

July 2, 2012

The General Manager,  
Department of Corporate Services,  
Bombay Stock Exchange Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001.

IN DUPLICATE

Dear Sir,

**Sub.: Quarterly Compliance Report on Corporate Governance –  
Clause 49 of the Listing Agreement**

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Pursuant to Clause 49 of the Listing Agreement, we give below the compliance report on Corporate Governance for the quarter ended June 30, 2012

|     | <b>Particulars</b>                                   | <b>Clause of Listing Agreement</b> | <b>Compliance Status (Yes/No)</b> | <b>Remarks</b> |
|-----|--|------------------------------------|-----------------------------------|----------------|
|     | (1)  | (2)                                | (3)                               | (4)            |
|     | <b>Board of Directors</b>                            | <b>49 I</b>                        |                                   |                |
| (A) | Composition of Board                                 | 49 (IA)                            | Yes                               |                |
| (B) | Non-executive Directors compensation and disclosures | 49 (IB)                            | Yes                               |                |
| (C) | Other provisions as to Board and Committees          | 49(IC)                             | Yes                               |                |
| (D) | Code of Conduct                                      | 49((ID)                            | Yes                               |                |
|     |  |                                    |                                   |                |
|     | <b>II Audit Committee</b>                            | <b>49II</b>                        |                                   |                |
| (A) | Qualified and Independent Audit Committee            | 49 (IIA)                           | Yes                               |                |
| (B) | Meeting of Audit Committees                          | 49 (IIB)                           | Yes                               |                |
| (C) | Powers of the Audit Committee                        | 49 (IIC)                           | Yes                               |                |
| (D) | Role of Audit Committee                              | 49 (IID)                           | Yes                               |                |

|     |  |          |     |  |
|-----|--|----------|-----|--|
| (E) | Review of Information by Audit Committee | 49 (IIE) | Yes |  |
|-----|--|----------|-----|--|

|            | Particulars  | Clause of Listing Agreement | Compliance Status (Yes/No) | Remarks  |
|------------|--|-----------------------------|----------------------------|--|
|            | (1)  | (2)                         | (3)                        | (4)  |
| <b>III</b> | <b>Subsidiary Companies</b>  | <b>49 (III)</b>             | <b>Yes</b>                 |  |
| <b>IV</b>  | <b>Disclosures</b>   | <b>49 (IV)</b>              |                            |  |
| (A)        | Basis of related party transactions                                  | 49 (IVA)                    | Yes                        |  |
| (B)        | Disclosure of Accounting Treatment                                   | 49 (IVB)                    | Yes                        |  |
| (C)        | Board Disclosures  | 49 (IVC)                    | Yes                        |  |
| (D)        | Proceeds from Public Issues, Rights Issues, Preferential Issues etc. | 49 (IVD)                    | N/A                        | No public issue has been made by the Company in the recent past. Will be complied with when the situation arises |
| (E)        | Remuneration of Directors  | 49 (IVE)                    | Yes                        |  |
| (F)        | Management   | 49 (IVF)                    | Yes                        |  |
| (G)        | Shareholders   | 49 (IVG)                    | Yes                        |  |
| <b>V</b>   | <b>CEO / CFO Certification</b>                                       | <b>49 (V)</b>               | <b>Yes</b>                 |  |
| <b>VI</b>  | <b>Report on Corporate Governance</b>                                | <b>49 (VI)</b>              | <b>Yes</b>                 |  |
| <b>VII</b> | <b>Compliance</b>  | <b>49 (VII)</b>             | <b>Yes</b>                 |  |

We request you kindly to take the same on record.

Thanking you,

Yours faithfully,  
For ACC Limited

Burjor D. Nariman  
Company Secretary & Head - Compliance

July 2, 2012

National Stock Exchange of India Limited,  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, G Block,  
Bandra – Kurla Complex,  
Mumbai – 400 051.  
Fax No. 022- 26598237 / 38

Dear Sir,

**Sub.: Quarterly Compliance Report on Corporate Governance –  
Clause 49 of the Listing Agreement**

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Pursuant to Clause 49 of the Listing Agreement, we give below the compliance report on Corporate Governance for the quarter ended June 30, 2012.

|     | <b>Particulars</b>                                   | <b>Clause of Listing Agreement</b> | <b>Compliance Status (Yes/No)</b> | <b>Remarks</b> |
|-----|--|------------------------------------|-----------------------------------|----------------|
|     | (1)  | (2)                                | (3)                               | (4)            |
|     | <b>Board of Directors</b>                            | <b>49 I</b>                        |                                   |                |
| (A) | Composition of Board                                 | 49 (IA)                            | Yes                               |                |
| (B) | Non-executive Directors compensation and disclosures | 49 (IB)                            | Yes                               |                |
| (C) | Other provisions as to Board and Committees          | 49 (IC)                            | Yes                               |                |
| (D) | Code of Conduct                                      | 49 (ID)                            | Yes                               |                |
|     |  |                                    |                                   |                |

|           |   |             |     |  |
|-----------|---|-------------|-----|--|
| <b>II</b> | <b>Audit Committee</b>                    | <b>49II</b> |     |  |
| (A)       | Qualified and Independent Audit Committee | 49 (IIA)    | Yes |  |
| (B)       | Meeting of Audit Committees               | 49 (IIB)    | Yes |  |
| (C)       | Powers of the Audit Committee             | 49 (IIC)    | Yes |  |
| (D)       | Role of Audit Committee                   | 49 (IID)    | Yes |  |
| (E)       | Review of Information by Audit Committee  | 49 (IIE)    | Yes |  |

|            | <b>Particulars</b>   | <b>Clause of Listing Agreement</b> | <b>Compliance Status (Yes/No)</b> | <b>Remarks</b>   |
|------------|--|------------------------------------|-----------------------------------|--|
|            | (1)  | (2)                                | (3)                               | (4)  |
| <b>III</b> | <b>Subsidiary Companies</b>  | <b>49 (III)</b>                    | <b>Yes</b>                        |  |
| <b>IV</b>  | <b>Disclosures</b>   | <b>49 (IV)</b>                     |                                   |  |
| (A)        | Basis of related party transactions                                  | 49 (IVA)                           | Yes                               |  |
| (B)        | Disclosure of Accounting Treatment                                   | 49 (IVB)                           | Yes                               |  |
| (C)        | Board disclosures  | 49 (IVC)                           | Yes                               |  |
| (D)        | Proceeds from Public Issues, Rights Issues, Preferential Issues etc. | 49 (IVD)                           | N/A                               | No public issue has been made by the Company in the recent past. Will be complied with when the situation arises |
| (E)        | Remuneration of Directors  | 49 (IVE)                           | Yes                               |  |
| (F)        | Management   | 49 (IVF)                           | Yes                               |  |
| (G)        | Shareholders   | 49 (IVG)                           | Yes                               |  |
| <b>V</b>   | <b>CEO / CFO Certification</b>                                       | <b>49 (V)</b>                      | <b>Yes</b>                        |  |
| <b>VI</b>  | <b>Report on Corporate Governance</b>                                | <b>49 (VI)</b>                     | <b>Yes</b>                        |  |
| <b>VII</b> | <b>Compliance</b>  | <b>49 (VII)</b>                    | <b>Yes</b>                        |  |

We request you kindly to take the same on record.

Thanking you,

Yours faithfully,  
For ACC Limited

Burjor D. Nariman  
Company Secretary & Head - Compliance