

**ACC LIMITED****SUCCESSION POLICY FOR DIRECTORS**

1. The retirement age shall generally be 75 years for all the Directors.
2. Non executive directors who will attain the age of 75 years before they are due to retire by rotation / completion of their term, shall be requested to serve the elected term of office.
3. In case of Independent Directors, their appointment will be for a period upto five years. The Board shall, closer to completion of his term, review his performance and in case he qualifies for reappointment in all respects, shall reappoint him for a further period not exceeding five years. Such reappointment shall also be subject to the approval by the Members in a General Meeting by passing a Special Resolution.
4. An Independent Director shall not be liable to retire by rotation. He may be appointed for not more than two consecutive terms upto 5 years each. He shall, however, be eligible for appointment afresh after the expiry of three years of his ceasing to become an Independent Director, provided that during the said period of three years, he has not been directly or indirectly associated with the Company in any other capacity.
5. The Board of Directors (Including the Nomination and Remuneration Committee) shall periodically review the vacancies likely to get created due to the completion of the term(s) of Non Executive Directors for timely filling of such vacancies.
6. With a view to ensure continuity and cohesive working amongst Independent Directors, the Board shall endeavor to keep one or more Independent Directors over and above the statutory requirements so that in the eventuality of an Independent Director retiring or ceasing to be in office for any reason, the Board continues to obtain the same strength and value addition from the Independent Directors in addition to the Company remaining compliant with applicable law at all times with regard to the composition of the Board.

**ASHWIN DANI****CHAIRMAN OF THE NOMINATION  
AND REMUNERATION  
COMMITTEE****Date: 30<sup>th</sup> October, 2014****N. S. SEKHSARIA****CHAIRMAN OF THE BOARD OF  
DIRECTORS****Date: 30<sup>th</sup> October, 2014**