

Secretarial Division

**ACC**

ACC Limited  
Registered Office  
Cement House  
121, Maharshi Karve Road  
Mumbai 400 020, India

CIN: L26940MH1936PLC002515

Phone +91 22 3302 4321  
Fax +91 22 6631 7458  
www.acclimited.com

February 25, 2019

General Manager – Department of Corporate Services  
BSE Limited  
Pheroze Jeejeebhoy Towers  
Dalal Street  
Mumbai 400 001  
**Scrip Code: 500410**

Dear Sir

**Re.: Notice of the 83<sup>rd</sup> Annual General Meeting**

We are enclosing the Notice of the 83<sup>rd</sup> Annual General Meeting of the Company to be held on Friday, March 22, 2019 at 3.00 p.m. at Pama Thadani Auditorium, Jai Hind College, "A" Road, Churchgate, Mumbai 400 020.

The Annual Report for the Financial Year ended December 31, 2018 along with the Notice of the Annual General Meeting is being despatched to the Members both physically and through soft copies and will also be uploaded on the website of the Company.

Thanking you,

Yours faithfully,  
For ACC Limited



Ramaswami Kalidas  
Company Secretary & Head Compliance  
FCS-2440



## ACC Limited

CIN: L26940MH1936PLC002515

Registered Office: Cement House, 121, Maharshi Karve Road, Mumbai 400 020

Tel: +91 22 33024321 website: www.acclimited.com Email: ACC-InvestorSupport@acclimited.com

### NOTICE

**NOTICE IS HEREBY GIVEN THAT THE EIGHTY THIRD ANNUAL GENERAL MEETING OF ACC LIMITED** (CIN:L26940MH1936PLC002515) shall be held at **Pama Thadani Auditorium**, Jai Hind College, "A" Road, Churchgate, Mumbai 400020 on **Friday, March 22, 2019 at 3.00 p.m.** to transact the following items of business:

#### ORDINARY BUSINESS

1. To consider and adopt:
  - a. the Audited Standalone Financial Statement of the Company for the Financial Year ended December 31, 2018, together with the Reports of the Board of Directors and the Statutory Auditors thereon; and
  - b. the Audited Consolidated Financial Statement of the Company for the Financial Year ended December 31, 2018, together with the Report of the Statutory Auditors thereon.
2. To declare Dividend on equity shares for the Financial Year ended December 31, 2018.
3. To appoint a Director in place of Mr Narotam S Sekhsaria, (DIN: 00276351), a Non Executive/Non Independent Director, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr Christof Hassig, (DIN: 01680305), a Non Executive/Non Independent Director, who retires by rotation and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS

5. **Re-appointment of Mr Shailesh Haribhakti as an Independent Director**

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149(10) and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017 (the Act), The Companies (Appointment and

Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (SEBI Listing Regulations), Mr Shailesh Haribhakti (DIN:00007347), whose present term of office as an Independent Director expires on July 23, 2019, who has given his consent for the re-appointment and has submitted a declaration that he meets the criteria for independence under Section 149 of the Act and the SEBI Listing Regulations and is eligible for re-appointment, in respect of whom Notice has been received from a Member under Section 160 of the Act proposing his re-appointment as Director and whose re-appointment has been recommended by the Nomination and Remuneration Committee and by the Board of Directors be and is hereby re-appointed as an Independent Director of the Company, for a second term of five consecutive years with effect from July 24, 2019."

6. **Re-appointment of Mr Sushil Kumar Roongta as an Independent Director**

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149(10) and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017 (the Act), The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (SEBI Listing Regulations), Mr Sushil Kumar Roongta (DIN:00309302), whose term of office as Independent Director expires on July 23, 2019, who has given his consent for the appointment and has submitted a declaration that he meets the criteria for independence under Section 149 of the Act and the SEBI Listing Regulations and is eligible for re-appointment, in respect of whom Notice has been received from a Member of the Company

proposing his re-appointment as Director and whose re-appointment as Independent Director has been recommended by the Nomination and Remuneration Committee and by the Board of Directors, be and is hereby re-appointed as an Independent Director of the Company, for a second term of five consecutive years with effect from July 24, 2019."

7. **Re-appointment of Ms Falguni Nayar as an Independent Director**

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149(10) and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, as amended by the Companies (Amendment) Act, 2017 (the Act), The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (SEBI Listing Regulations), Ms Falguni Nayar (DIN:00003633), whose present term of office as an Independent Director expires on April 23, 2019, who has given her consent for the re-appointment and has submitted a declaration that she meets the criteria for independence under Section 149 of the Act and the SEBI Listing Regulations and is eligible for re-appointment, in respect of whom Notice has been received from a Member under Section 160 of the Act, proposing her re-appointment as Director and whose re-appointment has been recommended by the Nomination and Remuneration Committee and by the Board of Directors, be and is hereby re-appointed as an Independent Director of the Company, for a second term of five consecutive years with effect from April 24, 2019."

8. **Appointment of Mr Damodarannair Sundaram as an Independent Director**

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if

any, of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017 (the Act), The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (SEBI Listing Regulations) Mr Damodarannair Sundaram (DIN:00016304), who has given his consent for appointment as an Independent Director of the Company and has also submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and the SEBI Listing Regulations, and who is eligible for appointment, in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying the intention to propose his candidature for the office of Director, and whose appointment has been recommended by the Nomination & Remuneration Committee and by the Board of Directors for consideration by the Members be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five consecutive years with effect from the conclusion of this Annual General Meeting or adjournment, if any, thereof."

9. **Appointment of Mr Vinayak Chatterjee as an Independent Director**

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017 (the Act), The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (SEBI Listing Regulations), Mr Vinayak Chatterjee (DIN:00008933), who has given his consent for appointment as an Independent Director of the Company and has also submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and the SEBI Listing

Regulations, and who is eligible for appointment, in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying the intention to propose his candidature for the office of Director, and whose appointment has been recommended by the Nomination & Remuneration Committee and by the Board of Directors for consideration by the Members be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five consecutive years with effect from the conclusion of this Annual General Meeting or adjournment, if any, thereof."

10. **Appointment of Mr Sunil Mehta as an Independent Director**

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017 (the Act), The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (SEBI Listing Regulations) Mr Sunil Mehta (DIN:00065343), who has given his consent for appointment as an Independent Director of the Company and has also submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and the SEBI Listing Regulations, and who is eligible for appointment, in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying the intention to propose his candidature for the office of Director, and whose appointment has been recommended by the Nomination & Remuneration Committee and by the Board of Directors for consideration by the Members be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five consecutive years with effect from the conclusion of this Annual General Meeting or adjournment, if any, thereof."

11. **Ratification of Remuneration to Cost Auditor**

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration payable to M/s D C Dave & Co., Cost Accountants (Firm Registration No. 000611), who have been appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending December 31, 2019, on a remuneration of ₹12.00 lakhs (Rupees Twelve Lakhs only) plus taxes as applicable and re-imbursment of out-of-pocket expenses incurred in connection with the audit, be and is hereby ratified."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution."

**Notes:**

- a. The Company's Statutory Auditors, M/s Deloitte Haskins & Sells LLP, were appointed as Statutory Auditors of the Company for a period of five consecutive years at the Annual General Meeting of the Members held on March 29, 2017 on a remuneration to be determined by the Board of Directors. Their appointment was subject to ratification by the Members at every subsequent Annual General Meeting held after the AGM held on March 29, 2017.

Pursuant to the amendments made to Section 139 of the Companies Act, 2013 by the Companies (Amendment) Act, 2017 effective from May 7, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn from the Statute.

In view of the above, ratification of the Members for continuance of their appointment at this Annual General Meeting is not being sought. The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with

- their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors. The remuneration payable to the Statutory Auditors shall be determined by the Board of Directors based on the recommendation of the Audit Committee.
- b. The respective Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item Nos.5 to 11 of the accompanying Notice is annexed hereto.
  - c. A statement giving additional details of the Directors seeking appointment/re-appointment as set out at Item Nos. 5 to 10 is annexed herewith as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
  - d. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

In order that the appointment of a proxy is effective, the instrument appointing a proxy must be received at the Registered Office of the Company not later than forty-eight hours before the commencement of the Meeting i.e. by **3.00 p.m. on March 20, 2019.**
  - e. A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other Member.
  - f. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with the specimen signature(s) of their representative(s) who are authorized to attend and vote on their behalf at the Meeting.
  - g. Members, Proxies and Authorized Representatives are requested to bring to the Meeting, the attendance slips enclosed herewith duly completed and signed mentioning therein details of their DPID and Client ID/Folio No.
  - h. In case of joint holders attending the Meeting, the joint holder who is highest in the order of names will be entitled to vote at the Meeting.
  - i. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days, during the office hours except Saturdays, Sundays and all public holidays up to the date of the Meeting.
  - j. The Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, March 7, 2019 to Tuesday, March 12, 2019, both days inclusive, for payment of dividend, if declared, at the Meeting.
  - k. If a dividend is declared at the Annual General Meeting, the payment thereof shall be made to those Members of the Company whose names appear in the Register of Members of the Company on Tuesday, March 12, 2019. The dividend in respect of shares held in dematerialized form in the Depository System will be paid to the beneficial owners of shares as on Wednesday, March 6, 2019, as per the list provided by the Depositories for this purpose. The dividend will be payable on and from Thursday, March 28, 2019.
  - l. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, accordingly, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
  - m. Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013, the Company has transferred on due dates, the unclaimed final dividend for the financial year ended December 31, 2010 and interim dividend for the financial year ended December 31, 2011, to the Investor Education and Protection Fund (IEPF) established by the Central Government.

Further, in terms of Section 124(6) of the Companies Act, 2013 read with Investor Education & Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and amendments thereto and notifications issued by the Ministry of Corporate Affairs from time to time, the Company has transferred during the year, the required number of shares in respect of which dividends have remained unclaimed for a period of seven consecutive years or more to the IEPF Account.

Pursuant to the provisions of Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has placed on its website [www.acclimited.com](http://www.acclimited.com), the information on dividends which remain with the Company as unclaimed as on June 13, 2018, i.e. the date of the last Annual General Meeting. The information is also available on the website of the Ministry of Corporate Affairs ([www.mca.gov.in](http://www.mca.gov.in)).

- n. Members holding shares in their single names are advised to make a nomination in respect of their shareholding in the Company. Members holding shares in physical form should file their nomination with the Company whilst those Members holding shares in demat mode should file their nomination with their Depository Participant. The nomination form can be downloaded from the Company's website [www.acclimited.com](http://www.acclimited.com).
- o. SEBI, vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018, amended Regulation 40 of SEBI Listing Regulations pursuant to which after December 5, 2018 transfer of securities could not be processed unless the securities are held in the dematerialized form with a depository. The said deadline has been extended by SEBI to March 31, 2019.

Members holding shares in physical form are requested to dematerialize their holdings at the earliest as it will not be possible to transfer shares held in physical mode as per extension of the deadline announced by SEBI.

**General Information on voting through electronic means/Ballot:**

- i. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with

Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and sub clauses (1) & (2) of Clause 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, the Company is offering e-voting facilities to its Members in respect of the business to be transacted at the 83<sup>rd</sup> Annual General Meeting. The Company has engaged the services of National Securities Depository Limited (NSDL) as the authorized agency to provide the e-voting facility. It is clarified that it is not mandatory for a Member to vote using remote e-voting facility. In order to facilitate those Members, who do not wish to use the remote e-voting facility, the Company is enclosing a Ballot Form. Resolutions passed by Members through remote e-voting or ballot forms are deemed to have been passed as if they have been passed at the Annual General Meeting (AGM) of the Company.

- ii. The facility for e-voting shall also be made available at the venue of the AGM for those Members who have not cast their votes earlier.
- iii. Members who have cast their votes by remote e-voting or by Ballot Form prior to the AGM may also attend the Meeting but they shall not be entitled to cast their votes again.
- iv. M/s Pramod S Shah, Managing Partner or in his absence Mr Saurabh Shah, Corporate Advisor of M/s Pramod S Shah & Associates, Practicing Company Secretaries, have been appointed as the Scrutinizer for overseeing the physical voting and remote e-voting process in a fair and transparent manner.
- v. The Scrutinizer shall submit his report to the Chairman. The results declared along with the report of the Scrutinizer will be placed on the website of the Company [www.acclimited.com](http://www.acclimited.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) within two days of passing the resolutions at the AGM. The results will also be uploaded on the BSE Listing Portal and on the NSE-NEAPS Portal.
- vi. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Annual General Meeting i.e. March 22, 2019.

**Procedure for e-Voting as prescribed by NSDL:**

**For Members whose e-mail addresses are registered with the Company/Depositories:**

Open the e-mail received from NSDL and follow instructions mentioned therein to cast your vote.

**For Members whose e-mail addresses are not registered with the Company/Depositories:**

Members will receive a Ballot Form along with the Annual Report. They have two options:

- i. To opt for voting by Physical Ballot: Those Members who choose to cast their votes by a physical ballot or who do not have access to e-Voting facility, should fill in the Ballot Form and post the same to the Company at the address mentioned in the enclosed Business Reply Envelope.

OR

- ii. To opt for remote e-voting: Follow the steps mentioned hereinbelow, to cast your votes.

**How to vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

**Step 1: How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under "Shareholders" section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID
For Members who hold shares in demat account with NSDL	8 character DPID followed by 8 Digit Client ID For example if your DPID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company For example, if folio number is A00005 and EVEN is 110406 then user ID is 110406A00005

5. Your password details are given below:

- a. If you are already registered for e-voting, then you can use your existing password to log-in and cast your vote.
- b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the "initial password" which was communicated to you. Once you retrieve your "initial password" you need to enter the "initial password" and the system will force you to change your password.
- c. How to retrieve your "initial password"?
  - i. If your email ID is registered in your demat account or with the Company, your "initial password" is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a.pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your "User ID" and your "initial password".

- ii. If your email ID is not registered, your "initial password" is communicated to you through post at your registered address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a. Click on "Forgot User Details/Password?" (if you are holding shares in your demat account with NSDL or CDSL), option is available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b. Click on "Physical User Reset Password?" (if you are holding shares in physical mode), option is available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c. If you are still unable to get the password by the aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, PAN, name and registered address.
7. After entering your password, tick on Agree to "Terms and conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [pss.scrutinizer@acclimited.com](mailto:pss.scrutinizer@acclimited.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
  2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
  3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)  
Members may also send their queries relating to e-Voting to Ms Pallavi Mhatre of NSDL, at E-mail id: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call Toll free No.: 1800-222-990/Tel. No.: 022-2499 4545.
- Details on Step 2 are given below:**
- How to cast your vote electronically on NSDL e-Voting system?**
1. After successful log-in at step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
  2. After clicking on Active voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
  3. Select "EVEN" of the Company.
  4. Now you are ready for e-Voting as the Voting page opens.
  5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
  6. Upon confirmation, the message "Vote cast successfully" will be displayed.
- Additional Information:**
1. Members are requested to update their mobile numbers and email IDs in the user profile details of the folio, which may be used by the Company for sending future communication(s) to them.
  2. Any person, who acquires shares of the Company and becomes a Member of the Company after despatch of the Notice, holds shares as of the cut-off date i.e. March 15, 2019, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if the Member is already registered with NSDL for remote e-voting,



then he/she can use his/her existing User-ID and password for casting the vote.

#### **Other Instructions**

- i. The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. March 15, 2019.
- ii. Only those Members whose names are recorded in the Register of Members of the Company or in the register of Beneficial Owners maintained by the Depositories as on the cut-off date shall be entitled to vote. If a person was a Member on the dates of the Book Closure (Thursday, March 7, 2019 to Tuesday, March 12, 2019, both days inclusive) but has ceased to be a Member on the cut-off date i.e. Friday, March 15, 2019, he/she will not be entitled to vote. Such person should treat this Notice for information purposes only.
- iii. The e-voting period commences on Monday, March 18, 2019 (9.00 a.m. IST) and ends on Thursday, March 21, 2019 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form as on Friday, March 15, 2019, may cast their votes by remote e-Voting. The remote e-Voting module will be disabled by NSDL for voting thereafter.
- iv. Members who opt to cast their votes by physical ballot may send the duly completed Ballot Form (enclosed with the Annual Report) to the Scrutinizer in the enclosed postage pre-paid self addressed envelope. Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.

Members have the option to request for duplicate copy of the Ballot Form by sending an e-mail to [sujata.chitre@acclimited.com](mailto:sujata.chitre@acclimited.com) by mentioning their Folio No./DP ID and Client ID No.

**Members may kindly note that the duly completed Ballot Forms should reach the Scrutinizer not later than Sunday, March 17, 2019 (5.00 p.m. IST).**

Ballot Forms received after this date will be treated as invalid.

- v. A Member can opt for only one mode of voting i.e. either through e-Voting or by Ballot. If a Member casts vote by both modes, then voting done through e-Voting shall prevail and Ballot shall be treated as invalid.

The Scrutinizer shall, within a period not exceeding two working days from the conclusion of the e-Voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Report of the votes cast in favour or against, if any, forthwith to the Chairman or such person authorized by him in this behalf.

By Order of the Board of Directors,  
For ACC Limited

Ramaswami Kalidas  
Company Secretary & Head Compliance  
FCS No.: F-2440

Mumbai  
February 5, 2019

Registered Office:  
Cement House  
121, Maharshi Karve Road  
Mumbai 400 020

## EXPLANATORY STATEMENT IN RESPECT OF ITEMS OF SPECIAL BUSINESS

The following Explanatory Statement, as required under Section 102 of the Companies Act, 2013 (Act), sets out all the material facts relating to the business proposed to be transacted under Item Nos. 5 to 11 of the accompanying Notice dated February 5, 2019.

**Item Nos. 5, 6 and 7:** As per the provisions of Sections 149, 152 & Schedule IV of the Companies Act, 2013 read with the relevant Rules thereunder as amended, the Company had appointed Mr Shailesh Haribhakti, Mr Sushil Kumar Roongta and Ms Falguni Nayar as Independent Directors as per the requirements of the Companies Act, 2013 at the Extraordinary General Meeting held on September 10, 2014 for a term of five consecutive years. Both Mr Haribhakti's and Mr Sushil Kumar Roongta's appointments were effective from July 24, 2014. Ms Falguni Nayar's appointment was effective from April 24, 2014.

As the above named Independent Directors shall be completing their first term of appointment upon completion of five years from the respective dates of their appointment during the current year, they are eligible for re-appointment for another term of five consecutive years subject to approval of the Members by Special Resolution. All the above named persons have consented to their re-appointment and confirmed that they do not suffer from any disqualifications which stand in the way of their re-appointment as Independent Directors.

The performance evaluation of the Independent Directors was conducted by the entire Board of Directors (excluding the Director being evaluated) on the basis of a structured questionnaire which was prepared after taking into consideration inputs received from the Directors covering various aspects of the Board's functioning viz. adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

Accordingly, based on the performance evaluation of the Independent Directors, the Nomination & Remuneration Committee and the Board of Directors of the Company at their Meetings held on February 4, 2019 and February 5, 2019, respectively have recommended the re-appointment of the aforesaid persons as Independent Directors for a second term of five consecutive years commencing from the dates on

which their present appointments with the Company expire. During their tenure of appointment, they shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under sub-section 6 of Section 149 of the Act and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. (SEBI Listing Regulations) In the opinion of the Board, they fulfill the conditions for re-appointment as Independent Directors and they are independent of the Management.

The brief profile of all the Directors is mentioned under "Profile of Directors" forming part of this Notice and details of the remuneration paid/payable to them are as provided in the Corporate Governance Report forming part of the annual report for the year 2018.

The Company has also received notices from a Member under Section 160 of the Companies Act, 2013 (the Act) proposing their re-appointment as Directors.

A copy of the draft letter for re-appointment of the Independent Directors setting out the terms and conditions of their re-appointment is available for inspection by the Members at the Registered Office of the Company during the office hours on all working days other than on Saturdays and Sundays till the date of the Annual General Meeting.

The Board recommends the Resolutions as set out in Item Nos. 5, 6 and 7 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company and their relatives other than the concerned Independent Directors are in anyway deemed to be concerned or interested, financially or otherwise, in the Resolutions as set out in Item Nos. 5, 6 and 7 of the Notice.

**Item Nos. 8, 9 and 10:** Mr Farrokh Kavarana and Mr Ashwin Dani were appointed as Independent Directors of the Company from July 24, 2014, while Mr Arunkumar Gandhi was appointed with effect from April 24, 2014 for a period of five consecutive years commencing from the respective dates of their appointment.

The Company's Succession Policy as applicable to the Directors provides that a person shall not be eligible for appointment as a Director upon reaching the age of seventy five years.

The above named Directors have completed/will complete seventy five years before the date of the Annual General Meeting and have expressed their inability to continue as Directors from the conclusion of this Annual General Meeting.

In view of the above, it is proposed to appoint Mr Damodarannair Sundaram, Mr Vinayak Chatterjee and Mr Sunil Mehta as Independent Directors with effect from the conclusion of the Annual General Meeting for a period of five consecutive years subject to their appointment being approved by the Members.

The brief profile of all the Directors is mentioned under "Profile of Directors" forming part of this Notice.

Mr Damodarannair Sundaram, Mr Vinayak Chatterjee and Mr Sunil Mehta have given their consent for the appointment as Independent Directors as well as their confirmation with regard to their independent status. All the above named persons have confirmed that they are not in any way disqualified from being appointed as Directors. The Company has received notices from a Member under Section 160 of the Act proposing their candidature for appointment as Directors. The Nomination and Remuneration Committee as also the Board of Directors have recommended their appointment. In the opinion of the Board, the persons proposed to be appointed fulfil the conditions specified in the Act and in the SEBI Listing Regulations and are independent of the Management.

During their tenure of appointment, they shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

A copy of the draft letter of appointment of Independent Directors setting out the terms and conditions of appointment is available for inspection by the Members at the Registered Office of the Company during office hours on all working days other than on Saturdays and Sundays till the date of the Annual General Meeting.

The Board recommends the Resolutions as set out in Item Nos. 8, 9 and 10 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company and their relatives other than the persons proposed to be appointed are in anyway deemed to be

concerned or interested financially or otherwise in the Resolutions as set out in Item Nos. 8, 9 and 10 of the Notice.

**Item No. 11:** The Company is required to have its costs records audited by a Cost Accountant in practice. Accordingly, the Board of Directors of the Company on the recommendation of the Audit Committee, has approved the appointment of Messrs. D C Dave & Co., Cost Accountants, (Firm Registration Number 000611), as Cost Auditors of the Company for conducting the audit of the cost records of the Company, for the Financial Year ending December 31, 2019 at a remuneration of ₹12.00 lakhs plus applicable taxes and re-imburement of out-of-pocket expenses incurred by the Cost Auditors in connection with the aforesaid audit.

Pursuant to Section 148 of the Act, read with the Companies (Audit and Auditors) Rules, 2014, Members of the Company are required to ratify the remuneration proposed to be paid to the Cost Auditors.

Accordingly, consent of the Members is sought for passing the Ordinary Resolution as set out at Item No. 11 of the Notice for ratification of the remuneration payable to the Cost Auditors.

The Board of Directors commends the Ordinary Resolution set out at Item No.11 of the accompanying Notice for approval by the Members.

None of the Directors, Key Management Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise, in the Resolution.

By Order of the Board of Directors,  
For ACC Limited

Ramaswami Kalidas  
Company Secretary & Head Compliance  
FCS No.: F-2440

Mumbai  
February 5, 2019

Registered Office:  
Cement House  
121, Maharshi Karve Road  
Mumbai 400 020

## Profile of Directors

**Details of Directors proposed to be appointed/re-appointed as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 under Secretarial Standard-2.**

Name of the Director	<b>Mr Narotam S Sekhsaria (Non Executive/ Non Independent Director)</b>	<b>Mr Christof Hassig (Non Executive/ Non Independent Director)</b>
Director Identification Number	00276351	01680305
Date of Birth	21.09.1949	25.04.1958
Nationality	Indian	Swiss
Qualification	Bachelor of Chemical Engineering from Bombay University	Masters in Banking, Advanced Management Programme from Harvard Business School
Date of Appointment on Board	27.12.1999	09.12.2015
Shareholding in ACC	NIL	NIL
Brief Profile of the Directors	<p>Mr Sekhsaria is a doyen of the Indian Cement Industry and one of the most respected business personalities in India. He has introduced new standards in management, marketing, efficiency and corporate social responsibility to an industry which he has helped transform.</p> <p>A first generation industrialist, Mr Sekhsaria obtained his Bachelors Degree in Chemical Engineering with honours and distinction from the University of Bombay.</p> <p>He is the Principal Founder-Promoter and current Chairman of Ambuja Cements Limited.</p> <p>Mr Sekhsaria was invited to join the ACC Board in 1999 and was appointed Deputy Chairman in January, 2000. He is the Chairman of the Company since the year 2006.</p> <p>Mr Sekhsaria built Ambuja Cements Limited, setting up benchmarks for the Indian Cement Industry which had not been attained before. His acumen as an entrepreneur and technocrat transformed the company into the most efficient and profitable cement company in the country and redefined industry practices by changing the perception of cement from a commodity to a branded product.</p> <p>Mr Sekhsaria has championed the cause of community development by establishing the Ambuja Cement Foundation and transformed it into a model of excellence in social responsibility.</p>	<p>Mr Christof Hassig heads the Corporate Strategy and Mergers &amp; Acquisitions functions in LafargeHolcim, reporting directly to the Chief Executive Officer.</p> <p>Before joining the former Holcim Limited in 1999, Mr Hassig worked for twenty five years at UBS in different functions, including as Global Relationship Manager and Investment Banker for multinational corporates in Switzerland and other countries.</p> <p>Within the former Holcim Limited, he was reporting directly to the Chief Financial Officer with many direct links to all other Executive Directors including Chief Executive Officer.</p> <p>For the past fifteen years, he has built and led the Department of Corporate Financing and Treasury. This function spans across all the geographic regions and includes matrix organizations with the finance department of the operating companies in various countries.</p> <p>In December 2012, he took over additional responsibilities as head of the newly created Mergers &amp; Acquisitions function at Group level.</p>

Name of the Director	<b>Mr Narotam S Sekhsaria (Non Executive/ Non Independent Director)</b>	<b>Mr Christof Hassig (Non Executive/ Non Independent Director)</b>
	With his considerable wealth of experience, Mr Sekhsaria brings immense value to the ACC Board. Under his leadership, ACC has achieved significant improvements in the areas of project management, logistics and in overall cost-competitiveness. The impact of his guidance is tangible from the high growth trajectory ACC has experienced since 1999.	In March 2013, the Group's Insurance Department was moved and integrated into the Corporate Finance & Treasury Department.  He started his career with a three year apprenticeship in Banking followed by a Masters in Banking and Advanced Management Programme at Harvard Business School in 2006.
Expertise in specific functional areas	Doyen of the Cement Industry, he has been responsible for transforming the Cement Industry by setting benchmarks in the areas of Management, Marketing & Logistics and manufacturing efficiencies and sustainable development	Corporate Finance & Treasury; Mergers & Acquisitions
List of Directorships held in other companies (excluding foreign, private and Section 8 Companies)	Ambuja Cements Limited; JM Financial Asset Reconstruction Company Limited	Ambuja Cements Limited
Memberships/ Chairmanships of Audit and Stakeholders' Relationship Committees across Public companies including ACC Limited	NIL	NIL
Details of Board/ Committee Meetings attended by the directors during the year	Please refer to Corporate Governance Report	

Name of the Director	<b>Mr Shailesh Haribhakti (Non Executive/ Independent Director)</b>	<b>Mr Sushil Kumar Roongta (Non Executive/ Independent Director)</b>
Director Identification Number	00007347	00309302
Date of Birth	12.03.1956	09.05.1950
Nationality	Indian	Indian
Qualification	FCA; FICWA; CFP; CFE; CIA	Bachelor of Engineering (Hons.) – (Electrical) from Birla Institute of Technology & Science (BITS), Pilani; Post Graduate Diploma in Business Management; International Trade. Fellow-All India Management Association (AIMA)
Date of Appointment on Board	17.02.2006	03.02.2011
Shareholding in ACC	NIL	NIL
Brief Profile of the Directors	<p>Mr Shailesh Haribhakti is a career Chartered Accountant, with over four decades of experience in developing and leading one of India's most respected and diversified Chartered Accounting firms - Haribhakti &amp; Co. LLP, Chartered Accountants. He stepped away from the Company's management on attaining the age of 62 in 2018. He is now pursuing the establishment of high quality auditing globally through a "not for profit" initiative surrounding his recently authored book – "Audit Renaissance".</p> <p>To provide universal dispersion of his knowledge and experience in corporate governance, he has teamed up with senior and highly respected professionals to manage Intuit Consulting Pvt. Ltd. which will provide digitally-enabled Governance and Compliance support to corporations globally.</p> <p>Apart from the directorships mentioned herein below Mr Haribhakti is on the Board of Gaja Capital Group and also serves on Advisory Boards of Doha Bank and Excellence Enablers Private Limited.</p> <p>To serve the Micro Small and Medium Enterprise (MSME) community he has set up a verification, diligence and shared services firm known as New Haribhakti Business Services Group through a process of interactivity over the internet and digitization.</p> <p>This group will serve to support safe lending and timely recovery of finances in the MSME sector.</p> <p>To give wings to equity investing in a "New India" he has established along with like minded professionals Mentorcap Management Pvt. Ltd. to invest in a new age car washing enterprise, alkaline water and solar refrigeration through the supply chain.</p> <p>Mr Haribhakti actively promotes "shared value" creation and a green environment through his own enterprise Planet People &amp; Profit Consulting Private Limited and his leadership roles as Chairman of United Way and Chairman/ Member of the CSR Committees of some of the Boards that</p>	<p>Mr Roongta has a wide and varied experience in public sector undertakings. He is presently Non-Executive Chairman of Bharat Aluminium Company Limited (BALCO) and Talwandi Sobo Power Limited (TSPL). Earlier, during his tenure as Chairman of SAIL from August 2006 to May 2010, the ranking of SAIL among 'World Class Steel Makers' moved up to the second position from the seventeenth position, as per World Steel Dynamics, USA.</p> <p>Mr Roongta headed a Panel of Experts on the Reforms in the Central PSEs, constituted by the Planning Commission. He has also been a Member of the Committee formed by the Ministry of Corporate Affairs, to formulate a Policy Document on Corporate Governance.</p> <p>He is associated with several academic institutions, and has been the Chairman, Board of Governors, IIT Bhubaneswar (2012-2015) and is presently on the Board of Management of J.K. Lakshmi Pat University. He is also associated with apex Chambers of Commerce, being a member on National Executive Committee of Federation of Indian Chambers of Commerce and Industry (FICCI), Chairman of</p>

Name of the Director	<b>Mr Shailesh Haribhakti (Non Executive/ Independent Director)</b>	<b>Mr Sushil Kumar Roongta (Non Executive/ Independent Director)</b>
	<p>he serves on. He has successfully established the concept of "Innovate to Zero" which is in alignment with the idea of making the impact of every intervention focused, widespread, co-operative and far-reaching.</p> <p>Mr Haribhakti has a passion for teaching, writing and public speaking. He was associated with IIM-Ahmedabad as visiting faculty from 1981-83. He has led BMA, IIA (Mumbai), ICAI (WIRC), IMC, FPSB and Rotary Club of Bombay over the last several decades. For two years he served on the Standards Advisory Council of the IASB in London and was Chairman of NPS (National Pension Scheme) Trust from 2015-2017. He frequently contributes his views on public forums, to the press and to the electronic media.</p>	<p>the National Expert Committee on Minerals &amp; Metals of Indian Chambers of Commerce (ICC) and co-chairs Industry Committee of PHD Chamber of Commerce and Industry.</p> <p>Mr Roongta is a recipient of several awards and accolades including SCOPE Award for excellence and for outstanding contribution to the Public Sector Management - Individual Category and IIM - JRD Tata award for Excellence in Corporate Leadership in Metallurgical Industries - 2016.</p>
Expertise in specific functional areas	Auditing, Tax and Risk Advisory Services	General Management, and expert knowledge in Mines and Metallurgy Industries
List of Directorships held in other companies (excluding foreign, private and Section 8 Companies)	<p>Torrent Pharmaceuticals Limited; L&amp;T Finance Holdings Limited; Future Lifestyle Fashions Limited; Blue Star Limited; Mahindra Lifespace Developers Limited; Ambuja Cements Limited; NSDL e-Governance Infrastructure Limited; L&amp;T Mutual Fund Trustee Limited; Bennett Coleman Company Limited</p>	<p>Jubilant Industries Limited; Talwandi Sabo Power Limited; Bharat Aluminium Company Limited; Jubilant Agri and Consumer Products Ltd.; Hero Steels Limited; Great Eastern Energy Corpn. Ltd.; Jubilant Life Sciences Ltd.; CL Educate Limited</p>
Memberships/ Chairmanships of Audit and Stakeholders' Relationship Committees across Public companies including ACC Limited	<p><b>Audit Committee</b> <b>Chairman:</b> Torrent Pharmaceuticals Limited; L&amp;T Finance Holdings Limited; Blue Star Limited; Bennett &amp; Coleman &amp; Company Ltd; NSDL e-Governance Infrastructure Ltd.</p> <p><b>Member:</b> Mahindra Lifespace Developers Limited; Future Lifestyle Fashions Limited; L&amp;T Mutual Fund Trustee Limited;</p> <p><b>Stakeholders' Relationship Committee</b> <b>Member:</b> ACC Limited; Torrent Pharmaceuticals Limited;</p>	<p><b>Audit Committee</b> <b>Member:</b> ACC Limited; Jubilant Industries Limited; Jubilant Agri &amp; Consumer Products Limited; Great Eastern Energy Corporation Limited; Hero Steels Limited</p> <p><b>Stakeholders' Relationship Committee</b> <b>Chairman:</b> Jubilant industries Limited</p>
Details of Board/ Committee Meetings attended by the directors during the year		

Name of the Director	<b>Ms Falguni Nayar (Non Executive/ Independent Director)</b>	<b>Mr Damodarannair Sundaram (Non Executive/ Independent Director)</b>
Director Identification Number	00003633	00016304
Date of Birth	19.02.1963	16.04.1953
Nationality	Indian	Indian
Qualification	Graduate from Sydenham College of Commerce & Economics and Post Graduate from Indian Institute of Management, Ahmedabad	Fellow Member of the Institute of Cost Accountants of India, Post Graduate in Management Studies (MMS), Chennai, Advanced Management Programme (AMP), from Harvard Business School.
Date of Appointment on Board	24.04.2014	Proposed Appointment as Independent Director is for a period of five consecutive years commencing from the conclusion of the Annual General Meeting of the Company
Shareholding in ACC	NIL	NIL
Brief Profile of the Directors	<p>Ms Nayar has a rich experience of over two and half decades. She started her career as a Manager and Consultant at A F Ferguson &amp; Company. In 1993, she joined Kotak Mahindra Group to lead the M&amp;A and Project Advisory Initiatives. She has held senior positions in various capacities and was the Managing Director and Chief Executive Officer of Kotak Investment Bank from 2006 to 2012. Ms Nayar is the founder and Chief Executive Officer of Nykaa.com, a beauty retail platform which she launched in 2012.</p> <p>Ms Nayar was recognized as a Top Woman in Business by Business Today in 2011 and 2017. She has also received the FICCI Ladies Organization Award for Top Woman Achiever in the field of banking in 2008. In 2017 Ms Nayar has won the "Woman Ahead" award at The Economic Times Start-Up Awards 2017.</p>	<p>His experience spans corporate finance, business performance, monitoring operations, governance, mergers and acquisitions, talent/people management and strategy.</p> <p>Mr Sundaram joined Hindustan Unilever Limited (HUL) as a Management Trainee in 1975 and served in various capacities as Corporate Accountant, Commercial Manager and Treasurer till 1990 when he was seconded to Unilever, London as Commercial Officer for Africa and Middle East Group between 1990 and 1993.</p> <p>He was the Commercial Manager of TOMCO integration team in 1993-94.</p> <p>He was Chief Financial Officer of Brooke Bond Lipton from 1994-1996 and served in Unilever, London between 1996 to 1999 as Senior Vice-President (Finance, IT and Strategy) for South Asia and Middle East. In April, 1999, he returned to HUL as Finance and IT Director. He was elevated as Vice-Chairman of HUL in April 2008.</p> <p>Mr Sundaram has a rich experience with HUL of over three decades. He was twice awarded the prestigious "CFO of the Year for FMCG Sector" by CNBC TV 18 in the years 2006 and 2008.</p> <p>He is currently the Vice Chairman and Managing Director of TVS Capital Funds Limited in partnership with the TVS Family in a growth capital Private Equity Fund (PE Fund). Mr Sundaram brings with him deep financial expertise and significant understanding of consumer related businesses.</p>
Expertise in specific functional areas	Financial services and e-marketing	Has vast expertise in corporate finance, business performance, mergers & acquisitions, talent/people management and strategy



Name of the Director	<b>Ms Falguni Nayar (Non Executive/ Independent Director)</b>	<b>Mr Damodarannair Sundaram (Non Executive/ Independent Director)</b>
List of Directorships held in other companies (excluding foreign, private and Section 8 Companies)	Dabur India Limited; Tata Motors Limited; Endurance Technologies Limited; Tata Technologies Limited; Kotak Securities Limited	Infosys Limited; GlaxoSmith Kline Pharmaceuticals Limited; Crompton Greaves Consumer Electricals Limited; TVS Electronics Limited; SBI General Insurance Company Limited
Memberships/ Chairmanships of Audit and Stakeholders' Relationship Committees across Public companies including ACC Limited	<b>Audit Committee Chairman:</b> Tata Technologies Limited  <b>Member:</b> Kotak Securities Limited; Tata Motors Limited  <b>Stakeholders' Relationship Committee Member:</b> Tata Motors Limited	<b>Audit Committee Chairman:</b> Crompton Greaves Consumer Electricals Limited; GlaxoSmith Kline Pharmaceuticals Limited; Infosys Limited  <b>Member:</b> TVS Electronics Limited; SBI General Insurance Company Limited  <b>Stakeholders' Relationship Committee Chairman:</b> TVS Electronics Limited  <b>Member:</b> Crompton Greaves Consumer Electricals Limited
Details of Board/ Committee Meetings attended by the directors during the year	Please refer to Corporate Governance Report	Not Applicable

There are no inter-se relationship between the Board Members

Name of the Director	<b>Mr Vinayak Chatterjee (Non Executive/ Independent Director)</b>	<b>Mr Sunil Mehta (Non Executive/ Independent Director)</b>
Director Identification Number	00008933	00065343
Date of Birth	30.08.1959	22.08.1957
Nationality	Indian	Indian
Qualification	Graduate in Economics (Hons.) from Delhi University; MBA from the Indian Institute of Management, Ahmedabad	Commerce Graduate from Shri Ram College of Commerce, Delhi University. Fellow Member of the Institute of Chartered Accountants of India; Alumni of the Wharton School of Management, University of Pennsylvania, USA
Date of Appointment on Board	Proposed Appointment as Independent Director is for a period of five consecutive years commencing from the conclusion of the Annual General Meeting of the Company	Proposed Appointment as Independent Director is for a period of five consecutive years commencing from the conclusion of the Annual General Meeting of the Company
Shareholding in ACC	NIL	NIL
Brief Profile of the Directors	<p>He co-founded Feedback Infra in 1990. FeedbackInfra is India's leading provider of professional and technical services in the infrastructure sector. These services include Advisory, Planning &amp; Engineering, Project Management and Operations &amp; Maintenance.</p> <p>Feedback Infra has ~9000 professionals, predominantly engineers and MBAs from India's Top schools. It is headquartered in Gurgaon, National Capital Region of Delhi and has Regional Offices in Mumbai, Bhubaneswar, Bangalore, Chandigarh, Hyderabad and Ahmedabad and overseas offices in Dubai, Jakarta, Nigeria and Kathmandu.</p> <p>Mr Chatterjee has often been called upon to play a strategic advisory role to leading domestic and international corporates, the Government of India, various Ministries dealing with infrastructure, as well as multilateral and bilateral institutions in the areas of infrastructure planning and implementation. He is one of the leading proponents of the Public-Private Partnership (PPP) model for developing India's infrastructure.</p>	<p>Mr Sunil Mehta has over three and a half decades of proven leadership experience in banking, financial services, insurance and investments with Citibank and AIG. In 2013, he left AIG where he was the Country Head &amp; CEO for AIG India since 2000. Subsequently, he started SPM Capital Advisers Pvt. Ltd. Mr Mehta is the Chairman and Managing Director of SPM Capital Advisers Pvt. Ltd., a leading business advisory and consulting firm in India.</p> <p>As Country Head &amp; CEO for AIG in India, Mr Mehta was responsible for all AIG businesses in India covering Insurance, Financial Services, Real Estate and Investments amongst other businesses. He set up AIG's insurance JVs with Tatas and was responsible for expanding AIG's presence across ten businesses in India which included Life &amp; Non-Life Insurance, Private Equity, Asset Management, Real Estate, Home Finance, Consumer Finance, Software Development, Mortgage Guaranty and Aircraft Leasing. He was on the Board of all AIG Companies in India and also on the Board of IDFC Ltd. for several years.</p> <p>Prior to joining AIG, Mr Mehta worked with Citibank for over 18 years where he held various senior positions covering operations, sales &amp; risk process re-engineering, risk management, public sector business and corporate banking. His last assignment was Corporate Bank Head for Citibank India and Senior Credit Officer.</p> <p>Mr Mehta was an Independent Director on the Board of State Bank of India till March 2017. He is presently Chairman of Punjab National Bank and Board Member of IL&amp;FS Investment Managers Limited. In addition, he is Senior Advisor to notable international/domestic firms amongst other responsibilities.</p>

Name of the Director	<b>Mr Vinayak Chatterjee (Non Executive/ Independent Director)</b>	<b>Mr Sunil Mehta (Non Executive/ Independent Director)</b>
	<p>He is currently the Chairman of the Confederation of Indian Industry's (CII) "National Council on Economic Affairs" and has chaired various Infrastructure and related Committees at the national level of CII since 2001.</p> <p>In 1998, the World Economic Forum at Davos selected him as one of the 100 Global Leaders of Tomorrow and in 2011 the Indian Institute of Management, Ahmedabad conferred on him the "Distinguished Alumnus Award".</p> <p>He is a well-read columnist and writes a monthly column on infrastructure for Business Standard called "INFRATALK". He has authored a book titled "Getting it Right – India's Unfolding Infrastructure Agenda" published in 2011.</p>	<p>Mr Mehta was recently asked to Chair the Committee of Resolution of Stressed Assets by the Honorable Finance Minister. Other Members of the Committee include the Chairman of SBI, Managing Director of BOB and Deputy Managing Director of SBI. The Committee presented the Sashakt Report to the Finance Minister on July 2, 2018 which is currently under implementation.</p> <p>Mr Mehta is closely engaged with various Think Tanks and Chambers of Commerce. He is the founding Board Member of the Asia Society India Centre and a Past Chairman of American Chamber of Commerce (AMCHAM India). He is currently on the India Advisory Board of US India Strategic Partnership Forum (USISPF).</p> <p>Mr Mehta has strong interests in building sustainable communities and is the immediate Past Chairman of Action for Ability Development and Inclusion (formerly The Spastics Society of North India). He is actively engaged with The United Way and on the Boards of United Way India and Mumbai. He was also the Chairman of both these organizations and also member of the Global Transition Board of United Way Worldwide.</p>
Expertise in specific functional areas	Expertise in infrastructure planning and implementation. One of the leading proponents of Public-Private Partnerships model for developing India's infrastructure.	Rich and varied experience of over three decades in banking, financial services, insurance & investments
List of Directorships held in other companies (excluding foreign, private and Section 8 Companies)	SRF Limited; Feedback Energy Distribution Company Limited; KEC International Limited; Apollo Hospitals Enterprises Limited; Indraprastha Medical Corporation Limited	Punjab National Bank; IL&FS Investment Managers Limited; Sashakt India Asset Management Limited
Memberships/ Chairmanships of Audit and Stakeholders' Relationship Committees across Public companies including ACC Limited	<p><b>Audit Committee Chairman:</b> SRF Limited</p> <p><b>Stakeholders' Relationship Committee Member:</b> SRF Limited</p>	Nil
Details of Board/ Committee Meetings attended by the directors during the year	Not Applicable	Not Applicable

There are no inter-se relationship between the Board Members





### ACC Limited

CIN: L26940MH1936PLC002515

Registered Office: Cement House, 121, Maharshi Karve Road, Mumbai 400 020

Tel: +91 22 33024321 website: www.acclimited.com Email: ACC-InvestorSupport@acclimited.com

### PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of The Companies (Management and Administration) Rules, 2014]

<b>Name(s) of the Member(s)</b>			
<b>Registered Address</b>			
<b>Email Id</b>			
<b>Folio No. / Client ID</b>		<b>DP ID</b>	

I/We, being the Member(s) of ..... shares of ACC Limited, hereby appoint:

- Name: .....  
Address: .....  
E-mail ID: .....Signature: ....., or failing him/her
- Name: .....  
Address: .....  
E-mail ID: .....Signature: ....., or failing him/her
- Name: .....  
Address: .....  
E-mail ID: .....Signature: .....

as my / our proxy to attend and vote (on a poll) for me / us and on my /our behalf at the 83<sup>rd</sup> Annual General Meeting of the Company to be held on Friday, March 22, 2019 at 3.00 p.m. at Pama Thadani Auditorium, Jai Hind College, "A" Road, Churchgate, Mumbai 400020, and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	ORDINARY BUSINESS - ORDINARY RESOLUTIONS	For (No. of shares)	Against (No. of shares)
1	To consider and adopt: a. the Audited Standalone Financial Statement of the Company for the Financial Year ended December 31, 2018, together with the Reports of the Board of Directors and the Auditors thereon; and b. the Audited Consolidated Financial Statement of the Company for the Financial Year ended December 31, 2018, together with the Report of the Auditors thereon.		
2.	To declare Dividend on equity shares for the Financial Year ended December 31, 2018.		
3.	To appoint a Director in place of Mr Narotam S Sekhsaria, (DIN: 00276351), a Non Executive/Non Independent Director, who retires by rotation and being eligible, offers himself for re-appointment.		
4.	To appoint a Director in place of Mr Christof Hassig, (DIN: 01680305), a Non Executive/Non Independent Director who retires by rotation and being eligible, offers himself for re-appointment.		

Please see overleaf for Special Business

### ACC Limited

Registered Office: Cement House, 121, Maharshi Karve Road, Mumbai 400 020

### ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

I / We hereby record my / our presence at the 83<sup>rd</sup> ANNUAL GENERAL MEETING of the Company held at Pama Thadani Auditorium, Jai Hind College, "A" Road, Churchgate, Mumbai 400020, on Friday, March 22, 2019 at 3.00 p.m.

.....  
**Full name of the Member (in block letters)**

Folio No./DPID/Client ID No.: .....

.....  
**\*Full name of the Proxy (in block letters)**

.....  
Signature of Member / Proxy Attending

\*(To be filled in if the Proxy attends instead of the Member)

Item No.	SPECIAL BUSINESS - SPECIAL RESOLUTIONS	For	Against
		(No. of shares)	(No. of shares)
5.	Re-appointment of Mr Shailesh Haribhakti (DIN: 00007347) as an Independent Director		
6.	Re-appointment of Mr Sushil Kumar Roongta (DIN: 00309302) as an Independent Director		
7.	Re-appointment of Ms Falguni Nayar (DIN: 00003633) as an Independent Director		
	<b>SPECIAL BUSINESS - ORDINARY RESOLUTIONS</b>		
8.	Appointment of Mr Damodarannair Sundaram (DIN: 00016304) as an Independent Director		
9.	Appointment of Mr Vinayak Chatterjee (DIN: 00008933) as an Independent Director		
10.	Appointment of Mr Sunil Mehta (DIN: 00065343) as an Independent Director		
11.	Ratification of Remuneration to Cost Auditor		

Signed this ..... day of ..... 2019

Signature of Member .....

Signature of Proxy Holder .....



**Notes:**

1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the Meeting i.e. by 3.00 p.m. on March 20, 2019.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting forming part of the 83<sup>rd</sup> Annual Report for the Company's Financial Year ended December 31, 2018.