

October 6, 2014

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**

Pursuant to Clause 49 of the Listing Agreement, we give below the compliance report on Corporate Governance for the quarter ended September 30, 2014:

	Particulars	Clause of Listing Agreement	Compliance Status (Yes/No)	Remarks
	(1)	(2)	(3)	(4)
	Board of Directors	49 I		
(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	
	II Audit Committee	49II		
(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)
III	Subsidiary Companies	49 (III)	Yes	
IV	Disclosures	49 (IV)		
(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	
V	CEO / CFO Certification	49 (V)	Yes	
VI	Report on Corporate Governance	49 (VI)	Yes	
VII	Compliance	49 (VII)	Yes	

We request you kindly to take the same on record.

Thanking you,

Yours faithfully,
For ACC Limited



Burjor D Nariman
Company Secretary & Head Compliance