

ACC Limited

CIN: L26940MH1936PLC002515

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

Tel: +91 22 41593321 website: www.acclimited.com Email: ACC-InvestorSupport@acclimited.com

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of The Companies (Management and Administration) Rules, 2014]

| | | | |
|---------------------------------|--|--------------|--|
| Name(s) of the Member(s) | | | |
| Registered Address | | | |
| Email Id | | | |
| Folio No. / Client ID | | DP ID | |

I/We, being the Member(s) of shares of ACC Limited, hereby appoint:

1. Name:
 Address:
 E-mail ID:Signature:, or failing him/her
2. Name:
 Address:
 E-mail ID:Signature:, or failing him/her
3. Name:
 Address:
 E-mail ID:Signature:

as my / our proxy to attend and vote (on a poll) for me / us and on my /our behalf at the 84th Annual General Meeting of the Company to be held on Monday, April 06, 2020 at 3.00 p.m. at Pama Thadani Auditorium, Jai Hind College, "A" Road, Churchgate, Mumbai 400020, and at any adjournment thereof in respect of such resolutions as are indicated below:

| Item No. | ORDINARY BUSINESS - ORDINARY RESOLUTIONS | For (No. of shares) | Against (No. of shares) |
|----------|--|---------------------|-------------------------|
| 1 | To consider and adopt: a. the Audited Standalone Financial Statement of the Company for the Financial Year ended December 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon; and b. the Audited Consolidated Financial Statement of the Company for the Financial Year ended December 31, 2019, together with the Report of the Auditors thereon. | | |
| 2. | To declare Dividend on equity shares for the Financial Year ended December 31, 2019. | | |
| 3. | To appoint a Director in place of Mr. Martin Kriegner, (DIN: 00077715), a Non-Executive/Non-Independent Director, who retires by rotation and being eligible, offers himself for re-appointment | | |
| 4. | To appoint a Director in place of Mr. Vijay Kumar Sharma, (DIN: 02449088), a Non-Executive/Non-Independent Director, who retires by rotation and being eligible, offers himself for re-appointment. | | |

Please see overleaf for Special Business

ACC Limited

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

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

I / We hereby record my / our presence at the 84th ANNUAL GENERAL MEETING of the Company held at Pama Thadani Auditorium, Jai Hind College, "A" Road, Churchgate, Mumbai 400020, on Monday, April 06, 2020 at 3.00 p.m

..... Folio No./DPID/Client ID No.:

Full name of the Member (in block letters)

***Full name of the Proxy (in block letters)**

.....
 Signature of Member / Proxy Attending

*(To be filled in if the Proxy attends instead of the Member)

| Item No. | SPECIAL BUSINESS - ORDINARY RESOLUTIONS | For (No. of shares) | Against (No. of shares) |
|----------|--|---------------------|-------------------------|
| 5. | To approve the appointment of Mr. Neeraj Akhoury (DIN: 07419090) as a Director | | |
| 6. | To approve the appointment of Mr. Sridhar Balakrishnan (DIN: 08699523) as a Director | | |
| 7. | To approve the appointment and remuneration of Mr. Sridhar Balakrishnan (DIN: 08699523) as Managing Director & Chief Executive Officer | | |
| 8. | To ratify the Remuneration of Cost Auditors | | |
| 9. | To approve the payment of Commission based on net profits of the Company to the Non-executive Directors | | |

Signed this day of 2020

Signature of Member

| |
|---------------------------|
| Affix Revenue Stamp |
|---------------------------|

Signature of Proxy Holder

Notes:

1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the Meeting i.e. by 3.00 p.m. on April 04, 2020.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting forming part of the 84th Annual Report for the Company's Financial Year ended December 31, 2019.