



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:** March 31, 2020

<b>I Composition of Board of Directors</b>											
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 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	Sridhar Balakrishnan  Dt. Of birth: 13.09.1970	ACPPS1861E0008699523	Executive	21.02.2020		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	68	7	7	10	5
Mr	Sushil Kumar Roongta  Dt. Of birth: 09.05.1950	AAAPR4551P00309302	Non Executive/ Independent	24.07.2014	24.07.2019	Not Applicable	68	5	3	6	2
Mr	Vijay Kumar Sharma  Dt. Of birth: 19.12.1958	ABKPS6305H02449088	Non Executive/ Non Independent	06.02.2014		Not Applicable		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	71	3	3	2	1
Mr	D Sundaram  Dt. Of birth: 16.04.1953	AANPS7428P00016304	Non Executive/ Independent	22.03.2019		Not Applicable	12	5	4	8	5
Mr	Vinayak Chatterjee  Dt. Of birth: 30.08.1959	AABPC2139H00008933	Non Executive/ Independent	22.03.2019		Not Applicable	12	3	3	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 chairpersons on audit/stakeholder Committee held in listed entities including this listed entity
Mr	Sunil Mehta Dt. Of birth: 22.08.1957	AEBPM7132A 00065343	Non Executive/ Independent	22.03.2019		Not Applicable	12	1	1	2	1
Mr	Christof Werner Hassig Dt. Of birth: 25.04.1958	BAGPH2781E 01680305	Non Executive/ Non Independent	09.12.2015 (ceased to be a Director w.e.f. 20.02.2020)		Not Applicable		2	0	1	0
Mr	Neeraj Akhoury Dt. Of birth: 17.09.1968	AAWPA5310M 07419090	Executive (ceased to be MD&CEO w.e.f. 20.02.2020)	16.12.2016		Not Applicable		1	0	1	0
			Non Executive Director w.e.f. 21.02.2020	21.02.2020				1	0	1	0

#### 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		

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	00008933	Mr Vinayak Chatterjee	Non Executive/ Independent	27.03.2019		
	00065343	Mr Sunil Mehta	Non Executive/ Independent	27.03.2019		
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		

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
Risk Management Committee	02449088	Mr Vijay Kumar Sharma	Non Executive/ Non Independent	27.03.2019		
	07419090	Mr Neeraj Akhoury	Executive	04.02.2017	20.02.2020	
	0008699523	Mr Sridhar Balakrishnan	Executive	21.02.2020		Appointed as Member w.e.f. 21.02.2020
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	20.02.2020	
	07419090	Mr Neeraj Akhoury	Executive	04.02.2017	20.02.2020	
	0008699523	Mr Sridhar Balakrishnan	Executive	21.02.2020		Appointed as Member w.e.f. 21.02.2020
Corporate Social Responsibility & Sustainability 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	20.02.2020	
	07419090	Mr Neeraj Akhoury	Executive	04.02.2017	20.02.2020	
			Non Executive/Non Independent	21.02.2020		
0008699523	Mr Sridhar Balakrishnan	Executive	21.02.2020		Appointed as Member w.e.f. 21.02.2020	
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		

Other Committee – Compliance Committee	00016304	Mr D Sundaram	Non Executive/Independent	27.03.2019		
	0008699523	Mr Sridhar Balakrishnan	Executive	21.02.2020		Appointed as Member w.e.f. 21.02.2020
	07419090	Mr Neeraj Akhoury	Executive	04.02.2017	20.02.2020	

### 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
15 <sup>th</sup> October 2019	7 <sup>th</sup> February 2020	59 days	10	06
10 <sup>th</sup> December 2019	20 <sup>th</sup> February 2020	13 days	12	06

### 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
<b>Audit Committee</b>				
15 <sup>th</sup> October 2019	7 <sup>th</sup> February 2020	71 days	05	04
28 <sup>th</sup> November 2019				
<b>Stakeholders' Relationship Committee</b>				
14 <sup>th</sup> October 2019	6 <sup>th</sup> February 2020	115 days	04	02
<b>Nomination &amp; Remuneration Committee</b>				
9 <sup>th</sup> December 2019	20 <sup>th</sup> February 2020	73 days	04	02
<b>CSR Committee</b>				
-	6 <sup>th</sup> February 2020	-	05	02
<b>Risk Management Committee</b>				
14 <sup>th</sup> October 2019	6 <sup>th</sup> February 2020	115 days	05	03
<b>Compliance Committee</b>				
14 <sup>th</sup> October 2019	6 <sup>th</sup> February 2020	115 days	04	03
<b>Independent Directors' Meeting</b>				
9 <sup>th</sup> December 2019	-	-	06	05

**V Related Party Transactions**

<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

**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 December 31, 2019 was taken on record by the Board of Directors at the Board Meeting held on February 7, 2020.

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

Rajiv Choubey  
Chief Legal Officer & Company Secretary  
ACS:13063