



CORPORATE GOVERNANCE

The Directors present the Company's Report on Corporate Governance, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the year ended December 31, 2017.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance has been the hallmark of your Company's identity long before the term became a part of the corporate lexicon. The Governance Philosophy of your Company is based on a robust foundation of ethical values and highest levels of professionalism, which the Company has effectively sustained and nurtured for over 80 years of its existence. Setting the gold standard in Corporate Governance, the three pillars of good governance viz. ethics, values and professionalism are integrated in your Company's DNA. Integrity, transparency, fairness, accountability and compliance with the law are embedded in the Company's business practices, ensuring ethical and responsible leadership at the Board as well as the Management level. Your Company strongly believes that the solid Corporate Governance practices, which have evolved from the dynamic culture and positive thought processes, have been key enablers in infusing stakeholder trust and confidence, attracting and retaining financial and human capital, and in meeting societal aspirations.

The Company has rigorously abided by the core principles of Corporate Governance, which have been the bedrock of its two-fold governance, with the Board of Directors and the Committees of the Board at the apex level, and the Management structure at the operational level. The Board and its Committees guide, support and complement the Management team, which in turn assumes accountability and endeavours to achieve the set objectives and enhances stakeholder value.

Board of Directors - ACC is a professionally managed Company functioning under the overall supervision of the Board of Directors. Its Board comprises of the required proportion of Independent and Non-Independent Directors, including an Independent Woman Director in line with the provisions of the Companies Act, 2013 (hereinafter referred to as "the Act") and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "the SEBI Listing Regulations"). The Managing Director & Chief

Executive Officer (MD&CEO) of the Company is the only Executive Director.

The Board of Directors is made up of eminent and qualified persons who ensure that the tradition of demonstrating high standards of Corporate Governance is maintained. The Board sets out the overall corporate objectives and provides direction and independence to the Management to achieve these objectives for value creation through sustainable profitable growth. The Board seeks accountability of the Management in creating long term sustainable growth leading to the fulfilment of stakeholders' aspirations. It also sets out standards of corporate behaviour and ensures compliance with laws and regulations.

Committees of Directors - Having regard to the significant contributions that committees make in assisting the Board of Directors in discharging its duties and responsibilities and with a view to focus on various areas of the business, the Board has constituted the following Committees viz. Audit Committee, Stakeholders' Relationship Committee, Nomination & Remuneration Committee, Risk Management Committee, Corporate Social Responsibility (CSR) Committee which are mandatory Committees apart from the Compliance Committee and the Special Committee of Directors which are the non-mandatory Committees.

Managing Director & Chief Executive Officer (MD&CEO) - The MD&CEO is in overall operational control and responsible for the day-to-day working of the Company. He provides strategic directions, lays down policy guidelines and ensures implementation of the decisions of the Board of Directors and its various Committees and functions under the superintendence, direction and control of the Board.

Executive Committee (ExCo) - This Committee supports the Managing Director & Chief Executive Officer and comprises of the Chief Financial Officer, Chief Manufacturing Officer, Chief People Officer and Chief Procurement Officer. It operates within the framework of the strategic policies laid down by the Board and is responsible and accountable for overall business deliverables. The ExCo meets on a regular basis to review and monitor the performance vis-a-vis the annual plans and budgets, discusses cross functional operational matters and addresses business challenges and issues.

Organization Structure, Roles and Responsibilities -

ACC has a function-based organization structure, which enables operational challenges to be addressed efficiently, swiftly and proactively. Led by the Managing Director & Chief Executive Officer, it comprises of verticals for the functions of Sales & Marketing, Manufacturing, Human Resources, Finance, Procurement and miscellaneous Corporate Services. Cement Plants and Marketing units are grouped into four regional clusters, viz. North, South, East and West. The Regional Heads for Sales, Logistics, Finance and HR have a direct reporting line to the respective Vertical Heads. The Heads of Plants report to the respective Manufacturing Cluster Head in the region. Procurement activities are managed by India Procurement Organization executed from five Procurement Cluster offices. The Health & Safety function reports to the Managing Director & Chief Executive Officer whilst the Secretarial, Compliance and Legal functions report to the Chief Financial Officer.

BOARD OF DIRECTORS

Composition of the Board as on December 31, 2017

Category	No. of Directors
Non Executive & Independent Directors including Woman Director	06
Other Non Executive Directors	05
Executive Director	01

DIRECTORS' PROFILE

The Board of Directors comprises of highly renowned professionals drawn from diverse fields. They collectively bring with them a wide range of skills and rich experiences, which enhances the quality of the Board's decision making process.

Mr N S Sekhsaria, (DIN:00276351) – Non Executive and Non Independent Director

Mr Sekhsaria is the Chairman of the Board of Directors and a Non Independent and Non Executive Director.

Mr Sekhsaria is a doyen of the Indian Cement Industry and one of the most respected business personalities in India. He introduced new standards in management, marketing, efficiency and corporate social responsibility to an industry he helped transform.

A first generation industrialist, Mr Sekhsaria obtained his Bachelor's Degree in Chemical Engineering with honours and distinction from the University of Bombay. He is the Principal Founder-Promoter and current Chairman of Ambuja Cements Limited. Mr Sekhsaria was invited to join the ACC Board in 1999 and was appointed Deputy Chairman in January, 2000. In 2006, Mr Sekhsaria took over as Chairman of the Board.

Mr Sekhsaria built Ambuja Cements Limited into a benchmark for the Indian Cement Industry. His acumen as an entrepreneur and technocrat transformed that Company into the most efficient and profitable cement company in India and redefined industry practices by changing the perception of cement from a commodity to a branded product. Mr Sekhsaria championed community development by establishing the Ambuja Cement Foundation and guiding it into a model of excellence in social responsibility.

With his considerable wealth of experience, Mr Sekhsaria brings immense value to ACC Board. Under his leadership, ACC has achieved significant improvements in the areas of project management, logistics and overall cost-competitiveness. The impact of this guidance is visible in the high growth trajectory ACC has experienced since 1999.

Mr Sekhsaria is a Member on the Nomination & Remuneration Committee and Special Committee of Directors.

Mr Jan Jenisch (DIN:07957196) – Non Executive and Non Independent Director

Mr Jenisch has been inducted into the Board with effect from October 17, 2017 consequent upon his appointment as the CEO of LafargeHolcim, the Parent Company.

Mr Jenisch is a German National and has joined LafargeHolcim as Chief Executive Officer on September 1, 2017. Prior to his joining LafargeHolcim, Mr Jenisch has served with Sika AG since 1996, in various management functions and countries. He was appointed to the Management Board of Sika in 2004 as Head of the Industry Division and served as President Asia Pacific from 2007 to 2012. Mr Jenisch was the Chief Executive Officer of Sika AG from 2012. Under his leadership, Sika expanded into new markets and set new standards of performance in sales and profitability. Mr Jenisch graduated from the University of Fribourg, Switzerland and holds an MBA degree.



Mr Jenisch holds office as an Additional Director only up to the date of the Annual General Meeting (AGM), it is proposed to regularize his appointment as Director through due process of law at the ensuing AGM.

Mr Neeraj Akhoury (DIN: 07419090) – MD&CEO and Non Independent Director

Mr Akhoury took charge as Managing Director and CEO of ACC Limited on February 4, 2017.

Mr Akhoury brings with him over 2 decades of rich experience in the steel and cement industries with expertise on sales & distribution, marketing & supply chain, operations management & corporate strategy. He began his career with Tata Steel in 1993 and joined the LafargeHolcim Group in 1999. He was a member of the Executive Committee of Lafarge India, heading Corporate Affairs, followed by Sales in 2011, he moved to Nigeria as CEO & Managing Director of Lafarge AshakaCem PLC. Thereafter, he was appointed Strategy & Business Development Director for Middle East & Africa at the Lafarge headquarters in Paris. He has also served as CEO of Lafarge Surma Cement Limited and Country representative of LafargeHolcim Bangladesh.

Mr Akhoury has a degree with Economics from Allahabad University, followed by one year management program from XLRI, India. He is an alumnus of Harvard Business School (General Management)

Mr Neeraj Akhoury is a member on the Compliance Committee, Risk Management Committee, Stakeholders' Relationship Committee and Corporate Social Responsibility Committee of the Board.

Mr Martin Kriegner (DIN: 00077715) – Non Executive and Non Independent Director

Mr Martin Kriegner is an Austrian national and is a Member of LafargeHolcim's Executive Committee since August 2016, with overall responsibility for India and South East Asia and since January 2018 he is also responsible operations in Australia and New Zealand. He is a graduate from the Vienna University with a Doctorate in Law and obtained an MBA at the University of Economics in Vienna.

Mr Kriegner joined Lafarge in 1990 and became the CEO of Lafarge Perlmooser AG, Austria in 1998. He moved to India as the CEO of Lafarge's cement operations in 2002 and later served as Regional President Cement for Asia, based in Kuala Lumpur. In 2012, he was appointed CEO of Lafarge India for its cement, RMX and aggregates business. In July 2015, he became Area Manager Central Europe for LafargeHolcim operations and was appointed Head of India effective March 1, 2016.

Mr Kriegner joined the ACC Board in February 2016. He is a member on the Audit Committee, Nomination & Remuneration Committee and Special Committee of Directors.

Mr Shailesh Haribhakti (DIN:00007347) – Non Executive and Independent Director

Mr Shailesh Haribhakti is the Chairman of Haribhakti & Co. LLP (Chartered Accountants), New Haribhakti Business Services LLP and Mentorcap Management Private Limited.

Evolving from a background in Audit, Tax & Consulting, he now seeks to create enduring value for companies and organizations he is involved in, by being a deeply engaged Independent Director. His strong belief is that good governance creates sustainable competitive advantage. He is a strong supporter of a clean and green environment and is pioneering the concept of 'innovating to zero' in the social context.

Currently he is Non-Executive Chairman of L&T Finance Holdings Limited, L&T Mutual Fund and Future Lifestyle Fashions Limited, past Chairman and Trustee of National Pension Scheme Trust (NPS Trust), past Member of Pension Advisory Committee (PAC) of Pension Fund Regulatory & Development Authority (PFRDA). He currently serves on several large Boards of multinational and Indian companies and is also a member of several Advisory Boards.

He has participated in creating Indian Multinationals in the services sector. His passion for teaching, writing and public speaking have made him an associate with IIMA, many management institutions and several industry and professional forums. He has led BMA, IIA (Mumbai), ICAI(WIRC), IMC, FPSB and Rotary Club of Bombay over the last several decades. For a period of two years, he served on the Standards Advisory Council of the IASB in London.

Mr S K Roongta (DIN:00309302) – Non Executive and Independent Director

Mr Roongta holds a Bachelor's degree in Engineering from Birla Institute of Technology & Science (BITS), Pilani and a Post Graduate Diploma in Business Management - International Trade, from the Indian Institute of Foreign Trade (IIFT), New Delhi. He is a Fellow of All India Management Association (AIMA).

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 Sabo 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.

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 Policy Document on Corporate Governance.

He is associated with several academic institutions, and was 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 of National Executive Committee of Federation of Indian Chambers of Commerce and Industry (FICCI), Chairman of the National Expert Committee on Minerals & Metals of Indian Chambers of Commerce (ICC) and co-chairs Industry Committee of PHDCCI.

Mr Roongta is a recipient of several awards and accolades including SCOPE Award for excellence and outstanding contribution to the Public Sector Management - Individual Category and IIM - JRD Tata award for Excellence in Corporate Leadership in Metallurgical Industries - 2016.

Mr Roongta is a Member on the Audit Committee, Risk Management Committee, Compliance Committee and Special Committee of Directors.

Mr Ashwin Dani (DIN:00009126) – Non Executive and Independent Director

Mr Dani holds a BSc (Hons) degree from the Institute of Science, University of Mumbai. He completed B.Sc. (Tech) - Paints, Pigments and Varnishes from U.D.C.T. (now known as Institute of Chemical Technology), University of Mumbai. He holds a Masters Degree in Polymer Science (USA) and a Diploma in Colour Science (USA).

Mr Dani started his career in 1967 as a Development Chemist with Inmont Corp. (now known as BASF), Detroit, USA, a major supplier of automotive OEM and refinishes. He joined Asian Paints Limited in 1968 as Senior Executive and moved through successive senior positions like Director - R&D, Works Director, Whole-time Director and as Vice Chairman and Managing Director from December, 1998 to March, 2009. Mr Dani has an

in-depth knowledge of supply chain management and is mainly responsible for the strong and committed dealer network at Asian Paints Limited which, inter alia, has contributed to that company's superior performance. Currently, he is the Non Executive Vice Chairman of Asian Paints Limited.

Mr Dani is the past President of the Indian Paint Association (IPA) and has received a number of awards for his contributions to the Paint Industry. He was the Vice President of Federation of Indian Chambers of Commerce and Industry (FICCI). He was a member of the Central Board of Trustees - Employees Provident Fund of the Government of India and was also the President of the Board of Governors of the UDCT (presently ICT) Alumni Association, Mumbai. Currently, he is a member on the Board of Management of ICT Mumbai.

Mr Dani is the Chairman of the Nomination & Remuneration Committee and is a Member on the Audit Committee of the Board.

Mr Farrokh Kavarana (DIN:00027689) – Non Executive and Independent Director

Mr Kavarana holds a B.Com. (Hons.) degree from the University of Bombay and an MBA from the Wharton School, University of Pennsylvania. He is a Fellow of the Institute of Chartered Accountants of England & Wales and a Member of the Institute of Chartered Accountants of India.

Mr Kavarana retired in 2014 as a Director of Tata Sons Limited and Tata Industries Limited, the apex holding companies of the Tata Group, after a career spanning four decades with the Group. He was Chairman of several Tata Companies in India and abroad - Tata AIG General Insurance Company Ltd., Tata AIA Life Insurance Company Ltd., Tata Projects Limited and Trent Limited. He was Executive Chairman of Tata Asset Management Ltd. from 2005 to 2009 and of Tata Infotech Ltd. from 2000 to 2005. He served as Executive Director of Tata Motors Limited from 1994 to 2000. He was Vice Chairman & Managing Director of Tata International AG, Switzerland and Tata Ltd., U.K. from 1975 to 1994, responsible for Tata Sons overseas operations and investments. Prior to his association with Tata Group, Mr Kavarana was with McKinsey & Co. Inc. in London and Washington D.C. from 1970 to 1974.

Mr Kavarana is involved with several social and charitable institutions and is Chairman - Lady Tata Memorial Trust, Trustee - Nani Palkhivala Memorial Trust



and the National Centre for the Performing Arts. He was a founder Trustee of Childline India Foundation from 1999 to 2014. He is a recipient of the Dadabhai Naoroji International Millennium Award 2005 and the Wharton India Alumni Award 2009.

He is a Member on the Audit Committee, the Nomination & Remuneration Committee and the Corporate Social Responsibility Committees of the Board. He is the Chairman of the Stakeholders' Relationship and Compliance Committees of the Board.

Mr Vijay Kumar Sharma (DIN:02449088) – Non Executive and Non Independent Director

Mr Vijay Kumar Sharma is the Chairman of Life Insurance Corporation of India since 16th December, 2016 and prior to this served as Chairman (In charge) from 16th September, 2016. He held the position of Managing Director, Life Insurance Corporation of India from 1st November, 2013 till his elevation as Chairman (In charge) LIC. From December 2010 to November 2013, he was Managing Director & Chief Executive Officer, LIC Housing Finance Limited (LICHFL), a premier housing finance company in the country.

Mr Vijay Kumar Sharma, is a post-graduate (M.Sc.) in Botany from Patna University. Mr Sharma joined LIC as Direct Recruit Officer in 1981 and has grown with the Corporation since then. He has handled various challenging assignments pan India and in all operational streams including in-charge positions at different levels. Working across the length and breadth of the country, he has added immensely to his experience and honed his understanding of demographics of the country, socio-economic needs of different regions and multi-cultural challenges in implementation of Corporate objectives.

As MD & CEO of LICHFL, he stabilized the operations of the company under most challenging circumstances of negative media glare, intense scrutiny by Regulator & others and turned it around to be the best Housing Finance Company in 2011.

Mr Sharma is an inspirational leader who utilizes negotiation skills gained over thirty six years of extensive experience in insurance and financial sectors and strongly connects to the grass-root levels, believes in bottom-up approach and has the ability to see the 'Big Picture' and translates it in to reality. Mr Sharma is known as a Growth Leader, leading the Organisation to surge ahead on a turnaround growth path in all the segments of performance.

Mr Arunkumar Gandhi (DIN:00007597) – Non Executive and Independent Director

Mr Arunkumar Gandhi is a Fellow Member of the Institute of Chartered Accountants in England & Wales, a Fellow Member of the Institute of Chartered Accountants of India and an Associate Member of the Chartered Institute of Taxation, London.

He was with N. M. Rajji & Co., Chartered Accountants, as a partner from 1969, and in 1993 became a Senior Partner. He occupied this position till July 2003. As partner, Mr Gandhi audited several public and private sector entities. He is an expert on share valuation and corporate restructuring (i.e. mergers/demergers etc.).

He was the Executive Director of Tata Sons Limited from August, 2003 till August, 2008 and was thereafter appointed Director of Tata Sons Limited, on whose Board he served upto March, 2013.

Mr Gandhi has been assisting the Tata Group in acquiring diverse assets and companies across the globe. This has enabled the Tata Group to acquire critical assets, resources and access to world class R&D facilities. In these transactions, he advised on business valuation, financial due diligence, counter-party negotiations, financing and applicable merger control provisions.

Over the last 20 years, Mr Gandhi has served as a Director on the Board of several Indian and foreign companies.

Mr Gandhi is the Chairman of the Audit Committee and Special Committee of Directors and Member of the Stakeholders' Relationship Committee of the Board.

Ms Falguni Nayar (DIN:00003633) – Non Executive and Independent Director

Ms Falguni Nayar is a Graduate from Sydenham College of Commerce & Economics and a Post Graduate from Indian Institute of Management, Ahmedabad.

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 & Company. In 1993, she joined Kotak Mahindra Group to lead the M&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.

Ms Nayar was recognized as Top Woman in Business by Business Today in 2011 and 2017. She has also received 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.

Ms Nayar is a Member on the CSR Committee and Risk Management Committee and Special Committee of Directors.

Mr Christof Hassig (DIN:01680305) – Non Executive and Non Independent Director

Mr Christof Hassig heads the Corporate Strategy and Mergers & Acquisitions function in LafargeHolcim, reporting directly to the Chief Executive Officer.

Before joining the former Holcim Limited in 1999, Mr Christof Hassig worked for twenty five years at UBS in many different functions, including as Global Relationship Manager and Investment Banker for multinational corporates in Switzerland and abroad.

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. For the past fifteen years, he has built and led the department Corporate Financing & Treasury.

This function spans across all the geographic regions and includes a matrix organization with the finance department of the operating companies in the various countries. In December 2012, he took over additional responsibilities as head of the newly created Mergers & Acquisitions function at Group level. 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 Degree in Banking and Advanced Management Programme at Harvard Business School in 2006.

Resignations of Directors during the year

Mr Harish Badami, who was appointed on August 13, 2014 as Chief Executive Officer & Managing Director, demitted office on February 4, 2017.

Mr Eric Olsen, Non Executive/Non Independent Director, stepped down from the Board of Directors of the Company with effect from September 21, 2017, consequent upon his resignation as CEO of LafargeHolcim, the parent Company.

Directorships and Memberships on Committees

The total number of Directorship(s) held by the Directors, and the position of Membership/Chairmanship on Committees held by them is given below. The number of Directorships and Committee Memberships held by Directors are well in line with the limits prescribed under the Act and SEBI Listing Regulations.

Name of Director	Category	Date of Appointment	*Number of Directorship(s) held in Indian public companies (including ACC)	**Committee(s) position (including ACC)	
				Member	Chairman
Mr N S Sekhsaria (Chairman)	Non Executive/ Non Independent	27.12.1999	3	0	0
Mr Jan Jenisch (Deputy Chairman)	Non Executive/ Non Independent	17.10.2017	2	0	0
Mr Neeraj Akhoury (MD&CEO w.e.f. 04.02.2017)	Executive	16.12.2016	4	1	0
Mr Martin Kriegner	Non Executive/ Non Independent	11.02.2016	3	2	0
Mr Shailesh Haribhakti	Non Executive/ Independent	17.02.2006	10	10	5
Mr Sushil Kumar Roongta	Non Executive/ Independent	03.02.2011	10	5	1
Mr Ashwin Dani	Non Executive/ Independent	15.12.2011	6	5	2
Mr Farrokh Kavarana	Non Executive/ Independent	03.05.2013	2	3	1
Mr Vijay Kumar Sharma	Non Executive/ Non Independent	06.02.2014	7 [@]	0	0



Name of Director	Category	Date of Appointment	*Number of Directorship(s) held in Indian public companies (including ACC)	**Committee(s) position (including ACC)	
				Member	Chairman
Mr Arunkumar Gandhi	Non Executive/ Independent	24.04.2014	3	3	1
Ms Falguni Nayar	Non Executive/ Independent	24.04.2014	8	5	1
Mr Christof Hassig	Non Executive/ Non Independent	09.12.2015	2	0	0
Mr Eric Olsen (Deputy Chairman) (resigned as Director w.e.f. 21.09.2017)	Non Executive/ Non Independent	17.07.2015	2	0	0
Mr Harish Badami (resigned as CEO&MD w.e.f. 04.02.2017)	Executive	13.08.2014	1	1	0

*Excludes Directorships held in Private Limited Companies, Foreign Companies and in Section 8 Companies

**Committees considered above are Audit Committee & Stakeholders' Relationship Committee and includes Membership(s) & Chairmanship(s) held by the Directors on the said Committees of ACC.

©Does not include chairmanship of Life Insurance Corporation of India, which is a Corporation set up under an Act of Parliament.

None of the Directors are interested inter-se.

BOARD DIVERSITY

Your Company has over the years been fortunate to have eminent persons from diverse fields as Directors on its Board.

Pursuant to SEBI Listing Regulations, the Nomination & Remuneration Committee has formalized a policy on Board diversity to ensure diversity of experience, knowledge, perspective, background, gender, age and culture. The policy is posted on the Company's website and can be accessed on web link <http://www.aclimited.com/sh/PDB.pdf>

INDEPENDENT DIRECTORS

Independent Directors play an important role in the governance processes of the Board. With different points of views flowing from their expertise and experience, they enrich the decision making process of the Board and prevent conflicts of interest in such decision making.

The appointment of Independent Directors is carried out in a structured manner. The Nomination & Remuneration Committee identifies potential candidates based on certain laid down criteria and takes into consideration the diversity of the Board and accordingly makes recommendations to the Board.

The Independent Directors have been appointed for a fixed tenure of five years from their respective dates of appointment. Their appointments have been

approved by the Members of the Company at the Extraordinary General Meeting of the Company held on September 10, 2014.

None of the Independent Directors serve as "Independent Directors" in more than seven listed companies, in line with the requirements of the SEBI Listing Regulations.

The Independent Directors have confirmed that they meet the criteria of independence laid down under the Act and the SEBI Listing Regulations.

During the year under review, the Independent Directors met on December 07, 2017, inter alia, to :

- Review the performance of Non Independent Directors and the Board of Directors as a whole;
- Review the performance of the Chairman of the Company, taking into account the views of the Executive and Non Executive Directors;
- Assess the quality, content and timelines for the flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties;
- Evaluate the performance of the Corporate Secretarial function; and
- Review other related matters.

All the Independent Directors were present throughout the Meeting. They have expressed satisfaction at the robustness of the evaluation process, the Board's freedom to express its views on businesses transacted

at the Meetings and the openness with which the Management discusses various subject matters on the agenda of meetings. The consolidated Evaluation Report of the Board was discussed at the Board Meeting held on December 08, 2017 and the action areas are being implemented to ensure a better interface at the Board/Management level.

INDUCTION PROGRAMME FOR NEW DIRECTORS AND ONGOING FAMILIARIZATION PROGRAMME FOR EXISTING INDEPENDENT AND NON INDEPENDENT DIRECTORS

A formal induction programme for new Directors and an ongoing familiarization process with respect to the business/working of the Company for all Directors is a major contributor to enhance the business acumen of the Directors to facilitate engaging them in meaningful deliberations and in taking informed decisions.

While inducting Directors on the Board, formal letters of appointment are issued to the Directors, inter alia, explaining their role, function, duties and responsibilities as Directors and the Board's expectations from them. The Directors are also explained in detail about the compliances required from them under the Act, SEBI Listing Regulations and other relevant regulations and necessary affirmations are taken from them in respect thereto.

By way of an introduction to the Company, the Director is presented with a book on the rich legacy of the Company which traces its history of over 80 years of its existence, recent Annual Reports, Sustainable Development Report, brochure on the CSR activities pursued by the Company, copies of "The Indian Concrete Journal" which is a well accepted journal on civil engineering and construction, published by the Company which, inter alia, discusses topics on various types of cement and their applications and "ACC Parivar" the house magazine.

A presentation is also shared with the newly appointed director giving an overarching perspective of the cement industry, organizational set up of the Company and governance, the functioning of various divisions/ departments, the Company's market share and the markets in which it operates, brand equity, internal control processes and other relevant information pertaining to the Company's business.

The above initiatives help the Director to understand the Company, its business and the regulatory framework in which the Company operates and equips him to effectively fulfill his role.

Directors are also encouraged to visit the plants to have a better insight of the manufacturing processes, facilities and social environment in which the Company functions.

Further, as an ongoing process, the Board of Directors is updated on a regular basis through presentations and discussions on the overall economic trends, the legal and regulatory framework and amendments thereto, the performance of the Company and that of the cement industry, analysis of the circumstances which have helped or adversely impacted the Company's performance, comparison of the Company's performance with its peers in the Industry as available in public domain and the initiatives taken/proposed to be taken to bring about an overall improvement in the performance of the Company, marketing strategy, business risks and mitigation plan, etc.

Details of the programmes for familiarization of Independent Directors with the working of the Company are available on the website of the Company and can be accessed through web link <http://www.aclimited.com/sh/FPID.pdf>

PERFORMANCE EVALUATION OF THE BOARD AND INDIVIDUAL DIRECTORS

Pursuant to the provisions of the Act and the SEBI Listing Regulations, the Board has carried out the annual evaluation of its own performance as well as the working of its Audit, Nomination & Remuneration and Compliance Committees. A structured questionnaire was prepared after taking into consideration, inputs received from the Directors covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual directors. The Chairman of the Board of Directors and the Chairman of Nomination & Remuneration Committee met all the Directors individually to obtain an overview of the functioning of the Board and its committees, inter alia, on the following broad criteria i.e. attendance and level of participation at meetings of the Board/Committees, independence of judgement exercised by Independent Directors, interpersonal relationship etc.

Based on the inputs received from the Directors, an action plan has been drawn up in consultation with the Directors to encourage greater engagement of the Independent Directors with the Company.

REMUNERATION OF DIRECTORS

The policy for payment of remuneration to Directors, Key Managerial Personnel and members of the Executive Committee of Management is set out as Annexure 'D' to the Board's Report.



Terms of remuneration of Mr Neeraj Akhoury, Managing Director & Chief Executive Officer (MD&CEO)

The terms and conditions for the appointment and remuneration of Mr Neeraj Akhoury, MD&CEO, were approved by the Members of the Company at the Annual General Meeting held on March 29, 2017 and can be accessed through web link <http://www.aclimited.com/sh/NT.pdf>

Remuneration drawn by the Directors and the Key Managerial Personnel

The remuneration drawn by the Directors during the year is as under:

₹ Lakhs

Name of the Director	Salary	Commission	Sitting Fees	Total
Mr N S Sekhsaria, Chairman	-	50.00	5.80	55.80
Mr Jan Jenisch, Deputy Chairman (appointed w.e.f. 17.10.2017)	-	4.16	-	4.16
Mr Neeraj Akhoury, MD&CEO	415.26	-	-	415.26
Mr Martin Kriegner	-	36.00	8.00	44.00
Mr Shailesh Haribhakti	-	36.00	8.10	44.10
Mr Sushil Kumar Roongta	-	36.00	10.90	46.90
Mr Ashwin Dani	-	36.00	7.60	43.60
Mr Farrokh K Kavarana	-	36.00	11.60	47.60
Mr Vijay Kumar Sharma	-	20.00	1.00	21.00
Mr Arunkumar Gandhi	-	45.00	8.80	53.80
Ms Falguni Nayar	-	20.00	6.40	26.40
Mr Christof Hassig	-	20.00	2.50	22.50
Mr Eric Olsen (resigned w.e.f. on 21.09.2017)	-	14.41	1.00	15.47
Mr Harish Badami, CEO&MD (resigned w.e.f. 04.02.2017)	.*	-	-	-

*The Board of Directors at its Meeting held on December 16, 2016 had approved a severance payment of ₹ 527.12 lakhs to Mr Harish Badami pursuant to the authority conferred on it by the Members of the Company.

None of the Directors of the Company, other than the Managing Director & CEO, have any pecuniary relationship with the Company.

The remuneration drawn by the Key Managerial Personnel during the year, other than the MD&CEO whose remuneration has been stated hereinbefore, is as under:

₹ Lakhs

Name of Key Managerial Personnel	Salary	Commission	Sitting Fees	Total
Mr Sunil Nayak Chief Financial Officer	294.23	-	-	294.23
Mr Ramaswami Kalidas Company Secretary & Head Compliance (appointed w.e.f. 26.09.2017)	24.13	-	-	24.13
Mr Surendra Mehta Company Secretary & Head Compliance (appointed w.e.f. 21.04.2017 and stepped down w.e.f. 26.09.2017)	59.95	-	-	59.95
Mr Burjor D Nariman Company Secretary & Head Compliance (resigned w.e.f. 01.04.2017)	29.62	-	-	29.62

MEETINGS

Board Meetings held during the Year

Dates on which the Board Meetings were held	Total Strength of the Board	No of Directors Present
February 3, 2017	13	12
April 21, 2017	12	09
May 5, 2017	12	10
July 17, 2017	12	08
September 25, 2017	11	09
October 17, 2017	12	11
December 08, 2017	12	10

The gap between any two Board Meetings did not exceed one hundred and twenty days in line with the requirements of the Act and the SEBI Listing Regulations.

Attendance of Directors at Board Meetings and Annual General Meeting

Name of the Director	Attendance at the Board Meetings held on							Attendance at the AGM held on 29.03.2017
	February 3, 2017	April 21, 2017	May 5, 2017	July 17, 2017	September 25, 2017	October 17, 2017	December 8, 2017	
Mr N S Sekhsaria	✓	✓	Leave of Absence	✓	✓	✓	✓	✓
Mr Jan Jenisch (appt. w.e.f. 17.10.2017)	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Leave of Absence	Not Applicable
Mr Neeraj Akhoury	✓	✓	✓	✓	✓	✓	✓	✓
Mr Martin Kriegner	✓	✓	✓	✓	✓	✓	✓	✓
Mr Shailesh Haribhakti	Leave of Absence	✓	✓	✓	✓	✓	✓	✓
Mr Sushil Kumar Roongta	✓	✓	✓	✓	✓	✓	✓	✓
Mr Ashwin Dani	✓	Leave of Absence	✓	✓	✓	✓	✓	-
Mr Farrokh Kavarana	✓	✓	✓	✓	✓	✓	✓	-
Mr Vijay Kumar Sharma	✓	Leave of Absence	Leave of Absence	Leave of Absence	Leave of Absence	✓	Leave of Absence	✓
Mr Arunkumar Gandhi	✓	✓	✓	✓	✓	✓	✓	✓
Ms Falguni Nayar	✓	✓	✓	Leave of Absence	✓	✓	✓	✓
Mr Christof Hassig	✓	✓	✓	Leave of Absence	Leave of Absence	✓	✓	-
Mr Harish Badami (resigned w.e.f. 04.02.2017)	✓	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	-
Mr Eric Olsen (resigned w.e.f. 21.09.2017)	✓	Leave of Absence	✓	Leave of Absence	Not Applicable	Not Applicable	Not Applicable	-

The Act facilitates the participation of a Director in Board/Committee Meetings through video conference or other audio visual mode. Accordingly, the option to participate in the Meeting through

video conference was made available for the Directors except in respect of such items which are not permitted to be transacted under the statute through such facility.



Duties and Functions of the Board

The Board of Directors sets the corporate culture and values for the Management, by ensuring high ethical standards. It provides strategic guidance, monitors operational performance and ensures that robust policies and procedures are in place. The Board, through its various Committees, reviews the identified risks and the mitigation measures undertaken/to be undertaken in respect thereof, ensures integrity in the Company's accounting and financial reporting systems, adequacy of internal controls and compliance with all relevant laws and discharges its functions towards CSR. In particular, the Board reviews and approves quarterly/half yearly unaudited financial results and the audited annual financial statements, corporate strategies, business plans, annual budgets, sets corporate objectives and monitors its implementation and oversees the major capital expenditure. It monitors overall operating performance, Health & Safety (H&S) performance and reviews such other items which require Board's attention. It directs and guides the activities of the Management towards achieving set goals and seeks accountability. It also sets standards of corporate behaviour and ensures transparency in corporate dealings. The Agenda for the Board Meetings covers items set out as guidelines in SEBI Listing Regulations to the extent these are relevant and applicable. All agenda items are supported by relevant information, documents and presentations to enable the Board to take informed decisions. The Agenda is sent out to the Directors within the period stipulated in the Secretarial Standards. The Board processes are also in consonance with the requirements of the revised Secretarial Standard-1 relating to Meetings of the Board and its Committees, which are in substitution of the earlier version of the standard and have become applicable effective from October 1, 2017.

COMMITTEES OF THE BOARD

The Company has over the years maintained the highest standards of Corporate Governance processes and practices, way ahead of the prescription of the regulatory provisions. For instance, long before it was mandated by the law, the Board of Directors had constituted the Audit Committee in 1986. A Share Committee was constituted in 1962 to look into various matters relating to the shares of the Company and investor relations, which has transformed into the 'Stakeholders' Relationship Committee'. Likewise, a Compensation Committee was constituted in 1992. This Committee has subsequently been reconstituted as the 'Nomination & Remuneration

Committee' with wider terms of reference as per statutory requirements.

The constitution, terms of reference and the functioning of the existing Committees of the Board is explained herein. Each of these Committees demonstrates highest levels of integrity and has the requisite expertise to handle issues relevant to their field. These Committees spend considerable time and give focused attention to the various issues placed before it and the guidance provided by these Committees lend immense value and enhances the quality of decision making process of the Board. The Board reviews the functioning of these Committees from time to time.

The Meetings of each of these Committees are convened by the respective Chairman of the Committees, who also apprise the Board about the summary of discussions held in the Committee Meetings. The minutes of the Committee Meetings are sent to all the Committee Members individually for their approval/comments as per the prescribed Secretarial Standard-1 and after the Minutes are duly approved are circulated to the Board of Directors' and tabled at the Board Meeting.

Audit Committee - Mandatory Committee

The Audit Committee acts as an interface between the statutory and internal auditors, the Management and the Board of Directors. It assists the Board in fulfilling its responsibilities of monitoring financial reporting processes, reviewing the Company's established systems and processes for internal financial controls, governance and reviewing the Company's statutory and internal audit activities. More than two thirds of the Members on the Committee, including the Chairman, are Independent Directors. The Committee is governed by a Charter which is in line with the regulatory requirements mandated by the Act and SEBI Listing Regulations. The functions of the Committee, inter alia, include:

Financial Reporting and Related Processes

- Effective oversight of the Company's financial reporting process and the disclosure of financial information to ensure that the financial statement is correct, sufficient and credible.
- Reviewing with the Management (i) the quarterly unaudited financial results drawn up both on a standalone and consolidated basis and the Auditors' Limited Review Reports thereon, (ii) audited annual financial statements (both standalone and consolidated) and Auditors' Reports thereon before submission to the Board for approval. This

would, inter alia, include reviewing changes in the accounting policies and practices and reasons for such changes, major accounting entries involving estimates based on exercise of judgement by the Management.

- Review the Management Discussion & Analysis on the financial condition and results of its operations.
- Discuss with the Statutory Auditors, its judgement about the quality and appropriateness of the Company's accounting principles with reference to relevant Accounting Standards and the relevant Rules under the Act as amended from time to time.
- Scrutiny and review of the investments and inter-corporate loans made by the Company.

Internal Financial Controls and Governance Processes

- Review the adequacy and effectiveness of the Company's accounting system and internal financial controls.
- Review and discuss with the Management the Company's major financial risk exposures and steps taken by the Management to monitor and mitigate such risks.
- To oversee and review the functioning of the vigil mechanism (implemented in the Company as a EthicalView Reporting Policy) and to review the findings of investigation into cases of material nature, if any, and the actions taken in respect thereof.

Audit function

- Review the scope of the Statutory Auditors, the annual audit plan and the Internal Audit Plan with a view to ensure adequate coverage.

- Review and monitor the auditors' independence, performance and effectiveness of the audit process.
- Review and discuss the significant audit findings from the statutory and internal audits carried out, the recommendations and Management's response thereto.
- Review and recommend to the Board, the appointment / re-appointment of the Statutory Auditors and Cost Auditors considering their independence and effectiveness, their replacement and removal, if necessary.
- Approve such additional services which are to be rendered by the Statutory Auditors except for those enumerated in Section 144 of the Act, and payment for such services.
- Recommend to the Board the remuneration of the Statutory Auditors/Cost Auditors.
- Reviewing the annual Cost Audit Report submitted by the Cost Auditors.

Other Functions

- To review the appointment, removal and terms of remuneration of the Chief Internal Auditor and to approve the appointment of the Chief Financial Officer, after assessing the qualifications and experience of the candidate.
- To grant prior approval to all related party transactions including grant of omnibus approvals for related party transactions which are repetitive in nature, are in the ordinary course of business and on an arms' length pricing basis and to review and approve such transactions subject to the approval of the Board or shareholders, as the case may be.

The composition of the Audit Committee as at December 31, 2017 and the details of Members' participation at the Meetings of the Committee are as under:

Name of the Member	Category	Attendance at the Audit Committee Meetings held on					
		02.02.2017	21.04.2017	17.07.2017	25.09.2017	16.10.2017	06.12.2017
Mr Arunkumar Gandhi, Chairman	Non Executive/ Independent	✓	✓	Leave of Absence	✓	✓	✓
Mr Martin Krieger	Non Executive/ Non Independent	✓	Leave of Absence	Leave of Absence	✓	Leave of Absence	Leave of Absence
Mr Sushil Kumar Roongta	Non Executive/ Independent	✓	✓	✓	✓	✓	✓
Mr Ashwin Dani	Non Executive/ Independent	✓	Leave of Absence	✓	✓	✓	✓
Mr Farrokh Kavarana	Non Executive/ Independent	✓	✓	✓	✓	✓	✓

The Chairman of the Committee was present at the last Annual General Meeting of the Company.



All the Members of the Audit Committee possess the requisite qualification for appointment on the Committee and have sound knowledge of finance, accounting practices and internal controls.

The representatives of the Statutory Auditors are permanent invitees to the Audit Committee Meetings. They have attended the Audit Committee Meetings held during the year in which the financial statements have been placed for review. The representative of the Cost Auditor is invited to attend the Meeting of the Audit Committee at which the Cost Audit Report is tabled for discussion. The Managing Director & Chief Executive Officer (MD&CEO), the Chief Financial Officer (CFO), the Chief Internal Auditor, the Chief Manufacturing Officer attend the Audit Committee Meetings. The Company Secretary is the Secretary to the Committee.

During the year under review, the Audit Committee held separate one-to-one meetings with the Statutory Auditors and the Chief Internal Auditor to get their inputs on significant matters relating to their respective areas of audit without the presence of the MD&CEO and other management representatives.

Self Assessment by the Audit Committee

The Audit Committee has set in place a process to measure and benchmark its performance each year. The assessment broadly covers composition, structure and frequency of committee meetings, overview of the financial reporting process, adequacy of internal control systems and overview of internal and external audits. The results of the self assessment are presented to the Audit Committee along with the action plan on the areas requiring improvement, which are suitably implemented.

Stakeholders' Relationship Committee - Mandatory Committee

The Stakeholders' Relationship Committee comprises of four Members of which three Members are Independent Directors. The Committee is governed by a Charter.

The terms of reference of the Committee are:

- to approve transfer/transmission of shares/debentures and such other securities, as may be issued by the Company from time to time;
- issue of duplicate share certificates for shares/debentures and other securities reported lost, defaced or destroyed, as per the laid down procedure;

- to issue new certificates against subdivision of shares, renewal, split or consolidation of share certificates/certificates relating to other securities;
- to issue and allot right shares/bonus shares pursuant to a Rights Issue/Bonus Issue, subject to such approvals as may be required;
- to oversee the implementation of ESOS scheme, if any, implemented by the Company;
- to issue and allot debentures, bonds, and other securities subject to such approvals as may be required;
- to approve and monitor dematerialization of shares/debentures/other securities and all matters incidental or related thereto;
- to authorize the Company Secretary & Head Compliance/other officers of the Share Department to attend to matters relating to non-receipt of annual reports, notices, non-receipt of declared dividend/interest, change of address for correspondence etc. and to monitor action taken;
- to authorize the Company Secretary & Head Compliance/other officers of the Share Department to attend to matters relating to transfer/transmission of shares, issue of duplicate share certificates for shares reported lost, defaced or destroyed, to issue new certificates against subdivision of shares and renewal, split or consolidation of share certificates;
- to monitor Investor Relation activities of the Company and give guidance on the flow of information from the Company to the Investors;
- to monitor expeditious redressal of grievances of shareholders/security holders including complaints relating to transfer/transmission of shares/securities, non-receipt of declared dividends/Annual Reports, issue of duplicate certificates and other complaints;
- all other matters incidental or related to issue of shares, debentures and other securities of the Company;
- to review reports relating to grievances of investors, shareholding pattern and other reports which are to be submitted to the Stock Exchanges periodically, in line with the requirements of the SEBI Listing Regulations.
- any other matters as may be assigned to the Committee by the Board of Directors.

The composition of the Stakeholders' Relationship Committee as at December 31, 2017 and the details of Members participation at the Meetings of the Committee are as under:

Name of the Member	Category	Attendance at the Stakeholders' Relationship Committee Meetings held on				
		02.02.2017	18.04.2017	07.07.2017	16.10.2017	06.12.2017
Mr Farrokh Kavarana Chairman	Non Executive/ Independent	✓	✓	✓	✓	✓
Mr Shailesh Haribhakti	Non Executive/ Independent	✓	✓	✓	✓	✓
Mr Arunkumar Gandhi (appointed as Member w.e.f. 08.12.2017)	Non Executive/ Independent	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable
Mr Neeraj Akhoury (appointed as Member w.e.f. 04.02.2017)	Executive	Not applicable	✓	✓	✓	✓
Mr Harish Badami (resigned w.e.f. 04.02.2017)	Executive	✓	Not applicable	Not applicable	Not applicable	Not applicable

Mr Farrokh Kavarana, Chairman of the Stakeholders' Relationship Committee was unable to attend the last Annual General Meeting, and had requested Mr Shailesh Haribhakti to be the authorized representative to respond to the queries of the Members with respect to the functioning of the Stakeholders' Relationship Committee.

Mr Ramaswami Kalidas, Company Secretary & Head Compliance, functions as the Compliance Officer.

During the year, 40 letters were received from shareholders, following up on their pending matters/queries relating to transfers/transmission of shares, issue of duplicate share certificates and related matters. These letters were attended within a period of 30 days of their receipt, except for one complaint which has been relodged by the complainant, despite the fact that it was attended to earlier by the Company.

The Company had 69 share transfers pending as on December 31, 2017. These share transfers were received by the Company on or after December 22, 2017 and have since been acted upon.

Nomination & Remuneration (N&R) Committee-Mandatory Committee

The Nomination & Remuneration Committee is governed by a Charter. The Chairman of the Committee is an Independent Director and more than half the Members on the Committee are Independent Directors. The Chairman of the Board is a member of the Committee but does not chair the Committee.

The terms of reference of the Committee inter alia, include the following:

- Succession planning of the Board of Directors and Management Executive Committee (ExCo);
- Identifying and selecting candidates who are qualified for appointment as Directors/Independent Directors, based on certain laid down criteria;
- Identifying potential individuals for appointment as Key Managerial Personnel and ExCo Members and to recommend to the Board of Directors their appointment and removal;
- Review the performance of the Board of Directors, Key Managerial Personnel and ExCo Members based on certain criteria as approved by the Board. In reviewing the overall remuneration of the Board of Directors, Key Managerial Personnel and ExCo Members, the Committee ensures that the remuneration is reasonable and sufficient to attract, retain and motivate the best managerial talent, the relationship of remuneration to performance is clear and meets appropriate performance benchmarks and that the remuneration involves a balance between fixed and incentive pay reflecting short term and long term objectives of the Company.
- To recommend to the Board of Directors the extension or continuance in office of the independent directors on the basis of the report of their performance evaluation.



The composition of the Nomination & Remuneration Committee as at December 31, 2017 and the details of Members' participation at the Meetings of the Committee are as under:

Name of the Member	Category	Attendance at the N&R Committee Meetings held on					
		03.02.2017	21.03.2017	18.04.2017	05.09.2017	17.10.2017	07.12.2017
Mr Ashwin Dani Chairman	Non Executive/ Independent	✓	✓	✓	✓	✓	✓
Mr N S Sekhsaria	Non Executive/ Non Independent	✓	✓	✓	✓	✓	✓
Mr Martin Kriegner	Non Executive/ Non Independent	✓	✓	✓	✓	Leave of Absence	✓
Mr Shailesh Haribhakti	Non Executive/ Independent	Leave of Absence	Leave of Absence	✓	✓	✓	✓
Mr Farrokh Kavarana	Non Executive/ Independent	✓	✓	✓	✓	✓	✓
Mr Eric Olsen (resigned w.e.f. 21.09.2017)	Non Executive/ Non Independent	Leave of Absence	Leave of Absence	Leave of Absence	Leave of Absence	Not Applicable	Not Applicable

Mr Ashwin Dani, Chairman of the Nomination & Remuneration Committee, was unable to attend the last Annual General Meeting, and he had requested Mr Shailesh Haribhakti to be the authorized representative to respond to the queries of the Members with respect to the functioning of the Nomination & Remuneration Committee.

Corporate Social Responsibility (CSR) Committee - Mandatory Committee

The Company has always been conscious of its obligations vis-a-vis the communities it impacts and has been pursuing various CSR activities long before it became mandated by law. As required under the Act, a formal Committee of the Board was constituted in 2013

to oversee and give direction to the Company's CSR activities.

The terms of reference of the Corporate Social Responsibility Committee (CSR) broadly includes:

- Reviewing the existing CSR Policy and to make it more comprehensive so as to incorporate the activities which are to be undertaken by the Company, as specified in Schedule VII of the Act;
- Recommending the amount of expenditure to be incurred on the various CSR initiatives;
- Providing guidance on various CSR activities to be undertaken by the Company and to monitor its progress.

The composition of the CSR Committee as at December 31, 2017 and the details of Members' participation at the Meetings of the Committee are as under:

Name of the Member	Category	Attendance at Corporate Social Responsibility Committee Meetings held on	
		18.04.2017	06.12.2017
Mr Shailesh Haribhakti, Chairman	Non Executive/ Independent	✓	✓
Ms Falguni Nayar	Non Executive/ Independent	✓	Leave of Absence
Mr Farrokh Kavarana	Non Executive/ Independent	✓	✓
Mr Neeraj Akhoury (appointed w.e.f. 04.02.2017)	Executive	✓	✓
Mr Harish Badami (resigned w.e.f. 04.02.2017)	Executive	Not Applicable	Not Applicable

The Chairman of the Committee was present at the Annual General Meeting of the Company.

The Company's CSR Policy is comprehensive and is in alignment with the requirements of the Act and the United Nations Sustainable Development Goals. The CSR Policy Statement and the CSR Report forms part of the Board's Report.

Risk Management Committee - Mandatory Committee (as per listing regulations)

Business Risk Evaluation and Management is an ongoing process within the Company. The Company has a robust risk management framework to identify, monitor, mitigate and minimize risks as also to identify business opportunities.

The Risk Management Committee was constituted by the Board of Directors in 2014. The Committee is governed by a charter and its objective and scope

broadly comprises of:

- Reviewing and monitoring the risk management processes followed by the Management;
- Reviewing the Business Risk Management (BRM) Policy and framework, in line with legal requirements and SEBI Listing Regulations;
- Reviewing risks including cyber security and evaluating the treatment including initiating mitigation actions and ownership as per a pre-defined cycle;
- Defining framework for identification, assessment, monitoring, mitigation and reporting of risks.
- Within its overall scope as aforesaid, the Committee shall review risks trends, exposure, their potential impact, analysis and mitigation plans.

The composition of the Risk Management Committee as at December 31, 2017 and the details of Members' participation at the Meetings of the Committee are as under:

Name of the Member	Category	Attendance at the Risk Management Committee Meetings held on	
		07.07.2017	16.10.2017
Mr Shailesh Haribhakti, Chairman	Non Executive/ Independent	✓	✓
Ms Falguni Nayar	Non Executive/ Independent	✓	✓
Mr S K Roongta	Non Executive/ Independent	✓	✓
Mr Neeraj Akhoury (appointed w.e.f. 04.02.2017)	Executive	✓	✓
Mr Harish Badami (resigned w.e.f. 04.02.2017)	Executive	Not Applicable	Not Applicable

Compliance Committee - Non Mandatory Committee

Recognizing the importance of the Company being compliant with various laws and regulations which impact its business, the Board of Directors constituted a Compliance Committee in 2008. The Compliance Committee plays an important role in building a regime of "zero tolerance" to any form of non-compliance, which is a pre-requisite for sustainable growth.

The terms of reference of the Committee broadly comprises of:

- reviewing the legal environment in which the Company operates with a view to understand the implications of major legislative and regulatory developments and their interpretation by the

Courts of law that may significantly affect the interests of the Company;

- reviewing compliances with the provisions of Competition Law and to provide guidance in regard to the development of the laws in India and abroad;
- reviewing compliance with all applicable statutes, rules and regulations based on reports received from the MD&CEO, Executive Committee Members and the Company Secretary & Head Compliance and recommend corrective actions, if any, where required;
- reviewing significant legal cases filed by and against the Company.



The composition of the Compliance Committee as at December 31, 2017 and the details of Members' participation at the Meetings of the Committee are as under:

Name of the Member	Category	Attendance at the Compliance Committee Meetings held on				
		02.02.2017	18.04.2017	27.04.2017	07.07.2017	16.10.2017
Mr Farrokh Kavarana Chairman	Non Executive/ Independent	✓	✓	✓	✓	✓
Mr Shailesh Haribhakti	Non Executive/ Independent	✓	✓	✓	✓	✓
Mr S K Roongta	Non Executive/ Independent	✓	✓	✓	✓	✓
Mr Neeraj Akhoury (appointed w.e.f. 04.02.2017)	Executive	Not applicable	✓	✓	✓	✓
Mr Harish Badami (resigned w.e.f. 04.02.2017)	Executive	✓	Not applicable	Not applicable	Not applicable	Not applicable

Special Committee - Non Mandatory Committee

During the year, the Board constituted a Special Committee of Directors to carry out a study on corporate restructuring and the potential merits and challenges associated therewith.

The Committee held five meetings during the year. The composition of the Committee and the attendance of Members constituting the Committee are as under:

Name of the Member	Category	Attendance at the Special Committee Meetings held on				
		11.05.2017	15.05.2017	14.06.2017	14.09.2017	25.09.2017
Mr Arunkumar Gandhi, Chairman	Non Executive/ Independent	✓	✓	✓	✓	✓
Mr N S Sekhsaria	Non Executive/ Non Independent	Leave of Absence	Leave of Absence	Leave of Absence	✓	✓
Mr Martin Kriegner	Non Executive/ Non Independent	✓	Leave of Absence	✓	✓	✓
Mr S K Roongta	Non Executive/ Independent	✓	✓	Leave of Absence	✓	✓
Ms Falguni Nayar	Non Executive/ Independent	✓	✓	✓	✓	✓

SUBSIDIARY COMPANIES

The Company does not have any "material subsidiary" as defined in the SEBI Listing Regulations, whose income or net worth exceeds 20% of the consolidated income or net worth of the Company in the immediately preceding accounting year.

The Company's policy on "material subsidiary" is placed on the Company's website and can be accessed through weblink <http://www.aclimited.com/sh/DMS.pdf>

The Audited Annual Financial Statements of Subsidiary Companies are tabled at the Meetings of the Audit Committee and Board of Directors of the Company. The quarterly financial results of the subsidiaries are also provided to the Audit Committee for an overview prior to their consolidation with the Parent Company.

Copies of the duly approved Minutes of the Nomination & Remuneration Committee, Audit Committee as

applicable to the Subsidiary Company and the approved Minutes of the Board Meetings of all Subsidiary Companies are provided to ACC Directors and tabled at the Board Meetings of the Parent Company.

DISCLOSURES

INDIAN ACCOUNTING STANDARDS (IND AS)

The Company has adopted the Indian Accounting Standards (Ind AS) Rules, 2015, which became applicable from April 01, 2015. Accordingly, the audited financial statements for the year ended December 31, 2017 have been drawn up in accordance with the above Rules with a transition date of January 01, 2016. For all periods upto and including the year ended December 31, 2016, the Company had prepared its financial statements in accordance with the previously applicable Indian GAAP. The financial results for the year ended December 31, 2016 have been restated in line with the requirements of the Ind AS Rules, 2015.

RELATED PARTY TRANSACTIONS

All transactions entered into by the Company during the year, with related parties were in the ordinary course of business and on an arm's length pricing basis. These transactions were also subject to scrutiny by an Independent Agency. The policy on related party transactions has been placed on the Company's website and can be accessed at <http://www.acclimited.com/sh/RPT.pdf>

STRICTURES AND PENALTIES

No strictures or penalties have been imposed on the Company by the Stock Exchanges or by the Securities and Exchange Board of India (SEBI) or by any statutory authority on any matters related to capital markets during the last three years.

CODE OF BUSINESS CONDUCT

The Board of Directors has approved a Code of Business Conduct which is applicable to the Members of the Board and to all employees. The Company follows a policy of "zero tolerance" to bribery and corruption of any form and the Board has laid down the "Anti Bribery & Corruption Directive" which forms an Appendix to the above Code. The Code has been posted on the Company's website www.acclimited.com

The Code lays down the standard of conduct which is expected to be followed by the Directors and by the employees in their business dealings and in particular on matters relating to integrity at the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behaviour from an employee in a given situation and the reporting structure.

All the Board Members and the Senior Management Personnel have confirmed compliance with the Code. All Management Staff were required to complete an e-learning module in addition to the face-to-face training conducted by the Company from time to time.

FAIR COMPETITION DIRECTIVE PROGRAMME

Fair Competition Directive programme which was earlier known as Value Creation in Competitive Environment (VCCE) was introduced in the Company as early as in 2008 and the Company has been carrying out extensive training sessions for creating awareness among relevant employees on fair competitive practices.

Under the fair competition programmes, training sessions are conducted on an annual basis for the employees of the Company, particularly those in

sales and purchase functions, on various aspects of competition law and on behavior aspects for ensuring fair competition in the market place. E-Learning training is imparted to all such employees in addition to face-to-face training. Specific modules on "Do's and Don't's" in a tender bidding process have been added.

In addition to the above, the processes of the Company are subject to periodic reviews and where required have been further strengthened.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company is committed to the high standards of Corporate Governance and stakeholder responsibility.

The Company has an EthicalView Reporting (EVR) Policy to deal with instances of fraud and mismanagement, if any. The EVR Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also ensures that no discrimination is meted out against any person for a genuinely raised concern. Pursuant thereto, a dedicated helpline "ACC Ethics Helpline" has been set-up which is managed by an independent professional organization. The Ethics Helpline can be contacted to report any suspected or confirmed incidence of fraud/misconduct on:

- E-Mail: acc@ethicalview.com
- Online reporting on <https://integrity.lafargeholcim.com>
- National Toll Free Number: 18002092008
- Fax Number: +91(22) 66459575
- Address: PO Box 137, Pune 411 001

A high level Committee has been constituted which looks into the complaints raised. The Committee reports directly to the Audit Committee and the Board.

PREVENTION OF INSIDER TRADING

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has formulated the "Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders" and the "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" (ACC Code), which allows the formulation of a trading plan subject to certain conditions and requires pre-clearance for dealing in the Company's shares. It also prohibits the purchase or sale of Company's shares, by the Directors, designated employees and connected persons, while in possession of unpublished price sensitive information in relation to the Company and during the period(s) when the Trading Window to deal in the Company's shares is closed.



The Company Secretary & Head Compliance is responsible for implementation of the ACC Code.

The Board of Directors, designated employees and connected persons have affirmed compliance with the ACC Code.

MEANS OF COMMUNICATION

The Company follows a robust process of communicating with its stakeholders and investors. For this purpose, it provides multiple channels of communications viz. through dissemination of information on the on-line portal of the Stock Exchanges, Press Releases, the Annual Reports and uploading relevant information on its website.

The unaudited quarterly results (both standalone and consolidated) are announced within forty-five days of the close of the quarter. The audited annual results are announced within sixty days from the close of the financial year, as required under SEBI Listing Regulations. The aforesaid financial results are disseminated to the Stock Exchanges within thirty minutes from the close of the Board Meeting at which these are considered and approved. The results are published in leading English daily newspapers having national circulation and the Marathi translation of the same is published in leading Marathi daily newspapers.

The audited financial statements form a part of the Annual Report which is sent to the Members within the statutory period and well in advance of the Annual General Meeting.

The Annual Report of the Company, the quarterly / half yearly results and the annual audited financial statements and the press releases of the Company are also placed on the Company's website: www.acclimited.com and can be downloaded.

The presentations on the performance of the Company are placed on the Company's website for the benefit of the institutional investors, analysts and other shareholders immediately after the financial results are communicated to the Stock Exchanges.

The Company discloses to the Stock Exchanges, information required to be disclosed under Regulation 30 read with Part A of Schedule III of the SEBI Listing Regulations, including material information which have a bearing on the performance / operations of the Company or which is price sensitive in nature. All information is filed electronically on BSE's online Portal – BSE Listing Centre (Listing Centre) and on NSE

Electronic Application Processing System (NEAPS), the online portal of National Stock Exchange of India Limited.

The Board of Directors has approved a policy for determining materiality of events for the purpose of making disclosure to the Stock Exchanges. An internal Management Committee comprising of the MD&CEO, the Chief Financial Officer and the Company Secretary & Head Compliance has been constituted and empowered to decide on the materiality of information for the purpose of making disclosure to the Stock Exchanges.

All disclosures made to the Stock Exchanges are also made available on the Company's website under the heading 'Announcements' and can be accessed through **weblink <http://www.acclimited.com/an>**

Facility has been provided by SEBI for investors to place their complaints / grievances on a centralized web-based complaints redress system viz. SEBI Complaints Redress System (SCORES). The salient features of this system are: centralized database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaints and their current status.

A separate dedicated section under 'Corporate Governance' on the Company's website gives information on unclaimed dividends, quarterly compliance reports and other relevant information of interest to the investors/public.

The Company also uploads on the BSE Listing Centre and on NSE NEAPS portals, details of analysts and institutional investor meetings which are either held by the Company or in which the Company participates.

COMPLIANCE WITH NON-MANDATORY PROVISIONS

The status with regard to compliance by the Company with discretionary requirements as listed out in Part E of Schedule II of SEBI Listing Regulations is as under:

- The position of the Chairman of the Board of Directors and that of the CEO are separate.
- The audit report on the Company's Financial Statements for the year ended December 31, 2017 is unmodified.
- The Chief Internal Auditor reports directly to the Audit Committee.
- The Company follows a robust process of communicating with the shareholders which has been elaborated in the Report under the Heading "Means of Communication".

GENERAL INFORMATION TO SHAREHOLDERS

Annual General Meeting

Date	: June 13, 2018
Time	: 03.00 P.M.
Venue	: Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Mumbai 400 020
Financial Year	: January - December 2017

Dividend Payment Date: Within thirty days from the date of declaration.

Investor Services

The Company has an in-house Share Department located at its Registered Office which offers all share related services to its Members and Investors. These services include transfer/transmission/dematerialization of shares/payment of dividends/sub-division/consolidation/ renewal of share certificates and resolutions of investor grievances.

The Company is registered with SEBI as a Registrar to an Issue / Share Transfer Agent in Category II Share Transfer Agent and the Registration Code is INR000004124.

Address for Correspondence with the Company

ACC Limited
Share Department
"Cement House"
121, Maharshi Karve Road,
Mumbai 400020

Telephone No. : (022) 33024469
Communication by E-mail : sujata.chitre@acclimited.com

Communication by Members

Members who hold shares in dematerialized form should correspond with the Depository Participant with whom they maintain their Demat Account/s for queries relating to shareholding, updation of change of address, updation of bank details for electronic credit of dividend. However, queries relating to non-receipt of dividend, non-receipt of annual reports or on matters relating to the working of the Company should be addressed to the Company.

Members who hold shares in physical form should address their requests to the Company for change of address, change in bank details, processing of unclaimed dividend, subdivision of shares, renewal / split / consolidation of share certificates, issue of duplicate share certificates and such requests should be signed by the first named Member, as per the specimen signature registered with the Company. The Company may also,

with a view to safeguard the interest of its Members and that of the Company, request for additional supporting documents such as certified copies of PAN Cards and other proof of identity and/or address, as considered appropriate.

Members are requested to state their DP ID & Client ID / Ledger Folio number in their correspondence with the Company and also to provide their Email addresses and telephone numbers to facilitate prompt response from the Company.

Exclusive E-Mail ID & Toll Free Number

The Company has designated an e-mail ID to enable the Members and Investors to correspond with the Company. The e-mail ID is ACC-InvestorSupport@acclimited.com

The Company has also set up a toll free number 1800-3002-1001 to facilitate the Members/Investors. The toll free services will be available on all working days during the office hours except Saturdays, Sundays and all public holidays of the Company from 9.15 a.m. till 5.00 p.m.

Plant Locations

The locations of the Company's Plants are given on page No. 16 of the Annual Report. The details of the Plants along with their addresses and telephone numbers are also available on the Company's website.

MARKET INFORMATION

Listing on Stock Exchanges

The Company's shares are listed on the following Stock Exchanges and the Listing Fees for the fiscal year 2017-18 have been paid to the Exchanges:

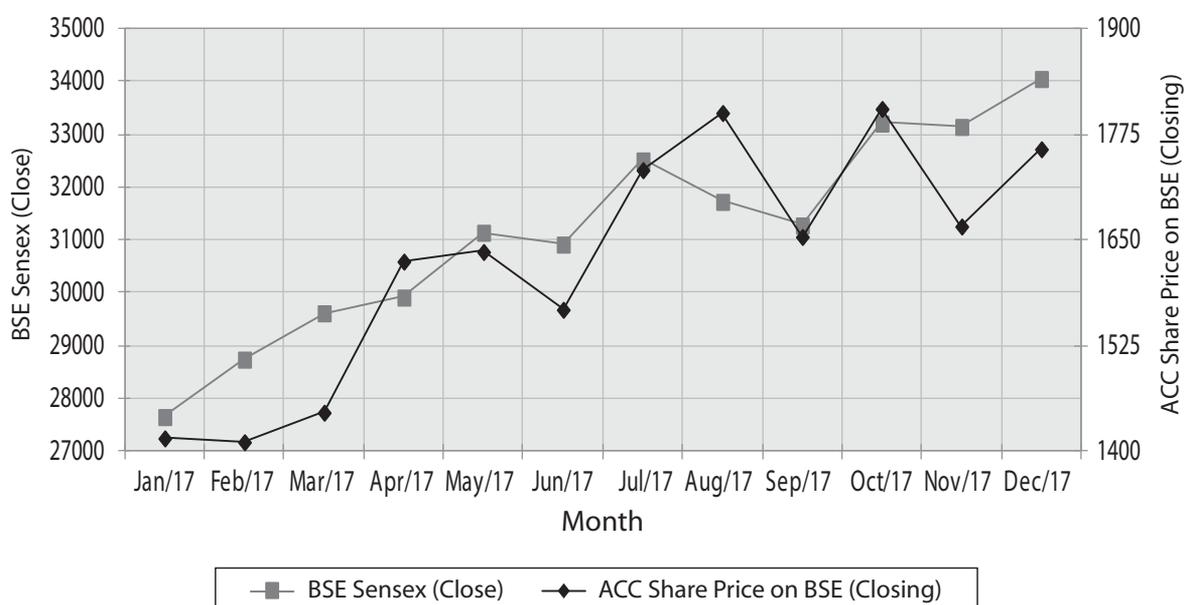
Name and Address of the Stock Exchanges	Stock Code/ Scrip Code	ISIN Number for NSDL/CDSL (Dematerialised shares)
BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001	500410	
National Stock Exchange of India Limited Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051	ACC	INE012A01025



ACC Share Price on BSE vis-à-vis BSE Sensex January 2017 - December 2017

Month	BSE Sensex (Close)	High (₹)	Low (₹)	Close (₹)	No. of shares traded during the month	Turnover (₹ crores)
January 2017	27,655.96	1,438.00	1,315.60	1,415.75	3,37,797	45.96
February 2017	28,743.32	1,510.80	1,401.40	1,411.20	4,63,114	67.56
March 2017	29,620.50	1,449.00	1,381.50	1,446.15	5,39,448	76.11
April 2017	29,918.40	1,646.90	1,450.05	1,624.95	5,79,958	89.75
May 2017	31,145.80	1,753.85	1,571.00	1,636.35	7,26,633	121.35
June 2017	30,921.61	1,673.45	1,541.55	1,567.95	7,94,298	129.16
July 2017	32,514.94	1,809.80	1,568.00	1,733.15	7,43,517	127.14
August 2017	31,730.49	1,842.00	1,713.20	1,800.80	5,53,000	99.15
September 2017	31,283.72	1,869.00	1,585.05	1,654.15	4,69,261	81.67
October 2017	33,213.13	1,836.00	1,635.50	1,805.60	3,61,486	63.75
November 2017	33,149.35	1,834.50	1,662.00	1,666.50	3,13,384	54.88
December 2017	34,056.83	1,770.85	1,655.60	1,757.90	6,56,757	112.66

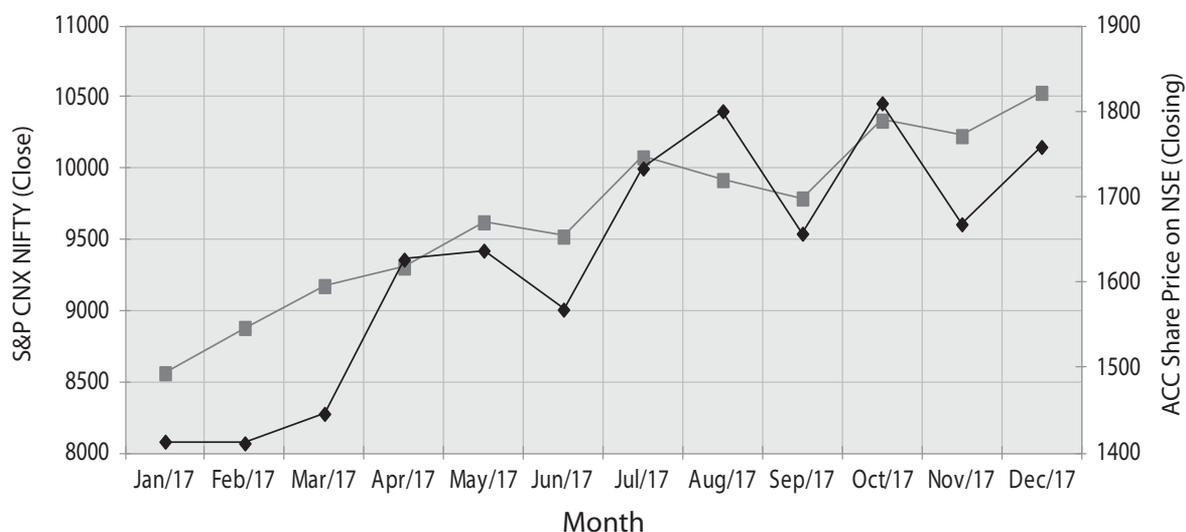
ACC Share Price on BSE & BSE Sensex



ACC Share Price on NSE vis-à-vis S & P CNX Nifty January 2017 - December 2017

Month	S & P CNX Nifty (Close)	High (₹)	Low (₹)	Close (₹)	No of shares traded during the month	Turnover (₹ crores)
January 2017	8,561.30	1,440.00	1,314.05	1,413.50	68,27,492	928.05
February 2017	8,879.60	1,512.05	1,402.00	1,411.50	69,13,311	1,006.63
March 2017	9,173.75	1,450.00	1,380.40	1,446.05	70,14,523	990.44
April 2017	9,304.05	1,644.85	1,453.15	1,626.55	84,50,339	1,303.00
May 2017	9,621.25	1,756.70	1,570.00	1,637.05	88,02,222	1,467.34
June 2017	9,520.90	1,674.15	1,541.25	1,568.05	63,52,257	1,027.66
July 2017	10,077.10	1,809.00	1,566.95	1,733.20	1,14,38,710	1,959.26
August 2017	9,917.90	1,837.55	1,712.50	1,800.25	84,20,508	1,509.64
September 2017	9,788.60	1,869.95	1,580.00	1,656.90	1,07,95,036	1,867.24
October 2017	10,335.30	1,837.00	1,633.60	1,809.50	83,99,423	1,474.66
November 2017	10,226.55	1,835.00	1,662.05	1,667.90	69,93,913	1,218.91
December 2017	10,530.70	1,774.35	1,655.50	1,758.40	79,19,458	1,356.47

ACC Share Price on NSE & S&P CNX NIFTY



—■— S&P CNX Nifty (Close) —◆— ACC Share Price on NSE (Closing)



SHARE TRANSFER SYSTEM / DIVIDEND AND OTHER RELATED MATTERS

i. Share Transfers

Share Transfer Forms (SH-4) for shares held in physical mode, which are received by the Company, complete in all respects are promptly processed and the share certificates are returned to the transferees within a period of fifteen days from the date of receipt of transfer. Share transfer forms which are incomplete or cases where the Company has noticed irregularities in the document are immediately returned to the transferees by registered post.

ii. Nomination facility for shareholding

As per the provisions of the Act, facility for making nomination is available for Members in respect of shares held by them. Members holding shares in physical form may obtain a nomination form, from the Share Department of the Company or download the same from the Company's website. Members holding shares in dematerialized form should contact their Depository Participants (DP) in this regard.

iii. Permanent Account Number (PAN)

Members who hold shares in physical form are advised that SEBI has made it mandatory that a copy of the PAN card of the transferor(s), transferee(s), surviving joint holders/legal heirs be submitted to the Company while obtaining the services of transfer, transposition, transmission and issue of duplicate share certificates.

iv. Subdivision of shares

The Company had subdivided the face value of its Equity Shares from ₹100 to ₹10 in the year 1999. The old shares having face value of ₹100 are no longer tradable on the Stock Exchanges. Members still holding share certificates of the face value of ₹100 are requested to send the certificates to the Share Department of the Company for exchange with shares of the face value of ₹10 each.

v. Dividend

a. Payment of dividend through Automated Clearing House (ACH)

The Company provides the facility for direct credit of the dividend to the Members' Bank Account. SEBI Listing Regulations also mandate Companies to credit the dividend to the Members electronically. Members are therefore urged to avail of this facility to ensure safe and speedy credit of their dividend into their bank account through the Banks' "Automated Clearing House" mode. Members who hold shares in demat mode should inform their Depository Participant, whereas Members holding shares in physical form should inform the Company of the core banking account details allotted to them by their bankers. In cases where the core banking account details are not made available, the Company will issue the demand drafts mentioning the existing bank details available with the Company.

b. Unclaimed Dividends

The Company is required to transfer dividends which have remained unpaid/unclaimed for a period of seven years from the date the dividend has become due for payment to the Investor Education & Protection Fund (IEPF) established by the Government. Accordingly, during the year, unclaimed dividends pertaining to the following periods will be transferred to IEPF:

- 73rd Final Dividend for the year ended December 31, 2010.
- 74th Interim Dividend for the year ended December 31, 2011.

Before transferring the unclaimed dividends to IEPF, individual letters are sent each year to those Members whose unclaimed dividends are due for transfer so as to enable them to claim the dividends before the due date for such transfer. The information on unclaimed dividend is also posted on the website of the Company www.acclimited.com

The dates by which the dividend amounts will be transferred to IEPF are as under:

Financial Year	Date of Declaration	Rate of Dividend per share (₹)	Due date for transfer to IEPF
31.12.2010 (73 rd Final)	13.04.2011	20.50	17.06.2018
31.12.2011 (74 th Interim)	28.07.2011	11.00	30.09.2018
31.12.2011 (74 th Final)	28.03.2012	17.00	01.06.2019
31.12.2012 (75 th Interim)	26.07.2012	11.00	29.09.2019
31.12.2012 (75 th Final)	05.04.2013	19.00	09.06.2020
31.12.2013 (76 th Interim)	25.07.2013	11.00	28.09.2020
31.12.2013 (76 th Final)	09.04.2014	19.00	13.06.2021
31.12.2014 (77 th Interim)	24.07.2014	15.00	27.09.2021
31.12.2014 (77 th Final)	20.03.2015	19.00	24.05.2022
31.12.2015 (78 th Interim)	17.07.2015	11.00	20.09.2022
31.12.2015 (78 th Final)	20.03.2016	6.00	17.06.2023
31.12.2016 (79 th Interim)	26.07.2016	11.00	29.09.2023
31.12.2016 (79 th Final)	29.03.2017	6.00	02.06.2024
31.12.2017 (80 th Interim)	17.07.2017	11.00	21.09.2024

vi. Transfer of Shares into Investor Education and Protection Fund (IEPF) (in cases where dividend has not been paid or claimed for seven consecutive years or more)

In terms of Section 124(6) of the Act, read with Investor Education & Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and amendments thereto, Notifications issued by the Ministry of Corporate Affairs from time to time, the Company is required to transfer the shares in respect of which dividends have remained unpaid/unclaimed for a period of seven consecutive years or more to the IEPF Account established by the Central Government. As required under the said Rules, the Company has within the due date, transferred the required number of shares during the year to the IEPF.

Guidelines for Investors to file claim in respect of the Unclaimed Dividend or Shares transferred to the IEPF

With effect from September 7, 2016, Investors/ Depositors whose unpaid dividends, matured deposits or debentures etc. have been transferred to IEPF under Companies Act, 1956 and/or the Act, can claim the amounts. In addition, claims

can also be made in respect of shares which have been transferred into the IEPF, as per the procedures/guidelines stated below:

- i. Download the Form No. IEPF-5 from the website of IEPF (<http://www.iepf.gov.in>) for filing the claim for the refund of dividend/shares. Read the instructions provided on the website/instruction kit along with the e-form carefully before filling the form.
- ii. After filling the form, save it on your computer and submit the duly filled form by following the instructions given in the upload link on the website. On successful uploading, an acknowledgement will be generated indicating the SRN. Please note down the SRN details for future tracking of the form.
- iii. Take a print out of the duly filled Form No. IEPF-5 and the acknowledgement issued after uploading the form.
- iv. Submit an indemnity bond in original, copy of the acknowledgement and self attested copy of e-form along with other documents as mentioned in the Form No. IEPF-5 to the Nodal Officer (IEPF) of the Company at its



Registered Office in an envelope marked "Claim for refund from IEPF Authority"/"Claim for shares from IEPF" as the case may be. Kindly note that submission of documents to the Company is necessary to initiate the refund process.

- v. Claim forms completed in all respects will be verified by the concerned Company and on the basis of Company's Verification Report, refund will be released by the IEPF Authority in favour of claimants' Aadhar linked bank account through electronic transfer and/or the shares shall be credited to the demat account of the claimant, as the case may be.

The Nodal Officer of the Company for IEPF Refunds Process is Mr Naresh Motiani whose e-mail id is naresh.motiani@acclimited.com.

vii. Dealing with securities which have remained unclaimed

Regulation 39(4) of SEBI Listing Regulations, 2015 read with Schedule VI "Manner of dealing with Unclaimed Shares", had directed Companies to dematerialize such shares which have been returned as "Undelivered" by the postal authorities and hold these shares in an "Unclaimed Suspense Account" to be opened with either one of the Depositories viz. NSDL or CDSL.

All corporate benefits on such shares viz. bonus, dividends etc. shall be credited to the unclaimed suspense account as applicable for a period of seven years and thereafter be transferred in accordance with the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer, and Refund) Rules, 2016 (IEPF Rules) read with Section 124(6) of the Companies Act, 2013.

The details of shares transferred to the demat "Unclaimed Suspense A/c" of ACC Limited are as under:

Sr. No.	Particulars	No. of shareholders	No. of shares
1	Aggregate no of shareholders and outstanding shares held in the Unclaimed Suspense Account as on 1.1.2017	2922	372477
2	Number of shareholders/legal heirs who approached the Company for transfer of shares from the Unclaimed Suspense Account	57*	3120
3	Number of shareholders/legal heirs to whom the shares were transferred from the Unclaimed Suspense Account upon receipt and verification of necessary documents	21	1825
4	Number of shareholders whose shares were transferred from the Unclaimed Suspense Account to IEPF Authority MCA Demat Suspense Account	976	175198
5	Aggregate number of Shareholders and outstanding shares in the Unclaimed Suspense Account as on 31 st December 2017	1925	195454

* Out of the total claims lodged for reclaiming the shares transferred into the Unclaimed Suspense A/c of ACC Limited, 36 requests in respect of 1295 shares were pending for want of necessary documents from the Shareholders/legal heirs.

Voting rights in respect of the aforesaid 195454 shares held in the Unclaimed Suspense Account are frozen till the time such shares are claimed by the concerned Shareholders and the shares are re-transferred in their names.

viii. Pending Investors' Grievances

Any Member/Investor whose grievance has not been resolved satisfactorily, may kindly write to the Company Secretary & Head Compliance at the Registered Office with a copy of the earlier correspondence, if any.

ix. Reconciliation of Share Capital Audit

As required by the Securities & Exchange Board of India (SEBI), quarterly audit of the Company's share capital is being carried out by an independent external auditor with a view to reconcile the total share

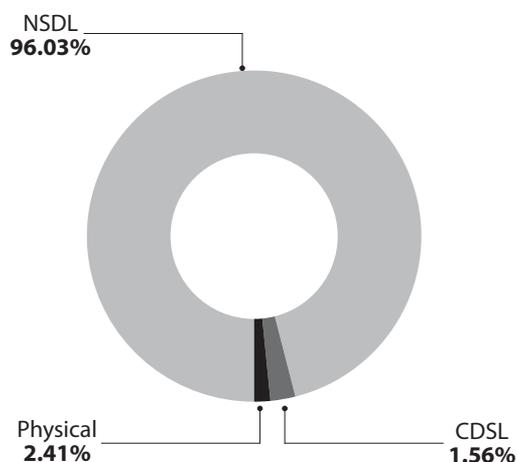
capital admitted with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and held in physical form, with the issued and listed capital. The Auditor's Certificate

in regard to the same is submitted to BSE Limited and National Stock Exchange of India Limited and is also placed before Stakeholders' Relationship Committee and the Board of Directors.

Distribution of Shareholding as on December 31, 2017

No. of shares slab	No. of share holders	%	No. of Shares							
			Physical	% of share capital	NSDL	% of share capital	CDSL	% of share capital	Total No. of Shares	% of share capital
1-50	57229	59.10	169459	0.09	633205	0.34	195431	0.10	998095	0.53
51-100	13023	13.45	186343	0.10	729397	0.39	148714	0.08	1064454	0.57
101-200	9477	9.79	302846	0.16	932809	0.50	183521	0.10	1419176	0.76
201-500	8553	8.83	581005	0.31	1895300	1.01	354761	0.19	2831066	1.51
501-1000	4081	4.21	538649	0.29	2067647	1.10	359544	0.19	2965840	1.58
1001-5000	3657	3.78	1227715	0.65	5405929	2.88	825999	0.44	7459643	3.97
5001-10000	410	0.42	363476	0.19	2199316	1.17	277033	0.15	2839825	1.51
>10000	406	0.42	1163667	0.62	166460055	88.64	585442	0.31	168209164	89.57
Total	96836	100.00	4533160	2.41	180323658	96.03	2930445	1.56	187787263	100.00

DISTRIBUTION OF SHAREHOLDING AS ON DECEMBER 31, 2017

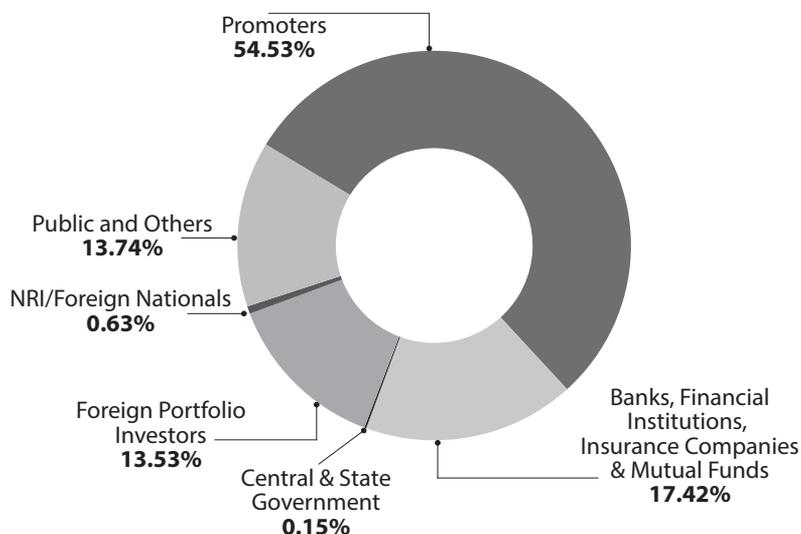


The Company has entered into agreements with both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), whereby Members have an option to dematerialize their shares with either of the depositories.

Members holding shares in Physical mode are urged in their own interest to hold these shares in dematerialized form with any Depository Participant.

Shareholding Pattern as on December 31, 2017

Category	No. of Shares held	%
Promoters		
i. Ambuja Cements Limited	93984120	50.05
ii. Holderind Investments Ltd.	8411000	4.48
Banks, Financial Institutions, Insurance Companies & Mutual Funds		
i. Banks	735199	0.39
ii. Financial Institutions	21619014	11.51
iii. Insurance Companies	2298522	1.22
iv. Mutual Funds	8071892	4.30
Central & State Governments	287815	0.15
Foreign Portfolio Investors	25407391	13.53
NRIs / Foreign Nationals	1185963	0.63
Directors	3100	0.00
Public and Others	25783247	13.74
TOTAL	187787263	100.00

SHAREHOLDING PATTERN AS ON DECEMBER 31, 2017

The Company is a subsidiary of Ambuja Cements Limited and an ultimate subsidiary of LafargeHolcim Ltd., Switzerland.

Statement showing Shareholding of more than 1% of the Capital as on December 31, 2017

Sr. No.	Names of the shareholders	Number of shares	Percentage of Capital	
1	Ambuja Cements Limited (Promoter)	93984120	102395120	54.53
	Holderind Investments Ltd (Promoter)	8411000		
2	Life Insurance Corporation of India		19405142	10.33
3	Europacific Growth Fund		2340000	1.25
4	Smallcap World Fund, Inc		2147653	1.14
TOTAL			126287915	67.25

Global Depository Receipts (GDR) or any Convertible instrument, conversion dates and likely impact on Equity.

NIL

Commodity price risks or foreign exchange risks and hedging activities

The Company does not have any exposure to commodity price risk. However, foreign exchange exposure risks have not been hedged by any derivative instrument or otherwise.

Particulars of past three Annual General Meetings

AGM	Financial Year	Venue	Date	Time	Special Resolutions passed
81 st	Calendar Year 2016		29.03.2017	3.00 p.m.	No Special Resolution was passed
80 th	Calendar Year 2015	Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Mumbai 400 020	13.04.2016	3.00 p.m.	Special Resolution for adoption of new Articles of Association was passed
79 th	Calendar Year 2014		20.03.2015	3.00 p.m.	No Special Resolution was passed

Extraordinary General Meeting (EGM)

No Extraordinary General Meeting was held during the period under reference.

Details of Resolution passed through postal ballot, the persons who conducted the postal ballot exercise and details of the voting pattern

During the year under review, no resolution has been passed through the exercise of postal ballot.



Financial Calendar 2017

Particulars	Timelines
Board Meeting for consideration of Accounts for the financial year ended December 31, 2017 and recommendation of dividend	February 08, 2018
Posting of Annual Reports	On or before May 18, 2018
Book Closure Dates	May 21, 2018 to May 25, 2018 (both days inclusive)
Last date for receipt of Proxy Forms	June 11, 2018 before 3.00 p.m.
Date, Time and Venue of the 82 nd Annual General Meeting	Wednesday, June 13, 2018 at 03.00 p.m. Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Mumbai 400 020
Dividend Payment Date	June 15, 2018
Probable date of despatch of warrants	From June 14, 2018
Board Meeting for consideration of unaudited quarterly results for the financial year ended December 31, 2018	Within forty five days from the end of the quarter, as stipulated under the SEBI Listing Regulations with the Stock Exchanges
Audited results for the current financial year ending December 31, 2018	Within sixty days from the end of the last quarter, as stipulated under the SEBI Listing Regulations with the Stock Exchanges

For and on behalf of the Board

N S Sekhsaria
Chairman

Mumbai
April 18, 2018

COMPLIANCE WITH CODE OF BUSINESS CONDUCT AND ETHICS

As provided under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct for the year ended December 31, 2017.

For ACC Limited

Mumbai
February 08, 2018

Neeraj Akhoury
Managing Director & Chief Executive Officer

CHIEF EXECUTIVE OFFICER (CEO) & CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

We the undersigned, in our respective capacities as Chief Executive Officer & Managing Director and Chief Financial Officer of ACC Limited ("the Company") to the best of our knowledge and belief certify that:

- a. We have reviewed financial statements and the cash flow statement for the financial year ended December 31, 2017 and that to the best of our knowledge and belief, we state that:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's Code of Business Conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting of the Company and have disclosed to the Auditors and Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies.
- d. We have indicated, wherever applicable, to the Auditors and the Audit Committee:
 - i. significant changes, if any, in internal control over financial reporting during the year;
 - ii. significant changes, if any, in the accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and
 - iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over the financial reporting.

Neeraj Akhoury
Managing Director & Chief Executive Officer

Sunil Nayak
Chief Financial Officer

Mumbai
February 08, 2018



INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of ACC LIMITED

1. This Certificate is issued in accordance with the terms of our engagement letter dated April 10, 2017.
2. We, Deloitte Haskins & Sells LLP, Chartered Accountants, the Statutory Auditors of **ACC LIMITED** ("the Company") have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on December 31, 2017, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

Management's Responsibility

3. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions, of Corporate Governance stipulated in the Listing Regulations.

Auditor's Responsibility

4. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
6. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. On December 16, 2016 the Board approved the appointment of the MD & CEO (Designate) as an additional director resulting technically in an excess of one non-independent director until February 04, 2017 when the resignation of the previous Chief Executive Officer & Managing Director took effect. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended December 31, 2017.
9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For Deloitte Haskins & Sells LLP

Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

B. P. Shroff

Partner
(Membership No. 34382)

Place : Mumbai
Date : April 18, 2018