



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, 2019

I Composition of Board of Directors											
Title (Mr./Mrs)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non Executive / Independent/ Nominee	Initial Date of Appointment	Date of Re-appointment	Whether Special Resolution passed & Dt. Of Special Resolution	Tenure	No. of Directorship in listed entities incl. this listed entity	No. of Independent Directorships in listed entities incl. this listed entity	Number of members in Audit/Stakeholders' Committee incl. this listed entity	No. of post of chairpersons on audit/stakeholder Committee held in listed entities including this listed entity
Mr	Narotam Satyanarayan Sekhsaria Dt. Of birth: 21.09.1949	AALPS0205L00276351	Chairperson related to Promoter Non Executive/ Non Independent	27.12.1999		Not Applicable		3	0	0	0
Mr	Jan Jenisch Dt. Of birth: 02.09.1966	BUMPJ2301Q07957196	Non Executive/ Non Independent	17.10.2017		Not Applicable		2	0	0	0
Mr	Neeraj Akhoury Dt. Of birth: 17.09.1968	AAWPA5310M07419090	Executive	16.12.2016		Not Applicable		1	0	1	0
Mr	Martin Kriegner Dt. Of birth: 06.09.1961	AKPPK7394A00077715	Non Executive/ Non Independent	11.02.2016		Not Applicable		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	Whether Special Resolution passed & Dt. Of Special Resolution	Tenure	No. of Directorship in listed entities incl. this listed entity	No. of Independent Directorships in listed entities incl. this listed entity	Number of members in Audit/Stakeholders' Committee incl. this listed entity	No. of post of chairpersons on 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	Not Applicable	65	7	7	9	4
Mr	Sushil Kumar Roongta Dt. Of birth: 09.05.1950	AAAPR4551P00309302	Non Executive/ Independent	24.07.2014	24.07.2019	Not Applicable	65	5	3	6	2
Mr	Vijay Kumar Sharma Dt. Of birth: 19.12.1958	ABKPS6305H02449088	Non Executive/ Non Independent	06.02.2014				3	0	1	1
Mrs	Falguni Sanjay Nayar Dt. Of birth: 19.02.1963	ABHPN4229N00003633	Non Executive/ Independent	24.04.2014	24.04.2019	Not Applicable	68	3	3	2	1
Mr	Christof Werner Hassig Dt. Of birth: 25.04.1958	BAGPH2781E01680305	Non Executive/ Non Independent	09.12.2015				2	0	1	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	Whether Special Resolution passed & Dt. Of Special Resolution	Tenure	No. of Directorship in listed entities incl. this listed entity	No. of Independent Directorships in listed entities incl. this listed entity	Number of members in Audit/Stakeholders' Committee incl. this listed entity	No. of post of chairpers on audit/stakeholder Committee held in listed entities including this listed entity
Mr	D Sundaram Dt. Of birth: 16.04.1953	AANPS7428P 00016304	Non Executive/ Independent	22.03.2019		Not Applicable	9	5	4	8	5
Mr	Vinayak Chatterjee Dt. Of birth: 30.08.1959	AABPC2139H 00008933	Non Executive/ Independent	22.03.2019		Not Applicable	9	3	3	1	0
Mr	Sunil Mehta Dt. Of birth: 22.08.1957	AEBPM7132A 00065343	Non Executive/ Independent	22.03.2019		Not Applicable	9	3	3	2	1

Composition of Committee

Name of the Committee	DIN No.	Name of Committee Members	Category (Chairperson/ Executive/ Non Executive/ Independent/ Nominee)	Dt of appointment on the Committees	Dt of cessation on the Committees	Remarks
Audit Committee	00016304	Mr D Sundaram	Chairperson/Non Executive/Independent	27.03.2019		
	00077715	Mr Martin Kreigner	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		

Name of the Committee	DIN No.	Name of Committee Members	Category (Chairperson/ Executive/Non Executive/ Independent/Nominee)	Dt of appointment on the Committees	Dt of cessation on the Committees	Remarks
Nomination & Remuneration Committee	00007347	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		
Risk Management Committee	00003633	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		
	02449088	Mr Vijay Kumar Sharma	Non Executive/ Non Independent	27.03.2019		

Name of the Committee	DIN No.	Name of Committee Members	Category (Chairperson/ Executive/Non Executive/ Independent/Nominee)	Dt of appointment on the Committees	Dt of cessation on the Committees	Remarks
Stakeholders' Relationship Committee	00065343	Mr Sunil Mehta	Chairperson/Non Executive/Independent	27.03.2019		
	00007347	Mr Shailesh Haribhakti	Non Executive/Independent	24.04.2014		
	01680305	Mr Christof Hassig	Non Executive/Non Independent	27.03.2019		
	07419090	Mr Neeraj Akhoury	Executive	04.02.2017		
Corporate Social Responsibility Committee	00007347	Mr Shailesh Haribhakti	Chairperson/Non Executive/Independent	07.02.2014		
	00003633	Mrs Falguni Nayar	Non Executive/Independent	24.04.2014		
	02449088	Mr Vijay Kumar Sharma	Non Executive/Non Independent	27.03.2019		
	01680305	Mr Christof Hassig	Non Executive/Non Independent	27.03.2019		
	07419090	Mr Neeraj Akhoury	Executive	04.02.2017		
Other Committee – Compliance Committee	00309302	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		
	07419090	Mr Neeraj Akhoury	Executive	04.02.2017		

III Meeting of Board of Directors

Date of the Meeting in the previous quarter	Date of the Meeting in the relevant quarter	Maximum gap between any two consecutive Meetings (in number of days)	No. of Directors present	No. of Independent Directors attending the Meeting
18 th July 2019	15 th October 2019	88 days	12	06
	10 th December 2019	55 days	11	05

IV Meeting of Committees				
Date of the Meeting in the previous quarter	Date of the Meeting in the relevant quarter	Maximum gap between any two consecutive Meetings (in number of days)	No. of Directors present	No. of Independent Directors attending the Meeting
Audit Committee				
18 th July 2019	15 th October 2019	88 days	04	03
	28 th November 2019	43 days	05	04
Stakeholders' Relationship Committee				
17 th July 2019	14 th October 2019	88 days	04	02
Nomination & Remuneration Committee				
18 th July 2019	9 th December 2019	143 days	04	02
CSR Committee				
12 th September 2019	-	-	-	-
Risk Management Committee				
22 nd April 2019	14 th October 2019	174 days	05	03
Compliance Committee				
17 th July 2019	14 th October 2019	88 days	04	03
Independent Directors' Meeting				
12 th December 2018	9 th December 2019	361 days	05	05
V Related Party Transactions				
Subject			Compliance Status (Yes/No/NA)	
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	

VI Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Yes
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - a. Audit Committee - Yes
 - b. Nomination & Remuneration Committee - Yes
 - c. Stakeholders' Relationship Committee - Yes
 - d. Risk Management Committee - Yes
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
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
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:

The quarterly compliance report for the quarter ended September 30, 2019 was taken on record by the Board of Directors at the Board Meeting held on October 15, 2019.

The quarterly compliance report for the quarter ended December 31, 2019 shall be placed before the Board of Directors at its forthcoming Meeting to be held in February 2020.

Rajiv Choubey
Chief Legal Officer & Company Secretary
ACS: 13063

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
Financial Year ended: December 31, 2019

I Disclosure on website in terms of Listing Regulations		
Item	Compliance Status (Yes/No/NA)	Web address
Details of business	Yes	www.acclimited.com
Terms and conditions of appointment of Independent Directors	Yes	www.acclimited.com
Composition of various committees of Board of Directors	Yes	www.acclimited.com
Code of Conduct of Board of Directors and Senior Management Personnel	Yes	www.acclimited.com
Details of establishment of Vigil Mechanism/Whistle Blower Policy	Yes	www.acclimited.com
Criteria of making payments to Non Executive Directors	Yes	www.acclimited.com
Policy on dealing with Related Party Transactions	Yes	www.acclimited.com
Policy for determining 'material' subsidiaries	Yes	www.acclimited.com
Details of familiarization programmes imparted to Independent Directors	Yes	www.acclimited.com
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.acclimited.com
E-mail address for grievance redressal and other relevant details	Yes	www.acclimited.com
Financial Results	Yes	www.acclimited.com
Shareholding Pattern	Yes	www.acclimited.com
Details of Agreements entered into with the media companies and/or their associates	NA	www.acclimited.com
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchanges	NA	www.acclimited.com
New name and the old name of the listed entity	NA	www.acclimited.com
Advertisements as per Regulation 47(1)	Yes	www.acclimited.com
Credit rating or revision in credit rating obtained	Yes	www.acclimited.com
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	www.acclimited.com
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	www.acclimited.com
Materiality Policy as per Regulation 30	Yes	www.acclimited.com
Dividend Distribution Policy as per Regulation 43(A) as applicable	Yes	www.acclimited.com
It is certified that these contents on the website of the listed entity are correct	Yes	www.acclimited.com

II Annual Affirmations			
Particulars	Regulation Number	Compliance Status (Yes/No/NA)	Remarks
Independent Director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
Board Composition	17(1)	Yes	
Meeting of Board of Directors	17(2)	Yes	
Quorum of Board Meeting	17(2)(A)	Yes	
Review of Compliance Reports	17(3)	Yes	
Plans for orderly succession for appointments	17(4)	Yes	
Code of Conduct	17(5)	Yes	
Fees/compensation	17(6)	Yes	
Minimum information	17(7)	Yes	
Compliance Certificate	17(8)	Yes	
Risk Assessment and Management	17(9)	Yes	
Performance Evaluation of Independent Directors	17(10)	Yes	
Recommendation of Board	17(11)	Yes	
Maximum number of Directorships	17(A)	Yes	
Composition of Audit Committee	18(1)	Yes	
Meeting of Audit Committee	18(2)	Yes	
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes	
Quorum of Nomination & Remuneration Committee	19(2A)	Yes	
Meeting of Nomination & Remuneration Committee	19(3A)	Yes	
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
Composition and role of Risk Management Committee	21(1),(2), (3),(4)	Yes	
Meeting of Risk Management Committee	21(3A)	Yes	
Vigil Mechanism	22	Yes	
Policy for Related Party Transaction	23(1),(1A), (5)(6)& (8)	Yes	
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
Approval for material related party transactions	23(4)	Yes	
Disclosure of related party transactions on consolidated basis	23(9)	Yes	
Composition of Board of Directors of unlisted material subsidiary	24(1)	NA	

II Annual Affirmations			
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	Yes	
Annual Secretarial Compliance Report	24(A)	Yes	
Alternate Director to Independent Director	25(1)	NA	
Maximum Tenure	25(2)	Yes	
Meeting of Independent Directors	25(3) & (4)	Yes	
Familiarization of Independent Directors	25(7)	Yes	
Declaration from Independent Directors	25(8) & (9)	Yes	
D&O Insurance for Independent Directors	25(10)	Yes	
Memberships in Committees	26(1)	Yes	
Affirmation with compliance to Code of Conduct from Members of the Board of Directors and Senior Management Personnel	26(3)	Yes	
Disclosure of Shareholding by Non Executive Directors	26(4)	Yes	
Policy with respect to obligations of Directors and Senior Management	26(2) & 26(5)	Yes	
<p>Note:</p> <ol style="list-style-type: none"> 1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/NA. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed entity has no related party transactions, the words "NA" may be indicated. 2. If status is "No" details of non compliance may be given here 3. If the Listed Entity would like to provide any other information the same may be indicated here. 			
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			
<p>Rajiv Choubey Chief Legal Officer & Company Secretary ACS: 13063</p>			