

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:** September 30, 2021

<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 Re-appointment</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	AALPS0205L 00276351	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	BUMPJ2301Q 07957196	Non Executive - Non Independent	17.10.2017	-	-	NA	2	0	0	0
Mr.	Sridhar Balakrishnan  Dt. Of birth: 13.09.1970	ACPPS1861E 08699523	Executive	21.02.2020	-	-	NA	1	0	1	0
Mr.	Martin Kriegner  Dt. Of birth: 06.09.1961	AKPPK7394A 00077715	Non Executive - Non Independent	11.02.2016	-	-	NA	2	0	2	0
Mr.	Shailesh Vishnubhai Haribhakti  Dt. Of birth: 12.03.1956	AAAPH0574L 00007347	Non Executive - Independent	24.07.2014	24.07.2019	-	86	7	7	10	4
Mr.	Sushil Kumar Roongta  Dt. Of birth: 09.05.1950	AAAPR4551P 00309302	Non Executive - Independent	24.07.2014	24.07.2019	-	86	5	4	4	2

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 on audit/stakeholder Committee held in listed entities including this listed entity
Mrs.	Falguni Sanjay Nayar Dt. Of birth: 19.02.1963	ABHPN4229N 00003633	Non Executive - Independent	24.04.2014	24.04.2019	-	89	2	2	1	0
Mr.	D Sundaram Dt. Of birth: 16.04.1953	AANPS7428P 00016304	Non Executive/ Independent	22.03.2019	-	-	30	4	4	7	5
Mr.	Vinayak Chatterjee Dt. Of birth: 30.08.1959	AABPC2139H 00008933	Non Executive - Independent	22.03.2019	-	-	30	3	3	2	0
Mr	Sunil Mehta Dt. Of birth: 22.08.1957	AEBPM7132A 00065343	Non Executive/ Independent	22.03.2019	-	-	30	2	1	2	1
Mr	Neeraj Akhoury Dt. Of birth: 17.09.1968	AAWPA5310M 07419090	Non Executive Director	21.02.2020	-	-	NA	2	0	1	0
Mr	M. R. Kumar Dt. Of birth: 13.06.1961	AAAPK7351G 03628755	Non Executive - Non Independent	19.10.2020	-	-	NA	3	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	-	-
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
	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	-	-
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	-	-
	08699523		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
	00007347		Mr Shailesh Haribhakti	Non Executive – Independent	31.01.2008	-	Appointed as Chairman w.e.f. 27.03.2019
	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>
April 19, 2021	July 19, 2021	Yes	90	11	06
-	August 3, 2021	Yes	14	11	06
<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>					
April 19, 2021	July 19, 2021	Yes	34	05	04
June 14, 2021	-	-	-	-	-
<b>Stakeholders' Relationship Committee</b>					
-	July 16, 2021	Yes	-	03	02
<b>CSR &amp; Sustainability Committee</b>					
-	August 6, 2021	Yes	-	04	02
<b>Risk Management Committee</b>					
-	July 16, 2021	Yes	-	04	03
<b>Compliance Committee</b>					
April 16, 2021	July 16, 2021	Yes	90	04	03
<b>V Related Party Transactions</b>					
<b>Subject</b>					<b>Compliance Status (Yes/No/NA)</b>
1. Whether prior approval of Audit Committee obtained					Yes
2. Whether shareholder approval obtained for material RPT					NA
3. 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 June 30, 2021 was taken on record by the Board of Directors at the Board Meeting held on July 19, 2021.

The quarterly compliance report for the quarter ended September 30, 2021 shall be placed before the Board of Directors at its forthcoming Meeting to be held on October 19, 2021.

Rajiv Choubey  
Chief Legal Officer & Company Secretary  
ACS:13063