



Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we give below the compliance report on Corporate Governance as under:

**Name of the Company:** ACC Limited  
**Quarter ending on:** December 31, 2020

<b>I Composition of Board of Directors</b>											
<b>Title (Mr./Mrs)</b>	<b>Name of the Director</b>	<b>PAN &amp; DIN</b>	<b>Category (Chairperson/ Executive/ Non Executive / Independent/ Nominee)</b>	<b>Initial Date of Appointment</b>	<b>Date of Reappointment</b>	<b>Date of Cessation</b>	<b>Tenure (In months)</b>	<b>No. of Directorship in listed entities incl. this listed entity</b>	<b>No. of Independent Directorships in listed entities incl. this listed entity</b>	<b>Number of memberships in Audit/Stakeholders' Committee incl. this listed entity</b>	<b>No. of post of chairperson on audit/stakeholder Committee held in listed entities including this listed entity</b>
Mr	Narotam Satyanarayan Sekhsaria  Dt. Of birth: 21.09.1949	AALPS0205L00276351	Chairperson related to Promoter - Non Executive - Non Independent	27.12.1999			NA	3	0	0	0
Mr	Jan Jenisch  Dt. Of birth: 02.09.1966	BUMPJ2301Q07957196	Non Executive - Non Independent	17.10.2017			NA	2	0	0	0
Mr	Sridhar Balakrishnan  Dt. Of birth: 13.09.1970	ACPPS1861E08699523	Executive	21.02.2020			NA	1	0	1	0
Mr	Martin Kriegner  Dt. Of birth: 06.09.1961	AKPPK7394A00077715	Non Executive - Non Independent	11.02.2016			NA	2	0	2	0

Title (Mr./Mrs)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non Executive / Independent/ Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure(In months)	No. of Directorship in listed entities incl. this listed entity	No. of Independent Directorships in listed entities incl. this listed entity	Number of memberships in Audit/Stakeholders' Committee incl. this listed entity	No. of post of chairperson in audit/stakeholder Committee held in listed entities including this listed entity
Mr	Shailesh Vishnubhai Haribhakti Dt. Of birth: 12.03.1956	AAAPH0574L00007347	Non Executive - Independent	24.07.2014	24.07.2019		77	7	7	10	5
Mr	Sushil Kumar Roongta Dt. Of birth: 09.05.1950	AAAPR4551P00309302	Non Executive - Independent	24.07.2014	24.07.2019		77	4	2	3	1
Mrs	Falguni Sanjay Nayar Dt. Of birth: 19.02.1963	ABHPN4229N00003633	Non Executive - Independent	24.04.2014	24.04.2019		80	3	3	2	1
Mr	D Sundaram Dt. Of birth: 16.04.1953	AANPS7428P00016304	Non Executive/ Independent	22.03.2019			21	4	4	6	4
Mr	Vinayak Chatterjee Dt. Of birth: 30.08.1959	AABPC2139H00008933	Non Executive - Independent	22.03.2019			21	3	3	1	0

Tit/le (Mr./Mrs)	Name of the Director	PAN & DIN	Category (Chairpers on/ Executive/ Non Executive / Independe nt/ Nominee	Initial Date of Appoint- ment	Date of Re- appoin t-ment	Date of Cessat ion	Tenu re(In mont hs)	No. of Direc torshi p in listed entitie s incl. this listed entity	No. of Indepen -dent Director -ships in listed entities incl. this listed entity	Number of memberships in Audit/Stakehold ers' Commi-ttee incl. this listed entity	No. of post of chairperson on audit/stakeh older Committee held in listed entities including this listed entity
Mr	Sunil Mehta  Dt. Of birth: 22.08.1957	AEBPM71 32A 00065343	Non Executive/ Independe nt	22.03.20 19			21	2	1	2	1
Mr	Neeraj Akhoury  Dt. Of birth: 17.09.1968	AAWPA531 OM 07419090	Non Executive Director	21.02.20 20			NA	2	0	1	0
Mr	M. R. Kumar  Dt. Of birth: 13.06.1961	AAAPK735 1G 03628755	Non Executive - Non Independe nt	19.10.20 20			NA	2	0	0	0

Whether Regular chairperson appointed : Yes

Whether Chairperson is related to managing director or CEO : No

**Note:**

1. ***The membership depicted hereinabove includes the memberships in the unlisted public companies as well.***
2. ***Also, the chairmanships depicted hereinabove includes the chairmanship in the unlisted public companies as well.***

<b>II Composition of Committee</b>							
<b>Name of the Committee</b>	<b>DIN No.</b>	<b>Whether Regular chairperson appointed</b>	<b>Name of Committee Members</b>	<b>Category (Chairperson/ Executive/Non Executive/ Independent/Nominee)</b>	<b>Dt of appointment on the Committees</b>	<b>Dt of cessation on the Committees</b>	<b>Remarks</b>
Audit Committee	00016304	Yes	Mr D Sundaram	Chairperson-Non Executive-Independent	27.03.2019		
	00077715		Mr Martin Kriegner	Non Executive-Non Independent	11.02.2016		
	00309302		Mr S K Roongta	Non Executive-Independent	26.04.2011		
	00008933		Mr Vinayak Chatterjee	Non Executive-Independent	27.03.2019		
	00065343		Mr Sunil Mehta	Non Executive-Independent	27.03.2019		
Nomination & Remuneration Committee	00007347	Yes	Mr Shailesh Haribhakti	Chairperson-Non Executive-Independent	13.12.2006		Appointed as Member of the Compensation Committee w.e.f. 13.12.2006 Appointed as Chairman of the N&R Committee w.e.f. 27.03.2019
	00276351		Mr N S Sekhsaria	Non Executive-Non Independent	31.05.2000		Appointed as Member of the Compensation Committee w.e.f. 31.05.2000 Appointed as Chairman of the Compensation Committee w.e.f. 24.01.2006 Appointed as Member of the Nomination & Remuneration Committee w.e.f. 24.04.2014
	00077715		Mr Martin Kriegner	Non Executive - Non Independent	11.02.2016		
	00008933		Mr Vinayak Chatterjee	Non-Executive – Independent	27.03.2019		

Name of the Committee	DIN No.	Whether Regular chairperson appointed	Name of Committee Members	Category (Chairperson/ Executive/ Non Executive/ Independent/ Nominee)	Dt of appointment on the Committees	Dt of cessation on the Committees	Remarks
Risk Management Committee	00003633	Yes	Mrs Falguni Nayar	Chairperson-Non Executive-Independent	24.04.2014		Appointed as Member on the Committee w.e.f. 24.04.2014 Appointed as Chairperson of the Committee w.e.f. 27.03.2019
	00007347		Mr Shailesh Haribhakti	Non Executive - Independent	24.04.2014		Appointed as Member on the Committee w.e.f. 24.04.2014 Appointed as Chairman of the Committee w.e.f. 30.10.2014 Appointed as Member w.e.f. 27.03.2019
	00309302		Mr Sushil Kumar Roongta	Non Executive - Independent	17.12.2016		
	08699523		Mr Sridhar Balakrishnan	Executive	21.02.2020		
Stakeholders' Relationship Committee	00065343	Yes	Mr Sunil Mehta	Chairperson - Non Executive – Independent	27.03.2019		
	00007347		Mr Shailesh Haribhakti	Non-Executive – Independent	24.04.2014		
	08699523		Mr Sridhar Balakrishnan	Executive	21.02.2020		

Name of the Committee	DIN No.	Whether Regular chairperson appointed	Name of Committee Members	Category (Chairperson/ Executive/ Non Executive/ Independent/ Nominee)	Dt of appointment on the Committees	Dt of cessation on the Committees	Remarks
Corporate Social Responsibility & Sustainability Committee	00007347	Yes	Mr Shailesh Haribhakti	Chairperson - Non Executive - Independent	07.02.2014		
	00003633		Mrs Falguni Nayar	Non-Executive - Independent	24.04.2014		
	07419090		Mr Neeraj Akhoury	Non-Executive - Non Independent	21.02.2020		
	0008699523		Mr Sridhar Balakrishnan	Executive	21.02.2020		
Other Committee – Compliance Committee	00309302	Yes	Mr Sushil Kumar Roongta	Chairperson - Non Executive - Independent	17.12.2016		Appointed as Member w.e.f. 17.12.2016 Appointed as Chairman w.e.f. 27.03.2019
	00007347		Mr Shailesh Haribhakti	Non Executive - Independent	31.01.2008		
	00016304		Mr D Sundaram	Non Executive - Independent	27.03.2019		
	08699523		Mr Sridhar Balakrishnan	Executive	21.02.2020		

<b>III Meeting of Board of Directors</b>					
<b>Date of the Meeting in the previous quarter</b>	<b>Date of the Meeting in the relevant quarter</b>	<b>Whether requirement of Quorum met</b>	<b>Maximum gap between any two consecutive Meetings (in number of days)</b>	<b>No. of Directors present</b>	<b>No. of Independent Directors attending the Meeting</b>
July 20, 2020	October 19, 2020	Yes	33 days	10	06
August 18, 2020	November 5, 2020	Yes	16 days	11	06
August 27, 2020	December 23, 2020	Yes	47 days	09	06
September 15, 2020					
<b>IV Meeting of Committees</b>					
<b>Date of the Meeting in the previous quarter</b>	<b>Date of the Meeting in the relevant quarter</b>	<b>Whether requirement of Quorum met</b>	<b>Maximum gap between any two consecutive Meetings (in number of days)</b>	<b>No. of Directors present</b>	<b>No. of Independent Directors attending the Meeting</b>
<b>Audit Committee</b>					
July 20, 2020	October 19, 2020	Yes	90 days	05	04
-	November 25, 2020	Yes	36 days	05	04
-	December 08, 2020	Yes	12 days	05	04
<b>Stakeholders' Relationship Committee</b>					
July 17, 2020	October 16, 2020	Yes	87 days	03	02
<b>Nomination &amp; Remuneration Committee</b>					
August 27, 2020	October 19, 2020	Yes	138 days	04	02
	December 22, 2020	Yes	64 days	03	02
<b>CSR &amp; Sustainability Committee</b>					
July 17, 2020	-	-	-	-	-
September 15, 2020	-	-	-	-	-
<b>Risk Management Committee</b>					
July 17, 2020	-	-	-	-	-
<b>Compliance Committee</b>					
July 17, 2020	October 16, 2020	Yes	90 days	04	03

<b>V Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance Status (Yes/No/NA)</b>
Whether prior approval of Audit Committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
<b>VI Affirmations</b>	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Yes</p> <p>2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <ul style="list-style-type: none"><li>a. Audit Committee - Yes</li><li>b. Nomination &amp; Remuneration Committee - Yes</li><li>c. Stakeholders' Relationship Committee - Yes</li><li>d. Risk Management Committee - Yes</li></ul> <p>3. The Committee Members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Yes</p> <p>4. The Meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Yes</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:</p> <p>The quarterly compliance report for the quarter ended September 30, 2020 was taken on record by the Board of Directors at the Board Meeting held on October 19, 2020.</p> <p>The quarterly compliance report for the quarter ended December 31, 2020 shall be placed before the Board of Directors at its forthcoming Meeting to be held on February 11, 2021.</p>	
Rajiv Choubey Chief Legal Officer & Company Secretary ACS: 13063	



## ANNEXURE II

### Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

<b>I. Disclosure on website in terms of Listing Regulations</b>			
<b>Item</b>	<b>Compliance status</b>	<b>Company Remark</b>	<b>Website</b>
<b>As per regulation 46(2) of the LODR:</b>			
Details of business	Yes		<a href="http://www.acclimited.c">http://www.acclimited.c</a>
Terms and conditions of appointment of	Yes		<a href="https://www.acclimited.">https://www.acclimited.</a>
Composition of various committees of	Yes		<a href="http://www.acclimited.c">http://www.acclimited.c</a>
Code of conduct of board of directors and	Yes		<a href="http://www.acclimited.c">http://www.acclimited.c</a>
Details of establishment of vigil mechanism/	Yes		<a href="http://www.acclimited.c">http://www.acclimited.c</a>
Criteria of making payments to non-	Yes		<a href="https://www.acclimited.">https://www.acclimited.</a>
Policy on dealing with related party	Yes		<a href="http://www.acclimited.c">http://www.acclimited.c</a>
Policy for determining 'material' subsidiaries	Yes		<a href="http://www.acclimited.c">http://www.acclimited.c</a>
Details of familiarization programs imparted	Yes		<a href="https://www.acclimited.">https://www.acclimited.</a>
Email address for grievance redressal and other relevant details entity who are	Yes		<a href="http://www.acclimited.c">http://www.acclimited.c</a> <a href="http://www.acclimited.c">om/investor</a>
Contact information of the designated	Yes		<a href="http://www.acclimited.c">http://www.acclimited.c</a>
Financial results	Yes		<a href="http://www.acclimited.c">http://www.acclimited.c</a>
Shareholding pattern	Yes		<a href="http://www.acclimited.c">http://www.acclimited.c</a>
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed	Yes		<a href="https://www.acclimited.">https://www.acclimited.</a> <a href="http://www.acclimited.c">com/media/announcom</a>
New name and the old name of the listed	Yes		<a href="http://www.acclimited.c">http://www.acclimited.c</a>
Advertisements as per regulation 47 (1)	Yes		<a href="https://www.acclimited.">https://www.acclimited.</a>
Credit rating or revision in credit rating	Yes		<a href="https://www.acclimited.">https://www.acclimited.</a>
Separate audited financial statements of	Yes		<a href="https://www.acclimited.">https://www.acclimited.</a>
<b>As per other regulations of the LODR:</b>			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		<a href="https://www.acclimited.">https://www.acclimited.</a> <a href="http://www.acclimited.c">com/investor-</a>
Materiality Policy as per Regulation 30	Yes		<a href="https://www.acclimited.">https://www.acclimited.</a>
Dividend Distribution policy as per	Yes		<a href="https://www.acclimited.">https://www.acclimited.</a>
It is certified that these contents on the	Yes		<a href="http://www.acclimited.c">http://www.acclimited.c</a>
<b>II Annual Affirmations</b>			
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b>	<b>Company Remark</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	

<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment &amp; Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination &amp; remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes	
<i>Meeting of Risk Management Committee</i>	22	Yes	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Yes	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes	
<i>Other Corporate Governance requirements with respect to subsidiary of Annual Secretarial Compliance Report</i>	24(2),(3),(4),(5) & (6)	Yes	
<i>Alternate Director to Independent Director</i>	24(A) 25(1)	Yes	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D &amp; O Insurance for Independent</i>	25(10)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes	

<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	
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<b>Other Information</b>	
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**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

<b>Other Information</b>	
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**Name** : **Rajiv Choubey**  
**Designation** : **Company Secretary & Compliance Officer**