



## ACC Limited

Registered Office: Cement House, 121, Maharshi Karve Road, Mumbai 400 020  
Telephone Number: (022) 66654321 Fax Number: (022) 66317458

Serial No

### POSTAL BALLOT FORM

- (1) Name(s) of Shareholder(s)  
Including Joint holders, if any
- (2) Registered Address of the Sole/  
First named Shareholder
- (3) Registered Folio No./  
DPID No./Client ID No.\*  
(\*Applicable to investors holding  
shares in a dematerialised form)
- (4) No. of shares held
- (5) I/ We hereby exercise my/our vote in respect of the Ordinary Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company dated November 1, 2007 by sending my/our assent or dissent of the said Resolution by placing the tick (✓) mark at the appropriate places in boxes below :

Description	No. of Shares	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
Ordinary Resolution under Section 293(1)(a) of the Companies Act, 1956, authorizing the Board of Directors of the Company to sell and transfer the Company's Ready Mix Concrete Undertaking to its wholly owned subsidiary ACC Concrete Ltd.			

Place:

Date:

(Signature of the Shareholder)

Notes:

1. Please read carefully the instructions printed overleaf before filling the Postal Ballot Form.
2. Please send your Postal Ballot Form duly filled in, in the prepaid envelope enclosed herewith, so as to reach on or before **December 18, 2007**.

P.T.O.

## **INSTRUCTIONS :**

1. A Shareholder desiring to exercise his/her vote by Postal Ballot should complete the Postal Ballot Form (no other form or photo copy thereof is permitted to be used for the purpose) and send it to the Scrutinizer at the address of the Company in the attached self addressed envelope. The postage will be borne and paid for by the Company. Envelopes containing Postal Ballot Forms, if deposited with the Company, in person or if sent by courier at the expense of the Shareholder shall also be accepted by the Company.
2. The self addressed envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
3. This form should be completed and signed by the Shareholder. In case of joint shareholding, this form should be completed and signed (as per the specimen signature(s) registered with the Company) by the first named Shareholder and in his/her absence, by the next named Shareholder.
4. Incomplete, unsigned or incorrectly ticked Postal Ballot forms will be rejected.
5. Duly completed Postal Ballot forms should reach the Scrutinizer not later than the close of working hours on December 18, 2007. Postal Ballot forms received after this date will be strictly treated as if the reply from such Shareholder(s) has not been received.
6. In the case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot form should be accompanied by a certified true copy of the relevant Board Resolution/Authorisation, together with attached specimen signature(s) of the duly authorized signatories.
7. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Shareholders on the date of the despatch of the Notice pursuant to Section 192A(2) of the Act.
8. A shareholder need not use all his votes nor does he need to cast all his votes in the same way.
9. The Postal Ballot shall not be exercised by a proxy.
10. Shareholders are requested not to send any other paper alongwith the Postal Ballot form in the enclosed self addressed envelope.



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Registered Office: Cement House, 121, Maharshi Karve Road, Mumbai 400 020  
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To,  
The Members,

### **Notice pursuant to Section 192A(2) of the Companies Act, 1956**

NOTICE IS HEREBY GIVEN pursuant to Section 192A(2) of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, that the following Resolution relating to the sale of the Company's Ready Mix Concrete (RMX) Undertaking is proposed to be passed by postal ballot.

Under Section 293(1)(a) of the Companies Act 1956, the Company is required to obtain the approval of the Members for the sale of the aforesaid Undertaking through a postal ballot. Accordingly, the Company is desirous of seeking your consent to the proposal contained in the undermentioned Resolution. The Explanatory Statement pertaining to the said Resolution setting out all material facts and reasons thereof is also annexed.

As the consent of the Members to the Resolution is required to be obtained by means of a Postal Ballot, it is being sent to you with the Explanatory Statement for your consideration along with a Postal Ballot Form. The Company has appointed Ms Shirin K Bharucha, Legal Advisor, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the form duly completed and signed in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer on or before Tuesday December 18, 2007. The Scrutinizer will submit her report to the Chairman after completion of the scrutiny of the Postal Ballot Forms and the results of the Postal Ballot will be announced at the Registered Office of the Company at Cement House, 121 Maharshi Karve Road, Mumbai 400 020, on or before Friday December 21, 2007.

### **Resolution to be passed under Section 293(1)(a) of the Companies Act, 1956, for sale of the Company's Ready Mix Concrete (RMX) Undertaking**

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution** :

"RESOLVED THAT pursuant to the provisions of Sections 192A, 293(1)(a) and other applicable provisions, if any, of the Companies Act 1956, the Memorandum and Articles of Association and subject to such other approvals and permissions as may be required, consent of the Company be and is hereby accorded to the Board of Directors of the Company ("the Board" which expression shall also include a Committee of Directors constituted for this purpose) to transfer, sell or otherwise dispose off in any manner whatsoever the Company's Ready Mix Concrete (RMX) Undertaking which comprises 24 units in operation and 5 units under construction situated at various locations in India, along with all other assets of this undertaking as a "going concern" on a slump sale basis to its wholly owned subsidiary ACC Concrete Limited, together with the rights, title and interest in the immovable and movable assets, for a total consideration of not less than Rs.100 crores, on such terms and conditions as may be decided by the Board, and as incidental to the transfer, sale or disposal thereof subject to requisite approvals, with full power and authority to the Board to authorise the finalisation and execution of all the necessary documents, agreements, deeds of assignment/conveyance and other documents and to do all such acts, deeds, matters and things as may be deemed necessary or expedient in their discretion to give effect to the said Resolution."

Mumbai, November 1, 2007

Registered Office:  
"Cement House"  
121 Maharshi Karve Road  
Mumbai 400 020

By Order of the Board  
**For ACC Limited**

A. Anjeneyan  
Company Secretary



The Company commenced Ready Mixed Concrete Business (RMX Business in brief hereafter) in the year 1994. Over the years this business has grown from one Ready Mix Plant to twenty four Ready Mix Plants today. It employs 382 persons. It had a turnover of Rs. 284.51 crores for the year ended 31<sup>st</sup> December 2006. RMX Business is a key priority for the Company. The industry has been growing at a significant pace for the last two years. It is projected to grow at 30% per annum and to consume about 16% of the total cement off-take by 2015. It is therefore critical for the Company to have a significant position in the ready mix concrete industry to retain control of the cement value chain.

The challenges of the rapidly growing business makes it essential to create an independent, nimble and focused organization with the mandate of developing the RMX Business for the Company and shaping the structure of the industry. This can be best achieved in the form of a Wholly Owned Subsidiary, with a clearly accountable leadership team that has operating independence to drive growth.

In view of the above, it is proposed to sell and transfer the RMX Business to a newly formed wholly owned subsidiary Company named "ACC Concrete Limited" as a going concern on an as is where is basis ("Transaction"). The total sale consideration for this Transaction will be not less than Rs.100 crores. The effective date of the Transaction would be January 1, 2008.

The Transaction will be inter alia subject to the following conditions

Prior approval of the shareholders under Section 293(1)(a) and other applicable provisions of the Companies Act.

The Company obtains letter from all its lenders granting their respective consents/no objections for the sale and transfer of and/or releasing any charge created on RMX Business as may be necessary; and

- iii The receipt by the Company of any regulatory approvals that may be necessary for the consummation of the Transaction from any Governmental authorities.

The employees working in the RMX Business on the Effective Date will be transferred along with the Business and their services and emoluments will be protected.

Section 293(1)(a) of the Companies Act, 1956 provides inter alia that the Board of Directors of a public company shall not, without the consent of the members of the company, sell, lease, or otherwise dispose of the whole, or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, the whole or substantially the whole of any such undertaking. The Members are requested to empower the Board with the requisite authority under Section 293(1)(a) of the Act to sell and transfer the RMX Business to its wholly owned subsidiary "ACC Concrete Limited."

The Directors are satisfied that it would be in the interest of the Company and its shareholders and accordingly commend the Ordinary Resolution for approval by the Members by exercising their vote through a Postal Ballot. A Postal Ballot Form and a pre-paid self-addressed envelope are being sent alongwith the Notice.

The Directors of the Company may be deemed to be concerned or interested in the Resolution as set out in the Notice pursuant to Section 192A of the Companies Act, 1956 to the extent of shares held by them in the Company.

Mumbai, November 1, 2007

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Mumbai 400 020

By Order of the Board  
For ACC Limited

A. Anjeneyan  
Company Secretary