

Share Department

June 17th, 2015

ACC
Scrip Code: 500410

BSE Limited,
Phiroze Jeejebhoy Towers
Dadal Street
Mumbai 400001

ACC

ACC Limited
Registered Office
Cement House
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Mumbai 400 020, India

CIN: L26940MH1936PLC002515

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Kind Attn: Listing Department

Dear Sirs,

Sub: SEBI (Prohibition of Insider Trading) Regulations 2015

The SEBI (Prohibition of Insider Trading) Regulations, 2015 have come into force with effect from 15th May 2015.

The ambit and scope of the Act has also been widened to include any person who is or has during the six months prior to the Act, has been associated with the Company directly or indirectly in any capacity including a professional relationship that allows such a person directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

The Act also covers the Stock Exchanges.

We would therefore request adherence to the said Regulations by you and your listing team.

May we therefore request a line in conformation that you and your team will ensure compliance with the Regulations.

The Board of Directors of the Company at its Meeting held on 14th April 2015 had approved the following Codes which are enclosed herewith for your information and reference:

- 1) Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders
- 2) Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

With Regards,



(Burjor D Nariman)
Company Secretary & Head Compliance

**CODE OF INTERNAL PROCEDURES AND CONDUCT FOR
REGULATING, MONITORING AND REPORTING OF
TRADING BY INSIDERS**

*[pursuant to Regulation 9 of SEBI (Prohibition of Insider Trading) Regulations
2015)]*

**This Code has been approved by the Board of Directors at its
Meeting held on 14th April 2015 and comes into effect from
15th May 2015**

1. INTRODUCTION

Pursuant to the Securities and Exchange Board of India ("SEBI") notifying the SEBI (Prohibition of Insider Trading) Regulations 2015, ("**Regulations**") which Regulation comes into effect from 15th May 2015, the Board of Directors of the Company has approved this new Code for regulating, monitoring and reporting of trading in Company's Securities by Insiders. This new Code replaces the existing Code of Conduct for Prevention of Insider Trading.

2. DEFINITIONS

- 2.1 "**Act**" means the Securities and Exchange Board of India Act, 1992.
- 2.2 "**Board**" means the Board of Directors of the Company.
- 2.3 "**Code**" shall mean the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by insiders of ACC Limited as amended from time to time.
- 2.4 "**Company**" means ACC Limited.
- 2.5 "**Compliance Officer**" means Company Secretary & Head Compliance or such other senior officer, so designated who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the Regulations and reporting to the Board. The Compliance Officer shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in the Regulation under the overall supervision of the Board of the Company.

Presently the Company Secretary & Head Compliance is designated as the Compliance Officer for the purpose of this Code.

- 2.6 "**Connected Person**" means:
- (a) any person who is or has during the six months prior to the concerned act been associated with the Company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

- (b) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established,
 - (i) an immediate relative of connected persons specified in clause 2.6(a);
 - (ii) a holding company or associate company or subsidiary company;
 - (iii) an investment company, asset management company or an employee or director thereof;
 - (iv) a banker of the Company;
 - (v) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.

2.7 **"Designated Persons"** means:

- (a) Promoter of the Company;
- (b) Directors of the Company;
- (c) Key Management Personnel as designated by the Board of Directors of the Company;
- (d) Senior Management Personnel as per the list provided by Corporate Human Resources;
- (e) Such Employees working in the financial division who are in possession of price sensitive information, as per the list furnished by the Chief Financial Officer;
- (f) Such employees working in the Corporate Communications Division who in the course of their work are in possession of price sensitive information, as per the list furnished by the Vice President Corporate Communications;
- (g) Employees in Management Grade in the Secretarial & Share Division;
- (h) Statutory auditors, law firms, and analysts, consultants or other persons, etc. assisting or advising the Company; and
- (i) such other Connected Persons as may be identified by the Compliance Officer in line with the objectives of the Code.

- 2.8 **"Director"** means a member of the Board of Directors of the Company.
- 2.9 **"Employee"** means every employee of the Company (whether working in India or abroad) including the Directors in the employment of the Company.
- 2.10 **"Generally Available Information"** means information that is accessible to the public on a non-discriminatory basis.
- 2.11 **"Immediate Relative"** means the spouse of the Designated Person, and includes parents, sibling, and child of such Designated Person who are either financially dependent on the Designated Person, or consults the Designated Person in taking decisions relating to trading in securities;
- 2.12 **"Insider"** means any person who is
- (a) A Designated Person
 - (b) A Connected Person; or
 - (c) Any other person who in the opinion of the Compliance Officer is in possession of or having access to Unpublished Price Sensitive Information.
- 2.13 **"Promoter"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof;
- 2.14 **"Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof except units of a mutual fund;
- 2.15 **"Takeover Regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- 2.16 **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in securities of the Company, and "trade" shall be construed accordingly;
- 2.17 **"Trading Day"** means a day on which the recognized stock exchanges are open for trading;
- 2.18 **"Unpublished Price Sensitive Information"** means any information, relating to the Company or its securities, directly or indirectly, that is

not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, be information relating to the following:

- (a) financial results;
- (b) dividends;
- (c) change in capital structure;
- (d) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- (e) changes in key managerial personnel; and
- (f) material events in accordance with the listing agreement

Words and expressions used and not defined in the Code but defined in the Securities & Exchange board of India Act 1992, The Securities Contract (Regulations) Act 1956, The Depositories Act 1996 or in the Companies Act 2013 and the Rules and Regulations made thereunder shall have the meanings respectively assigned to them under the Regulations.

3. PERSONS GOVERNED BY THIS CODE:

This Code is applicable to Insiders as defined herein. However the SEBI (Prohibition of Insider Trading) Regulations 2015 shall apply to all employees of the Company.

4. ROLE OF COMPLIANCE OFFICER:

- 4.1 The Compliance Officer shall ensure compliance with the Regulations. The Compliance Officer shall report on insider trading to the Board of the Company and in particular, shall provide reports to the Chairman of the Audit Committee or to the Chairman of the Board on an annual basis or at such frequency as may be stipulated by the Board.
- 4.2 The Compliance Officer shall administer this Code and also undertake actions as are prescribed to it under the Regulations (such as approval and disclosure of the trading plan of Insiders to the Stock Exchanges on which the Securities of the Company are listed).
- 4.3 The Compliance Officer shall assist all Employees in addressing any clarifications regarding the Regulations and the Company's Code.

5. PRESERVATION OF "UNPUBLISHED PRICE SENSITIVE INFORMATION"

- 5.1 All Insiders shall maintain confidentiality of all Unpublished Price Sensitive Information coming into their possession or control. All information shall be handled within the Company on a need-to-know basis and no Insider shall communicate, provide or allow access to any

Unpublished Price Sensitive Information relating to the Company or its Securities listed or proposed to be listed to any person including other Insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

- 5.2 No person shall procure from or cause the communication by any Insider of Unpublished Price Sensitive Information, relating to the Company or its Securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- 5.3 As permitted under the Regulations, Unpublished Price Sensitive Information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:
 - (a) entail an obligation to make an open offer under the Takeover Regulations where the Board of Director of the Company is of the informed opinion that the proposed transaction is in the best interests of the Company; or
 - (b) not attract the obligation to make an open offer under the Takeover Regulations but where the Board of the Company is of informed opinion that the proposed transaction is in the best interests of the Company and the information that constitute Unpublished Price Sensitive Information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board may determine.

However, the Board shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the limited purpose as set out in paragraph 5.3 above and shall not otherwise trade in Securities of the Company when in possession of Unpublished Price Sensitive Information.

- 5.4 Need to Know:
 - (a) "need to know" basis means that Unpublished Price Sensitive Information should be disclosed only to those persons within the Company who need the information for legitimate purposes, or performance of duties or discharge of legal obligations and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.
 - (b) All non-public information directly received by any Employee should immediately be reported to the head of the department.

5.5 Limited access to confidential information

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc.

5.6 Chinese Wall

5.6.1 To prevent the misuse of Unpublished Price Sensitive Information, the Company has adopted a 'Chinese Wall' policy which separates those departments which routinely have access to such information, considered "inside areas" from other departments, considered "public areas".

5.6.2 As per the said policy:

- (a) The Employees in the inside areas are not allowed to communicate any Unpublished Price Sensitive Information to anyone in the public areas.
- (b) Only in exceptional circumstances, employees from the public areas are brought 'over the wall' and given unpublished price sensitive information on the basis of "need to know" criteria, under intimation to the Compliance Officer.

6. PREVENTION OF MISUSE OF "UNPUBLISHED PRICE SENSITIVE INFORMATION"

6.1 No Insider shall trade in the Company's Securities that are listed or proposed to be listed on a stock exchange when in possession of Unpublished Price Sensitive Information.

Provided that, as recognized under the Regulations, an Insider may prove his innocence by demonstrating the circumstances including the following:

- (a) the transaction was an off-market inter-se transfer between promoters who were in possession of the same Unpublished Price Sensitive Information without being in breach of Regulation 3 of the Regulations and both parties had made a conscious and informed trade decision;
- (b) in the case of non-individual Insiders: (i) the individuals who were in possession of such Unpublished Price Sensitive Information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such Unpublished Price Sensitive Information when they took the decision to trade; and (ii) appropriate and adequate arrangements were in place to ensure that the Regulations are not violated and no Unpublished Price Sensitive Information was communicated by the individuals possessing

the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;

- (c) the trades were pursuant to a trading plan set up in accordance with regulation 6.3 hereunder.

6.2 In the case of Insiders the onus of establishing, that they were not in possession of Unpublished Price Sensitive Information, shall be on the Insider and in other cases the onus would be on SEBI. SEBI may specify such standards and requirements from time to time as it may deem necessary for the purpose of the Regulations.

6.3 Trading Plans

6.3.1 Trading Plan

An Insider shall be entitled to formulate a trading plan for dealing in Securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

6.3.2 Such Trading Plan shall:

- (a) not entail commencement of trading on behalf of the Insider earlier than six months from the public disclosure of the plan;
- (b) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the Securities and the second trading day after the disclosure of such financial results;
- (c) entail trading for a period of not less than twelve months;
- (d) not entail overlap of any period for which another Trading Plan is already in existence;
- (e) set out either the value of trades to be effected or the number of the Company's Securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
- (f) not entail trading in Securities for market abuse.

6.3.3 The Compliance Officer shall review the Trading Plan to assess whether the plan would have any potential for violations of the Regulation and shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations.

- 6.3.4 The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the Securities outside the scope of the Trading Plan.

However, the implementation of the Trading Plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any Unpublished Price Sensitive Information and the said information has not become generally available at the time of the commencement of implementation of the Trading Plan and shall be deferred until such Unpublished Price Sensitive Information becomes generally available information. Further, the Insider shall also not be allowed to deal in Securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer. The Compliance Officer shall be the final authority to decide on the deferment of the Trading Plan.

- 6.3.5 Upon approval of the Trading Plan, the Compliance Officer shall notify the same to the Stock Exchanges on which the Securities are listed.

7. TRADING WINDOW AND WINDOW CLOSURE:

- 7.1 The Company shall periodically specify the trading period to be called "Trading Window" for trading in the Company's Securities. The Trading Window will remain closed when the Compliance Officer determines that the Designated Persons can reasonably be expected to have possession of Unpublished Price Sensitive Information. When the Trading Window is closed the Insider shall not trade in the Company's Securities during that period. The Trading Window shall be inter alia closed for the following purposes:
- (a) Declaration of financial results (Quarterly, Half-yearly & Annual)
 - (b) Declaration of dividend (Interim & Final)
 - (c) Change in capital structure including but not limited to issue of Securities by way of public/rights/bonus and buy back of securities.,
 - (d) Any major expansion plans or execution of new projects
 - (e) Mergers, demergers, acquisitions and delisting
 - (f) Disposal of whole or substantially the whole of the undertaking. Major expansion of business
 - (g) Material events in accordance with the Listing Agreement

- 7.2 The time for commencement of closing of Trading Window shall be decided by the Compliance Officer of the Company taking into account various factors including the Unpublished Price Sensitive Information in question becoming generally available and being capable of assimilation by the market.
- 7.3 As per the present practice the quarterly financial results of the Company are communicated to the Stock Exchanges after the same are approved by the Board. Accordingly, as a matter of policy, in respect of declaration of financial results, the Trading Window shall remain closed from the end of the respective quarter, half year, or financial year as the case may be.
- 7.4 The Trading Window will also be closed for such period as may be considered necessary whenever the Board is required to consider any of the matters listed in para 7.1 above.
- 7.5 The Trading Window shall be opened 48 (Forty eight) hours after the Unpublished Price Sensitive Information has been made public. If the ending of the 48 hour period falls on a non working day for the Stock Exchanges, then the Trading Window will open on the next working day of the Stock Exchange.
- 7.6 The Insider shall continue all their dealings in the Securities of the Company only when the Trading Window is open and shall not deal in any transaction involving the purchase or sale of the Company's Securities during the periods when the Trading Window is closed.

All communication regarding the closing and opening of the Trading Window will be done by e-mail to the Insider and will also be notified to the Stock Exchanges and uploaded on the Company's website. However, irrespective of whether such communication is received, the Insider shall mandatorily verify whether the Trading Window is open before undertaking any transactions in respect of Securities of the Company. Non receipt of communication regarding closure of Trading Window will not justify a transaction done during the period when the Trading Window was closed.

8. PRE-CLEARANCE OF TRADE BY DESIGNATED PERSONS:

- 8.1 The Designated Persons who intend to deal in the Securities of the Company when the Trading Window is open should seek separate pre-clearance for each transaction irrespective of the value of the transactions.
- 8.2 However, no Designated Person shall be entitled to apply for pre-clearance of any proposed trade by himself or his Immediate Relative if such Designated Person or his Immediate Relative is in possession of Unpublished Price Sensitive Information even if the Trading Window is not closed and hence he shall not be allowed to trade.

Applications seeking pre-clearance should be made in writing or by email in the prescribed form to the Compliance Officer in the **Form 'E'**.

8.3 An undertaking shall be executed in favour of the Company by such Designated Person incorporating, inter alia, the following clauses, as may be applicable and submitted to the Compliance Officer along with the application seeking pre-clearance:

- (a) That the Designated Person and/or his Immediate Relative does not have any access or has not received Unpublished Price Sensitive Information up to the time of signing the undertaking.
- (b) That in case the Designated Person and/or his Immediate Relative has access to or receives Unpublished Price Sensitive Information after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the Securities of the Company till the time such information becomes public.
- (c) That he/she has not contravened the Code as notified by the Company from time to time.
- (d) That he/she has made a full and true disclosure in the matter.

While considering the undertaking, the Compliance Officer shall consider whether the same is reasonably capable of being rendered inaccurate.

After clearance from the Compliance Officer an email will be sent to the concerned person about the clearance.

Once pre-clearance is given for a transaction the order should be executed by the Designated Person within one week from the date of the e-mail granting the pre-clearance.

The Designated Person shall file within 2 (two) Trading Days of the execution of the deal, the details of such deal, with the Compliance Officer in the **Form 'F'** In case the transaction is not undertaken the Company may be informed.

If the order is not executed within the period stipulated as aforesaid after the approval is given, the Designated Person must pre-clear the transaction once again. In the event the period between the date of the aforesaid approval and the commencement of the closure of the Trading Window is less than 7 days, then the said transaction shall be executed within such lesser period.

9. MINIMUM HOLDING PERIOD AND NO OPPOSITE TRANSACTION FOR SIX MONTHS:

- 9.1 Designated Persons who buy or sell any number of shares of the Company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction.
- 9.2 In the case of subscription in the primary market (initial public offers) which may includes shares allotted against employee stock options, if any, the Insiders shall hold their investments for a minimum period of 30 days or such additional period as the Board may determine . The holding period would commence when the securities are actually allotted.

In case the sale of Securities is necessitated by personal emergency, the holding period may be waived by the Compliance Officer after recording in writing the reasons in this regard.

- 9.3 Notwithstanding the above, should an Insider execute an opposite transaction, inadvertently or otherwise, in violation of the restrictions set out above, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the SEBI Act, 1992.

10. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES:

- 10.1 The disclosures to be made by any person under this Code shall include those relating to trading by the Designated Persons and their Immediate Relative.
- 10.2 The disclosures of trading in Securities shall also include trading in derivatives of Securities and the traded value of the derivatives shall be taken into account for purposes of this Code.

10.3 Initial Disclosure

- 10.3.1 Every existing Designated Person shall within thirty days of the Regulations taking effect, forward to the Company the details of all holdings in the Securities of the Company presently held by them including the statement of holdings of dependent family members in the prescribed **Form 'A'**.
- 10.3.2 Every person who subsequently gets appointed/ reappointed and fall within the definition of Designated Persons shall disclose his holding of securities of the Company as on the date of appointment or re-appointment or upon becoming a promoter, to the Company within seven days of such appointment or becoming a promoter in the prescribed form **Form 'B'**.

10.4 Continual Disclosure

10.4.1(i) Every Designated Person and every other employee of the Company shall disclose to the Company the number of such Securities acquired or disposed of within two trading days of such transaction if the value of the Securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ₹ Ten lakhs. The disclosure to be given by the Designated Persons shall be in the prescribed **Form 'C'**. All other connected persons and other employees shall disclose the requisite information in the prescribed **Form 'D'**. The disclosure shall be made within 2 working days of:

- (a) the receipt of intimation of allotment of shares, or
- (b) the acquisition or sale of shares or voting rights, as the case may be.

10.4.2 Disclosure by the Company to the Stock Exchange(s):

Within 2 days of the receipt of intimation under para 10.4.1 the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.

10.4.3 Designated Persons shall disclose to the Compliance Officer the number of Securities held by them in the Company as at the end of the Company's financial year in the **Form 'G'**. They shall also disclose the number of securities in the Company held by their Immediate Relatives and dependents (spouse and dependent children). This disclosure should be made within one month from the close of the Company's financial year. This disclosure should be made even if the shareholding is NIL. The Directors and Designated Employees shall also give an annual confirmation of their adherence to the Code.

10.4.4 The Compliance Officer shall maintain records of all the declarations in the appropriate form given by the Directors / Officers / Designated Employees for a minimum period of five years.

11. CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

The Company has prepared a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information as required by Regulation 8 of the SEBI (Prohibition of Insider Trading) Regulations, 2015. The Code is enclosed hereto.

12. CONFIRMATION

This Code and the Code of Conduct for Fair Disclosure of Unpublished Price Sensitive Information has been uploaded on the Company's Accelerate Portal. All Insiders and all other employees of the Company hereby acknowledge that they have read and fully understood their obligations herein and have undertaken to unconditionally abide by the same.

The responsibility of compliance shall be entirely on the Insiders and all other employees of the Company who shall ensure that their immediate relatives have been informed of the Code, that they have read and fully understood their obligations herein and have undertaken to unconditionally abide by the same.

13. PENALTY FOR CONTRAVENTION OF THE CODE:

- 13.1 Every Insider shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents).
- 13.2 Any Insider who trades in securities or communicates any information for trading in Securities, in contravention of this Code may be penalized and appropriate action may be taken by the Company.
- 13.3 Designated Persons who violate the Code shall also be subject to disciplinary action by the Company, including but not limited to wage freeze, suspension, disqualification from future participation in employee stock option plans, if any, etc. The penalties /disciplinary action will be decided by the Audit Committee of the Board based on reports submitted by the Compliance Officer.
- 13.4 The action by the Company shall not preclude SEBI from taking any action in case of violation of the Regulations. For this purpose the Compliance Officer shall inform SEBI if there is any major violation of the Code and the Regulations.
- 13.5 Under Section 15G of the SEBI Act, any Insider who indulges in insider trading in contravention of Regulation 3 is liable to a penalty which shall not be less than ₹ 10 lakhs but which may extend to ₹ 25 crore or three times the amount of profits made out of insider trading, whichever is higher. Under Section 24 of the SEBI Act, anyone who contravenes the Regulations is punishable with imprisonment for a maximum period of ten years or with fine which may extend to ₹ 25 crore or with both. Further, in case any person fails to pay the penalty imposed by the adjudicating officer or fails to comply with any of his directions or orders, he shall be punishable with imprisonment for a term which shall not be less than one month but which may extend to ten years, or with fine, which may extend to twenty-five crore rupees or with both.

14. JURISDICTION

In the event of any dispute arising from the provisions of the Code or its interpretation, the same shall be subject to the jurisdiction of the courts in Mumbai.

15. CLARIFICATIONS

For all queries concerning this Code, please contact the Compliance Officer.

THIS CODE IS AN INTERNAL DOCUMENT TO SERVE AS GUIDELINES TO AVOID INSIDER TRADING AS PER SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS 2015.



Burjor D Nariman
Company Secretary & Head Compliance

Mumbai
14th May, 2015

FORM "A"
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (a) read with Regulation 6 (2)]

Name of the Company: ACC Limited
 ISIN of the Company: INE012A01025
 DPID -----Client ID -----

Details of Securities held by Promoters, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Name, PAN No. CIN/DIN & Address with contact nos.	Category of Person (Promoters/KM P/Directors/im mediate relatives/others etc.)	Securities held as on the date of regulation coming into force	% of shareholding	Open Interest of the Future contracts held as on the date of regulation coming into force		Open Interest of the Option contracts held as on the date of regulation coming into force	
				Type of security (For eg. Shares, Warrants, Convertible Debentures etc)	No.	Number of units (contracts* lot size)	Notional value in Rupee terms
1	2	3	5	4	6	7	

Note: 'Securities' shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015

Signature: ----- Date: -----
 Designation: ----- Place: -----

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (b) read with Regulation 6 (2)]

Name of the Company: ACC Limited
ISIN of the Company: INE012A01025

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2)

Name, PAN No. CIN/DIN & Address with contact nos.	Category of Person (Promo ters/KM P/Direc tors/im mediate relative s/other s etc.)	Date of appoint ment of director /KMP or Date of becomi ng Promot er	Securities held at the time of becoming Promoter/appointment of Director/KMP	% of shareholdi ng	Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP	Open Interest of the Option contracts held at the time of becoming Promoter/appointm ent of Director/KMP		
		No.	Type of security (For eg. - Shares, Warrants, Convertible Debentures etc)		Number of units (contracts* lot size)	Notional value in Rupee terms	Number of units (contract s* lot size)	Notional value in Rupee terms
1	2	3	4	5	6		7	

Note: 'Securities' shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015

Signature: ----- DPID: -----

Designation: ----- Client ID: -----

Date: ----- Place: -----

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
 [Regulation 7 (2) read with Regulation 6 (2)]

Name of the Company: ACC Limited
 ISIN of the Company: INE012A01025

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2)

Name, PAN No. CIN/DIN & Address of Promoter/Employee/Dir ector with contact nos.	Category of Person (Promoters/ Directors/ immediate relatives/ others etc.)	Securities held prior to acquisition/disposal		% of shareholding	Date of allotment advice/acquisition of shares/sale of shares specify	Date of intimation to Company	Mode of acquisition (market purchase/public rights/preferential offer/off market/Inter-se transfer etc.	Trading in derivatives (Specify type of contract, Futures or Options etc)		Exchange on which the trade was executed						
		Type of security (For eg. - Shares, Warrants Convertible Debentures etc)	No.					Value	Number of units (contracts * lot size)		Value	Number of units (contracts * lot size)				
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17

Note: 'Securities' shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015

Signature: -----

Designation: -----

DPID: ----- Client ID: -----

Date: -----

Place: -----

FORM "D" (Indicative format)

ANNEXURE - 4

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

Regulation 7 (3) – Transactions by Other connected persons as identified by the Company

Name, PAN No. CIN/DIN & Address of connected persons, as identified by the Company with contact nos.	Connection with Company	Securities held prior to acquisition/disposal		Securities acquired/disposed		% of shareholding	Date of allotment advice/acquisition of shares/sale of shares specify	Date of intimation to Company	Mode of acquisition (market purchase/public rights/preferential offer/off market/Inter-se transfer etc.	Trading in derivatives (Specify type of contract, Futures or Options etc)		Exchange on which the trade was executed							
		Type of security (For eg. - Shares, Warrants Convertible Debentures etc)	No.	Type of security (For eg. - Shares, Warrants Convertible Debentures etc)	No.					Buy	Sell		Value	Number of units (contracts * lot size)					
1	2	Type of security (For eg. - Shares, Warrants Convertible Debentures etc)	3	4	Type of security (For eg. - Shares, Warrants Convertible Debentures etc)	5	6	7	8	9	10	11	12	13	14	15	16	17	

Note: 'Securities' shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015

Signature: -----
 Designation: -----
 DPID: ----- Client ID: -----
 Date: -----
 Place: -----

FORM "E"

Application form for Pre-clearance for Purchase /Sale of ACC Securities.

Name of the Designated Person :

.....
Employee No. :
Designation
Unit

To, The Compliance Officer,
ACC Limited,
Mumbai.

Dear Sir,

Pursuant to the Company's Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders which came into existence from 15.5.2015, I seek approval for Purchase/Sale of securities of the Company as under :-

I propose to purchase/sellNo. ofsecurities (Specify the security .i.e. Shares /Derivatives etc.) of the Company, during the 7 days ending in my name or on behalf of my dependent spouse/children. I/My Dependents have a demat account with(Name of the DP) having DPID No IN.....and the demat account No. is I already hold No. of
.....Contd.....

Security (specify the security) of ACC Limited in the said demat account.

UNDERTAKING

I,.....Director/Employee of the Company propose to Purchase/Sellno ofsecurity (Specify the security .i.e. Shares /Derivatives etc.) of the Company during the 7 days ending in my name/on behalf of my dependents, and I have sought a pre-clearance from the Compliance Officer.

In this regard I state as under:-

- (a) I and/or my immediate relative have not received, nor have I and/or my immediate relative had any access to any price sensitive information upto the time of signing this undertaking.
- (b) In case I and/or my immediate relative have access or receive price sensitive information after the signing of this undertaking but before the execution of the transaction I and/or my immediate relative shall inform the Compliance Officer of the same and shall refrain from dealing in the Securities of the Company till the time such information becomes public.
- (c) I and/or my immediate relative have not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.
- (d) I and/or my immediate relative have made a full and true disclosure in the matter.

SignatureDate.....

FORM "F"

Statement of details of transaction in respect of securities of the Company for which Pre-clearance was obtained

Name of the Designated Person :

.....

Employee No. :

Designation

Unit

The Compliance Officer,
ACC Limited.,
Mumbai.

Dear Sir,

Ref. Your approval letter No.dated

I confirm that pursuant to my application seeking pre-clearance for trading in the Company's securities and your approval dated.....
I have bought / soldsecurities (Specify the security .i.e. Shares /Derivatives etc.) as mentioned below on /I have not bought/sold any securities of the Company.

No. of securities bought/sold	DPID No and Demat A/c. No. where securities have been/will be credited/debited	Name of the demat a/c holder	If demat A/c is in the name of the dependent, give name and relation	Net Consideration Received/Paid

.....Contd.....

I declare that the above information is correct and that no provisions of the Company's Insider Trading Code (effective from 15.5.2015) and/or applicable laws/regulations have been contravened for effecting the above said transaction(s).

Signature.....Date.....

FORM "G"

Format of Continual Disclosure of Shareholding by Designated Persons.

Name of the Director/Employee :

.....

Employee No. :

Designation

Unit

To The Compliance Officer,
ACC Limited,
Mumbai.

Dear Sir,

Pursuant to the Company's Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders, I hereby declare I , my spouse and my dependent children hold the following securities in the Company as on _____

1. Name of the Spouse and dependent children

.....Contd.....

2. Number of Equity shares held as on _____.

Sr. No.	Name of the Director/ Designated Employee, Spouse and Dependent Children	DP Name & Demat A/c. No. or Folio No.	No. of securities held as on -----	No. of securities bought during the year	No. of securities sold during the year	No. of securities held at the end of the financial year
1						

I hereby declare that the above details are true, correct and complete in all respects.

SignatureDate:

**CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE
OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

*[pursuant to Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations
2015]]*

1. Every company whose securities are listed on a Stock Exchange is required to formulate a Code of Practices and Procedures for fair disclosure of unpublished price sensitive information (hereinafter referred to as “Code of Corporate Disclosure Practices”).
2. This Code of Corporate Disclosure Practices shall come into force from 15th day of May, 2015.
3. **Principles of Fair Disclosure**

The Company shall ensure:

- Prompt public disclosure of Unpublished Price Sensitive Information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- Uniform and universal dissemination of Unpublished Price Sensitive Information to avoid selective disclosure.
- Prompt dissemination of Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- Ensuring that information shared with analysts and research personnel is not Unpublished Price Sensitive Information.

- Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
- Handling of all Unpublished Price Sensitive Information on a need-to-know basis.

4. **Overseeing and co-ordinating disclosure**

- i. The Company has designated the Chief Financial Officer (CFO) and the Company Secretary & Head Compliance as the “**Chief Investor Relations Officers**” to individually oversee the dissemination of information and disclosure of Unpublished Price Sensitive Information.
- ii. The Chief Investor Relations Officers shall be responsible for overseeing and co-ordinating disclosure of Unpublished Price Sensitive Information to Stock Exchange, analysts, shareholders and media.
- iii. The Chief Investor Relations Officers shall report to the CEO & MD. The disclosure/dissemination of information shall be approved in advance by the CEO & MD.
- iv. No information shall be passed on by an Insider by way of making a recommendation for the purchase or sale of Securities of the Company.
- v. The Chief Investor Relations Officers shall ensure that information shared with analysts and research personnel is not Unpublished Price Sensitive Information. The Chief Investor Relations Officers shall oversee and co-ordinate disclosure of Unpublished Price Sensitive Information to Stock Exchanges, analysts, shareholders and media, on a timely basis.

5. **Responding to market rumours**

- i. The Chief Investor Relations Officers in consultation with the CEO & MD shall take a call on whether a public announcement is necessary for verifying or denying rumours and if considered necessary make suitable statement/s in this regard to the Stock Exchanges.
- ii. All the requests/queries received shall be documented and as far as practicable, the Chief Investor Relations Officers, shall request for such queries/requests in writing.

6. Disclosure/dissemination of Unpublished Price Sensitive Information with special reference to Analysts, Institutional Investors

The following guidelines will be followed whilst dealing with analysts, brokers, and Institutional investors:-

- (i) Only such information which is in public domain shall be provided
- (ii) No person, except those authorized by the Chief Investor Relations Officers, shall disclose any information relating to the Company's Securities to analysts and research persons. The Chief Investor Relations Officers, shall be invited to meetings/ conferences organized by the Company with the analysts/research persons.
- (iii) At least two representatives of the Company shall be present at meetings with Analysts, brokers or Institutional Investors.
- (iv) Unanticipated questions may be taken on notice and a considered response may be given later. No price sensitive information shall be shared unless a public announcement in regard to the same has been made.
- (v) Where a meeting has been held with the analysts, Institutional Investors, the Company shall either make a press release or post relevant information on its website immediately after such meet.
- (vi) All discussions with analysts, brokers, and Institutional investors shall be recorded.

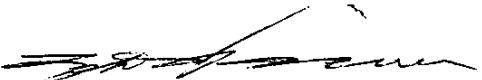
7. Medium of Disclosure and Dissemination

- (i) The Company shall disseminate all credible and concrete Unpublished Price Sensitive Information on a continuous and in a timely manner to Stock Exchanges in accordance with the requirements of applicable law, where its Securities are listed and thereafter to the press.
- (ii) As a good corporate practice, the Unpublished Price Sensitive Information disclosed to the Stock Exchanges and to the press will also be supplemented by prompt updates on the Company's web-site. The Company may also consider other modes for dissemination of information as it may consider necessary.

- (iii) The information filed by the Company with the Stock Exchanges under the Stock Exchange Listing Agreement shall also be posted on the Company's website.
- (iv) The Company will also promptly intimate any amendment to this Code of Corporate Disclosure Practices to the Stock Exchanges, as required under the Regulations.

THIS CODE WAS APPROVED BY THE BOARD OF DIRECTORS AT ITS MEETING HELD ON 14th APRIL, 2015

THIS CODE IS AN INTERNAL DOCUMENT TO SERVE AS GUIDELINES TO AVOID INSIDER TRADING AS PER SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS 2015.



Burjor D Nariman
Company Secretary & Head Compliance

Mumbai
14th May, 2015