ltd, LIC Nepal Ltd and LIC Singapore Pte Ltd.

Mr Kumar is also a Director on the Board of the Kenindia Assurance Ltd, which is a Life and Non-life Insurance Company, based in Kenya.

Expertise in specific functional areas	Insurance, Marketing, Human Resource & Pensions
List of Directorships held in other companies (excluding foreign, private and Section 8 Companies)	1. LIC Housing Finance Ltd, Nominee Director 2. LIC Cards Services Limited, Director 3. LIC Pension Fund Limited, Nominee Director 4. LIC Mutual Fund Asset Management Limited, Nominee Director 5. IDBI Bank Ltd, Non-Executive Non-whole time Chairman

The Board believes that the above-mentioned skills/ competencies/ expertise are required for the business of the Company and Directors of the Company possess these skills/ competencies/ expertise, which helps the Company to function effectively.

Directorships and Memberships of Committees
The total number of Directorship(s) held by the Directors and the status of memberships/Chairmanships on Committees held by them is given in the following table. All the Directors are compliant with the provisions of the Act and SEBI Listing Regulations. None of the Directors are interested *inter-se*.

Name of the Director	Category	Initial date of appointment			*Number of Directorship(s) held in Indian public listed companies (including ACC)	**Committee(s) position (including ACC)	
						Member	Chairman
Mr N. S. Sekhsaria (Chairman)	Non-Executive/ Non-Independent	27.12.1999	3	1.	ACC Limited;	0	0
				2.	Ambuja Cements Limited;		
				3.	Everest Industries Limited		
Mr Jan Jenisch (Deputy Chairman)	Non-Executive/ Non-Independent	17.10.2017	2	1.	ACC Limited;	0	0
				2.	Ambuja Cements Limited		
Mr Neeraj Akhoury	(MD & CEO)/ Executive (Ceased as MD & CEO on February 20, 2020)	16.12.2016	1	1.	ACC Limited	1	0
	Non-Executive/ Non-Independent (appointed as a Director w.e.f. February 21, 2020)	21.02.2020	2	1.	ACC Limited;	1***	0
				2.	Ambuja Cements Limited		
Mr Martin Kriegner	Non-Executive/ Non-Independent	11.02.2016	2	1.	ACC Limited;	2	0
				2.	Ambuja Cements Limited		
Mr Shailesh Haribhakti	Non-Executive/ Independent	17.02.2006	7	1.	ACC Limited;	10	5
				2.	Ambuja Cements Limited;		
				3.	Torrent Pharmaceuticals Limited;		
				4.	L&T Finance Holdings Limited;		
				5.	Blue Star Limited;		
				6.	Future Lifestyle Fashion Limited;		
				7.	Bajaj Electricals Limited		
Ms Falguni Nayar	Non-Executive/ Independent	24.04.2014	3	1.	ACC Limited;	2	1
				2.	Dabur India Limited;		
				3.	Endurance Technologies Limited		
Mr Sushil Kumar Roongta	Non-Executive/ Independent	03.02.2011	4	1.	ACC Limited;	3	1
				2.	JK Paper Limited;		
				3.	Jubilant Pharmova Limited (formerly Jubilant Life Sciences Limited);		
				4.	Titagarh Wagons Limited		
Mr D. Sundaram	Non-Executive/ Independent	22.03.2019	4	1.	ACC Limited;	6	4
				2.	Infosys Limited;		
				3.	Crompton Greaves Consumer Electricals Limited;		
				4.	GlaxosmithKline Pharmaceuticals Limited		
Mr Vinayak Chatterjee	Non-Executive/ Independent	22.03.2019	3	1.	ACC Limited;	1	0
				2.	Apollo Hospitals Enterprise Limited;		
				3.	Indraprastha Medical Corporation Limited		
Mr Sunil Mehta	Non-Executive/ Independent	22.03.2019	2	1.	ACC Limited;	2	1
				2.	Yes Bank		
Mr Sridhar Balakrishnan	Executive Director	20.02.2020	0	NIL		0	0
	MD & CEO/Executive	21.02.2020	1	1.	ACC Limited;	1	0

Name of the Director	Category	Initial date of appointment		*Number of Directorship(s) held in Indian public listed companies (including ACC)	**Committee(s) position (including ACC)	
					Member	Chairman
Mr M. R. Kumar	Non-Executive/ Non-Independent	19.10.2020	3	1. ACC Limited; 2. LIC Housing Finance Ltd; 3. IDBI Bank Ltd	0	0
Mr Vijay Kumar Sharma@	Non-Executive/ Non-Independent (Ceased to be Director w.e.f. July 20, 2020)	06.02.2014	3	1. ACC Limited; 2. Tata Steel Limited; 3. Mahindra & Mahindra Limited	1	1
Mr Christof Hassig#	Non-Executive/ Non-Independent (Ceased to be Director w.e.f. February 20, 2020)	09.12.2015	2	1. ACC Limited; 2. Ambuja Cements Limited	1	0

* excludes Directorships held in Private Limited Companies, Foreign Companies and Section 8 Companies

** committees considered are Audit Committee & Stakeholders' Relationship Committee

None of the Directors hold Chairmanship/Committee memberships across companies with which they are associated as Directors beyond the threshold stipulated in the Listing Regulations.

*** Mr Akhoury has been appointed as a Member of Stakeholders Relationship Committee w.e.f. February 21, 2020.

@ Details as on July 20, 2020

Details as on February 20, 2020

Board diversity

ACC has over the years been fortunate to have eminent persons from diverse fields to serve as Directors on its Board.

Pursuant to the SEBI Listing Regulations, the Nomination & Remuneration Committee of the Board has formalised a policy on Board Diversity to ensure diversity of the Board in terms of experience, knowledge, perspective, background, gender, age and culture. The Policy on diversity is available on the Company’s website and can be accessed on web link at www.acclimited.com/assets/new/new_pdf/Policyondiversityoftheboard.pdf

Directors and Officers Insurance (‘D&O’)

In line with the requirements of Regulation 25(10) of the SEBI Listing Regulations, the Company has taken D&O for all its Directors and members of the Senior Management for such quantum and for such risks as determined by the Board of Directors.

Independent Directors

Independent Directors play a significant role in the governance processes of the Board. By virtue of their varied expertise and experience, they enrich the Board’s decision-making and prevent possible conflicts of interest that may emerge in such decision-making.

The appointment of Independent Directors is carried out in a structured manner in accordance with the provisions of the Act and the SEBI Listing Regulations. The Nomination & Remuneration Committee identifies candidates based on certain laid down criteria and takes into consideration the need for diversity of the Board and accordingly makes its recommendations to the Board.

Mr Haribhakti and Mr Roongta were re-appointed by the Members for a second term of five (5) years with effect from July 24, 2019 whilst Ms Nayar has been re-appointed for a second term with effect from April 24, 2019 for a period of five (5) consecutive years.

Mr D. Sundaram, Mr Vinayak Chatterjee and Mr Sunil Mehta have been appointed by the members as Independent Directors for the first term at the Annual General Meeting held on March 22, 2019 for a period of five (5) consecutive years.

None of the Independent Directors serve as Independent Directors in more than seven (7) listed companies in line with the requirements of the SEBI Listing Regulations. The said Independent Directors have also confirmed that they meet the criteria of independence as laid down under the Act and the SEBI Listing Regulations.

Confirmation as regards to independence of Independent Directors have been duly obtained from them and taken on record.

In the opinion of the Board, all the Independent Directors fulfil the criteria relating to their independence as specified in the SEBI Listing Regulations and the Act and are independent of the Management.

Meeting of Independent Directors

During the year under review, the Independent Directors met on December 9, 2020, *inter alia* to discuss:

- evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole;
- evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors;
- evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties; and
- other related matters.

The Independent Directors have expressed satisfaction at the robustness of the evaluation process, the Board’s freedom to express its views on matters transacted at the meetings and the openness and transparency with which the Management discusses various subject matters specified on the agenda of meetings. The consolidated Evaluation Report of the Board, based on inputs received from the Directors was discussed at the meeting of the Board held on December 23, 2020 and the action areas identified in the process are being implemented to ensure a better interface at the Board/Management level.

All the Independent Directors except Mr Vinayak Chatterjee were present at the meeting of Independent Directors.

Induction programme for new Directors and on-going familiarisation programme for existing Independent and Non-Independent Directors

A formal induction programme for new Directors and an on-going familiarisation process with respect to the business/working of the Company, the Company’s business model for all Directors is a major contributor to familiarise the Directors with the dynamics of the cement industry to facilitate their engagement in meaningful deliberations and in taking informed decisions.

While inducting a Director on the Board, a formal letter of appointment is issued to such Director which, *inter alia*, explains the role, functions, duties and responsibilities of the Director and the Board’s expectations from him/her. The requirement of obtaining declarations from a Director – under

the Act, SEBI Listing Regulations and other relevant regulations are also explained in detail to the Directors and necessary affirmations received from them in respect thereto.

By way of an introduction to the Company, the Director are presented with a book on the rich legacy of the Company, which traces its history of over eight (8) decades of its existence, past Annual Reports, the Sustainable Development Reports, brochures on the CSR activities pursued by the Company which, *inter alia*, discusses topics on various types of cement and their applications and ACC Parivar, the Company’s house magazine.

A presentation is also shared with the newly appointed Director, which provides an overarching perspective of the cement industry, organisational set up of the Company and governance model, the functioning of various divisions/ departments, the Company’s market share and the markets in which it operates, brand equity, internal control processes and other relevant information pertaining to the Company’s business.

The above initiatives help the Director to understand the Company, its business and the regulatory framework in which the Company operates and equips him/her to effectively fulfil his/her role. In addition, Board Members are regularly informed about significant developments in the cement industry, regulatory changes and other developments, which impact the Company.

Directors are also encouraged to visit the Company’s plants to have a better insight of the manufacturing processes, facilities and the social environment in which the Company functions. Further, as an on-going process, the Board is updated on a regular basis through presentations and discussions on the overall economic trends, the legal and regulatory framework and amendments thereto, the performance of the Company and that of the cement industry, analysis of the circumstances which have helped or adversely impacted the Company’s performance with its peers in the industry based on the information as available in the public domain and the initiatives taken/proposed to be taken to bring about an overall improvement in the performance of the Company, marketing strategy, business risks, mitigation plans and so on. From time to time, the Company also organises the CSR & Sustainability Committee Meetings at plant locations to provide a first-hand insight on the CSR & Sustainability activities being carried out by the Company.

The Director’s Conclave is an initiative ACC rolled out in 2018, basis the recommendation of the Company’s Independent Directors and under the aegis of its Chairman. This initiative includes inviting eminent personalities from various disciplines to share insights with the Board and

the Management. It started with Dr. Nandan Nilekani (Non-Executive Chairman, Infosys) sharing his thoughts on digital technology impact, in 2018. In 2019, Mr Navroz Dubash, a well-renowned Environmentalist, was invited, who gave his valuable and relevant perspective on the influence of climate change and global warming to the Company's leadership. In 2020, the Company has organised a session with M/s Bain & Company through video-conferencing on COVID-19 Perspectives & Imperatives *inter alia* covering Global Outlook and Imperatives for Board Members, India Macro Outlook, 'Act Now' & 'Plan Now', India Cement sector outlook and key takeaways.

Details of the programme for familiarisation of Independent Directors with the working of the Company are available on the website of the Company and can be accessed through the weblink <https://www.acclimited.com/assets/new/pdf/CG/Familiarization-programme-for-independent-and-non-executive-directors.pdf>

Performance evaluation of the Board and individual Directors

Pursuant to the provisions of the Act, and the SEBI Listing Regulations, the Board has carried out the annual evaluation of its own performance, as well as the working of its Audit, Nomination & Remuneration, Compliance and Risk Management Committees. A structured questionnaire was prepared after taking into consideration, inputs received from the Directors, which covered aspects of the Board's functioning such as adequacy of the composition of the Board and its committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of Individual Directors. The Chairman of the Board of Directors interacted with all the Directors individually to get an overview of the functioning of the Board/Committees, *inter alia*, on the following broad criteria i.e. attendance and level of participation at meetings of the Board/Committees, independence of judgement exercised by Independent Directors, interpersonal relationship and so on.

Based on the inputs received from the Directors, an action plan is being drawn up in consultation with the Directors to encourage their greater engagement with the Company.

Remuneration of Directors

The policy for payment of remuneration to Directors, Key Managerial Personnel and members of the Management

Executive Committee is set out on the website of the Company and can be accessed through the weblink at [www.acclimited.com/assets/new/pdf/CG/Policy remuneration_selection_for_appointment.pdf](http://www.acclimited.com/assets/new/pdf/CG/Policy_remuneration_selection_for_appointment.pdf)

Terms of remuneration of Mr Neeraj Akhoury, MD & CEO (ceased to be MD & CEO w.e.f. February 20, 2020)

The terms and conditions of appointment and the remuneration payable to Mr Neeraj Akhoury, MD & CEO, were approved by the members of the Company at the Annual General Meeting held on March 29, 2017 and can be accessed through weblink at <https://www.acclimited.com/newsite/annualreport2017/Neeraj-Akhoury-Agreement-signed.pdf>

Terms & Remuneration of Mr Sridhar Balakrishnan, Managing Director & Chief Executive Officer (MD & CEO) (Appointed as Director w.e.f. February 20, 2020 and as MD & CEO w.e.f. February 21, 2020)

Mr Balakrishnan was appointed by the Board of Directors as MD & CEO w.e.f. February 21, 2020 for the period of five (5) years on the following terms and conditions and with an annual increment of up to maximum of 20% for every year thereafter during the currency of term of five (5) years of MD & CEO and the same was approved by the Members at the 84th Annual General Meeting of the Company held on July 6, 2020.

1. Remuneration

- (a) **Basic Salary**
₹1,01,19,561 per annum in grade of ₹1,00,00,000 – ₹2,12,00,000.

Annual increment will be effective from April 1 each year and will be decided by the Board each year on the basis of recommendation of Nomination & Remuneration Committee of the Board. The increment as and when approved by the Board shall be merit based and will take into account the performance of MD & CEO as well as that of the Company. The first such annual increment will be granted on April 1, 2021 on the Remuneration i.e. Basic salary and Allowances as mentioned.

Allowances & Perquisite

Allowances & Perquisites of ₹1,51,79,341 per annum in range of ₹1,50,00,000 – ₹3,77,00,000.

The Company follows the flexible allowance structure for all its employees that enable its employees to decide on the salary components other than the basic salary within the remuneration of the employee concerned.

In line with this structure, Mr Balakrishnan will be entitled to ₹15,179,341 of allowance per annum which can be distributed in House Rent Allowance (HRA), Leave Travel Allowance (LTA), Medical, Special allowance etc. at his discretion as per the flexi pay policy of the Company. Mr Balakrishnan can opt for contribution to Superannuation or NPS scheme up to the limit as prescribed by such contribution, if any, shall be deducted by the Company from the allowances stated above.

In addition to the above, Mr Balakrishnan would be paid/entitled for the following perquisites:

- (i) **Club Membership**
Membership of one club, the admission and annual membership fee whereof shall be borne by the Company.
- (ii) **Personal Accident Insurance**
Group Personal Accident Insurance Policy as per the rules of the Company.
- (iii) **Leave**
The MD & CEO shall be entitled for leave with full pay or encashment thereof, as per the rules of the Company.
- (iv) **Provident Fund**
Company's contribution to provident fund not exceeding 12% (twelve percent) of the basic salary as per the rules of the Company.
- (v) **Gratuity**
Gratuity at the rate of half month's basic salary for each year of completed service as per the rules of the Company. The service tenure of Mr Balakrishnan with the Company as Chief Commercial Officer shall be recognised and considered for the purpose of gratuity as payable under the Payment of Gratuity Act, 1972.
- (vi) **Other Perquisites**
As may be decided by the Board of Directors on the recommendation of the Nomination & Remuneration Committee, subject to the overall ceiling on managerial remuneration.

Explanation:
Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in absence of

any such rule, perquisites shall be evaluated at actual cost.

- (b) **Performance Incentive**
Such remuneration by way of performance incentive payment up to an amount equivalent to a maximum of 100% (one hundred percent) of the basic salary and allowances stated above, in a particular financial year based on the performance of the MD & CEO against set goals and the Company meeting the target performance for the financial year. The performance incentive will be determined by the Board of Directors of the Company at the end of each financial year on the recommendation of the Nomination & Remuneration Committee, subject to the overall ceilings stipulated under Sections 197, 198 and other applicable provisions of the Companies Act, 2013 read with rules thereunder and Schedule V to the said Act or any modifications or re-enactment thereto for the time being in force.
- (c) **Long-Term Incentive Plan**
The MD & CEO is eligible to participate in the Long-Term incentive Plan of LafargeHolcim Limited (LH), the ultimate holding Company of ACC pursuant to which the MD & CEO will be granted such number of shares of LH (Performance Shares) from time to time as per the said incentive plan. The cost of such shares shall be borne by LafargeHolcim Ltd.
- (d) **Amenities**
 - (i) **Conveyance facilities**
The Company shall provide a suitable car for the MD & CEO for official and personal use. Repairs, maintenance and running expenses including driver's salary shall be borne/reimbursed by the Company.
 - (ii) **Telephone and other communication facilities**
The Company shall provide a mobile phone to the MD & CEO and shall also provide telephone, and other communication facilities at his residence. All the expenses incurred thereof shall be paid or reimbursed by the Company as per the rules of the Company.

- 2. **Overall remuneration**
The aggregate of salary, allowances, perquisites and performance incentive in any one financial year shall not exceed the limits prescribed under Sections 197, 198 and other applicable provisions of the Act read with rules thereunder and Schedule V to the said Act or any modifications or re-enactment for the time being in force.

3. Minimum Remuneration

In the event of loss or inadequacy of profits in any financial year during the currency of the tenure of service of the MD & CEO, the payment of salary, performance incentives, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Act as may be for the time being in force.

4. Income Tax

Income tax in respect of the above remuneration will be deducted at source as per applicable laws/rules.

5. Sitting Fees/Commission

MD & CEO shall not be paid any sitting fees and/or commission for attending the meetings of the Board or Committees thereof.

6. Out of Pocket Expenses in connection with Company’s work

MD & CEO shall be entitled to be paid/reimbursed by the Company all costs, charges and expenses including entertainment expenses as may be reasonably incurred by him on behalf of the Company subject to such ceiling as may be decided by the Board on the recommendation of the Nomination & Remuneration Committee.

Remuneration of Directors

The remuneration of the Board of Directors during the year is set out below. The remuneration paid to the Directors is in accordance with the provisions of the Act and has been duly approved by Members of the Company. None of the Directors of the Company have any pecuniary relationship with the Company. The remuneration paid to the Non-Executive Directors does not exceed the threshold specified in Regulation 17(6)(ca) of the SEBI Listing Regulations and no approval of the shareholders by Special Resolution was called for.

Name of the Director	(₹ in Lakh)			
	Salary	Commission	Sitting Fees	Total
Mr N. S. Sekhsaria, Chairman	-	50	6.70	56.70
Mr Jan Jenisch, Deputy Chairman	-	20	2.50	22.50
Mr Neeraj Akhoury, (Ceased to be MD & CEO w.e.f. February 20, 2020. Appointed as a Director w.e.f. February 21, 2020)#*	615.17	-	-	615.17
*Mr Martin Kriegner	-	-	-	-
Mr Shailesh Haribhakti	-	36	11.20	47.20
Mr Sushil Kumar Roongta	-	36	11.30	47.30
Mr Vijay Kumar Sharma (Ceased to be Director w.e.f. July 20, 2020)	-	11.04	3.10	14.14
Ms Falguni Nayar	-	20	6.40	26.40
Mr Christof Hassig (Ceased to be Director w.e.f. February 20, 2020)	-	2.79	0.80	3.59
Mr Damodarannair Sundaram	-	45	11.70	56.70
Mr Vinayak Chatterjee	-	36	12.00	48.00
Mr Sunil Mehta	-	36	11.70	47.70
Mr Sridhar Balakrishnan (Appointed as a Director w.e.f. February 20, 2020 and as MD & CEO w.e.f. February 21, 2020)@	332.45	-	-	332.45
Mr M. R. Kumar (Appointed as an Additional Director w.e.f. October 19, 2020)	-	4.04	0.50	4.54

* Mr Martin Kriegner and Mr Neeraj Akhoury have waived their right to receive Directors' commission and sitting fees
The remuneration of Mr Neeraj Akhoury includes the Performance Linked Incentive of ₹530.91 Lakh for the year 2019
@ The remuneration of Mr Sridhar Balakrishnan includes the Performance Linked Incentive of ₹88.37 Lakh for the year 2019.

MEETINGS

Board meetings held during the year

Dates on which the Board meetings were held in 2020	Total strength of the Board	Number of Directors present
February 7, 2020	12	10
February 20, 2020	12	12
April 10, 2020	12	11
April 21, 2020	12	12
May 12, 2020	12	12
July 20, 2020	12	12
August 18, 2020	11	10
August 27, 2020	11	9
September 15, 2020	11	10
October 19, 2020	11	10
November 5, 2020	12	11
December 23, 2020	12	9

The gap between any two (2) Board meetings did not exceed one hundred and twenty (120) days in line with the requirements of the Act and the SEBI Listing Regulations.

Attendance of Directors at Board meetings and Annual General Meeting

Name of the Director	Attendance at the Board meetings held on												Attendance at the AGM held on July 6, 2020
	February 7, 2020	February 20, 2020	April 10, 2020	April 21, 2020	May 12, 2020	July 20, 2020	August 18, 2020	August 27, 2020	September 15, 2020	October 19, 2020	November 5, 2020	December 23, 2020	
Mr N. S. Sekhsaria	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	LOA	LOA
Mr Jan Jenisch	✓	✓	LOA	✓	✓	✓	LOA	LOA	LOA	LOA	LOA	LOA	✓
Mr Neeraj Akhoury\$	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Mr Martin Kriegner	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Mr S. V. Haribhakti	✓	✓		✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Mr S. K. Roongta	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Mr V. K. Sharma (Ceased to be Director w.e.f. July 20, 2020)	LOA	✓	✓	✓	✓	✓	NA	NA	NA	NA	NA	NA	✓
Ms Falguni Nayar	✓	✓	✓	✓	✓	✓	✓	LOA	✓	✓	✓	✓	✓
Mr Christof Hassig (Ceased to be Director w.e.f. February 20, 2020)	LOA	✓	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Mr D. Sundaram	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Mr V. Chatterjee	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Mr S. Mehta	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Mr Sridhar Balakrishnan@	NA	NA	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Mr M. R. Kumar (Appointed as an Additional Director w.e.f. October 19, 2020)	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	✓	LOA	NA

LOA – Leave of Absence; NA – Not Applicable
\$ Mr Neeraj Akhoury ceased to be MD & CEO w.e.f. February 20, 2020 and appointed as a Non-Executive/ Non-Independent Director w.e.f. February 21, 2020
@ Mr Sridhar Balakrishnan was appointed as a Director w.e.f. February 20, 2020 and as MD & CEO w.e.f. February 21, 2020

The Act facilitates the participation of a Director in Board/ Committee Meetings through video conference or other audio-visual modes. Accordingly, the option to participate at the meetings through video conference is made available for the Directors except in respect of such items, which are not permitted to be transacted under the statute through the use of such facility unless the quorum through the physical presence of Directors is available at the meetings at which such items are transacted. Additionally, in terms of Rule 4 of The Companies (Meetings of Board and its Powers) Rules, 2014, for the period beginning from the commencement of the Companies (Meetings of Board and its Powers) Amendment Rules, 2020 and ending on the June 30, 2021, the meetings on matters referred to in sub-rule (1) of the said rule may be held through video conferencing or other audio-visual means in accordance with rule 3 of the said rule.

Duties and Functions of the Board

The Board of Directors’ primary responsibility is to foster the Company’s short and long-term success through sustainable continuance and progress of its business, and thereby create value for its stakeholders. To this end, the Board of Directors sets out the corporate culture, lays down high ethical standards of corporate behaviour and ensures transparency in its dealings.

The Board has the responsibility to oversee the conduct of the Company’s business and to supervise and support the Management, which is responsible for the day-to-day operations. It does this by providing strategic guidance, monitoring operational performance and ensures that robust policies and procedures are in place. The Board through its various committees, also reviews the identified risks and the mitigation measures undertaken/to be undertaken in respect thereof, ensures integrity in the Company’s accounting and financial reporting systems, adequacy of internal controls and compliance with all relevant laws and discharges its functions towards CSR. In particular, the Board reviews and approves quarterly/half-yearly, unaudited financial results and the audited annual financial statements (both consolidated and standalone), corporate strategies, business plans, annual budgets, sets corporate objectives and monitors their implementation and oversees major capital expenditure. It monitors overall operating performance, Health & Safety (H&S) performance and reviews such other items which require the Board’s attention. It directs and guides the activities of the Management towards achieving set goals and seeks accountability. The agenda for the Board meetings covers items as set out in the SEBI Listing Regulations to the extent these are relevant and applicable. All agenda items are supported by relevant information, documents

and presentations to enable the Board to take informed decisions. The agenda is sent out to the Directors within the period stipulated in the Secretarial Standards. The Board processes are also in consonance with the requirements of the Secretarial Standard-1 relating to the meetings of the Board and its Committees.

All the recommendations of the various committees of the Board have been accepted by the Board of Directors and none of the Directors are influenced by the Management.

COMMITTEES OF THE BOARD

The Company has over the years maintained the highest standards of corporate governance processes and has had the foresight to set up corporate governance practices much before their implementation was mandated through the introduction of regulatory requirements. For instance, the Board of Directors had constituted the Audit Committee in 1986. A Share Committee was constituted in 1962 to evaluate share-related matters of the Company and investor relations, which has transformed into the Stakeholders’ Relationship Committee. Likewise, a Compensation Committee was constituted in 1992. The Committee has subsequently been re-constituted as the Nomination & Remuneration Committee with wider terms of reference as per statutory requirements.

The constitution, terms of reference and the functioning of the existing committees of the Board is explained hereunder. Each committee demonstrates the highest levels of governance standards and has the requisite expertise to handle issues relevant to their fields. These committees spend considerable time and provide focused attention to various issues placed before them and the guidance provided by these committees lend immense value and support, enhancing the qualitateness of the decision-making process of the Board. The Board reviews the functioning of these committees from time to time.

The meetings of each of these committees are convened by the respective Chairpersons, who also apprise the Board about the summary of discussions held at their meetings. The minutes of the committee meetings are sent to all Directors individually for their approval/comments as per the prescribed Secretarial Standards-1 and after the minutes are duly approved, these are circulated to the Board of Directors and presented at the Board meetings.

AUDIT COMMITTEE

The Audit Committee acts as an interface between the Statutory and Internal Auditors, the Management and the Board of Directors. It assists the Board in fulfilling its responsibilities of monitoring financial reporting processes; reviewing the Company’s established

systems and processes for internal financial controls and governance; and reviews the Company’s statutory and internal audit processes. More than two-thirds (2/3rd) of the members of the committee, including the Chairman are Independent Directors. The committee is governed by a Charter, which is in line with the regulatory requirements mandated by the Act and the SEBI Listing Regulations. All the members of the committee have the ability to read and understand the financial statements. The Chairman of the committee possesses professional qualifications in the field of Finance and Accounting.

The functions of the committee *inter alia* include:

Financial reporting and related processes

- Oversight of the Company’s financial reporting process and the disclosure of financial information to ensure that the financial statement is correct, sufficient and credible.
- Reviewing with the Management (i) the quarterly unaudited financial results drawn up both on a standalone and consolidated basis and the Auditors’ Limited Review Reports thereon (ii) audited annual financial statements (standalone and consolidated) and Auditors’ Report thereon before submission to the Board for approval. This would *inter alia*, include reviewing changes in the accounting policies and practices and reasons for such changes, major accounting entries involving estimates based on the exercise of judgement by the Management.
- Review the Management Discussion & Analysis of the financial condition and results of the Company’s operations.
- Review of management internal control systems, improvements and weaknesses, if any, as observed by the Statutory Auditors.
- Review of the adequacy of the internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the person heading the Department, reporting structure, coverage and frequency of internal audit.
- Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Review with the Management, performance of Statutory and Internal Auditors, adequacy of the internal control.
- Discuss with Statutory Auditors, its judgement about the quality and appropriateness of the Company’s accounting principles with reference to relevant Accounting Standards and the relevant Rules under the Act as amended from time to time.

- Scrutiny and review of the investments and inter-corporate loans made by the Company to its subsidiary companies.

Internal financial controls and governance processes

- Review the adequacy and effectiveness of the Company’s Accounting system and internal financial controls.
- Review and discuss with the Management on the Company’s major financial risk exposures and steps taken by the Management to monitor and mitigate such risks.
- To oversee and review the functioning of the vigil mechanism (Whistle-Blower Policy) implemented in the Company as EthicalView Reporting Policy (EVR Policy) and to review the findings of investigations into cases of material nature, if any, and the actions taken in respect thereof. The scope of the vigil mechanism enables employees, Directors and other stakeholders to report on any cases of leakage of unpublished price sensitive information and consequent non-compliance with the SEBI (Prohibition of Insider Trading), Regulations, 2015 (‘Prohibition of Insider Trading Regulations’).
- To make the employees aware of the vigil mechanism to enable employees to report instances of leak of unpublished price sensitive information.
- Management letters/letters of internal control weaknesses, if any, issued by the Statutory Auditors.

Audit

- Review the scope of the Statutory Audit, the annual audit plan and the Internal Audit Plan with a view to ensure adequate coverage.
- Review and monitor the auditors’ independence and performance and effectiveness of the audit process.
- Discuss with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern.
- Review and discuss the significant audit findings from the statutory and internal audits carried out, the recommendations and Management’s responses thereto.
- Review and recommend to the Board the appointment/ re-appointment of the Statutory Auditors and Cost Auditors, remuneration payable to them, considering their independence and effectiveness, their replacement and removal, if necessary.
- Approve such additional services which are to be rendered by the Statutory Auditors except those enumerated in Section 144 of the Act, and payment for such services.
- Discussions with the Chief Internal Auditor on significant findings and follow-up thereon.

- Reviewing the Cost Audit Report submitted by the Cost Auditors.

Other functions

- To review the appointment, removal and terms of remuneration of the Chief Internal Auditor.
- To approve the appointment of the Chief Financial Officer after assessing the qualifications, experience, background and other such factors of the candidates.
- To grant prior approval to all related party transactions including any subsequent modifications thereto, grant of omnibus approvals for related party transactions which are repetitive in nature, are in the ordinary

- course of business and on an arms’ length pricing basis and to review and approve such transactions subject to the approval of the Board or shareholders, as the case may be.
- To review compliance with the provisions of the Prohibition of Insider Trading Regulations as amended from time to time and to verify that the systems for internal control for prohibition of Insider Trading are adequate and are operating effectively.
 - The scope and terms of reference of the Committee have been widened in line with the amendments made to the SEBI Listing Regulations.

The composition of the Audit Committee as on December 31, 2020 and details of the Member’s participation at the meetings of the Committee are as under:

Name of the Director	Category	Attendance at the Audit Committee meeting held on							
		February 7, 2020	April 21, 2020	June 12, 2020	July 20, 2020	October 19, 2020	November 25, 2020	December 8, 2020	
Mr D. Sundaram, Chairman	Non-Executive/Independent	✓	✓	✓	✓	✓	✓	✓	
Mr Martin Kriegner	Non-Executive/Non-Independent	✓	✓	Leave of Absence	✓	✓	✓	✓	
Mr S. K. Roongta	Non-Executive/Independent	✓	✓	✓	✓	✓	✓	✓	
Mr Vinayak Chatterjee	Non-Executive/Independent	✓	✓	✓	✓	✓	✓	✓	
Mr Sunil Mehta	Non-Executive/Independent	✓	✓	✓	✓	✓	✓	✓	

Mr D. Sundaram, Chairman of the Committee was present at the Annual General Meeting held on July 6, 2020.

All the members on the Audit Committee are financially literate and possess sound knowledge in finance and accounting practices. The representatives of the Statutory Auditors are permanent invitees to the Audit Committee meetings. They have attended all Audit Committee meetings held during the year at which the Financial Statements have been placed for review. The representative of the Cost Auditor is invited to attend the meeting of the Audit Committee at which the Cost Audit Report is presented for discussion. The MD & CEO, the Chief Financial Officer (‘CFO’), the Chief Internal Auditor and the Chief Manufacturing Officer attend the meetings of the Committee. The Chief Legal Officer & Company Secretary is the Secretary of the Committee.

During the year under review, the Audit Committee also held a separate one-to-one meeting with the Statutory Auditors and the Chief Internal Auditor to obtain their inputs on significant matters relating to their respective areas of audit without the presence of the MD & CEO, CFO and others representing the Management.

Performance review of the Audit Committee

The performance of the Audit Committee is assessed annually by the Board of Directors through a structured questionnaire which broadly covers composition of the Committee, frequency of meetings; engagement of the Members; the quality of discussions; overview of the financial reporting process; adequacy of internal control systems and overview of internal and external audits. The results of the assessment are presented to the Committee along with the action plan in the areas requiring improvement, if any, which are suitably addressed.

STAKEHOLDERS’ RELATIONSHIP COMMITTEE

The Stakeholders’ Relationship Committee comprises three (3) members of which two-thirds (2/3rd) of the members are Independent Directors. The Committee is governed by a Charter.

The terms of reference of the Committee are:

- to approve transfer/ transmission of shares/ debentures and such other securities, as may be issued by the Company from time to time;

- issue of duplicate share certificates for shares/ debentures and other securities reported lost, defaced or destroyed as per the laid down procedure;
- to issue new certificates against subdivision of shares, renewal, split or consolidation of share certificate/ certificates relating to other securities;
- to issue and allot right shares/bonus shares pursuant to a rights issue/bonus issue, subject to such approvals as may be required;
- to oversee, approve and monitor dematerialisation for shares/debentures, the implementation of ESOS scheme, if any, as and when implemented by the Company;
- to issue and allot debentures, bonds and other securities as approved by the Board of Directors and subject to such other approvals of the Regulators as may be required;
- to approve and monitor requests relating to dematerialisation of shares/ debentures/ other securities and all matters incidental or related thereto;
- to authorise the Chief Legal Officer & Company Secretary/other officers of the Share Department to attend to matters relating to:
 - transfer/transmission of shares, issue of duplicate share certificates for shares reported lost, defaced or destroyed, to issue new certificates against subdivision of shares, renewal, split or consolidation of share certificates;
 - non-receipt of annual reports, notices, non-receipt of declared dividend, change of address

- for correspondence and other such issues, and to monitor action taken thereon;
- to monitor Investor Relation activities of the Company and give guidance on the flow of information from the Company to the investors;
 - to monitor expeditious redressal of grievances of shareholders/security holders and all other matters incidental or related to issue of shares, debentures and other securities if any, of the Company;
 - to review reports relating to grievances of investors, shareholding pattern and other reports, which are to be submitted to the Stock Exchanges periodically in line with the requirements of the SEBI Listing Regulations;
 - review of measures taken for effective exercise of voting rights by shareholders;
 - reviewing the various measures and initiatives taken to reduce the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/ statutory notices by the shareholders of the Company;
 - review of adherence to the service standards adopted in respect of various services being rendered by the Registrar and Share Transfer Agent;
 - review of transfer of unpaid/ unclaimed dividend/ shares to the Investor Education and Protection Fund of the Government of India in line with the relevant Rules thereunder;
 - any other matters as may be assigned to the committee by the Board of Directors from time to time.

The composition of the Stakeholders’ Relationship Committee as on December 31, 2020 and details of the Members participation at the meetings of the Committee are as under:

Name of the Director	Category	Attendance at the Stakeholders’ Relationship Committee meeting held on		
		February 6, 2020	July 17, 2020	October 16, 2020
Mr Sunil Mehta, Chairman	Non-Executive/Independent	✓	✓	✓
Mr S. V. Haribhakti	Non-Executive/Independent	✓	✓	✓
Mr Christof Hassig (Ceased to be a Member w.e.f. February 20, 2020)	Non-Executive/Non-Independent	✓	Not Applicable	Not Applicable
Mr Neeraj Akhoury (Ceased to be a Member w.e.f. February 20, 2020)	Executive/ Non-Independent	✓	Not Applicable	Not Applicable
Mr Sridhar Balakrishnan (Appointed as Member w.e.f. February 21, 2020)	Executive/Non-Independent	Not Applicable	✓	✓

Mr Sunil Mehta, Chairman of the Committee was present at the Annual General Meeting held on July 6, 2020.

Mr Rajiv Choubey, Chief Legal Officer and Company Secretary, functions as the compliance officer. He has also been appointed as the nodal officer in line with statutory requirements.

During the year, Twenty-four (24) letters were received from shareholders, following up on their pending matters/ queries relating to transfers/ transmission of shares, issue of duplicate share certificates and related matters. These letters were attended within a period of thirty (30) days from the date of receipt by the Company as on December 31, 2020 which now stands resolved as on the date of this Report.

All share transfer documents which were lodged with the Company, up to March 31, 2019 found to be duly completed in all respects were processed within the statutory period. Transfer of shares held in physical form is not permitted after March 31, 2019 through statutory notifications.

NOMINATION & REMUNERATION COMMITTEE (N&RC)

The N&RC is governed by a Charter in line with the Act and the SEBI Listing Regulations. The Chairman of the Committee is an Independent Director and half (1/2) the Members on the Committee are Independent Directors. The Chairman of the Board is a Member of the Committee but does not chair the Committee.

The terms of reference of the Committee *inter alia*, include the following:

- Succession planning of the Board of Directors and Senior Management Personnel;
- Identifying and selecting candidates who are qualified for appointment as Directors/Independent Directors based on certain laid down criteria;
- Identifying potential candidates for appointment as Key Managerial Personnel and to recommend to the Board of Directors their appointment and removal;
- Devising a policy on diversity of Board of Directors;
- Review the performance of the Board of Directors and Key Managerial Personnel based on certain criteria as approved by the Board. In reviewing the overall remuneration of the Board of Directors, Key Managerial Personnel, the Committee ensures that the remuneration is reasonable and sufficient to attract, retain and motivate the best managerial talent, the relationship of remuneration to performance is clear and meets appropriate performance benchmarks and that the remuneration involves a balance between fixed and incentive pay reflecting short-term and long-term objectives of the Company. Accordingly, the Committee recommends to the Board, the remuneration in whatever form payable to the Senior Management including Key Managerial Personnel;
- To recommend to the Board of Directors the extension or continuance in office of the Independent Directors on the basis of the report of their performance evaluation;
- The functions of the Committee have been widened in line with the amendments made to SEBI Listing Regulations.

The composition of the N&RC as on December 31, 2020 and details of the Members participation at the meetings of the Committee are as under:

Name of the Director	Category	Attendance at the N&R Committee meetings held on					
		February 20, 2020	April 10, 2020	August 27, 2020	October 19, 2020	December 9, 2020 (Original Meeting)	December 22, 2020 (Adjourned Meeting)
Mr S. V. Haribhakti, Chairman	Non-Executive/ Independent	✓	✓	✓	✓	✓	✓
Mr N. S. Sekhsaria	Non-Executive/ Non-Independent	✓	✓	✓	✓	Leave of Absence	Leave of Absence
Mr Martin Kriegner	Non-Executive/ Non-Independent	✓	✓	✓	✓	✓	✓
Mr Vinayak Chatterjee	Non-Executive/ Independent	✓	✓	✓	✓	✓	✓

Mr S. V. Haribhakti, Chairman of the Committee was present at the Annual General Meeting held on July 6, 2020.

Corporate Social Responsibility (CSR) and Sustainability Committee

The scope of the functioning of the Committee has been widened to cover sustainability and the Committee has been renamed as CSR & Sustainability Committee with effect from October 15, 2019.

The Company has always been conscious of its obligations *vis-à-vis* the communities it impacts and has been pursuing various CSR activities long before these were mandated by law. A Committee of the Board was constituted in 2013 to oversee and give direction to the Company’s CSR activities.

The terms of reference of the CSR Committee broadly includes:

- to review CSR projects with a view to ensure that they are in line with the CSR objectives and the CSR and Sustainability Policy of the Company and are aligned with Schedule VII of the Act;

- to have oversight for ensuring that CSR projects are designed, implemented and periodically monitored based on need assessment of the communities;
- to review the annual CSR budget and recommend the same to the Board of Directors for approval;
- to approve the amount of expenditure to be incurred on the various CSR initiatives;
- providing guidance in the manner in which the CSR projects undertaken by the Company could make an impactful intervention across the communities in which the Company operates;
- to oversee and review the impact of CSR projects undertaken by the Company *vis-à-vis* sustainability;
- review and recommend to the Board for its approval the annual Sustainability Report;
- receive updates from the Management regarding the Company’s Environment, Social and Governance (‘ESG’) activities;
- provide oversight and guidance on ESG matters & opportunities, social responsibilities and impacts.

The composition of the CSR & Sustainability Committee as on December 31, 2020 and details of the Members’ participation at the meetings of the Committee are as under:

Name of the Director	Category	Attendance at the CSR & Sustainability Committee meetings held on		
		February 6, 2020	July 17, 2020	September 15, 2020
Mr S. V. Haribhakti, Chairman	Non-Executive/ Independent	✓	✓	✓
Ms Falguni Nayar	Non-Executive/ Independent	Leave of Absence	✓	✓
Mr Christof Hassig (Ceased to be Member w.e.f. February 20, 2020)	Non-Executive/ Non-Independent	✓	Not Applicable	Not Applicable
Mr Vijay Kumar Sharma (Ceased to be a Member w.e.f. July 20, 2020)	Non-Executive/ Non-Independent	✓	✓	Not Applicable
Mr Neeraj Akhoury (Ceased to be a Member w.e.f. February 20, 2020)	Executive/ Non-Independent	✓	Not Applicable	Not Applicable
Mr Neeraj Akhoury (Appointed as Member w.e.f. February 21, 2020)	Non-Executive/ Non-Independent	Not Applicable	✓	✓
Mr Sridhar Balakrishnan (Appointed as Member w.e.f. February 21, 2020)	Executive/ Non-Independent	Not Applicable	✓	✓

Mr S. V. Haribhakti, Chairman of the Committee was present at the Annual General Meeting held on July 06, 2020.

The Company’s CSR Policy is comprehensive and is in alignment with the requirements of the Act and the United Nations Sustainable Development Goals. The Policy can be accessed at the Company’s website at www.acclimited.com/source/new/csr/ACC-CSR-Policy-Neeraj-Feb-4-300DPI.pdf and the CSR Report forms an integral part of the Board’s Report.

RISK MANAGEMENT COMMITTEE

The Company has constituted the above Committee in line with the SEBI Listing Regulations as it is in the list of top 500 Companies in the country based on its market capitalisation for the immediately preceding financial year.

Business Risk Evaluation and Management is an on-going process within the Company. The Company has a dynamic risk management framework to identify, monitor, mitigate and minimise risks as also to identify business opportunities.

The Risk Management Committee was constituted by the Board of Directors in the year 2014. The Members of the Committee are drawn from the Members of the Board. The majority of the Committee members include Independent Directors.

The Committee is governed by a charter and its objectives and scope broadly comprises:

- reviewing the Business Risk Management (BRM) Policy and framework in line with local legal requirements and SEBI Listing Regulations;
- review risks trends, exposure, their potential impact analysis and mitigation plans;
- defining framework for identification, assessment, monitoring, mitigation and reporting of risks;
- reviewing risks including cyber security and evaluating the treatment including initiating mitigation actions and ownership as a pre-defined cycle;
- reviewing the robustness of the risk management processes followed by the Management.

The composition of the Risk Management Committee as on December 31, 2020 and details of the Members participation at the Meetings of the Committee are as under:

Name of the Director	Category	Attendance at the Risk Management Committee meetings held on	
		February 6, 2020	July 17, 2020
Ms Falguni Nayar, Chairperson	Non-Executive/Independent	✓	✓
Mr S. V. Haribhakti	Non-Executive/Independent	✓	✓
Mr S. K. Roongta	Non-Executive/Independent	✓	✓
Mr V. K. Sharma (Ceased to be a Member w.e.f. July 20, 2020)	Non-Executive/Independent	✓	✓
Mr Neeraj Akhoury (Ceased to be a Member w.e.f. February 20, 2020)	Executive/Non-Independent	✓	Not Applicable
Mr Sridhar Balakrishnan (Appointed as Member w.e.f. February 21, 2020)	Executive/Non-Independent	Not Applicable	✓

Ms Falguni Nayar, Chairperson of the Committee was present at the Annual General Meeting held on July 6, 2020.

COMPLIANCE COMMITTEE

Recognising the importance of the Company to be compliant with various laws and regulations which impacts its business, the Board of Directors constituted the Compliance Committee in 2008. The Compliance Committee plays an important role in building a regime of ‘zero tolerance’ to any form of non-compliance, which is a pre-requisite for a robust governance mechanism.

The terms of reference of the Committee broadly comprises:

- reviewing the legal environment in which the Company operates with a view to understand the implications of major legislative and regulatory developments and their

interpretation by the courts of law that may significantly affect the interests of the Company;

- reviewing compliance with the provisions of Competition Law and to provide guidance in regard to the development of the laws in India and abroad;
- reviewing compliance with all applicable statutes, rules and regulations based on reports received from the MD & CEO, ExCo members and the Chief Legal Officer & Company Secretary and to recommend corrective actions, if any, where required;
- reviewing significant legal cases filed by and against the Company to determine *inter alia*, the probability of liabilities arising therefrom which are of a contingent nature.

The composition of the Compliance Committee as on December 31, 2020 and details of the Members participation at the Meetings of the Committee are as under:

Name of the Director	Category	Attendance at the Compliance Committee meetings held on		
		February 6, 2020	July 17, 2020	October 16, 2020
Mr S. K. Roongta, Chairman	Non-Executive/Independent	✓	✓	✓
Mr S. V. Haribhakti	Non-Executive/Independent	✓	✓	✓
Mr D. Sundaram	Non-Executive/Independent	✓	✓	✓
Mr Neeraj Akhoury (Ceased to be a Member w.e.f. February 20, 2020)	Executive/Non-Independent	✓	Not Applicable	Not Applicable
Mr Sridhar Balakrishnan (Appointed as Member w.e.f. February 21, 2020)	Executive/Non-Independent	Not Applicable	✓	✓

Mr S. K. Roongta, Chairman of the Committee was present at the Annual General Meeting held on July 6, 2020.

SUBSIDIARY COMPANIES

The Company does not have any ‘material subsidiary’ as defined in the SEBI Listing Regulations.

Accordingly, the requirement of appointing an Independent Director of the Company on the Board of Directors of the material unlisted subsidiary company as Regulation 24 of the SEBI Listing Regulation does not apply.

Although the Company does not have a material subsidiary, pursuant to the requirements of Section 204 of the Act, its subsidiary ACC Mineral Resources Limited is subjected to a Secretarial Audit, which was also conducted for the year ended December 31, 2020. No adverse remarks have been made the Secretarial Auditors in their Report.

The reporting is being made pursuant to the requirements of Regulation 24A of the SEBI Listing Regulations.

The Company’s policy on material subsidiary is available on the Company’s website and can be assessed through the weblink at <https://www.acclimited.com/assets/new/pdf/CG/Policy-for-determining-material-subsiidiary.pdf>

The Audited Annual Financial Statements and the Unaudited Quarterly Financial Results, along with the Auditors Limited Review thereon of Subsidiary Companies are presented at the meetings of the Audit Committee and Board of Directors of the Company for an overview prior to their consolidation with the Parent Company.

Copies of the minutes of the Board constituted committees and Board meetings of subsidiary companies are also presented at the Board meeting of the Parent Company.

DISCLOSURES

Regulations 17 to 27 & Regulation 46 of the SEBI Listing Regulations

The Company has complied with and disclosed all the mandatory corporate governance requirements mentioned under Regulations 17 to 27 and sub-regulation (2) of Regulation 46 of the SEBI Listing Regulations.

Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Particulars	Numbers
a) Number of complaints at the beginning of the financial year	4
b) Number of complaints filed during the financial year	1
c) Number of complaints disposed of during the financial year	4
d) Number of complaints pending as on end of the financial year	1

Disclosure of Non-Compliance of any Requirement of Corporate Governance Report, with Reasons

The Company has complied with and disclosed all the mandatory corporate governance requirements mentioned under sub-para (2) to (10) of part C of Schedule V of the SEBI Listing Regulations.

Indian Accounting Standards (Ind AS)

The Company has prepared its Standalone and Consolidated Financial Statements in accordance with Indian Accounting Standards as notified under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Indian Accounting Standards) Amendment Rules, 2016.

Fees Paid to Statutory Auditors

For the year ended December 31, 2020, the Company and its subsidiaries have paid a consolidated sum of ₹3.33 Crore to the statutory auditor and all its entities.

	(₹ Crore)		
	By Company	By Subsidiaries	Total
Statutory Audit fees including fees for tax accounts	2.13	0.06	2.19
Other Services	1.06	0.06	1.12
Reimbursement of expenses	0.02	-	0.02
Total	3.21	0.12	3.33

Related Party Transactions

All transactions entered into by the Company during the year with related parties were in the ordinary course of business and on arm’s length pricing basis. These transactions are also subject to review by an external independent agency. The policy on related party transactions has been placed on the Company’s website and can be accessed at <https://www.acclimited.com/assets/new/pdf/CG/Related-party-transactions-policy.pdf> In line with the amended SEBI Listing Regulations, the policy has been amended suitably.

There are no materially significant transactions with the related parties that had potential conflict with the interest of the Company. Where any material related party transaction is proposed, approval of the shareholders is obtained. No related party whether or not it is a party to the particular transaction or not is allowed to vote to approve the transaction in line with the SEBI Listing Regulations.

Credit Rating

The Company has not issued any debt instruments which necessitates any credit rating. However, CRISIL has rated the Company as CRISIL AAA/Stable for Fund-based Working Capital Facilities and CRISIL A1+ for Non-fund based Working Capital Facilities. The same can be accessed at www.acclimited.com/investor-relations/credit-rating.

Legal Compliance Management Tool

The Company has in place an on-line legal compliance management tool, which has been devised to ensure compliance with all applicable laws that impact the Company’s business. The tool is intended to provide an assurance to the Board on legal compliances as ensured by the Company. The application of the tool has been extended to cover all plant locations, RMX facilities, sales and corporate offices.

The Compliance Committee is informed about the progress and the status of legal compliances through this tool.

Confirmation by the Board of Directors’ Acceptance of Recommendation of Mandatory/Non-Mandatory Committees

The Board of Directors have confirmed that during the year, it has accepted the recommendations received from its mandatory/non-mandatory committees. None of the recommendations made by any of the committees has been rejected by the Board.

Strictures and Penalties

No strictures or penalties have been imposed on the Company by the Stock Exchanges or by the Securities and Exchange Board of India (SEBI) or by any statutory authority on any matters related to capital markets during the last three (3) years.

Code of Business Conduct

The Board of Directors has approved a Code of Business Conduct, which is applicable to the members of the Board and to all employees. The Company follows a policy of ‘Zero Tolerance’ to bribery and corruption in any form and the Board has laid down the Anti Bribery & Corruption Directive, which forms an Appendix to the above Code. The code has been posted on the Company’s website at www.acclimited.com/assets/new/pdf/ACC-Code-of-Conduct-Final-signed-18-04-2017.pdf.

The Code lays down the standard of conduct which is expected to be followed by the Directors and by the employees in their business dealings and in particular on matters relating to integrity of the workplace, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behaviour from an employee in a given situation and the reporting structure.

All the Board Members and the Senior Management Personnel have confirmed compliance with the Code. All Management staff are required to complete an e-learning module on the above subject, in addition to the undergoing training conducted by the compliance team of the Company from time to time.

Fair Competition Directive Programme

Fair Competition Directive Programme which was earlier known as Value Creation in Competitive Environment (VCCE) was introduced in the Company as early as 2008 and the Company has been carrying out training sessions for creating awareness among relevant employees on fair competitive practices.

Under these programmes, training sessions are conducted on an annual basis for the concerned employees of the Company, particularly those in sales and purchase functions, on various aspects of competition law and on behavioural aspects for ensuring fair competition in the marketplace. E-learning training is imparted to all such employees in addition to face-to-face training and a specific module on ‘Do’s and Don’ts’ in a tender bidding process.

In addition to the above, the processes of the Company are subject to periodic reviews and where required, are being further strengthened.

Vigil Mechanism/Whistle-Blower Policy

The Company is committed to the high standards of corporate governance and stakeholder responsibility.

The Company has an ‘EthicalView Reporting’ (‘EVR’) Policy to deal with instances of fraud and mismanagement, if any. The EVR Policy ensures that strict confidentiality is maintained whilst dealing with concerns and ensures that no discrimination is meted out to any person for a genuinely raised concern. Pursuant thereto, a dedicated helpline ‘ACC Ethics Helpline’ has been set-up, which is managed by an independent professional organisation. The Ethics Helpline can be contacted to report on any suspected or confirmed incident of fraud/misconduct on:

- E-Mail: acc@ethicalview.com
- Online reporting on <https://integrity.lafargeholcim.com/>
- National Toll-free No.: 18002092008
- Fax No.: +91(22) 66459575
- Address: P.O. Box No.137, Pune – 411 001

A committee consisting of Senior Employees headed by Chief Legal Officer & Company Secretary has been constituted which investigates the complaints raised and recommends appropriate action where necessary. The Committee reports to the Audit Committee which in turn apprises the Board on such matters as necessary. No personnel have been denied access to the Audit Committee pertaining to the EthicalView Policy.

The scope of vigil mechanism has been extended during the year to enable reporting if any, on leakage of Unpublished Price Sensitive Information relating to the Company.

Prevention of Insider Trading

Pursuant to the SEBI Listing Regulations, the Company has formulated the ‘Code of Conduct for Prevention of Insider Trading’ and the ‘Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information’ (‘ACC Code’), which allows the formulation of a trading plan subject to certain conditions and requires pre-clearance for dealing in the Company’s shares. It also prohibits the purchase or sale of the Company’s shares by the Directors and their immediate relatives, designated persons and connected persons, while in possession of unpublished price sensitive information in relation to the Company and during the period(s) when the Trading Window to deal in the Company’s shares is closed. The codes have been revised in line with the amendments to the Prohibition of Insider Trading Regulations, as amended from time to time.

Pursuant to the above, the Company has put in place adequate and effective system of internal controls to ensure compliance with the requirements of the Prohibition of Insider Trading Regulations.

A structured digital database is being maintained by the Company, which contains the names and other particulars as prescribed of the persons covered under the Codes drawn up pursuant to the Prohibition of Insider Trading Regulations.

The Board of Directors have also formulated a Policy for determination of ‘legitimate purposes’ as a part of the Code of Fair Disclosure and Conduct as per the requirements of the Prohibition of Insider Trading Regulations.

The Chief Legal Officer & Company Secretary has been appointed as the Compliance Officer for ensuring implementation of the codes for fair disclosure and conduct.

The Board of Directors, designated persons and other connected persons have affirmed compliance with the ACC Code.

The Company’s Whistle-Blower Policy (Vigil Mechanism) has also been amended to make employees aware of the existence of policies and procedures for inquiry in case of leakage of Unpublished Price Sensitive Information to enable them to report on leakages, if any, of such information.

Means of Communication

The Company follows a robust process of communicating with its stakeholders and investors. For this purpose, it provides multiple channels of communications through dissemination of information on the on-line portal of the Stock Exchanges, Press Releases, the Annual Reports and by placing relevant information on its website.

The unaudited quarterly results (both standalone and consolidated) are announced within forty-five (45) days of the close of the quarter. The audited annual results are announced within sixty (60) days from the close of the financial year, as required under the SEBI Listing Regulations. The aforesaid financial results are disseminated to the Stock Exchanges within thirty (30) minutes from the close of the Board meetings at which these are considered and approved except as mentioned in Secretarial Audit Report which forms part of Annual Report. The results are published in leading English daily newspapers having nation-wide circulation and the Marathi translation of the same is published in leading Marathi daily newspapers.

The audited financial statements form a part of the Annual Report, which is sent to the members within the statutory period and in advance of the Annual General Meeting.

The Annual Report of the Company, the quarterly/half-yearly and the annual audited financial statements and the press releases of the Company are also placed on the Company's website at www.acclimited.com and can be downloaded.

The presentations on the performance of the Company are placed on the Company's website for the benefit of the institutional investors, analysts and other shareholders immediately after the financial results are communicated to the Stock Exchanges.

The Company discloses to the Stock Exchanges, information required to be disclosed under Regulation 30 read with Part A of Schedule III of the SEBI Listing Regulations, including material information which have a bearing on the performance/operations of the Company or which is price sensitive in nature. All information is filed electronically on BSE Limited's (BSE) on-line portal, BSE Listing Centre (Listing Centre) and on NSE Electronic Application Processing System (NEAPS), the on-line portal of The National Stock Exchange of India Limited (NSE).

The Board of Directors has approved a policy for determining materiality of events for the purpose of making disclosure to the stock exchanges. An internal management committee comprising the MD & CEO, the CFO and the Chief Legal Officer & Company Secretary has been constituted and empowered to decide on the materiality of information for the purpose of making disclosures to the stock exchanges.

The Policy on the above has been suitably modified and amended in line with the SEBI Listing Regulations effective from April 1, 2019.

Disclosures made to the Stock Exchanges are also made available on the Company's website under the heading 'Announcements' and can be accessed through weblink at www.acclimited.com/an.

Facility has been provided by SEBI for investors to place their complaints/grievances on a centralised web-based complaints redress system viz. SEBI Complaints Redress System (SCORES). The salient features of this system are centralised database of all complaints, on-line upload of Action Taken Reports (ATRs) by the concerned companies and on-line viewing by investors of actions taken on the complaints and their current status.

A separate dedicated section under 'Corporate Governance' on the Company's website gives information on unclaimed dividends and details of shares transferred to Investor Education & Protection Fund Authority, Ministry of Corporate Affairs.

Quarterly Compliance Reports and other relevant information of interest to the Investors are also placed under the Corporate Governance Section on the Company's website.

The Company also uploads on the BSE Listing Centre and on NSE's NEAPS portal, details of analysts and institutional investor meetings, which are either held by the Company or in which the Company participates.

Reminders to shareholders are sent for enabling them to claim returned undelivered share certificates, unclaimed dividend, among others.

CERTIFICATION FROM COMPANY SECRETARY IN PRACTICE

Mr Umashankar Hegde of U. Hegde & Associates, Company Secretaries, has issued a certificate as required under the SEBI Listing Regulations, confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Director of companies by the SEBI/Ministry of Corporate Affairs or any such statutory Authority. The certificate is enclosed with this section as **Annexure 1**.

Compliance with non-mandatory provisions

The status with regard to compliance by the Company with discretionary requirements as listed out in Part E of Schedule II of the SEBI Listing Regulations is as under:

- The position of Chairman of the Board of Directors and that of MD & CEO are separate (this requirement has been deleted w.e.f. April 1, 2020 from Part E of Schedule II of the SEBI Listing Regulations).
- The Chairman's office is separate from that of the MD & CEO and that Company has not reimbursed the expenses incurred by him in performance of his duties.
- The audit report of the Company's Financial Statements for the year ended December 31, 2020 is unmodified.
- The Chief Internal Auditor reports directly to the Audit Committee.

- The Company follows a robust process of communicating with the shareholders which has been elaborated in the Report under the Heading 'Means of Communication'.

GENERAL INFORMATION TO SHAREHOLDERS

Annual General Meeting

- Date: Wednesday, April 7, 2021
- Time: 3.00 p.m.
- Mode: Video conference/Other audio-visual means
- Deemed Venue: Cement House, 121, Maharshi Karve Road, Mumbai – 400 020 (Registered Office)
- Financial Year: January-December 2020
- Dividend Payment Date: On or after April 21, 2021

Investor services

With effect from September 16, 2019, with the approval of the Board of Directors, KFin Technologies Private Limited have been appointed as the Registrar and Share Transfer Agents ('RTA' or 'KFintech'). Advance intimation to this effect was provided to the stock exchanges as also to the investors through notices issued in leading newspapers.

In consequence of the above, the Company's In-house Share Department has been dismantled with effect from the above date. All share related services to the Company's investors with effect from September 16, 2019 are being provided by KFintech.

Shareholders holding shares in physical form may please note that instructions regarding change of address, bank details, email ids, nomination and power of attorney should be given to KFintech.

Address for correspondence with the Company

KFin Technologies Private Limited, Selenium Building, Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Gachibowli, Hyderabad – 500 032, Telangana.

MARKET INFORMATION

Listing on Stock Exchanges

The Company's shares are listed on the following stock exchanges and the listing fees have been duly paid to the exchanges:

Name & Address of stock exchanges	Stock Code/ Scrip Code	ISIN Number for NSDL/CDSL (Dematerialised shares)
BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001	500410	
The National Stock Exchange of India Limited Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051	ACC	INE012A01025

Communication to Members

Members who hold shares in dematerialised form should correspond with the Depository Participant with whom they maintain their Demat Account/s for queries relating to shareholding, updation of change of address, updation of bank details for electronic credit of dividend, non-receipt of annual reports or on matters relating to the working of the Company should be addressed to the Company's RTA viz. KFintech.

Members who hold shares in physical form should also address their requests to the Company's RTA viz. KFintech, for change of address, change in bank details, processing of unclaimed dividend, subdivision of shares, renewal/ split/ consolidation of share certificates, issue of duplicate share certificates and such requests should be signed by the first named member, as per the specimen signature registered with the Company. The RTA/Company may also, with a view to safeguard the interest of its members and that of the Company, request for additional supporting documents such as proof of identity and/or address as considered appropriate in addition to the requirement of certified copies of PAN cards.

Members are requested to state their DPID & Client ID/ Ledger Folio number in their correspondence with the Company and provide their email address and telephone number to facilitate prompt response from the RTA/ Company.

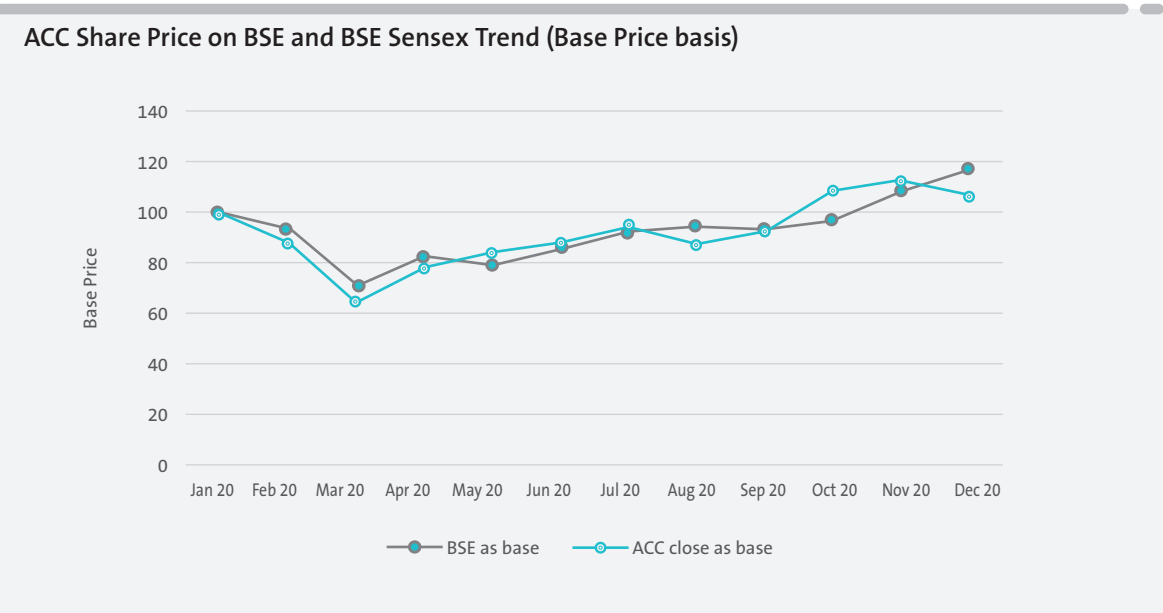
Members may please note that with effect from April 1, 2019, shares held in physical form cannot be transferred. Members in their own interest are requested to have their physical holdings dematerialised through a Depository Participant by opening a demat account.

Plant locations

The locations of the Company's plants are given on the inside cover page of the Annual Report. The details of the plants, along with their addresses and telephone numbers are also available on the Company's website.

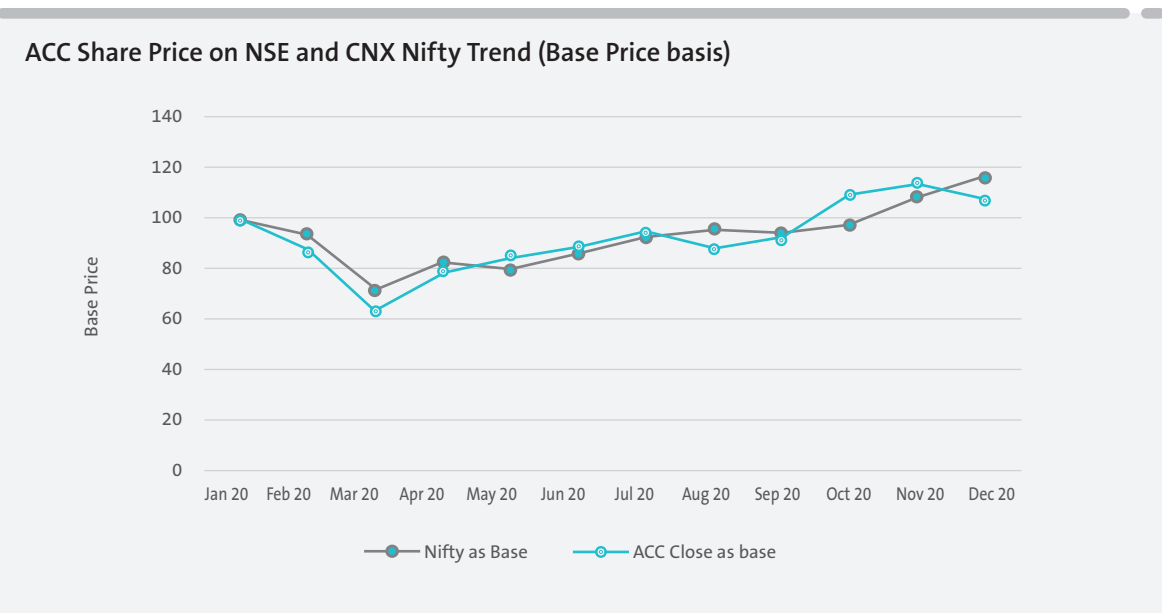
ACC Share Price on BSE vis-à-vis BSE Sensex January-December 2020

Month	BSE Sensex Close	ACC Share Price			Number of shares traded during the month	Turnover (₹ Crore)
		High (₹)	Low (₹)	Close (₹)		
January-20	40,723.49	1,578.05	1,431.65	1,504.65	6,82,031	102.96
February-20	38,297.29	1,527.20	1,311.45	1,321.20	7,94,999	115.03
March-20	29,468.49	1,392.50	895.50	967.50	6,03,871	67.15
April-20	33,717.62	1,243.35	936.75	1,179.85	11,42,713	128.55
May-20	32,424.10	1,297.50	1,117.65	1,271.15	9,38,719	112.35
June-20	34,915.80	1,335.80	1,190.00	1,332.00	8,56,236	109.65
July-20	37,606.89	1,455.50	1,254.10	1,424.75	12,20,589	163.96
August-20	38,628.29	1,451.20	1,313.50	1,321.60	5,67,486	79.88
September-20	38,067.93	1,438.00	1,289.70	1,393.85	7,67,785	104.64
October-20	39,614.07	1,700.90	1,395.80	1,648.40	12,17,931	189.87
November-20	44,149.72	1,757.25	1,631.05	1,703.25	9,57,510	161.87
December-20	47,751.33	1,788.05	1,490.00	1,618.40	12,23,183	201.32



ACC Share Price on NSE vis-à-vis S&P CNX Nifty January-December 2020

Month	S&P CNX Nifty (Close)	ACC Share Price			Number of shares traded during the month	Turnover (₹ Crore)
		High (₹)	Low (₹)	Close (₹)		
January-20	11,962.10	1,579.60	1,430.55	1,504.60	1,65,35,000	2,496.60
February-20	11,201.75	1,528.00	1,312.05	1,320.85	1,62,40,000	2,345.33
March-20	8,597.75	1,356.45	895.15	968.50	2,35,80,000	2,557.50
April-20	9,859.90	1,244.00	936.95	1,179.10	3,64,20,000	4,037.75
May-20	9,580.30	1,297.95	1,117.20	1,270.20	2,82,16,000	3,381.26
June-20	10,302.10	1,335.60	1,180.00	1,332.25	2,39,52,000	3,061.76
July-20	11,073.45	1,454.90	1,253.00	1,425.45	3,44,41,000	4,656.22
August-20	11,387.50	1,452.95	1,313.05	1,321.80	1,54,16,000	2,171.25
September-20	11,247.55	1,438.05	1,289.00	1,393.45	2,03,76,000	2,764.06
October-20	11,642.40	1,700.00	1,396.00	1,649.00	3,90,35,000	6,136.01
November-20	12,968.95	1,757.00	1,630.00	1,705.05	3,44,97,000	5,835.45
December-20	13,981.75	1,785.00	1,485.00	1,617.65	3,58,12,000	5,905.51



SHARE TRANSFER SYSTEM/DIVIDEND AND OTHER RELATED MATTERS

Nomination facility for shareholding

As per the provisions of Section 72 of the Act, facility for making nomination is available for the members in respect of shares held by them. Members holding shares in physical form may obtain a nomination form (Form SH-13), from the Company’s RTA or download the same from the Company’s website. Members holding shares in dematerialised form should contact their Depository Participants (DP) in this regard.

Permanent Account Number

Members who hold shares in physical form are advised that SEBI has made it mandatory that a copy of the PAN Card of the transferor(s), transferee(s), surviving joint holders/legal heirs be submitted to the Company while obtaining the services of transfer, transposition, transmission and issue of duplicate share certificates.

Subdivision of shares

The Company subdivided the face value of its equity shares from ₹100 to ₹10 in 1999. Shares having the face value of ₹100 are no longer traded on the stock exchanges.

The members still holding share certificates of ₹100 are requested to send the certificates to the Registrar and Share Transfer Agent of the Company for exchange with shares of the face value of ₹10 each.

Dividend
Payment of dividend through Automated Clearing House (ACH)

The Company provides the facility for direct credit of the dividend to the Members’ Bank Account. SEBI Listing Regulations also mandate companies to credit the dividend to the members electronically. Members are therefore urged to avail of this facility to ensure safe and speedy credit of their dividend into their bank account through the banks’ ACH mode.

Members who hold shares in demat mode should inform their depository participant, whereas members holding shares in physical form should inform the Company of the core banking account details allotted to them by their bankers. In cases where the core banking account details are not available, the Company will issue the demand drafts mentioning the existing bank details available with the Company.

The dates by which the dividend amounts will be transferred to IEPF are as under:

Financial Year	Date of Declaration	Rate of Dividend per share (₹)	Due date for transfer to IEPF
December 31, 2013 (76 th Final)	April 9, 2014	19.00	June 13, 2021
December 31, 2014 (77 th Interim)	July 24, 2014	15.00	September 27, 2021
December 31, 2014 (77 th Final)	March 20, 2015	19.00	May 24, 2022
December 31, 2015 (78 th Interim)	July 17, 2015	11.00	September 20, 2022
December 31, 2015 (78 th Final)	April 13, 2016	06.00	June 17, 2023
December 31, 2016 (79 th Interim)	July 26, 2016	11.00	September 29, 2023
December 31, 2016 (79 th Final)	March 29, 2017	06.00	June 2, 2024
December 31, 2017 (80 th Interim)	July 17, 2017	11.00	September 21, 2024
December 31, 2017 (80 th Final)	June 13, 2018	15.00	August 18, 2025
December 31, 2018 (81 st Final)	March 22, 2019	14.00	May 27, 2026
December 31, 2019 (82 nd Interim)	May 12, 2020	14.00	July 17, 2027

Transfer of the ‘shares’ into Investor Education and Protection Fund (IEPF) {in cases where dividend has not been paid or claimed for seven (7) consecutive years or more}

In terms of Section 124(6) of the Act read with Investor Education & Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended, and Notifications issued by the Ministry of Corporate Affairs from time to time, the Company is required to transfer the shares in respect of which dividends have remained

Unclaimed dividends

The Company is required to transfer dividends, which have remained unpaid/unclaimed for a period of seven (7) years from the date, the dividend is due for payment to the Investor Education & Protection Fund (‘IEPF’) established by the Government. Accordingly, during the financial year 2021, unclaimed dividends pertaining to the following periods will be transferred to IEPF:

- 76th final dividend for the year ended December 31, 2013
- 77th interim dividend for the year ended December 31, 2014

Before transferring the unclaimed dividends to IEPF, individual letters are sent to those members whose unclaimed dividends are due for transfer to enable them to claim the dividends before the due date for such transfer. The information on unclaimed dividend is also posted on the Company’s website at www.acclimited.com.

In terms of the SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, the bankers to the dividend accounts opened by the Company for the earlier years have credited back the amount of dividend lying unpaid beyond the validity period into the relevant bank accounts. The Company is in the process of reconciling the above accounts for necessary action.

unpaid/unclaimed for a period of seven (7) consecutive years or more to the IEPF Account established by the Central Government. As required under the said Rules, the Company has transferred the required number of shares to the IEPF.

Guidelines for Investors to file claim in respect of the unclaimed dividend or shares transferred to the IEPF

Investors/depositors whose unpaid dividends, matured deposits or debentures etc. have been transferred to IEPF

under Companies Act, 1956 and/or the Act, can claim the amounts. In addition, claims can also be made in respect of shares which have been transferred into the IEPF, as per the procedures/guidelines stated as follows:

- i. Download the Form IEPF-5 from the website of IEPF (www.iepf.gov.in) for filing the claim for the refund of dividend/shares. Read the instructions provided on the website/instruction kit, along with the e-form carefully before filling the form.
- ii. After filling the form, save it on your computer and submit the duly filled form by following the instructions given in the upload link on the website. On successful uploading, and acknowledgement will be generated indication the SRN. Please note down the SRN details for future tracking of the form.
- iii. Take a printout of the duly filled Form No. IEPF-5 and the acknowledgement issued after uploading the form.
- iv. Submit an indemnity bond in original, copy of the acknowledgement and self-attested copy of e-form, along with other documents as mentioned in the Form No. IEPF-5 to the Nodal Officer (IEPF) of the Company at its Registered Office in an envelope marked ‘Claim for refund from IEPF Authority/Claim for shares from IEPF’ as the case may be. Kindly note that submission of documents to the Company is necessary to initiate the refund process.

- v. Claim forms completed in all respects will be verified by the concerned Company and on the basis of Company’s Verification Report, refund will be released by the IEPF Authority in favour of claimants’ Aadhar-linked bank account through electronic transfer and/or the shares shall be credited to the demat account of the claimant, as the case may be.

The Nodal Officer of the Company for IEPF Refunds Process is Mr Rajiv Choubey, Chief Legal Officer & Company Secretary and the Deputy Nodal Officer is Mr. Faisal Qureshi whose e-mail id is faisal.qureshi@acclimited.com.

Dealing with securities which have remained unclaimed

Regulation 39(4) of the SEBI Listing Regulations read with Schedule VI ‘Manner of dealing with Unclaimed Shares’, had directed Companies to dematerialise such shares, which have been returned as ‘undelivered’ by the postal authorities and hold these shares in an ‘Unclaimed Suspense Account’ to be opened with either one of the Depositories viz. National Securities Depository Limited (NSDL) or Central Depository Services (India) Limited (CDSL).

All corporate benefits on such shares viz. bonus, dividends and so on shall be credited to the unclaimed suspense account as applicable for a period of seven (7) years and thereafter be transferred in accordance with the provisions of IEPF Authority (Accounting, Audit, Transfer, and Refund) Rules, 2016 (IEPF Rules) read with Section 124(6) of the Act.

UNCLAIMED SUSPENSE ACCOUNT

The details of operations of the demat ‘Unclaimed Suspense Account’ of ACC Limited during the year are as under:

Particulars	Number of shareholders	Number of shares
Aggregate number of shareholders and outstanding shares held in the Unclaimed Suspense Account as on January 1, 2020	545	68,405
Number of shareholders/legal heirs to whom the shares were transferred from the Unclaimed Suspense account upon receipt and verification of necessary documents	0	0
Number of shareholders whose shares were transferred from the Unclaimed Suspense Account to IEPF authority MCA Demat Suspense Account	26	5,090
Aggregate number of shareholders and outstanding shares in the Unclaimed Suspense Account as on December 31, 2020	519	*63,315

**Voting Rights in respect of the aforesaid 63,315 shares held in the Unclaimed Suspense Account are frozen till the time such shares are claimed by the concerned shareholders and the shares are re-transferred in their names.*

During the year under review, there were no investors who have lodged the claims with the Company for transfer of shares from Unclaimed Suspense Account maintained by the Company.

Pending investors’ grievances

Any Member whose grievance has not been resolved satisfactorily by the RTA, may kindly write to the Chief Legal Officer & Company Secretary at the Registered Office with a copy of the earlier correspondence, if any.

Reconciliation of share capital audit

As required by the SEBI Listing Regulations, quarterly audit of the Company’s share capital is being carried out by an independent external auditor with a view to reconcile the total share capital admitted with NSDL and CDSL and held

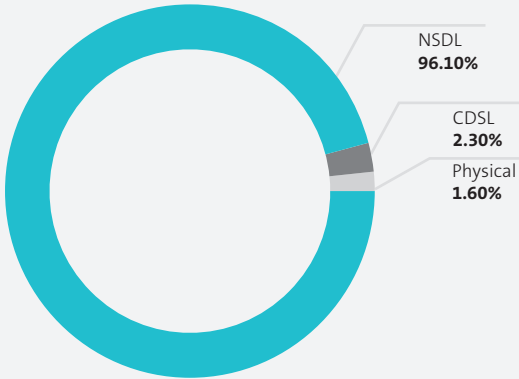
in physical form, with the issued and listed capital. The Auditor’s Certificate in regard to the same is submitted to BSE Limited and the NSE and is also placed before the Stakeholders’ Relationship Committee and Board of Directors.

Distribution of shareholding as on December 31, 2020

Number of shares slab	Number of shareholders	Percentage (%)	Number of Shares							Percentage of share capital (%)
			Percentage of share capital (%)		Percentage of share capital (%)		Percentage of share capital (%)		Total number of shares	
			Physical	NSDL	CDSL					
1-50	83,578	67.25	1,34,694	0.07	7,33,948	0.39	4,58,149	0.24	13,26,791	0.71
51-100	14,406	11.59	1,40,021	0.07	7,20,876	0.38	3,22,194	0.17	11,83,091	0.63
101-200	9,764	7.86	2,19,177	0.12	9,12,647	0.49	3,37,938	0.18	14,69,762	0.78
201-500	8,346	6.72	4,14,390	0.22	18,31,249	0.98	5,25,209	0.28	27,70,848	1.48
501-1000	3,946	3.18	3,82,182	0.20	19,90,639	1.06	5,04,711	0.27	287,7,532	1.53
1001-5000	3,358	2.70	8,39,558	0.45	49,79,744	2.65	10,21,275	0.54	68,40,577	3.64
5001-10000	384	0.31	2,31,699	0.12	21,12,608	1.13	3,36,230	0.18	26,80,537	1.43
> 10000	500	0.40	6,38,605	0.34	16,71,86,872	89.03	8,12,648	0.43	16,86,38,125	89.80
Total	1,24,282	100.00	30,00,326	1.60	18,04,68,583	96.10	43,18,354	2.30	18,77,87,263	100.00

The Company has entered into agreements with both NSDL and CDSL whereby shareholders have an option to dematerialise their shares with either of the depositories.

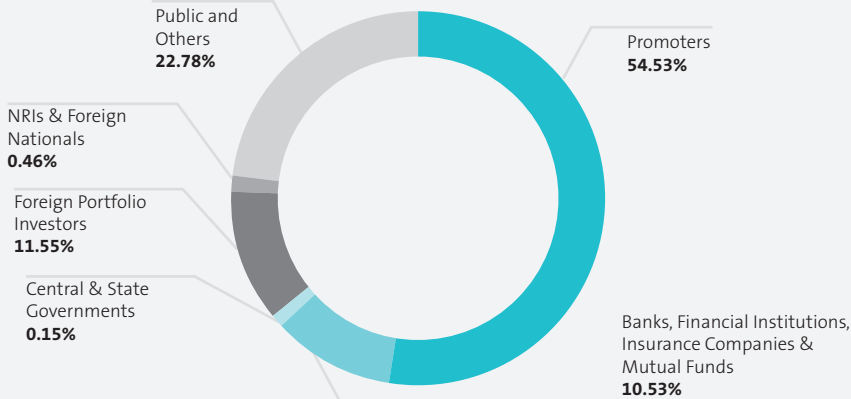
Distribution of Shareholding as on December 31, 2020



Shareholding pattern as on December 31, 2020

Category	Number of shares held	Percentage	
Promoter:			
Ambuja Cements Limited	9,39,84,120	50.05	} 54.53
Holderind Investments Limited	84,11,000	4.48	
Banks, Financial Institutions, Insurance Companies & Mutual Funds			
Banks/Financial Institutions	18,03,902	0.96	} 10.53
Insurance Companies	500	0.00	
Mutual Funds	1,79,72,495	9.57	
Central & State Governments	2,87,815	0.15	
Foreign Portfolio Investors	2,16,82,134	11.55	
NRIs/Foreign Nationals	8,73,138	0.46	
Directors	0	0	
Public and Others	4,27,72,159	22.78	
Total	18,77,87,263	100.00	

Shareholding Pattern as on December 31, 2020



Statement showing shareholding of more than 1% of the capital as on December 31, 2020

Sr. No.	Name of the shareholders	Number of shares	Percentage of Share Capital (%)
1.	Ambuja Cements Limited (Promoter)	9,39,84,120	50.05
2.	Holderind Investments Limited (Promoter)	84,11,000	4.48
3.	Life Insurance Corporation of India	95,03,365	5.06
4.	Franklin India Bluechip Fund	37,30,162	1.99
5.	NPS Trust A/c SBI Pension Fund Scheme – Central Government	36,67,757	1.95
6.	Aditya Birla Sun Life Trustee Private Limited A/c Aditya Birla Sun Life Equity Fund	27,14,659	1.45
7.	Tata Balanced Advantage Fund	19,12,424	1.02
Total		12,39,23,487	66.00

Global Depository Receipts (GDR) or any convertible instrument, conversion dates and likely impact on equity: NIL

Commodity price risk or foreign exchange risk and hedging activities

The Company has Fx exposure for both revenue and capex items. However, the Company has in place a Board-approved Fx Hedging Policy to deal with such exposures.

Details of utilisation of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A): NIL

Particulars of past three (3) Annual General Meetings

AGM	Financial Year	Venue/Deemed Venue	Mode	Date	Time	Special Resolutions passed
84 th	Calendar Year 2019	Cement House, 121, Maharshi Karve Road, Mumbai – 400 020	Video Conference/ Other audio-visual means	July 06, 2020	2:30 p.m.	No Special Resolution was passed
83 rd	Calendar Year 2018	Pama Thadani Auditorium Jai Hind College, “A” Road Churchgate (West) Mumbai – 400 020	Physical	March 22, 2019	3.00 p.m.	Re-appointment of Independent Directors for a 2 nd term of five (5) consecutive years commencing from the dates on which their present appointment with the Company expires
82 nd	Calendar Year 2017	Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Mumbai – 400 020	Physical	June 13, 2018	3.00 p.m.	No Special Resolution was passed

Extraordinary General Meeting (‘EGM’)

No Extraordinary General Meeting was held during the period under reference.

Details of resolution passed through postal ballot, the persons who conducted the postal ballot exercise and details of the voting pattern: NIL

Financial Calendar 2021

Board meeting for consideration of accounts for the Financial Year ended December 31, 2020 and recommendation of dividend	February 11, 2021
Sending of Annual Reports	On or before March 12, 2021
Record Date	March 31, 2021
Date, Time and Deemed Venue of the 85th Annual General Meeting	Wednesday, April 7, 2021 at 3.00 p.m. Cement House, 121, Maharshi Karve Road, Mumbai – 400 020 (Registered Office)
Dividend Payment Date	On or after April 21, 2021*
Probable date of despatch of warrants	On or after April 21, 2021*
Board meeting for consideration of unaudited quarterly results for the financial year ended December 31, 2021	Within forty-five (45) days from the end of the quarter, as stipulated under the SEBI Listing Regulations
Audited Results for the current financial year ending December 31, 2021	Within sixty (60) days from the end of the last quarter, as stipulated under the SEBI Listing Regulations

* The Company shall ensure the payment of Dividend within 30 days from the date of declaration of the dividend at the AGM.

The Board in its Meeting held on February 11, 2021 has approved the Report on Corporate Governance for the financial year 2020.

Compliance with Code of Conduct

As provided under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board members and the Senior Management Personnel have confirmed compliance with the Code of Conduct for the year ended December 31, 2020.

For ACC Limited

Sridhar Balakrishnan
Managing Director & Chief Executive Officer

Mumbai
February 11, 2021

Managing Director & Chief Executive Officer (MD & CEO) and Chief Financial Officer (CFO) Certification

We the undersigned, in our respective capacities as Managing Director and Chief Executive Officer and Chief Financial Officer of ACC Limited (the Company) to the best of our knowledge and belief certify that:

- a) We have reviewed Financial Statements and the Cash Flow Statement for the financial year ended December 31, 2020 and that to the best of our knowledge and belief, we state that:

i. These statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading;

ii. These statements together present a true and fair view of the Company’s affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company’s Code of Conduct.
- c) We hereby declare that all the members of the Board of Directors and Executive Committee have confirmed compliance with the Code of Conduct as adopted by the Company.
- d) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies.
- e) We have indicated, based in our most recent evaluation, wherever applicable, to the auditors and the Audit Committee:

i. significant changes, if any, in internal control over financial reporting during the year;

ii. significant changes, if any, in the accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and

iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company’s internal control system over the financial reporting.

Yours faithfully

Sridhar Balakrishnan
Managing Director & Chief Executive Officer

Yatin Malhotra
Chief Financial Officer

Mumbai
February 11, 2021

ANNEXURE 1

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members
ACC Limited
Cement House, 121,
Maharshi Karve Road,
Mumbai – 400 020

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of ACC Limited having CIN L26940MH1936PLC002515 and having registered office at Cement House, 121, Maharshi Karve Road, Mumbai – 400 020 (hereinafter referred to as ‘the Company’), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub-clause 10(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time).

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its Officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on December 31, 2020 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of the Director	DIN	Date of appointment in the Company
1.	Mr Narotam Satyanarayan Sekhsaria	00276351	27/12/1999
2.	Mr Sridhar Balakrishnan	08699523	20/02/2020
3.	Mr Jan Jenisch	07957196	17/10/2017
4.	Mr Neeraj Akhoury	07419090	16/12/2016
5.	Mr Martin Kriegner	00077715	11/02/2016
6.	Mr Mangalam Ramasubramanian Kumar	03628755	19/10/2020
7.	Mr Shailesh Vishnubhai Haribhakti	00007347	17/02/2006
8.	Mr Sushil Kumar Roongta	00309302	03/02/2011
9.	Ms Falguni SanjayNayar	00003633	24/04/2014
10.	Mr Damodarannair Sundaram	00016304	22/03/2019
11.	Mr Vinayak Chatterjee	00008933	22/03/2019
12.	Mr Sunil Mehta	00065343	22/03/2019

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **U. HEGDE & ASSOCIATES**,
Company Secretaries

Umashankar K. Hegde
Proprietor
C.P. No.: 11161 # M. No.: ACS 22133
ICSI UDIN: A022133B002324697

Place: Mumbai
Date: January 29, 2021

INDEPENDENT AUDITOR’S CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
ACC Limited

1. This certificate is issued in accordance with the terms of our engagement letter reference no. SN/2019-20/22A dated March 20, 2020.
2. We, Deloitte Haskins & Sells LLP, Chartered Accountants, the Statutory Auditors of ACC Limited (“**the Company**”), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on December 31, 2020, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**the Listing Regulations**”).

MANAGEMENTS’ RESPONSIBILITY

3. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

AUDITOR’S RESPONSIBILITY

4. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
6. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

OPINION

8. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended December 31, 2020.
9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For Deloitte Haskins & Sells LLP
Chartered Accountants
(Firm’s Registration No. 117366W/W-100018)

Saira Nainar
Partner
(Membership No. 040081)
(UDIN: 21040081AAAAAR6650)

Place: Mumbai
Date: February 11, 2021