NOTICE IS HEREBY GIVEN THAT THE 85th ANNUAL GENERAL MEETING OF ACC LIMITED (‘the Company’) will be held on Wednesday, April 7, 2021 at 3:00 p.m. IST through Video Conferencing (‘VC’)/Other Audio Visual Means (‘OAVM’) to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt:
   a) the Audited Standalone Financial Statements of the Company for the Financial Year ended December 31, 2020, together with the Reports of the Board of Directors and the Auditors thereon; and
   b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended December 31, 2020, together with the Report of the Auditors thereon.


3. To appoint a Director in place of Mr Jan Jenisch (DIN: 07957196), 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 Narotam Sekhsaria (DIN: 00276351), a Non-Executive/Non-Independent Director who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

5. To approve the appointment of Mr M. R. Kumar (DIN: 03628755) as a Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and all other applicable provisions of the Companies Act, 2013 (the ‘Act’) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any (including any statutory modification(s), amendment(s) or variation(s) thereto), the Company hereby ratifies the remuneration of ₹7.00 Lakhs (Rupees Seven Lakhs) plus applicable taxes and reimbursement of out-of-pocket expenses payable to Messrs D C Dave & Co, Cost Accountants (Firm Registration No.: 000611), who have been appointed by the Board of Directors on the recommendation of the Audit Committee, as Cost Auditors of the Company, to conduct the audit of the cost records maintained by the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended, for the Financial Year ending December 31, 2021;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution.”

By Order of the Board of Directors,
For ACC Limited

Rajiv Choubey
Chief Legal Officer & Company Secretary
ACS No.: 13063

Mumbai
February 11, 2021
Registered Office:
Cement House
121, Maharshi Karve Road
Mumbai – 400 020
Notes

1. In view of COVID-19 pandemic, social distancing norms and restrictions on movement of persons at several places in the country and pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021, respectively issued by the Ministry of Corporate Affairs (‘MCA’) (collectively referred to as ‘MCA Circulars’) andCircular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated May 12, 2020 and January 15, 2021, respectively issued by the Securities and Exchange Board of India (collectively referred to as ‘SEBI Circulars’) permitted the holding of the Annual General Meeting (‘AGM’) through VC/OAVM, without the physical presence of the Members. In compliance with the provisions of the Companies Act, 2013 (‘the Act’), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (‘the Listing Regulations’), MCA Circulareland SEBI Circulars, the AGM of the Company is being held through VC/OAVM which does not require physical presence of members at a common venue. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.

2. An Explanatory Statement, pursuant to Section 102(1) of the Act, relating to Special Business set out under Item Nos. 5 & 6, of the accompanying Notice are annexed hereto. A statement providing additional details of the Directors along with their brief profile who are seeking appointment/re-appointment as set out at Item Nos. 3 to 5 of the Notice dated February 11, 2021 is annexed herewith as required under Regulation 36 of the Listing Regulations, as amended and the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (‘ICSI’).

3. Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with in line with the MCA Circulars and the SEBI Circulars. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

4. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorisation etc., authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-Voting. The said Resolution/Authorisation shall be sent to the Scrutiniser by e-mail through its registered e-mail address at atul@mehta-mehta.com with a copy marked at voting@kfintech.com.

5. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date of Wednesday, March 31, 2021.

6. The Company’s Statutory Auditors, M/s Deloitte Haskins & Sells LLP, were appointed as Statutory Auditors of the Company for a period of five (5) consecutive years at the AGM held on March 29, 2017 on the remuneration to be determined by the Board of Directors. Pursuant to the amendment made by the Companies (Amendment) Act, 2017, effective from May 7, 2018, it is no longer necessary to seek the ratification of the shareholders for continuance of the above appointment. Hence, the Company is not seeking the ratification of the shareholders for the appointment of the Statutory Auditors.

7. Dividend on Equity shares as recommended by the Board of Directors for the year ended December 31, 2020, if approved at the AGM, will be payable, to those Members of the Company who hold shares:

   (i) In dematerialised (‘demat’) mode, based on the beneficial ownership details to be received from National Securities Depository Limited and Central Depository Services (India) Limited as at the close of business hours on Wednesday, March 31, 2021.

   (ii) In physical mode, if their names appear in the Company’s Register of Members or its Registrar and Transfer Agents on Wednesday, March 31, 2021.

The dividend will be payable on or after April 21, 2021.

8. Under the Act, dividends that are unclaimed/unpaid for a period of seven (7) years from the date of their transfer to the unclaimed/unpaid dividend account are required to be transferred to the Investor Education and Protection Fund (‘IEPF’) administered by the Central Government. An amount of ₹2,87,57,089 (Rupees Two Crore Eighty Seven Lakhs Fifty Seven Thousand and Eighty Nine) being unclaimed/unpaid Final Dividend of the Company for the financial year ended December 31, 2012 and ₹1,68,52,517 (Rupees One Crore Sixty Eight Lakhs Fifty Two Thousand Five Hundred and Seventeen) being unclaimed/unpaid Interim Dividend of the Company for the Financial Year ended December 31, 2013 were...
transferred on September 24, 2020 and December 29, 2020 respectively to IEPF. The last date for claiming unclaimed and unpaid dividends declared by the Company for the Financial Year ended December 31, 2013 and thereafter is as under:

<table>
<thead>
<tr>
<th>Financial Year ended</th>
<th>Date of declaration of Dividend</th>
<th>Last date of claiming unpaid/unclaimed Dividend</th>
</tr>
</thead>
<tbody>
<tr>
<td>31.12.2013 (76th Final)</td>
<td>09.04.2014</td>
<td>16.05.2021</td>
</tr>
<tr>
<td>31.12.2014 (77th Interim)</td>
<td>24.07.2014</td>
<td>30.08.2021</td>
</tr>
<tr>
<td>31.12.2014 (77th Final)</td>
<td>20.03.2015</td>
<td>26.04.2022</td>
</tr>
<tr>
<td>31.12.2015 (78th Interim)</td>
<td>17.07.2015</td>
<td>23.08.2022</td>
</tr>
<tr>
<td>31.12.2015 (78th Final)</td>
<td>13.04.2016</td>
<td>19.05.2023</td>
</tr>
<tr>
<td>31.12.2016 (79th Final)</td>
<td>29.03.2017</td>
<td>05.05.2024</td>
</tr>
<tr>
<td>31.12.2017 (80th Interim)</td>
<td>17.07.2017</td>
<td>23.08.2024</td>
</tr>
<tr>
<td>31.12.2017 (80th Final)</td>
<td>13.06.2018</td>
<td>20.07.2025</td>
</tr>
<tr>
<td>31.12.2018 (81st Final)</td>
<td>22.03.2019</td>
<td>28.04.2026</td>
</tr>
<tr>
<td>31.12.2019 (82nd Interim)</td>
<td>12.05.2020</td>
<td>17.06.2027</td>
</tr>
</tbody>
</table>

Members who have not encashed their dividend warrants/demand drafts so far in respect of the aforesaid periods, are requested to make their claims to KFin Technologies Private Limited, Registrar and Share Transfer Agent of the Company (‘RTA’), (Formerly known as Karvy Fintech Private Limited) (‘KFintech’) or the Chief Legal Officer & Company Secretary of the Company, at the Company’s Registered Office, well in advance of the above due dates. Pursuant to the provisions of IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended (‘IEPF Rules’), the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on July 6, 2020 (date of the last AGM) on the website of the Company at www.acclimited.com and also on the website of the Ministry of Corporate Affairs at www.mca.gov.in.

Further, pursuant to the provisions of Section 124 of the Act read with the relevant Rules made thereunder, shares on which dividend has not been paid or claimed for seven (7) consecutive years or more shall be transferred to the IEPF as notified by the Ministry of Corporate Affairs.

In accordance with the IEPF Rules, the Company has sent notices to all the Shareholders whose shares are due for transfer to the IEPF and has also published the details thereof in notices published in newspapers.

The Members whose dividend/share are transferred to the IEPF may claim the dividend/shares by making an application to the IEPF by following the procedure as detailed in the IEPF Rules and as enumerated on the website of IEPF at http://www.iepf.gov.in/IEPF/refund.html.

9. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant (‘DP’) and holdings should be verified from time to time.

10. As per the provision of Section 72 of the Act, facility for making nomination(s) is now available to Individuals holding shares in the Company. Members holding shares in physical form may obtain the Nomination Form from the Company’s website at www.acclimited.com or KFintech. Members holding shares in demat mode should file their nomination with their DPs for availing this facility.

11. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or KFintech, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

12. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

13. As per Regulation 40 of the Listing Regulations, securities of the listed companies can only be transferred in demat form with effect from April 1, 2019, except in case of request for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holding to demat form. Members can contact the Company or KFintech for assistance in this regard.

14. Members are requested to note that SEBI, vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/166 dated September 7, 2020 has fixed March 31, 2021 as the cut-off date for re-lodgment of physical share transfer requests and has stipulated that such transferred shares shall be issued only in demat mode.
15. SEBI has made it mandatory for all Companies to use the bank account details furnished by the Depositories and the bank account details maintained by the RTA for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through Electronic Clearing Service (ECS)/National Electronic Cleaning Service (NECS)/Real Time Gross Settlement (RTGS)/Direct Credit/IMPS/NEFT etc.

In order to receive the dividend without loss of time, the Members holding shares in physical form are requested to submit particulars of their bank accounts along with the original cancelled cheque bearing the name of the Member to KFintech/Company to update their bank account details and all the eligible shareholders holding shares in demat mode are requested to update with their respective DPs before Wednesday, March 31, 2021, their correct Bank Account Number, including 9 Digit MICR Code and 11 digit IFSC Code, e-mail ID and Mobile No(s).

Members holding shares in physical form may communicate these details to the RTA viz. KFintech having address at KFin Technologies Private Limited, Selenium Building, Tower B, Plot Nos. 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500 032, before Wednesday, March 31, 2021 by quoting the reference folio number and attaching photocopy of the cheque leaf of their active bank account and a self-attested copy of their Permanent Account Number (‘PAN’) card.

This will facilitate the remittance of the dividend amount as directed by SEBI in the bank account electronically. Updation of e-mail IDs and Mobile No(s) will enable the Company in sending communication relating to credit of dividend, un-encashed dividend, etc.

The Company or KFintech cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the DPs of the Members. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in electronic mode.

16. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to KFintech having address at KFin Technologies Private Limited, Selenium Building, Tower B, Plot Nos. 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500 032, in case the shares are held by them in physical form.

17. Members seeking any information with regard to the Accounts or any matter to be placed at the AGM, Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act and relevant documents referred to in the accompanying Notice and in the Explanatory Statement are requested to write to the Company on or before Friday, April 2, 2021 through e-mail on ACC-InvestorSupport@acclimited.com. The same will be replied by the Company suitably.

18. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of the AGM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/DPs. Members may note that the Notice of the AGM and the Annual Report for the Financial Year 2020 will also be available on the Company’s website at www.acclimited.com, websites of the Stock Exchanges, i.e. BSE Limited and The National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFintech at www.evoting.kfintech.com.

Members may also note that pursuant to Sections 101 and 136 of the Act read with the Rules framed thereunder, the Notice calling the AGM along with the Annual Report for the Financial Year 2020 were being sent by electronic mode to those Members whose e-mail addresses are registered with the DPs or the Company/KFintech, unless the Members have requested for a physical copy of the same.

19. Attendance of the Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
20. Members are requested to send all communications relating to shares and unclaimed dividends, change of address, bank details, e-mail address etc. to the RTA at the following address:

KFin Technologies Private Limited  
(Formerly known as Karvy Fintech Private Limited)  
Selenium Building, Tower B, Plot Nos. 31-32,  
Gachibowli, Financial District, Nanakramguda,  
Hyderabad, Telangana – 500 032.

If the shares are held in electronic form, then change of address and change in the bank accounts etc. should be furnished to their respective DPs.

21. Members are requested to

i. Intimate to KFinTech, changes, if any, in their registered addresses, in case of shares held in physical form

ii. Intimate to the respective DPs, changes, if any, in their registered addresses, in case of shares held in demat form

iii. Quote their folio numbers/ Client ID/ DP ID in all correspondence

iv. Consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names

v. Register their PAN with their DPs, in case of shares held in demat form and KFinTech/ Company, in case of shares held in physical form, as directed by SEBI

22. Members may please note that SEBI has made PAN as the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions. Members may please note that SEBI has also made it mandatory for submission of PAN in the following cases:

(i) Deletion of name of the deceased shareholder(s)  
(ii) Transmission of shares to the legal heir(s)  
(iii) Transposition of shares

23. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of shareholders with effect from April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with KFinTech (in case of shares held in physical mode) and DPs (in case of shares held in demat mode).

24. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by e-mail to HSSA-CompanySecretarial-Team@acclimited.com or einward.ris@kfintech.com latest by Saturday, April 3, 2021. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20% excluding surcharge & cess.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents, i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an e-mail to HSSA-CompanySecretarial-Team@acclimited.com or einward.ris@kfintech.com latest by Saturday, April 3, 2021.

25. Since the AGM will be held through VC/OAVM, the Route Map is not annexed with this Notice.

26. Instructions for e-Voting and joining the AGM are as follows

A. Voting Through Electronic Means

i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Secretarial Standards on General Meetings (‘SS-2’) issued by the ICSI and Regulation 44 of the Listing Regulations read with the MCA Circulars & the SEBI Circulars, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFinTech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below and facility for those Members participating in the AGM to cast vote through e-Voting system during the AGM.

ii. The remote e-Voting period commences on Saturday, April 3, 2021 (9:00 a.m. IST) and ends on Tuesday, April 6, 2021 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in demat form, as on Wednesday, March 31, 2021, i.e. cut-off date, may cast their vote electronically. The e-Voting module shall be disabled by KFinTech for voting thereafter. Those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through
remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the AGM. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

iii. The Board of Directors have appointed Mr Atul Mehta, Partner, failing him, Ms Ashwini Inamdar, Partner, of M/s Mehta & Mehta, Practicing Company Secretaries as a Scrutiniser to scrutinise the voting process in a fair and transparent manner.

iv. The Members who have cast their vote by remote e-Voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.

v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

vi. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password in the manner as mentioned below

a) If e-mail address or mobile number of the Member is registered against Folio No./DP ID/Client ID, then on the home page of https://evoting.kfintech.com, the Member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password

b) Member may call KFintech’s toll free number 1-800-3454-001

c) Member may send an e-mail request to evoting@kfintech.com

vii. The details of the process and manner for remote e-Voting are explained herein below

a) Launch internet browser by typing the URL https://evoting.kfintech.com

b) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-Voting, you can login by using your existing User ID and password for casting your vote

c) After entering these details appropriately, click on “LOGIN”

d) You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one uppercase (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, $, %, etc). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential

e) You need to log-in again with the new credentials

f) On successful log-in, the system will prompt you to select the “EVEN” for ACC Limited

g) If you are holding shares in demat form and had logged on to https://evoting.kfintech.com and casted your vote earlier for any other Company, then your existing login id and password are to be used

h) On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as on the cut-off date, i.e. Wednesday, March 31, 2021. You may also choose the option ABSTAIN. If the Member does not indicate “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head
i) Voting has to be done for each item of the 85th AGM Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

j) Members holding multiple folios/demat accounts shall vote separately for each folio/demat account.

k) You may then cast your vote by selecting an appropriate option and click on “SUBMIT”.

l) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote.

m) During the voting period, Members can login any number of times till they cast their vote on the Resolution(s).

n) Corporate/Institutional Members (i.e. other than individuals, HUF, NRI etc.), are required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser at e-mail ID atul@mehta-mehta.com with a copy marked to evoting@kfintech.com. They may also upload the same in the e-Voting module in their login. The scanned image of the above-mentioned documents should be in the naming format “ACC_EVEN”.

i) Please contact your DP and register your e-mail address and bank account details in your demat account, as per the process advised by your DP.

Process for registration of e-mail ID for obtaining Annual Report and user id/password for e-Voting and updation of bank account:

| Physical Holding | Send a request to RTA of the Company, KFin-tech at e-mail ID einward.ris@kfintech.com, providing Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) for registering e-mail address. Following additional details need to be provided in case of updating Bank Account Details:
|                | a) Name and Branch of the Bank,
|                | b) The Bank Account type,
|                | c) Bank Account Number allotted by their banks after implementation of Core Banking Solutions,
|                | d) 9 digit MICR Code Number,
|                | e) 11 digit IFSC Code, and
|                | f) A scanned copy of the cancelled cheque bearing the name of the first shareholder. |

| Demat Holding | Please contact your DP and register your e-mail address and bank account details in your demat account, as per the process advised by your DP. |

B. Instructions for Members for attending the AGM through VC/OAVM (e-AGM) are as under

i. The Company has appointed KFin-tech to provide VC facility for the 85th AGM of the Company.

ii. Members will be provided with a facility to attend the e-AGM through VC platform provided by KFin-tech. Members may access the same at https://emeetings.kfintech.com by clicking ‘Video Conference’ and login by using the e-Voting credentials. The link for e-AGM will be available in ‘shareholders/members’ login where the EVEN and the Name of the Company can be selected.

iii. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the instructions provided in e-Voting in Note No. 26(A).

iv. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.

v. Further, Members will be required to allow access to the Camera, if any, and are requested to use Internet with good speed to avoid any disturbance during the meeting.
vi. Please note that participants using Mobile Devices or Tablets or Laptops and are accessing the internet via “Mobile Hotspot” may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

vii. Speaker registration before e-AGM: Members who wish to register as speakers are requested to visit at [https://emeetings.kfintech.com/](https://emeetings.kfintech.com/) and click on 'Speaker Registration' from Friday, April 2, 2021 (9:00 a.m.) to Monday, April 5, 2021 (5:00 p.m.) by mentioning the demat account number/folio number, city, e-mail ID & mobile number and submit the same. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the e-AGM. Due to limitations of transmission and coordination during the e-AGM, the Company may have to dispense with or curtail the Speaker Session. Hence, Members are encouraged to send their questions/queries in advance at e-mail ID ACC-InvestorSupport@acclimited.com. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

viii. Facility of joining the e-AGM shall open thirty (30) minutes before the time scheduled for the AGM and will be available for Members on first come first served basis and the Company may close the window for joining the VC/OAVM Facility thirty (30) minutes after the scheduled time to start the 85th AGM.

ix. Members may note that the VC/OAVM Facility, provided by KFinTech, allows participation of 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders’ Relationship Committee, Auditors, etc. can attend the 85th AGM without any restriction on account of first-come-first-served principle.

x. During e-Voting on the day of AGM, the e-Voting “Thumb sign” on the left hand corner of the video screen shall be activated upon instructions of the Chairman during the e-AGM proceedings. Members may click on the same to take them to the “instapoll” page (e-Voting). Members may click on the “instapoll” icon to reach the resolution page and follow the instructions to vote on the resolutions.

27. Other Instructions

i. The Scrutiniser shall, immediately after the conclusion of the voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-Voting in the presence of at least two (2) witnesses not in the employment of the Company and provide, not later than forty eight (48) hours of conclusion of the AGM, a consolidated Scrutiniser’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

ii. The result declared along with the Scrutiniser's Report shall be placed on the Company's website at [www.acclimited.com](http://www.acclimited.com) and on the website of KFinTech at [https://www.evoting.kfintech.com](https://www.evoting.kfintech.com) immediately. The Company shall simultaneously forward the results to The National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed. Subject to receipt of the requisite number of votes, the resolutions shall be deemed to have been passed on the date of the AGM, i.e. Wednesday, April 7, 2021.

iii. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the meeting.
The Ministry of Corporate Affairs has taken a ‘Green Initiative in Corporate Governance’ by allowing companies to send documents to their shareholders in electronic mode. To support this green initiative and to receive communications from the Company in electronic mode, Members who have not registered their e-mail addresses and are holding shares in physical form are requested to contact the RTA of the Company and register their e-mail ID. Members holding shares in demat form are requested to contact their DPs. Members may please note that notices, annual reports, etc. will be available on the Company’s website at www.acclimited.com. Members will be entitled to receive the said documents in physical form free of cost at any time upon request.

By Order of the Board of Directors,
For ACC Limited

Rajiv Choubey
Chief Legal Officer & Company Secretary
ACS No.: 13063

Mumbai
February 11, 2021
Registered Office:
Cement House
121, Maharshi Karve Road
Mumbai – 400 020
EXPLANATORY STATEMENTS IN RESPECT OF ITEMS OF SPECIAL BUSINESS

The following Explanatory Statements, as required under Section 102 of the Companies Act, 2013 ('the Act'), set out all the material facts relating to the business proposed to be transacted under Item Nos. 5 and 6 of the accompanying Notice dated February 11, 2021.

Item No. 5
Mr M. R. Kumar (DIN: 03628755), basis the recommendation of Nomination & Remuneration Committee, was appointed as an Additional Director of the Company with effect from October 19, 2020 pursuant to the provisions of Section 161 and other applicable provisions of the Act, by the Board of Directors of the Company at its Meeting held on October 19, 2020.

Mr M. R. Kumar holds office up to the date of this AGM of the Company or the last date on which the AGM should have been held, whichever is earlier and is eligible for appointment as Director of the Company. In terms of Section 160 of the Act, the Company has received a notice in writing from a Member signifying his intention to propose the candidature of Mr M. R. Kumar for the office of a Director.

The detailed profile of Mr M. R. Kumar is provided under the head ‘Additional Information of Directors being appointed/re-appointed as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in order of the items mentioned in the Notice’ which forms part of this Notice.

Mr M. R. Kumar has furnished consent/declaration for his appointment as required under the Act and the Rules made thereunder.

Mr M. R. Kumar does not hold any share in the Company, either in his individual capacity or on a beneficial basis for any person.

Mr M. R. Kumar is not debarred from holding the office of Director by virtue of any order of SEBI or any other such Authority.

The Board of Directors, recommend the appointment of Mr M. R. Kumar (DIN: 03628755), as Director as set forth in Item No. 5 of this Notice, for approval by the Members of the Company.

Save and except Mr M. R. Kumar and his relatives, none of the Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set forth in Item No. 5 of this Notice, except to the extent of their respective shareholding, if any, in the Company.

Item No. 6
The Company is required to have its costs records audited by a Cost Accountant in practice. Accordingly, the Board of Directors of the Company on the recommendation of the Audit Committee, have approved the appointment of Messrs D C Dave & Co, Cost Accountants (Firm Registration Number: 000611), as Cost Auditors of the Company for conducting the audit of the cost records of the Company, for the Financial Year ending December 31, 2021 at a remuneration of INR 7.00 Lakhs (Rupees Seven Lakhs) plus payment of applicable taxes and re-imbursement of out-of-pocket expenses incurred by the Cost Auditors in connection with the aforesaid audit.

Pursuant to Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, Members of the Company are required to ratify the remuneration proposed to be paid to the Cost Auditors.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 6 of the accompanying Notice for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested financially or otherwise at Item No. 6 of the Notice, except to the extent of their shareholding, if any, in the Company.

By Order of the Board of Directors,
For ACC Limited

Rajiv Choubey
Chief Legal Officer & Company Secretary
ACS No.: 13063

Mumbai
February 11, 2021

Registered Office:
Cement House
121, Maharshi Karve Road
Mumbai – 400 020
Additional Information of Directors being appointed/re-appointed as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in order of the items mentioned in the Notice

1. **Mr Jan Jenisch (Item No. 3)**

<table>
<thead>
<tr>
<th>Director Identification Number</th>
<th>07957196</th>
</tr>
</thead>
<tbody>
<tr>
<td>Date of Birth</td>
<td>September 2, 1966</td>
</tr>
<tr>
<td>Nationality</td>
<td>German</td>
</tr>
<tr>
<td>Qualification</td>
<td>Graduate of the University of Fribourg, Switzerland and holds an MBA degree.</td>
</tr>
<tr>
<td>Date of Appointment on Board</td>
<td>October 17, 2017</td>
</tr>
<tr>
<td>Shareholding in ACC</td>
<td>NIL</td>
</tr>
</tbody>
</table>

**Brief Profile of the Director**

Mr. Jenisch was inducted on the Board with effect from October 17, 2017 upon his appointment as the Chief Executive Officer (**CEO**) of LafargeHolcim Ltd. (**LH**), the Ultimate Parent Company.

Mr. Jenisch is a German national and has joined LH as its CEO on September 1, 2017. Prior to his joining LH, he has served with Sika AG since 1996 in various management functions and countries.

He was appointed to the Management Board of Sika AG in 2004 as Head of the Industry Division and served as President Asia Pacific from 2007 to 2012.

Mr. Jenisch was the Chief Executive Officer of Sika AG from 2012 and under his leadership, it expanded into unexplored markets and set new performance standards in sales and profitability.

<table>
<thead>
<tr>
<th>Expertise in specific functional areas</th>
<th>General Management</th>
</tr>
</thead>
<tbody>
<tr>
<td>List of Directorships held in other companies (excluding foreign, private and Section 8 Companies)</td>
<td>Ambuja Cements Limited</td>
</tr>
<tr>
<td>Memberships/Chairmanships of Audit and Stakeholders’ Relationship Committees across Public companies including ACC Limited</td>
<td>NIL</td>
</tr>
<tr>
<td>Details of Board/Committee Meetings attended by the Directors during the year</td>
<td>Please refer the Report on Corporate Governance</td>
</tr>
</tbody>
</table>

There are no inter se relationship between the Board Members
2. **Mr Narotam Sekhsaria (Item No. 4)**

<table>
<thead>
<tr>
<th>Director Identification Number</th>
<th>00276351</th>
</tr>
</thead>
<tbody>
<tr>
<td>Date of Birth</td>
<td>September 21, 1949</td>
</tr>
<tr>
<td>Nationality</td>
<td>Indian</td>
</tr>
<tr>
<td>Qualification</td>
<td>Bachelor of Chemical Engineering from Bombay University</td>
</tr>
<tr>
<td>Date of Appointment on Board</td>
<td>December 27, 1999</td>
</tr>
<tr>
<td>Shareholding in ACC</td>
<td>NIL</td>
</tr>
</tbody>
</table>

**Brief Profile of the Director**

Mr Sekhsaria is a doyen of the Indian Cement Industry and one of the most respected business personalities in India. He has introduced new standards in management, marketing, efficiency and corporate social responsibility to an industry which he has helped transform.

A first generation industrialist, Mr Sekhsaria obtained his Bachelors Degree in Chemical Engineering with honours and distinction from the University of Bombay. He is the Principal Founder-Promoter and current Chairman of Ambuja Cements Limited. Mr Sekhsaria was invited to join the ACC Board in 1999 and was appointed Deputy Chairman in January, 2000. In 2006, Mr Sekhsaria took over as the Board’s Chairman. Mr Sekhsaria built Ambuja Cements Limited, setting up benchmarks for the Indian Cement Industry which had not been attained before. His acumen as an entrepreneur and technocrat transformed the Company into the most efficient and profitable cement company in the country and redefined industry practices by changing the perception of cement from a commodity to a branded product.

Mr Sekhsaria has championed community development by establishing the Ambuja Cement Foundation and nurturing it into an epitome of excellence in social responsibility.

With his considerable wealth of experience, Mr Sekhsaria brings immense value to the ACC Board. Under his leadership, ACC has achieved significant improvements in the areas of project management, logistics and in overall cost-competitiveness. The impact of his guidance shows in the high growth trajectory ACC has experienced since 1999.

**Expertise in specific functional areas**

Doyen of the Cement Industry, he has been responsible for transforming the Cement Industry by setting benchmarks in the areas of Management, Marketing & Logistics and Manufacturing Efficiencies and Sustainable Development.

**List of Directorships held in other companies (excluding foreign, private and Section 8 Companies)**

- Ambuja Cements Limited;
- JM Financial Asset Reconstruction Company Limited;
- Everest Industries Limited.

**Memberships/Chairmanships of Audit and Stakeholders’ Relationship Committees across Public companies including ACC Limited**

NIL

**Details of Board/Committee Meetings attended by the Directors during the year**

Please refer the Report on Corporate Governance.

*There are no inter se relationship between the Board Members*
3. Mr M. R. Kumar (Item No. 5)

<table>
<thead>
<tr>
<th>Director Identification Number</th>
<th>03628755</th>
</tr>
</thead>
<tbody>
<tr>
<td>Date of Birth</td>
<td>June 13, 1961</td>
</tr>
<tr>
<td>Nationality</td>
<td>Indian</td>
</tr>
<tr>
<td>Qualification</td>
<td>BSc, Licentiate</td>
</tr>
<tr>
<td>Date of Appointment on Board</td>
<td>October 19, 2020</td>
</tr>
<tr>
<td>Shareholding in ACC</td>
<td>NIL</td>
</tr>
</tbody>
</table>

**Brief Profile of the Director**

Mr M. R. Kumar, took charge as Chairman, LIC of India on March 14, 2019. He joined LIC of India in 1983 as a Direct Recruit Officer. In a career spanning more than three and a half decades, he has had the unique privilege of heading three Zones of LIC of India, viz., Southern Zone, North Central Zone and Northern Zone, head quartered at Chennai, Kanpur and Delhi, respectively. His rich experience working pan India, in different Zones and in different streams of insurance management has given him a deep insight into the demographics and insurance potential of the country.

Mr Kumar also chairs the Boards of domestic and international subsidiaries of LIC of India viz., LIC Housing Finance Ltd, LIC Mutual Fund AMC, LIC Pension Fund Ltd, LIC Credit Card Services Ltd, IDBI Bank Ltd, as well as the Joint ventures on foreign soil viz., LIC (International) B.S.C.(c), Bahrain, LIC Lanka Ltd, LIC Nepal Ltd and LIC Singapore Pte Ltd.

Mr Kumar is also a Director on the Board of Kenindia Assurance Ltd, which is a Life and Non-life Insurance Company, based in Kenya.

**Expertise in specific functional areas**


**List of Directorships held in other companies (excluding foreign, private and Section 8 Companies)**

- LIC Housing Finance Limited;
- LIC Cards Services Limited;
- LIC Pension Fund Limited;
- LIC Mutual Fund Asset Management Limited;
- IDBI Bank Limited

**Memberships/Chairmanships of Audit and Stakeholders’ Relationship Committees across Public companies including ACC Limited**

NIL

**Details of Board/Committee Meetings attended by the Directors during the year**

Please refer the Report on Corporate Governance.

*There are no inter se relationship between the Board Members*