ACC Limited

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

To
The Members
ACC Limited

The Board of Directors of the Company had at its Meeting held on 13th December 2012 approved the payment of "Technology and Knowhow Fee" to Holcim Technology Limited @ 1% of the net sales of the Company as defined under the Technology and Knowhow Agreement. The Board has decided to seek the Members' approval in this regard by way of good Corporate Governance practice although this matter is within the Powers of the Board and strictly does not require Members' approval. Accordingly, the Company is moving an Ordinary Resolution through a postal ballot to enable larger participation by the Members in the voting process.

The Resolution along with the Explanatory Statements is set out below for your consideration. A Postal Ballot Form is also enclosed.

The Company has appointed Ms Shirin K Bharucha, Advocate, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the form duly completed and signed in the enclosed self-addressed pre-paid postage envelope so as to reach the Scrutinizer on or before 15th February 2013. Ballot forms received after the said date will be treated as if the reply from such Member(s) has not been received.

In compliance with the provisions of Section 192A of the Companies Act, 1956 read with The Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 and the Listing Agreement, the Members may cast their votes either through Postal Ballot form or through electronic form (e-voting). The instructions for voting in either of the two modes is set out in the Postal Ballot form sent along with this notice

The Scrutinizer will submit her report to the Chairman after completion of the scrutiny of the Postal Ballots and the results of the Postal Ballot will be announced at the Registered Office of the Company at Cement House, 121 Maharshi Karve Road, Mumbai 400 020, on or before 19th February 2013.

By Order of the Board of Directors
For ACC Limited

B D Nariman
Company Secretary & Head Compliance

Mumbai,
9th January 2013

Notice pursuant to Section 192A(2) of the Companies Act, 1956

NOTICE IS HEREBY GIVEN pursuant to Section 192A(2) of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, that consent of the Members of the Company is sought by way of a postal ballot for the undermentioned Special business.

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

"RESOLVED THAT the consent of the Company be and is hereby accorded for the payment of the "Technology and Knowhow Fee" @1% (one percent) of the Net Sales of the Company to Holcim Technology Limited, with effect from 1st January 2013, as per the terms of the "Technology and Knowhow" Agreement dated 17th December 2012 entered into between the Company and Holcim Technology Ltd.

RESOLVED FURTHER THAT the said "Technology and Knowhow" fee shall remain in force for a period of Two Financial Years i.e. 2013 and 2014 and that the Board be and is hereby authorized to review and revise the same before the end of financial year 2014 as it considers appropriate in its absolute discretion.

RESOLVED FURTHER THAT the "Technology and Knowhow" Agreement (the Agreement) dated 17th December 2012 entered into between the Company and Holcim Technology Limited be and is hereby ratified and confirmed by the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to amend or modify the said Agreement, to settle any question, difficulty or doubt that may arise with regard to the said Agreement, to do all such acts, deeds and things as it may, in its absolute discretion deem necessary, proper or desirable and to finalize and execute all documents and writings as it may deem fit without being required to seek any further consent or approval of the Members of the Company to the intent that the Members shall be deemed to have given their approval thereto by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any committee of the Directors or to any Director of the Company as it may consider appropriate in order to give effect to this resolution."

By Order of the Board of Directors
For ACC Limited

B D Nariman
Company Secretary & Head Compliance

Mumbai,
9th January 2013

Explanatory Statements pursuant to Section 173 of the Companies Act, 1956 relating to the Resolution set out in the Notice under Section 192A(2) of the Companies Act, 1956

Holcim Limited, the Promoter of the Company, through Holcim Technology Limited (hereinafter referred to as "Holcim") as part of value creation for all of its operating companies globally, keeps developing and updating its knowledge base and continues research and studies to ascertain best benchmarks. Training modules developed by Holcim for its operating companies are rated among the best globally. These training modules not only focus on achieving best financial result, but also look at the sustainability of business in the most competitive, transparent and ethical manner. These well researched and proven modules embedded in the business modules of individual operating companies have tremendous value addition in the whole business chain. Holcim's Business model encompasses among many others (i) manufacturing excellence (ii) commercial and marketing (iii) processes relating to retaining, training and development of human capital (iv) building and sharing knowledge and expertise through its knowledge management function (v) commitment and capability building to protect the ecology, conserve natural resources and save the planet from further harm (vi) commitment to provide safe working conditions and achieve "Zero harm and No fatality" at all the plants which require constant training and leadership building. Geocycle is another notable strength of Holcim to provide Alternate Fuel and Resources through waste management solutions. World class technologies, practices and experiences are shared by Holcim to help all the operating companies achieve these objects. These services provided by Holcim have made significant value addition in the overall business chain and to make our operations sustainable.

Currently, the invoices for the services rendered by Holcim are raised on case to case basis. With effect from 1st January 2013, a stream-lined pricing model is being implemented to adequately reflect the benefits derived from the Valuable Intellectual Property, end to end solutions and support provided by Holcim to the Company. The rationale for the payment of Technology and Knowhow Fee to Holcim is to bring a fair balance between the efforts provided by Holcim and the benefits derived by the Company.

The Board of Directors after detailed deliberation at their Meeting held on 13th December 2012 have, subject to the approval of the Members, agreed to a "fixed charge" payment of Technology and Knowhow Fee @1% of Net Sales of the Company w.e.f. 1st January 2013, in terms of the Technology and Knowhow Agreement (the Agreement) entered into between the Company and Holcim Technology Limited on 17th December 2012. The Agreement details the scope of services along with other terms and conditions and is valid for a period for 5 years. The fee shall be paid on quarterly basis and will remain firm for the first Two Financial Years i.e. 2013 and 2014 and shall be reviewed by the Board before the end of financial year 2014.

While the payment of Technology and Knowhow Fee to Holcim Technology Limited and entering into the Agreement for this purpose does not require the Members' approval, as a good Corporate Governance practice, the consent of the Members is sought by an Ordinary Resolution through Postal Ballot. To facilitate the voting through electronic mode, the Company has made arrangements with the Central Depository Services (India) Ltd. (CDSL).

A certified copy of the "Technology and Knowhow" Agreement as referred to in the accompanying Notice is open for inspection at the Registered Office of the Company during the office hours on all working days, except Sundays and other public holidays, between 10.00 a.m. to 1.00 p.m. upto the closure of the voting period being 15th February 2013.

The Directors recommend the resolution for approval by the Members.

Mr Paul Hugentobler, Deputy Chairman, Mr Bernard Fontana, Mr Aidan Lynam and Mr M L Narula, Directors may be deemed to be concerned or interested in the said Ordinary Resolution. None of the other Directors of the Company is, in any way, concerned or interested in the said Resolution.

By Order of the Board of Directors
For ACC Limited

B D Nariman
Company Secretary & Head Compliance

Mumbai, 9th January 2013

Encl. 1. Postal Ballot Form
2. Prepaid Postage envelope

ACC Limited

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

Serial No

POSTAL BALLOT FORM

(1) Name(s) of Member(s)
including joint holders, if any

(2) Registered Address of the Sole/
First named Member

(3) Registered Folio No./
DPID No./Client ID No.*
(*Applicable to investors holding
shares in dematerialised form)

(4) No. of shares held

(5) I/ We hereby exercise my/our vote in respect of the Ordinary Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company dated 9th January 2013 by sending my/our assent or dissent of the said Resolution by placing the tick (✓) mark in the appropriate box(es) below :

Item No.	Description	No. of Shares	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1.	Ordinary Resolution – Granting approval for payment of Technology and Knowhow Fee to Holcim Technology Limited.			

Place:

Date: (Signature of the Member)

ELECTRONIC VOTING PARTICULARS

E-Voting Sequence Number (EVSN)	User ID	Password No	PAN	Default No (in case the PAN has not been furnished to the Company)

NOTE: PLEASE READ THE INSTRUCTIONS PRINTED OVERLEAF BEFORE VOTING

P.T.O.

INSTRUCTIONS FOR VOTING

Kindly note that Members can opt for only one mode of voting i.e. either by way of a physical ballot form or through e-voting. **In case you opt to vote by physical ballot form, then please do not cast your vote by e-voting and vice-versa.** In case member(s) cast their vote using the physical ballot form and also vote electronically, then vote(s) cast through physical ballot shall prevail and the vote(s) cast electronically will be treated as invalid.

(A) Process and manner for members opting for physical ballot:

1. A Member desiring to exercise his/her vote by postal ballot should complete the Postal Ballot Form (no other form or photo copy thereof is permitted to be used for the purpose) and send it to the Scrutinizer at the address of the Company in the attached self-addressed pre-paid envelope. The postage will be borne and paid for by the Company. Envelopes containing Postal Ballot Forms, if deposited with the Company, in person or if sent by courier at the expense of the Member shall also be accepted by the Company.

2. The self-addressed pre-paid envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.

3. The Postal Ballot Form should be completed and signed by the Member. In case of joint shareholding, this form should be completed and signed by the first named member and/or his attorney provided the Power of Attorney has been earlier registered with the Company. In the absence of the first named holder, ballot form can be signed by the next named joint holder. The person signing the postal ballot form should sign as per their specimen signature registered with the Company.

4. Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected.

5. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than the close of business hours on Friday, 15th February 2013. Postal Ballot Forms received after this date will be strictly treated as if the reply from such Member(s) has not been received.

6. In the case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/ Authorization, together with specimen signature(s) of the duly authorized signatories.

7. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members on the cut off date determined for this purpose viz. 4th January 2013.

8. A Member need not use all his votes nor does he need to cast all his votes in the same way.

9. The Postal Ballot shall not be exercised by a proxy.

10. Members are requested not to send any other paper or material along with the Postal Ballot Form in the enclosed self addressed pre-paid postage envelope.

(B) Process and manner for Members opting to vote through e-voting facility set up by CDSL

The procedure and instructions for e-voting are as follows:

I. Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com

ii. Next click on "Shareholders" tab to cast your votes.

iii. Next select the Electronic Voting Sequence Number – "EVSN" along with "ACC Limited" from the drop down menu and click on "SUBMIT".

iv. Next fill up the following details in the appropriate boxes:

Enter	**For members holding shares in Physical form**	**For members holding shares in Demat form**
User ID	Folio Number under which the shares are registered with the Company.	For NSDL – 8 character DP ID followed by 8 Digits Client ID For CDSL – 16 digits Beneficiary ID
Password	Your unique password has been printed on the postal ballot form / sent to you through electronic mode in case you have opted for receiving the soft copy of the Notice under the Green Initiative started by the Ministry of Corporate Affairs, Government of India.	
PAN or Default No	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department. In case your PAN No is not registered with the Company, kindly enter the "Default Number" appearing in the Postal Ballot Form.	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department. In case your PAN No is not registered with the Depository, kindly enter the "Default Number" appearing in the Postal Ballot Form.
Next Steps	After entering these details appropriately, click on "SUBMIT."	
	a) Members will then reach directly to the voting screen. b) The password and default number can be used only for e-voting on the resolutions contained in this Postal Ballot Notice.	a) Members will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be of a minimum of eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character such as (@, #, %, $). Kindly note that this password can be used by the Demat holders for voting on resolution of any other company on which they are eligible to vote, provided that such company opts for e-voting through CDSL platform. It is strongly recommended NOT to share your password with any other person and

Enter	For members holding shares in Physical form	For members holding shares in Demat form
		take utmost care to keep your password confidential. b) Members can also update their mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting system in future. The same may be used to reset the password in case the Member forgets the same. If you are holding shares in Demat form and had logged on to www.evotingindia.com and cast your vote earlier for EVSN of any Company, then your existing login id and password are to be used.

v. On the voting page, you will see Resolution Description and against the same the option 'YES / NO' for voting. Enter the number of shares (which represents number of votes) under YES / NO or alternatively you may partially enter any number in YES and partially in NO, but the total number in YES and NO taken together should not exceed your total shareholding.

vi. Click on the Resolution File Link if you wish to view the entire Postal Ballot Resolution.

vii. After selecting the Resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK" else to change your vote, click on "CANCEL" and accordingly modify your vote.

viii. Once you "CONFIRM" your vote on the resolution, you will not be permitted to modify your vote.

ix. If you wish to provide feedback on the e-voting system, or you have any queries or issues regarding e-voting please contact helpdesk.evoting@cdslindia.com

Attention Corporate / Institutional Members

x. Corporate/Institutional Members (Corporates / FIs /FIIs / Trust / Mutual Funds / Banks etc) are required to send scan (PDF format) of the relevant Board Resolution to the Scrutinizer through email to skb.scrutinizer@acclimited.com with a copy to helpdesk.evoting@cdslindia.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name_EVSN".