

## Corporate Governance

The Directors present the Company's report on Corporate Governance.

### Company's philosophy on Corporate Governance

ACC's philosophy on Corporate Governance is embedded in the rich legacy of ethical governance practices most of which were in place even before they were mandated. ACC's strong sense of values and robust business practices ensures responsible and transparent leadership both at the Board and at the Management level and is geared to fulfill the aspirations of its various stakeholders. This has enabled your Company to earn the trust and goodwill of its investors, business partners, employees and the communities in which it operates. Your Company has complied with the requirements of Corporate Governance as laid down under Clause 49 of the Listing Agreement with the Stock Exchanges.

### GOVERNANCE STRUCTURE

ACC's Corporate Governance structure is as under:

- i. **The Board of Directors** - The ACC Board plays a pivotal role in ensuring good governance and for the creation of shareholder value. Its style of functioning is democratic and its role, functions, responsibility and accountability are clearly defined. Its primary role is fiduciary in nature and is responsible to the Members of the Company for creating and enhancing shareholder value and fulfillment of societal aspirations. For this purpose, the Board reviews and approves corporate strategies, business plans and monitors corporate performance. It directs and guides the activities of the Management towards the set goals and seeks accountability with a view to create long term sustainable growth that translates itself into progress, prosperity and the fulfillment of stakeholders' aspirations. It also sets standards of corporate behaviour, ensures transparency in corporate dealings and compliance with laws and regulations.
- ii. **The Committee of Directors** – With a view to have a more focused attention on various facets of business and for better accountability, the Board has constituted the following main Committees viz. Audit Committee, Compliance Committee, Compensation Committee and Shareholders' / Investors' Grievance Committee. Each of these Committees have been mandated to operate within a given framework.
- iii. **Management Structure** – Management Structure for running the business of the Company as a whole is put in place with appropriate delegation of powers and responsibilities which broadly is as under:
  - a. **Chief Executive Officer and Managing Director** – The Chief Executive Officer and Managing Director is responsible for the day to day management of the Company subject to the supervision, direction and control of the Board of Directors. He gives strategic directions, policy guidelines and also ensures implementation of the decisions of the Board of Directors and its various Committees.
  - b. **Managing Committee** – The Company has formed a Managing Committee which is composed of the Chief Executive Officer and Managing Director, Chief Executives of the Regions and Corporate Functional

Heads. The Chief Executive Officer and Managing Director chairs the Managing Committee Meeting. This Committee is a brain storming and consultative Committee where important business issues are discussed and decisions taken within the framework of the strategic policies laid down by the Board.

- c. **Chief Executives at the Regions** – The entire business operations of the Company has been divided into three Regions, viz. North, East and South West. Each Region is managed by a Chief Executive. The Chief Executives are responsible for the overall business and the day to day management of operations within their respective Regions. The Director Plants report to the Chief Executives of their respective Regions. The Chief Executives report to the Chief Executive Officer and Managing Director.
- d. **Director Plant** – The Director Plant is responsible for operation and maintenance of the Plant and all other functions relating to the day to day management of the Plant, including all local issues and compliances as applicable at the plant level.

## BOARD OF DIRECTORS

### Composition of the Board

The Board of Directors is composed of professionals drawn from diverse fields, who bring in a wide range of skills and experience to the Board. The majority of the Directors on the Board including the Chairman are Non-Executive Directors. As on December 31, 2010, there were five Independent Directors on Board. Consequent upon the appointment of Mr. Kuldip Kaura as Chief Executive Officer and Managing Director, one vacancy of an Independent Director was required to be filled in by January 31, 2011. At the Meeting of the ACC Board held on February 3, 2011, Mr. Sushil Kumar Roongta, former Chairman of Steel Authority of India Limited (SAIL) was appointed as an Independent Director.

The brief profile of the Company's Board of Directors as on February 3, 2011 is as under:

**Mr. N. S. Sekhsaria (Chairman):** Mr. N. S. Sekhsaria is a doyen of the Indian Cement Industry and one of the most respected business personalities in India. In a career spanning over 30 years, he has introduced new standards in management, marketing, efficiency and corporate social responsibility to an industry he has helped transform.

Mr. Sekhsaria is the Founder-Promoter and current Chairman of Ambuja Cements Limited. 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 Chairman of the Board.

Mr. Sekhsaria built Ambuja Cements Limited into a benchmark for Indian Industry. His acumen as an entrepreneur and technocrat turned that Company 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. Mr. Sekhsaria championed community development by establishing the Ambuja Cement Foundation and guiding it into a model of excellence in social responsibility.

With his considerable wealth of experience, Mr. Sekhsaria brings immense value to the Board of ACC. Under his leadership, ACC 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. Paul Hugentobler (Deputy Chairman):** Mr. Paul Hugentobler obtained a degree in Civil Engineering from the ETH, Zurich, and a degree in Economic Science from the University of St. Gallen. He joined Holcim Group Support Limited in 1980 as Project Manager and in 1994 was appointed as Area Manager for Holcim Limited. From 1999 until 2000, he also served as CEO of Siam City Cement, Bangkok, Thailand. He has been a Member of the Executive Committee since January 1, 2002 with the responsibility for South Asia and ASEAN excluding Philippines. He is the Vice Chairman of Ambuja Cements Limited.

**Mr. Kuldip Kaura (CEO & MD):** Mr. Kuldip Kaura holds a degree in Mechanical Engineering, BE (Hons.) from Birla Institute of Technology & Science (BITS), Pilani and has also attended various Executive Education Programmes at London Business School and Swedish Institute of Management, Stockholm. Mr. Kaura has rich experience in leading businesses and companies in diverse sectors such as power, natural resources, metals, mining etc. and has deep understanding of Corporate Governance, brand building and Sustainable Development in India, U.K. and U.S. Regulatory Environment. He has served in senior capacities with various reputable companies including as Managing Director of ABB India Limited and as Chief Executive Officer of Vedanta Resources Plc.

**Mr. S. M. Palia:** B. Com., LL. B, CAIIB, CIIB (London). Mr. Palia is a Development Banker by profession. He was with IDBI from 1964-1989 during which period he held various responsible positions including that of Executive Director. He has also acted as an Advisor to Industrial Bank of Yemen, Saana (North Yemen) and Industrial Bank of Sudan, Khartoum (Sudan) under World Bank assistance programmes. He was also the Managing Director of Kerala Industrial & Technical Consultancy Organisation Limited, set up to provide consultancy service to micro, small and medium enterprises. He is a Director on the Boards of leading companies viz. Tata Steel Limited, Tata Motors Limited, The Bombay Dyeing & Manufacturing Co. Limited. He is the Chairman-Emeritus of Rashtriya Gramin Vikas Nidhi and a Trustee of Bombay Community Public Trust.

**Mr. Naresh Chandra:** Mr. Naresh Chandra is a post graduate in mathematics from Allahabad University. He is a distinguished member of the Indian Administrative Service (IAS) and former Cabinet Secretary to the Government of India. He has held various important positions including that of Governor of the State of Gujarat and India's Ambassador to the United States of America. He has served on numerous important Committees including as Chairman of Corporate Governance Committee instituted by the Government of India. Mr. Naresh Chandra, was Chairman of Committee of Civil Aviation Policy, Ministry of Civil Aviation. He is a Director on the Boards of various companies. In the year 2007, he was honoured with Padma Vibhushan by the Government of India.

**Mr. Markus Akermann:** Mr. Markus Akermann obtained a degree in Business Economics from the University of St. Gallen in 1973 and studied Economics and Social Sciences at the University of Sheffield, U.K. He began his professional career in 1975 with the former Swiss Bank Corporation. In 1978, he moved to Holcim where he was active in a number of roles including Area Manager for Latin America and Holcim Trading. In 1993, he was appointed

to the Executive Committee with responsibility for Latin America and international trading activities. He was appointed Chief Executive Officer of Holcim Limited in 2002.

**Mr. M. L. Narula:** B.Sc. Engineering (Electrical). Graduate from Punjab University and Fellow, Institute of Engineers. Mr. Narula has been closely associated with the Company for over 45 years in various senior positions at plants and in the Corporate Office including that of Managing Director of the Company from December 1, 2002 till his retirement on March 31, 2007. Mr. Narula has vast experience and in depth knowledge of the Cement Industry. He is presently a Non-Executive Director on the Company's Board with effect from April 1, 2007. Mr. Narula is also a Director on the Boards of other Indian and Foreign Companies and is a Senior Advisor to Holcim Group Support Ltd., Zurich, Switzerland.

**Mr. D. K. Mehrotra:** B. Sc. (Honours). Mr. Mehrotra is the Managing Director of Life Insurance Corporation of India (LIC) and is also a Director on the Board of Directors of some of LIC's Subsidiary Companies within and outside India and other public limited companies. He represents LIC on the ACC Board.

**Mr. R. A. Shah:** Mr. R.A. Shah is a leading Solicitor and a Senior Partner of M/s. Crawford Bayley and Co., a firm of Advocates & Solicitors. He specializes in a broad spectrum of corporate laws in general, with special focus on Foreign Investments, Joint Ventures, Technology and Licence Agreements, Intellectual Property Rights, Mergers and Acquisitions, Industrial Licensing, Anti Trust Laws, Company Law and Taxation. He is a Director on the Board of various public limited companies and is Chairman of the Board in many of these companies. He is also on the Audit Committee of some of the companies on which he is a Director.

**Mr. Shailesh Haribhakti:** Fellow Chartered Accountant. Mr. Shailesh Haribhakti is the Managing Partner of Haribhakti & Co, Chartered Accountants and Chairman of BDO Consulting Pvt. Ltd. He served a three year term on the Standards Advisory Council of the International Accounting Standards Board. He is a Committee Member of Futures & Options segment of National Stock Exchange of India Limited and a Member of the SEBI Committee on Disclosures and Accounting Standards. He serves as Member on the Managing Committees of ASSOCHAM and IMC and on Corporate Governance Committees of ASSOCHAM and CII and is Chairman of the Global Warming Committee of IMC. He is on the Board of Directors of several listed and private companies.

**Mr. Aidan Lynam:** Mr. Aidan Lynam holds a degree in Engineering from the University College of Dublin and an MBA from IMD, Lausanne, Switzerland. In addition to the above, Mr. Lynam is a Member of the Institute of Engineers of Ireland (M.I.E.I), Chartered Member of the British Institute of Manufacturing Engineers (C.Eng M.I.E.E.).

Mr. Lynam is presently in the services of Holcim Limited and is Area Manager responsible for Vietnam, Sri Lanka, Bangladesh, Singapore, Malaysia and Cambodia. Mr. Lynam also represents South Asia / ASEAN Region for IT shared services (HSEA), Geocycle and OH&S Core Group.

**Mr. Sushil Kumar Roongta (appointed on February 3, 2011):** Mr. Roongta holds a degree in Bachelor of Engineering from 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).

Mr. Roongta was the former Executive Chairman of Steel Authority of India Limited (SAIL). Under his leadership, SAIL achieved new benchmarks in operational and financial performance and was ranked second among "World

Class Steel Makers” by World Steel Dynamics, USA. SAIL was conferred the status of “Maharatna” by the Government of India in 2010 being one of the four PSUs to be awarded this status.

Mr. Roongta was on the Governing Boards of reputable academic institutions and is on certain Committees constituted by the Government of India and Chambers of Commerce & Industry.

Mr. Roongta is a recipient of a number of awards including SCOPE Award for excellence and outstanding contribution to the Public Sector Management – Individual Category 2008.

### Directorships:

The details in regard to the number of Directorship(s) held in Indian public limited companies and the position of Membership / Chairmanship of Audit Committee and Shareholders’ / Investors’ Grievance Committee in such Indian public limited companies are given below:

Name of the Director	Date of Appointment	Category	Number of Directorship(s) held in Indian Public Limited Companies (including ACC)	Committee(s) position (including ACC)	
				Member	Chairman
Mr. N. S. Sekhsaria	27.12.1999	Non-Executive	3	-	-
Mr. Paul Hugentobler	06.05.2005	Non-Executive	3	2	1
Mr. Kuldip Kaura	28.10.2009 to 04.08.2010	Non-Executive / Independent	4	2	-
	05.08.2010	Executive Director	7	2	-
Mr. S. M. Palia	25.01.2002	Non-Executive / Independent	7	4	2
Mr. Naresh Chandra	05.05.2004	Non-Executive / Independent	12	8	1
Mr. Markus Akermann	06.05.2005	Non-Executive	2	-	-
Mr. M. L. Narula	01.04.2007	Non-Executive	2	2	-
Mr. D. K. Mehrotra	14.10.2005	Non-Executive / Independent	4	-	-
Mr. R. A. Shah	24.01.2006	Non-Executive / Independent	15	5	5
Mr. Shailesh Haribhakti	17.02.2006	Non-Executive / Independent	15	5	5
Mr. Aidan Lynam	22.04.2010	Non-Executive	1	-	-
Mr. Sushil Kumar Roongta	03.02.2011	Non-Executive / Independent	7	2	1

Details of Board Meetings held during the Financial Year and the number of Directors present is as under:

Serial No.	Dates on which the Board Meetings were held	Total Strength of the Board	No. of Directors Present
1.	February 4, 2010	11	10
2.	April 22, 2010	12	12
3.	July 22, 2010	12	10
4.	August 5, 2010	12	08
5.	October 21, 2010	11	11
6.	December 8, 2010	11	07

Name of the Director	Attendance at the Board Meetings held on						Attendance at the AGM held on
	February 4, 2010	April 22, 2010	July 22, 2010	August 5, 2010	October 21, 2010	December 8, 2010	April 8, 2010
Mr N S Sekhsaria	✓	✓	✓	✓	✓	✓	✓
Mr Paul Hugentobler	✓	✓	✓	Leave of Absence	✓	✓	✓
Mr Kuldip Kaura	✓ (As Non-Executive Director)	✓ (As Non-Executive Director)	✓ (As Non-Executive Director)	✓ (As Executive Director)	✓ (As Executive Director)	✓ (As Executive Director)	✓ (As Non-Executive Director)
Mr S M Palia	✓	✓	✓	✓	✓	✓	✓
Mr Naresh Chandra	✓	✓	Leave of Absence	✓	✓	Leave of Absence	No
Mr Markus Akermann	Leave of Absence	✓	✓	Leave of Absence	✓	Leave of Absence	No
Mr M L Narula	✓	✓	✓	✓	✓	✓	✓
Mr D K Mehrotra	✓	✓	Leave of Absence	Leave of Absence	✓	Leave of Absence	No
Mr R A Shah	✓	✓	✓	✓	✓	✓	✓
Mr Shailesh Haribhakti	✓	✓	✓	✓	✓	Leave of Absence	✓
Mr Aidan Lynam	Not Applicable	✓	✓	Leave of Absence	✓	✓	Not Applicable
Mr. Sushil Kumar Roongta (appointed on 03.02.2011)	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable

## Details of Directors who resigned during the year:

Mr. Sumit Banerjee who was appointed as the Managing Director of the Company with effect from April 1, 2007 resigned w.e.f. August 13, 2010. Mr. Sumit Banerjee holds a B.Tech. (Hons) degree in Mechanical Engineering from IIT Kharagpur and is Fellow of the Institute of Engineers (F.I.E.). Mr. Banerjee had a rich and varied experience and has served in senior positions with L&T, Indal / Hindalco and was also the Managing Director of Tube Investments of India Limited.

The details in regard to the attendance of Mr Banerjee at the Board Meetings / AGM, the number of Directorship(s) held in Indian public limited companies and the position of Membership / Chairmanship of Audit Committee / Shareholders' / Investors' Grievance Committee in such Indian public limited companies are given below:

Attendance at the Board Meetings held on						Attendance at the AGM held on
February 4, 2010	April 22, 2010	July 22, 2010	August 5, 2010	October 21, 2010	December 8, 2010	April 8, 2010
✓	✓	✓	✓	Not Applicable	Not Applicable	✓

Number of Directorship(s) held in Indian Public Limited Companies (including ACC)	5	
Committee(s) position (including ACC)	Member	Chairman
	2	-

The Company has complied in full with Clause 49 of the Listing Agreement with regard to information being placed before the Board of Directors.

## COMMITTEES OF THE BOARD

### Audit Committee – (Constituted in 1986)

The Audit Committee acts as the link between the Statutory and the Internal Auditors and the Board of Directors.

The terms of reference of the Audit Committee are as per the guidelines set out in the Listing Agreement with the Stock Exchanges read with Section 292(A) of the Companies Act, 1956. These broadly include approval of the Annual Internal Audit Plan, review of the financial reporting system, internal control systems, discussions on quarterly, half yearly and annual financial results, interaction with Statutory, Internal & Cost Auditors, recommendation for appointment of Statutory and Cost Auditors and their remuneration, Risk Management framework concerning the critical operation of the Company, Management Discussion & Analysis of the Company's operations, Internal Audit Report, Appointment, Removal and terms of remuneration of Chief Internal Auditor, significant related party transactions.

The Company has framed the Audit Committee Charter and an Internal Audit Charter for the purpose of effective compliance of Clause 49 of the Listing Agreement.

The Audit Committee is composed of the following Members. All the Members have the requisite qualifications prescribed under Clause 49 of the Listing Agreement. Their attendance at the Meeting is as under:

Name of the Member	Category	Attendance at the Audit Committee Meetings held on						
		February 3, 2010	March 10, 2010	April 21, 2010	July 12, 2010	July 21, 2010	October 20, 2010	December 6, 2010
Mr. Shailesh Haribhakti (Chairman)	Non-Executive/ Independent	✓	✓	✓	✓	✓	✓	✓
Mr. S. M. Palia	Non-Executive/ Independent	✓	✓	✓	✓	✓	✓	✓
Mr. Naresh Chandra	Non-Executive/ Independent	✓	Leave of Absence	✓	✓	Leave of Absence	✓	Leave of Absence
Mr. Paul Hugentobler	Non-Executive	✓	✓	✓	✓	✓	✓	✓
*Mr. Kuldip Kaura	Non-Executive	Not Applicable	Not Applicable	Not Applicable	✓	✓	Not Applicable	Not Applicable

\*Mr. Kuldip Kaura was appointed on the Audit Committee w.e.f 22.04.2010. He ceased to be on the Committee w.e.f. 04.08.2010 consequent to his appointment as CEO & MD of the Company.

The Chief Executive Officer and Managing Director, the Chief Financial Officer, the Chief Internal Auditor, Chief Executives at the Regions and the representatives of the Statutory Auditors are permanent invitees to the Audit Committee Meetings. The Cost Auditor / his representative attends such of those meetings of the Audit Committee where matters relating to the Cost Audit Report are discussed. The Company Secretary is the Secretary to the Committee. The Internal Audit Department is headed by the Chief Internal Auditor who functions independently and reports to the Chairman of the Audit Committee.

The Committee also invites the representatives of Holcim group's Internal Audit team for obtaining valuable guidance from their expertise in international best practices in Internal Audit.

The Company has implemented well structured Internal Audit Control Systems to ensure reliability of financial and operational information and statutory / regulatory compliances.



### Shareholders' / Investors' Grievance Committee - (Constituted in 1962)

The Shareholders' / Investors' Grievance Committee deals with various matters relating to:-

- transfer / transmission of shares / debentures,
- issue of duplicate share certificates,
- issue and allotment of rights / bonus shares / shares against Employee Stock Options,
- review of shares dematerialized and all other related matters,
- monitoring expeditious redressal of investors' grievances,
- non receipt of Annual Report and declared dividend,
- all other matters related to shares / debentures.

The Shareholders' / Investors' Grievance Committee is composed of the following Members. The dates on which the Committee Meetings were held and the attendance of the Members at the said Meetings are as under:

Name of the Member	Attendance at the Shareholders' / Investors' Grievance Committee Meetings held on				
	February 4, 2010	April 22, 2010	July 22, 2010	October 21, 2010	December 8, 2010
Mr Paul Hugentobler (Chairman)	✓	✓	✓	✓	✓
Mr M L Narula	✓	✓	✓	✓	✓
* Mr. Kuldeep Kaura	Not Applicable	Not Applicable	Not Applicable	Not Applicable	✓
@ Mr. Sumit Banerjee	✓	✓	✓	Not Applicable	Not Applicable

\*Appointed with effect from October 21, 2010

@Ceased to be a Member consequent upon his resignation from the Company w.e.f August 13, 2010

The Company Secretary is the Compliance Officer as per the Listing Agreement.

During the year, 51 complaints were received from shareholders, all of which have been attended / resolved as on date. No investor grievances remained unattended / pending for more than thirty days as on December 31, 2010. The Company had 16 share transfers pending as on December 31, 2010. These were transfers lodged after December 16, 2010.

### Compensation Committee - (Constituted in 1993)

The terms of reference of the Compensation Committee, inter alia consists of reviewing the overall compensation policy, the remuneration structure, service agreement and other employment conditions of the Managing Director / Chief Executive Officer and Managing Director as the case may be, with a view to retaining and motivating the best managerial talents. In determining the remuneration, the Committee takes into

consideration the industry trend, remuneration paid by comparable concerns, responsibilities to be shouldered by the Managing Director and the Company's and individual performance. The Compensation Committee also monitors the implementation of existing Employees' Stock Option Scheme.

The Compensation Committee is composed of the following Members. The dates on which the Meetings were held and the attendance of the Members at the said Meetings are as under:

Name of the Member	Attendance at the Compensation Committee Meetings held on			
	February 3, 2010	April 22, 2010	July 22, 2010	August 5, 2010
Mr. N. S. Sekhsaria (Chairman)	✓	✓	✓	✓
Mr. Paul Hugentobler	✓	✓	✓	Participated through teleconference
Mr. Shailesh Haribhakti	✓	✓	✓	✓

#### Compliance Committee (Non Mandatory Committee) – Constituted on January 31, 2008

The Compliance Committee was constituted to regularly review the status of Company's Compliance with various laws and regulations as well as to understand the implications of major legislative and regulatory developments that may significantly affect the Company, and report the same to the Board. The Committee specifically reviews whether the requirements of the Competition Law are met and provides guidance in regard to the latest developments on competition laws in India and abroad. The Committee also gives guidance to the Management and monitors the developments in important legal cases filed by and against the Company.

As of December 31, 2010, the Compliance Committee of the Board is composed of the following Members. The dates on which the Compliance Committee Meetings were held and the attendance of the Members at the said Meetings are as under:

Name of the Member	Attendance at the Compliance Committee Meetings held on			
	February 3, 2010	April 21, 2010	July 21, 2010	October 21, 2010
Mr. R. A. Shah (Chairman)	✓	✓	✓	✓
Mr. Naresh Chandra	✓	✓	Leave of Absence	✓
Mr. Shailesh Haribhakti	✓	✓	✓	✓
Mr. Paul Hugentobler	✓	✓	✓	✓
*Mr. Kuldip Kaura	Not Applicable	Not Applicable	Not Applicable	Not Applicable
@ Mr. Sumit Banerjee	✓	✓	✓	Not Applicable

\* Appointed with effect from October 21, 2010

@ Ceased to be a Member consequent upon his resignation from the Company with effect from August 13, 2010

## REMUNERATION POLICY

### Remuneration Policy for Executive Director/s

The remuneration structure of Mr Kuldip Kaura, Chief Executive Officer and Managing Director and that of Mr. Sumit Banerjee, former Managing Director is stated below. The terms of appointment and remuneration have been approved by the Members of the Company.

<b>Terms of appointment and remuneration of Mr. Kuldip Kaura, Chief Executive Officer &amp; Managing Director</b>	
<b>Period of Appointment:</b>	From 05.08.2010 to 12.08.2010 as Chief Executive Officer & Managing Director Designate. From 13.08.2010 to 31.12.2013 as Chief Executive Officer & Managing Director.
<b>Salary Grade:</b>	₹ 11,00,000 - ₹ 25,00,000
<b>Allowances:</b>	<ul style="list-style-type: none"> <li>i. Special Allowance: As may be decided by the Board on the recommendation of the Compensation Committee.</li> <li>ii. Housing : Free furnished residential accommodation or HRA at the rate of 40% of the basic salary.</li> <li>iii. LTA: An amount not exceeding 12.5% of the basic salary. The entitlement for any one year to the extent not availed of shall be allowed to be accumulated upto the next two Corporate financial years.</li> </ul>
<b>Perquisites:</b>	<ul style="list-style-type: none"> <li>i. Club Memberships.</li> <li>ii. Group Personal Accident Insurance Policy as per the rules of the Company.</li> <li>iii. Medical reimbursement: Such amount as may be decided by the Board on the recommendation of the Compensation Committee including Group Medclaim Policy as per the rules of the Company.</li> <li>iv. Other Perquisites: As may be decided by the Board on the recommendation of the Compensation Committee subject to the overall ceiling on managerial remuneration as prescribed under the Companies Act, 1956.</li> </ul>
<b>Retiral Benefits:</b>	Contribution to Provident Fund and Superannuation Fund as per the rules of the Company.
<b>Performance Incentive:</b>	An amount equivalent to a maximum of 37.5% of the basic salary and allowances (which includes 7.5% as Holcim's Global Performance Incentive). Tax, if any, payable on Holcim's Global Performance Incentive would be borne by the Company.

<b>Minimum Remuneration:</b>	Where in the financial years during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified, subject to requisite approvals being obtained.
<b>Notice Period &amp; Severance Fees:</b>	Six months notice or six months salary in lieu of notice.

<b>Terms of appointment and remuneration of Mr. Sumit Banerjee, former Managing Director</b>	
<b>Period of Appointment:</b>	Five years from the date of appointment viz. April 1, 2007 (Resigned w.e.f. 13.08.2010).
<b>Salary Grade:</b>	₹ 6,00,000 - ₹ 40,000 - ₹ 9,00,000
<b>Perquisites &amp; Allowances:</b>	Upto 125% of the annual salary.
<b>Other Benefits:</b>	Contribution to Provident Fund, Superannuation Fund and Gratuity Fund.
<b>Performance Incentive:</b>	Upto an amount equivalent to a maximum of 30% of his gross annual salary. Shares of Holcim Limited granted as part of Holcim's global performance incentive policy for senior management personnel of Holcim's Group companies. The component of tax, if any, applicable on the share so granted by Holcim shall be borne by the Company.
<b>Minimum Remuneration:</b>	Where in the financial years during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified, subject to requisite approvals being obtained.
<b>Notice Period &amp; Severance Fees:</b>	Three months notice or three months salary in lieu of notice.

### Remuneration Policy for Non Executive Directors

The Non Executive Directors are paid Sitting Fees of ₹ 20,000 for each meeting of the Board / Committee of the Board attended by them. The total amount of sitting fees paid during the financial year ended December 31, 2010 was ₹ 24.40 lakhs.

In recognition of their contribution and the time spent on the Company's business and taking into consideration the size and complexity of the Company's operations and stringent accounting standards and governance

norms, the Members of the Company have at the 74<sup>th</sup> Annual General Meeting held on April 8, 2010 sanctioned the payment of commission to the Non-Executive Directors not exceeding one percent of the net profits of the Company as computed in the manner provided by Section 198(1) of the Companies Act, 1956.

Pursuant thereto, the Company has provided for the payment of commission of ₹ 9.00 lakhs to each of the Non-Executive Directors for the financial year 2010, which is payable pro rata to those Directors who were in office for part of the year. The Company has also provided for payment of additional commission of ₹ 7.00 lakhs for each of the Non-Executive Member Directors of the Audit Committee and Compliance Committee payable pro rata to those who occupied the office for part of the year. The maximum commission payable to each Non-Executive Director has been fixed at ₹ 16.00 Lakhs by the Board of Directors. The Commission is being paid on a uniform basis to reinforce the principle of collective responsibility.

#### Details of Remuneration paid / payable to Directors for the financial year ended December 31, 2010

₹ Lacs

Name	Salary	Perquisites	Performance Incentive	Contribution to PF/OSF	Commission	Sitting Fees	Total
Mr. N.S. Sekhsaria	-	-	-	-	9.00	2.00	11.00
Mr. Paul Hugentobler	-	-	-	-	16.00	5.20	21.20
*Mr. Kuldip Kaura (from 28.10.2009 to 04.08.2010 as Non-Executive Director)	-	-	-	-	7.34	1.20	8.54
(from 05.08.2010 as Executive Director)	56.02	73.32	38.77	15.12	-	-	183.23
Mr. S.M. Palia	-	-	-	-	16.00	3.00	19.00
Mr. Naresh Chandra	-	-	-	-	16.00	2.20	18.20
Mr. Markus Akermann	-	-	-	-	9.00	0.60	9.60
Mr. M.L. Narula	-	-	-	-	9.00	2.60	11.60
Mr. D.K. Mehrotra	-	-	-	-	9.00	0.60	9.60
Mr. R.A. Shah	-	-	-	-	16.00	2.00	18.00
Mr. S. Haribhakti	-	-	-	-	16.00	4.00	20.00
Mr. Aidan Lynam (from 22.04.2010)	-	-	-	-	6.26	1.00	7.26

#### Notes:

- \*Mr. Kuldip Kaura has been paid Commission on a pro rata basis and Sitting Fees for the period he was a Non-Executive Director on the Board.  
The remuneration paid to Mr. Kuldip Kaura, Chief Executive Officer & Managing Director excludes provision for leave encashment on retirement and other defined benefits payable to him since the same is provided on actuarial basis for the Company as a whole.
- The amounts indicated against the name of Mr D K Mehrotra have been paid to Life Insurance Corporation of India.
- Mr. Aidan Lynam Non-Executive Director has been paid commission on prorata basis.

Details of Remuneration paid to Mr. Sumit Banerjee, former Managing Director for the financial year ended December 31, 2010 is as under:-

₹ Lacs

Name	Salary	Perquisites	Performance Incentive	Contribution to PF/OSF	Payment for Notice Period	Sitting Fees	Total
Mr. Sumit Banerjee (from 01.01.2010 to 12.08.2010)	51.71	66.92	39.00	13.96	14.33	-	185.93

Note: Mr. Sumit Banerjee has been paid Performance Incentive on pro-rata basis upto the date of his resignation.

## SUBSIDIARY COMPANIES

The Company does not have any material non-listed Indian subsidiary whose turnover or net worth (i.e. paid up capital and free reserves) exceeds 20% of the consolidated turnover or net worth respectively, of the listed holding company and its subsidiaries in the immediately preceding accounting year.

The Management Audit Report of the Subsidiary Companies are placed before and reviewed by the Audit Committee.

Copies of the Minutes of the Audit Committee / Board Meetings of Subsidiary Companies are individually given to all the Directors and are tabled at the subsequent Board Meetings.

## DISCLOSURES

There are no materially significant transactions with related parties viz. Promoters, Directors, Management or their subsidiaries or relatives conflicting with the Company's interest. Suitable disclosure as required by the Accounting Standard (AS 18) has been made in the Annual Report.

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 years.

In the preparation of the financial statements, the Company has followed the Accounting Standards notified pursuant to Companies (Accounting Standards), Rules, 2006 (as amended). The significant accounting policies which are consistently applied have been set out in the Notes to the Accounts. The Company is gearing up to become compliant with International Financial Reporting Standards (IFRS) and will be ready to implement IFRS when it becomes applicable.

Business risk evaluation and management is an ongoing process within the Organization. The Company has a formal system of internal control testing which examines both the design effectiveness and operational effectiveness to ensure reliability of financial and operational information and all statutory / regulatory compliances. The Company's business processes are on SAP-ERP and SAP-HR platforms and has a strong monitoring and reporting process resulting in financial discipline and accountability.

Adoption of non mandatory requirements under Clause 49 of the Listing Agreement are being reviewed from time to time. Among the non mandatory requirements adopted by the Company, are the setting up of the Compensation Committee and the introduction of the Fraud Risk Management Policy which contains features of the Whistle Blower Policy.

### **CODE OF CONDUCT**

The Board of Directors had at its Meeting held on December 5, 2005 approved the Code of Business Conduct and Ethics which was made applicable to the Board of Directors and all employees in the management grades.

The Board of Directors has reviewed and revised the Code of Business Conduct and Ethics on October 28, 2009. The Code has been posted on the Company's website [www.acclimited.com](http://www.acclimited.com). The revised Code of Conduct is applicable to the Directors and all employees in management grades and the employees in senior management cadre are required to give an annual declaration that they have complied with the Code.

### **PREVENTION OF INSIDER TRADING**

As per the SEBI (Prohibition of Insider Trading) Regulations 1992, the Company Secretary is the Compliance Officer and is responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of price sensitive information, pre-clearance of trade, monitoring of trades and implementation of the Code of Conduct for trading in Company's securities under the overall supervision of the Board. The Company has adopted a Code of Conduct for Prevention of Insider Trading as well as a Code of Corporate Disclosure Practices. All the Directors on the Board, employees at senior management level at all locations and other employees who could be privy to unpublished price sensitive information of the Company are governed by this Code.

### **MEANS OF COMMUNICATION**

- The unaudited quarterly / half yearly and audited yearly results are announced within the time stipulated in the Listing Agreement with the Stock Exchanges. The aforesaid financial results are sent to the Stock Exchanges where the Company's securities are listed, immediately after these are approved by the Board and thereafter given by way of a Press Release to various news agencies / analysts and published within forty-eight hours in leading English and Marathi daily newspapers.

- The audited financial statements form a part of the Annual Report which is sent to the shareholders prior to the Annual General Meeting.
- The Company also informs by way of intimation to the Stock Exchanges all price sensitive matters or such other matters which in its opinion are material and of relevance to the shareholders and subsequently issues a Press Release on the said matters.
- The quarterly / half yearly and the annual results as well as the press releases of the Company are placed on the Company's website: [www.acclimited.com](http://www.acclimited.com).
- Individual reminders are sent each year to those members whose dividends have remained unclaimed, before transferring the monies to the Investors' Education & Protection Fund (IEPF).
- All data required to be filed electronically pursuant to Clause 52 of the Listing Agreement with the Stock Exchanges, such as Annual Report, Shareholding Pattern, Quarterly Report on Corporate Governance are being regularly filed on "Corp Filing". Shareholders / Investors can view the information by visiting the website of [www.corpfiling.co.in](http://www.corpfiling.co.in).

## General Information for Shareholders

### Investor Services

The Company has an in-house Share Department located at its Registered Office which handles all matters relating to the shares of the Company including transfer / transmission of shares, dematerialisation of shares, payment of dividends, sub-division / consolidation of share certificates and investor grievances.

### Address for Correspondence

**ACC Limited**  
**Share Department**  
**"Cement House"**  
**121, Maharshi Karve Road,**  
**Mumbai 400020**

<b>Telephone Nos:</b>	(022) 33024473; 33024469
<b>Fax No:</b>	(022) 66317458
<b>Communication by e-mail:</b>	
For transfer / transmission / subdivision / demat:	<a href="mailto:sujata.chitre@acclimited.com">sujata.chitre@acclimited.com</a>
For loss of shares / dividend / general inquiries:	<a href="mailto:krishnan.chidambaram@acclimited.com">krishnan.chidambaram@acclimited.com</a>
For investor grievance remaining unattended:	<a href="mailto:jer.dhondy@acclimited.com">jer.dhondy@acclimited.com</a>



Members who hold shares in dematerialised form should correspond with the Depository Participant with whom they maintain Demat Account/s, for their queries relating to shareholding, change of address, ECS facility for dividend, etc. However for enquiries relating to non receipt of shares / dividend, annual reports, issue of duplicate shares, subdivision of shares, change of address, ECS facility, notices, the Members should communicate directly with the Company. Members are requested to indicate their Folio / Demat Account number in their correspondence with the Company.

### Exclusive E-Mail ID for Redressal of Investor Complaints

The Company has designated an e-mail ID exclusively for the purpose of registering complaints by investors. The e-mail ID is **ACC-InvestorSupport@acclimited.com**. Shareholders / Investors can send their complaints / grievances to the above e-mail ID and the same will be attended to by our in-house Share Department.

### Plant Location

The location of the Company's Plants are given on the inside cover page of the Annual Report.

## Market Information

### Listing on Stock Exchanges

The Company's shares are listed on the following Stock Exchanges and the Listing Fees have been paid to the Exchanges:

Name & Address of the Stock Exchanges	Stock Code / Scrip Code	ISIN Number for NSDL/CDSL (Dematerialised shares)
The Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers, Dalal Street Mumbai 400001	500410	INE012A01025
The National Stock Exchange of India Limited Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai 400051	ACC	

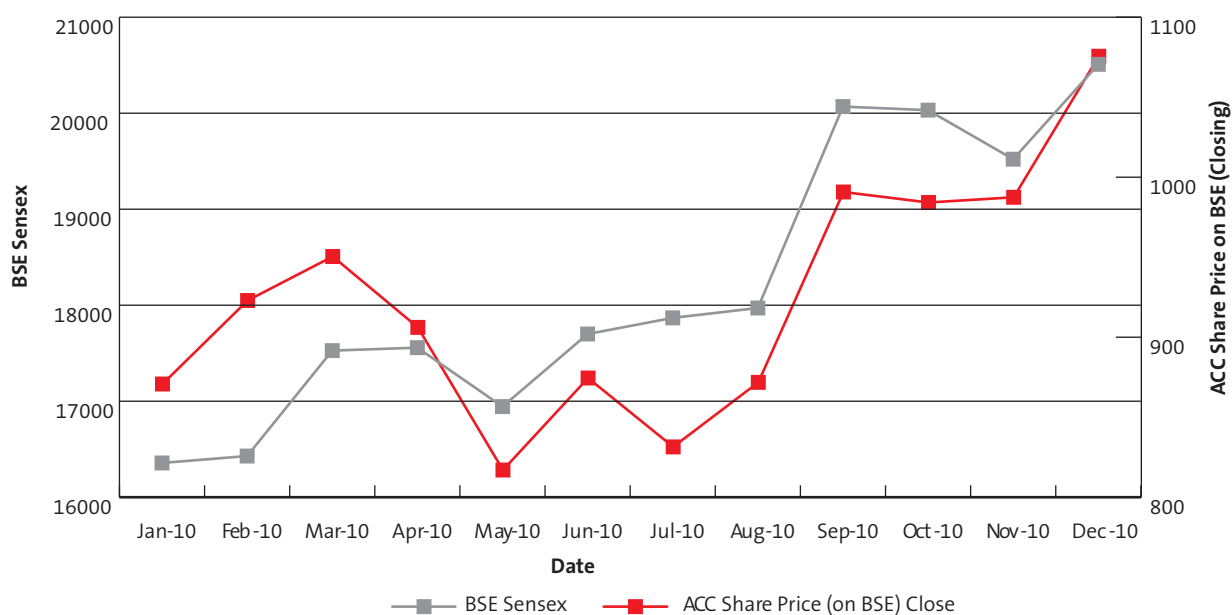
The Privately placed Non-Convertible Debentures are listed on the Wholesale Debt Market Segment of the National Stock Exchange of India Limited.

ISIN Numbers for Privately Placed Debentures on NSDL & CDSL are INE012A07188 & INE012A07196 respectively.

## ACC Share Price vis a vis BSE Sensex January – December 2010

Month	BSE Sensex Close	ACC Share Price			No of shares traded during the month	Turnover (₹ Crores)
		High ₹	Low ₹	Close ₹		
Jan-10	16357.96	989.90	860.00	870.75	22,09,707	204.53
Feb-10	16429.55	929.00	826.00	922.95	15,76,398	139.94
Mar-10	17527.77	1,017.00	910.05	950.45	20,15,084	196.14
Apr-10	17558.71	986.90	883.00	906.15	14,92,066	138.91
May-10	16944.63	914.00	801.00	817.00	13,12,810	113.47
Jun-10	17700.90	888.30	700.00	874.50	15,36,170	131.52
Jul-10	17868.29	871.95	801.60	831.45	17,31,221	143.31
Aug-10	17971.12	889.00	814.00	871.80	11,44,076	97.74
Sep-10	20069.12	1,036.95	823.70	990.75	30,99,308	303.41
Oct-10	20032.34	1,049.00	940.00	984.20	18,38,948	183.74
Nov-10	19521.25	1,133.45	968.55	987.45	13,47,637	143.11
Dec-10	20509.09	1,099.00	972.90	1,075.60	36,59,123	389.77

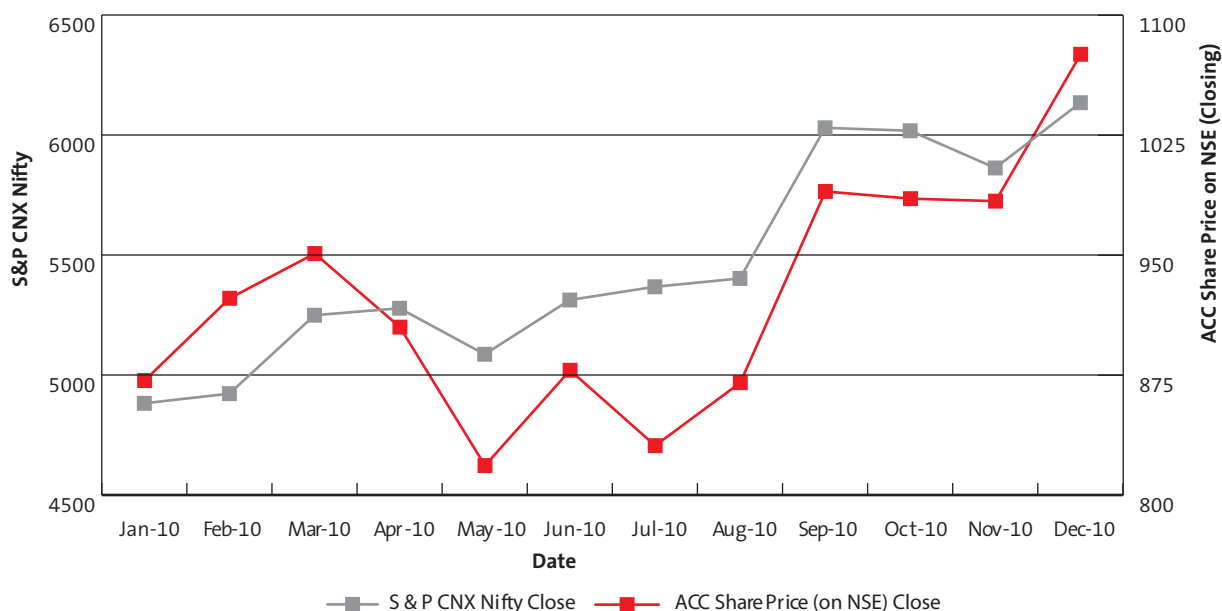
## ACC Share Price on BSE &amp; BSE Sensex



### ACC Share Price on NSE vis a vis S&P CNX Nifty January – December 2010

Month	S&P CNX Nifty Close	ACC Share Price (on NSE)			No of shares traded during the month	Turnover (₹ Crores)
		High ₹	Low ₹	Close ₹		
Jan-10	4882.05	989.90	859.40	871.70	1,00,05,007	927.75
Feb-10	4922.30	946.00	824.70	923.10	75,26,313	666.79
Mar-10	5249.10	1,020.00	913.90	951.05	1,03,87,002	1,007.18
Apr-10	5278.00	986.95	882.25	905.05	96,83,291	902.79
May-10	5086.30	913.85	809.00	818.55	75,95,164	655.36
Jun-10	5312.50	898.70	810.00	878.10	69,52,957	596.80
Jul-10	5367.60	872.50	800.00	831.00	83,20,336	688.57
Aug-10	5402.40	888.40	812.00	870.35	63,50,566	543.92
Sep-10	6029.95	1,037.95	870.00	989.85	1,28,43,172	1,255.49
Oct-10	6017.70	1,050.00	940.15	985.35	86,10,986	860.10
Nov-10	5862.70	1,134.40	968.05	983.80	78,25,800	823.76
Dec-10	6134.50	1,098.85	970.35	1,075.60	87,23,518	915.14

### ACC Share Price on NSE & S&P CNX NIFTY



## SHARE TRANSFER SYSTEM / DIVIDEND AND OTHER RELATED MATTERS

### i. Share transfers

Share transfers in physical form are presently processed and the share certificates are generally returned within a period of 15 days from the date of receipt provided all details are complete and there are no discrepancies.

### ii. Nomination facility for shareholding

As per the provisions of the Companies Act, 1956, facility for making nomination is available for Members in respect of shares held by them. Those Members who hold shares in physical form may obtain nomination forms from the Share Department of the Company.

### iii. Implementation of NECS by Reserve Bank of India (RBI)

RBI had vide its circular dated July 29, 2009 directed banks to move to the NECS platform for centralized processing of inward instructions and handling of bulk transactions with effect from October 1, 2009. To facilitate dividend payment through NECS, Members who hold shares in demat mode should inform their depository participant and such of the members holding shares in physical form should inform the Company of the new account number allotted to them by their bankers consequent upon the banks migration to the core banking system. In cases where the core banking account number is not intimated to the Company/ Depository Participant, the Company will issue dividend warrants to the Members.

### iv. Unclaimed Dividends

The Company is required to transfer dividends which have remained unpaid / unclaimed for a period of seven years to the Investor Education & Protection Fund established by the Government. The Company will, in September 2011 transfer, the dividends for the year ended March 31, 2004 which have remained unclaimed / unpaid.

### v. Correspondence regarding change of address etc.

Members are requested to ensure that any correspondence for change of address, change in Bank Mandates etc., should be signed by the first named shareholder as per his specimen signature recorded with the Company. The Company also requests for supporting documents such as proof of residence and identity whenever a letter requesting for change of address is received. This is being done to safeguard the interest of both the shareholders and the Company. Members holding shares in dematerialised form should correspond with the Depository Participant with whom they maintain a Demat Account(s).

### vi. Subdivision of shares

The Company had subdivided the face value of its Equity shares from ₹ 100 each to ₹ 10 each in 1999. The old shares having face value of ₹ 100 are no longer tradable on the Stock Exchanges. Shareholders holding share certificates of the face value of ₹ 100 each are requested to send the certificates to the Share Department of the Company for exchange.

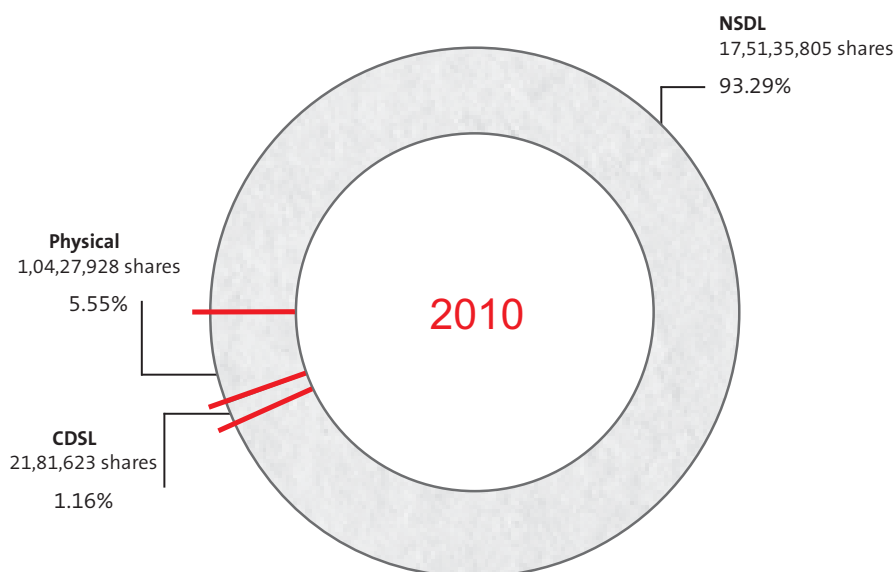
### vii. Pending Investors' Grievances

Any Member / investor whose grievance has not been resolved satisfactorily, may kindly write to the Company Secretary and Head Compliance at the Registered Office with a copy of the earlier correspondence.

### Distribution of shareholding as on December 31, 2010

No. of shares slab	No. of share-holders	%	No. of Shares							
			Physical	% of Share Capital	NSDL	% of Share Capital	CDSL	% of Share Capital	Total No. of Shares	% of Share Capital
1-50	66,817	57.97	2,86,159	0.15	7,58,444	0.40	2,12,606	0.11	12,57,209	0.67
51-100	15,114	13.11	3,27,305	0.17	7,62,545	0.41	1,53,917	0.08	12,43,767	0.66
101-200	11,925	10.35	5,48,703	0.29	10,60,514	0.56	1,72,126	0.09	17,81,343	0.95
201-500	10,781	9.35	10,95,816	0.58	21,67,059	1.15	2,97,688	0.16	35,60,563	1.90
501-1000	5,217	4.53	10,64,893	0.57	24,36,925	1.30	2,87,519	0.15	37,89,337	2.02
1001-5000	4,523	3.92	24,91,241	1.33	61,34,150	3.27	5,80,381	0.31	92,05,772	4.90
5001-10000	472	0.41	7,25,455	0.39	22,50,507	1.20	2,36,149	0.13	32,12,111	1.71
>10000	414	0.36	38,88,356	2.07	15,95,65,661	85.00	2,41,237	0.13	16,36,95,254	87.19
<b>Total</b>	<b>1,15,263</b>	<b>100.00</b>	<b>1,04,27,928</b>	<b>5.55</b>	<b>17,51,35,805</b>	<b>93.29</b>	<b>21,81,623</b>	<b>1.16</b>	<b>18,77,45,356</b>	<b>100.00</b>

### Distribution of Shareholding

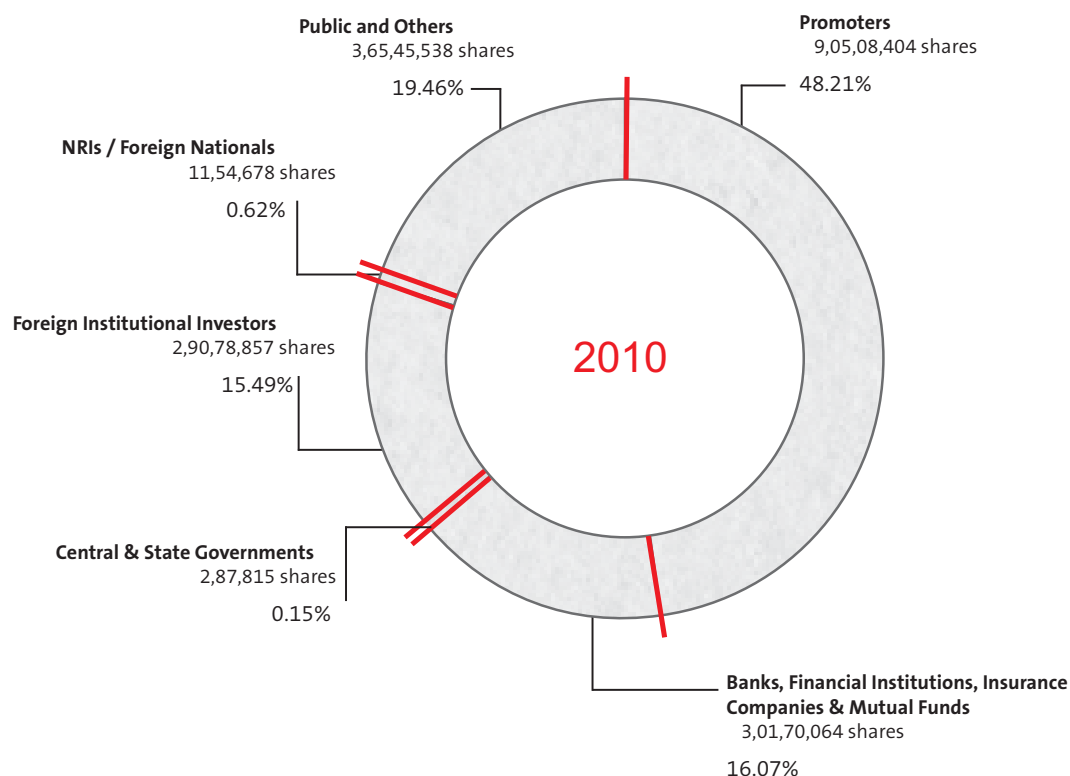


The Company has entered into agreements with both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) whereby shareholders have an option to dematerialize their shares with either of the depositories.

### Shareholding Pattern as on December 31, 2010

Category	No. of Shares held	%	
Promoters			
i. Ambuja Cement India Private Limited	8,99,67,404	47.92	48.21
ii. Holderind Investments Limited	5,41,000	0.29	
Banks, Financial Institutions, Insurance Companies & Mutual Funds			
i. Banks	3,89,881	0.21	16.07
ii. Financial Institutions	2,83,75,669	15.11	
iii. Insurance Companies	-	-	
iv. Mutual Funds	14,04,514	0.75	
Central & State Governments	2,87,815	-	0.15
Foreign Institutional Investors	2,90,78,857	-	15.49
NRIs / Foreign Nationals	11,54,678	-	0.62
Public and Others	3,65,45,538	-	19.46
<b>TOTAL</b>	<b>18,77,45,356</b>		<b>100.00</b>

### Shareholding Pattern



The promoters have subsequently acquired 2,11,533 shares on or before December 31, 2010. The same has been credited to their Demat Account. Their holding in the Company as on February 3, 2011 is 9,07,19,937 Equity Shares constituting 48.32% of the Equity Share Capital.

## Foreign Promoters Group Disclosure

Foreign Promoters shareholding in the Company is held by Holderind Investments Limited, Mauritius and indirectly through its Indian subsidiary Ambuja Cements India Pvt. Limited.

Holderind Investments Limited (Holcim Mauritius) has informed the Company that, Holcim Limited, Holderfin B.V., Holcim (India) Private Limited, Ambuja Cements India Private Limited, Holcim Participations and Holcim Mauritius are companies belonging to the same group (hereinafter referred as “Holcim Group”) as defined under the Monopolies and Restrictive Trade Practices Act, 1969.

### Statement showing Shareholding of more than 1% of the Capital as on December 31, 2010

Sr. No.	Names of the shareholders		Number of shares	Percentage of Capital
1	Ambuja Cement India Private Limited (Promoter)	8,99,67,404	9,05,08,404	48.21
	Holderind Investments Limited (Promoter)	5,41,000		
2	Life Insurance Corporation of India		2,55,79,192	13.62
3	ICICI Prudential Life Insurance Company Limited		56,79,441	3.03
4	JP Morgan Funds – Emerging Markets Equity Fund		36,62,458	1.95
5	The Growth Fund of America, Inc		26,05,000	1.39
	<b>TOTAL</b>		<b>12,80,34,495</b>	<b>68.20</b>

Global Depository Receipts (GDR's) or any Convertible Instrument, conversion dates and likely impact on Equity  
NIL

### Particulars of past three Annual General Meetings:

AGM	Financial Year	Venue	Date	Time	Special Resolutions passed
74th	01.01.2009 to 31.12.2009	Birla Matushri Sabhagar, 19, Sir Vithaldas Thakersey Marg, Mumbai 400 020	08.04.2010	3.00 p.m.	Payment of commission to Non-Executive Directors
73rd	01.01.2008 to 31.12.2008		08.04.2009	3.00 p.m.	Alteration of Article 157(ii) of the Articles of Association of the Company which deals with the manner in which the Seal of the Company is to be used
72nd	01.01.2007 to 31.12.2007		24.04.2008	3.00 p.m.	No Special Resolution was passed

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

Pursuant to Section 269(1), 309 of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 a Notice dated August 6, 2010 was sent to the shareholders seeking their approval through postal ballot on the Ordinary Resolution for the appointment and terms of remuneration of Mr. Kuldip Kaura, Chief Executive Officer and Managing Director. The Company had appointed Ms. Shirin K. Bharucha, Legal Advisor, as the Scrutinizer for conducting the postal ballot process. Accordingly, the Postal Ballot was conducted by the Scrutinizer and a Report submitted to the Chairman. The results of the voting conducted through Postal Ballot are as under:-

Particulars	Number of Ballots	Number of Votes	% of votes
Total Postal Ballot Forms received	3,337	13,48,40,408	100.00
Less: Invalid Forms received	(239)	(1,69,508)	(0.13)
Net valid Postal Ballot Forms received	3,098	13,46,70,900	99.87
Postal Ballot Forms with assent for the Resolution	2,928	13,37,34,238	99.18
Postal Ballot Forms with dissent for the Resolution	170	9,36,662	0.69

The Ordinary Resolution as per Notice dated August 6, 2010 for the appointment and terms of remuneration of Mr. Kuldip Kaura, Chief Executive Officer and Managing Director was accordingly passed with the requisite majority.

### FINANCIAL CALENDAR:

Board Meeting for consideration of Accounts for the financial year ended December 31, 2010 and recommendation of dividend	February 3, 2011
Posting of Annual Reports	On or before March 16, 2011
Book Closure Dates	March 31, 2011 to April 13, 2011 (both days inclusive)
Last date for receipt of Proxy Forms	April 11, 2011 before 3.00 p.m.
Date, Time & Venue of the 75th Annual General Meeting	April 13, 2011 at 3.00 p.m. Birla Matushri Sabhagar 19, Sir Vithaldas Thackersey Marg, Mumbai 400 020
Dividend Payment date	April 19, 2011
Probable date of despatch of warrants	April 16, 2011
Board Meeting for consideration of unaudited quarterly results for the financial year ending December 31, 2011	Within forty-five days from the end of the quarter as stipulated under the Listing Agreement with the Stock Exchanges.
Audited results for the current financial year ending December 31, 2011	Within two months from the end of the last quarter as stipulated under the Listing Agreement with the Stock Exchanges.

For and on behalf of the Board of Directors

N S Sekhsaria  
Chairman

Mumbai:  
February 3, 2011



## DECLARATIONS

### Compliance with Code of Business Conduct and Ethics

As provided under Clause 49 of the Listing Agreement with the Stock Exchanges, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct and Ethics for the year ended December 31, 2010.

For ACC Limited

Kuldip Kaura  
Chief Executive Officer & Managing Director

Mumbai  
February 3, 2011

### CEO / CFO Certification

As required by sub clause V of Clause 49 of the Listing Agreement with the Stock Exchanges, we have certified to the Board that for the financial year ended December 31, 2010, the Company has complied with the requirements of the said sub clause.

For ACC Limited

For ACC Limited

Kuldip Kaura  
Chief Executive Officer & Managing Director

Sunil Nayak  
Chief Financial Officer

Mumbai  
February 3, 2011

**S.R. Batliboi & Associates**  
**Chartered Accountants**

**2nd Floor, Urmi Estate,  
Jalan Mills Compound,  
95, Ganpatrao Kadam Marg,  
Lower Parel,  
Mumbai – 400 013.**

## **AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

### **TO THE MEMBERS OF ACC LIMITED**

We have examined the compliance of conditions of Corporate Governance by ACC Limited, for the year ended December 31, 2010, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchange(s).

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

Consequent to the resignation of an Independent Director, the Board of Directors was required to fill this vacancy by January 31, 2011. Accordingly, the Company has, at its first meeting after that date, appointed an Independent Director on February 3, 2011.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further 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 S. R. Batliboi & Associates  
Firm Registration number: 101049W  
Chartered Accountants

per Sudhir Soni  
Partner  
Membership No.: 41870

Place: Mumbai  
Date: February 3, 2011