Secretarial Division

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

CIN: L26940MH1936PLC002515

Phone +91 22 3302 4321
Fax +91 22 6631 7458
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March 21, 2015

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No.C/1, G Block
Bandra - Kurla Complex
Mumbai 400 051
Fax No. 26598237 / 38

Dear Sirs

Re.: Disclosure of Voting Results of the Annual General Meeting of the Company held on March 20, 2015 as per the requirement of Clause 35A of the Equity Listing Agreement

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As per the requirement of Clause 35A of the Equity Listing Agreement, given below are the details of the voting results at the Annual General Meeting of the Company as per the format prescribed under the said clause.

Details of Voting Results:

Date of the AGM/EGM	March 20, 2015
Total no. of shareholders on record date Cut-off date for e-voting: March 13, 2015	99,029
No. of shareholders present in the Meeting either in person or through proxy: • Promoters and Promoter Group • Public	 2 157
No. of shareholders attended the Meeting through video conferencing: • Promoters and Promoter Group • Public	 - -

Agenda-wise

Item No.	**Details of Agenda**	**Resolution required** (Ordinary/ Special)	**Mode of voting** (Show of hands/ Poll/Postal Ballot/E-voting)	**Remarks**
1	Adoption of the Audited Financial Statements for the Company's financial year ended December 31, 2014, and the Reports of the Board of Directors and the Auditors thereon.	Ordinary	E-voting, Ballot & Poll	The Resolution was passed with requisite majority

Item No.	Details of Agenda	Resolution required (Ordinary/ Special)	Mode of voting (Show of hands/Poll/Postal Ballot/E-voting)	Remarks
2	Declaration of the payment of final dividend of ₹ 19 (Rupees Nineteen only) per equity share of ₹ 10 each and ratification of the interim dividend of ₹ 15 (Rupees Fifteen only) per equity share, for the financial year ended December 31, 2014.	Ordinary	E-voting, Ballot & Poll	The Resolution was passed with requisite majority
3	Re-appointment of Mr Bernard Fontana, Non Executive/Non Independent Director having DIN 05178749 as Director of the Company	Ordinary	E-voting, Ballot & Poll	The Resolution was passed with requisite majority
4	Re-appointment of Mr Aidan Lynam, Non Executive/Non Independent Director having DIN 03058208 as Director of the Company	Ordinary	E-voting, Ballot & Poll	The Resolution was passed with requisite majority
5	Appointment of Statutory Auditors and fixing their remuneration	Ordinary	E-voting, Ballot & Poll	The Resolution was passed with requisite majority
6	Ratification of Cost Auditors' remuneration	Ordinary	E-voting, Ballot & Poll	The Resolution was passed with requisite majority
7	Payment of Commission to Non Executive Directors	Ordinary	E-voting, Ballot & Poll	The Resolution was passed with requisite majority

The voting details are annexed herewith in the prescribed format along with the Report of the Scrutinizer.

This may also be considered as compliance of Clause 31(d) of the Listing Agreement.

Yours faithfully,
For ACC Limited

Burjor D Nariman
Company Secretary & Head Compliance

Encl.: Annexure

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Annexure

Details for reporting as per Clause 35A of Listing Agreement based on result of voting at the Annual General Meeting held on 20th March 2015								
Resolution No 1								
	Promoter/ Public	**No. of shares held**	**No. of votes polled**	**% of votes polled on outstanding shares**	**No. of votes in favour**	**No. of votes against**	**% of votes in favour on votes polled**	**% of votes against on votes polled**
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
1	Promoter and Promoter Group	94429120	94429120	100.00	94429120	0	100.00	0.00
2	Public – Institutional Holders	66213568	45017499	67.99	44999093	18406	99.96	0.04
3	Public - Others	27102668	468171	1.73	466467	1704	99.64	0.36
	Grand Total	187745356	139914790		139894680	20110		
Resolution No 2								
	Promoter/ Public	**No. of shares held**	**No. of votes polled**	**% of votes polled on outstanding shares**	**No. of votes in favour**	**No. of votes against**	**% of votes in favour on votes polled**	**% of votes against on votes polled**
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	Promoter and Promoter Group	94429120	94429120	100.00	94429120	0	100.00	0.00
	Public – Institutional Holders	66213568	45305737	68.42	45305737	0	100.00	0.00
	Public - Others	27102668	457446	1.69	457102	344	99.92	0.08
	Grand Total	187745356	140192303		140191959	344		

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Resolution No 3								
	Promoter/ Public	**No. of shares held**	**No. of votes polled**	**% of votes polled on outstanding shares**	**No. of votes in favour**	**No. of votes against**	**% of votes in favour on votes polled**	**% of votes against on votes polled**
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
1	Promoter and Promoter Group	94429120	94429120	100.00	94429120	0	100.00	0.00
2	Public – Institutional Holders	66213568	44375943	67.02	34671203	9704740	78.13	21.87
3	Public - Others	27102668	456415	1.68	323002	133413	70.77	29.23
	Grand Total	187745356	139261478		129423325	9838153		
Resolution No 4								
	Promoter/ Public	**No. of shares held**	**No. of votes polled**	**% of votes polled on outstanding shares**	**No. of votes in favour**	**No. of votes against**	**% of votes in favour on votes polled**	**% of votes against on votes polled**
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
1	Promoter and Promoter Group	94429120	94429120	100.00	94429120	0	100.00	0.00
2	Public – Institutional Holders	66213568	44545929	67.28	36491479	8054450	81.92	18.08
3	Public - Others	27102668	457293	1.69	338110	119183	73.94	26.06
	Grand Total	187745356	139432342		131258709	8173633		

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Resolution No 5								
	Promoter/ Public	**No. of shares held**	**No. of votes polled**	**% of votes polled on outstanding shares**	**No. of votes in favour**	**No. of votes against**	**% of votes in favour on votes polled**	**% of votes against on votes polled**
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
1	Promoter and Promoter Group	94429120	94429120	100.00	94429120	0	100.00	0.00
2	Public – Institutional Holders	66213568	45043110	68.03	43637393	1405717	96.88	3.12
3	Public - Others	27102668	456664	1.68	456200	464	99.90	0.10
	Grand Total	187745356	139928894		138522713	1406181		
Resolution No 6								
	Promoter/ Public	**No. of shares held**	**No. of votes polled**	**% of votes polled on outstanding shares**	**No. of votes in favour**	**No. of votes against**	**% of votes in favour on votes polled**	**% of votes against on votes polled**
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
1	Promoter and Promoter Group	94429120	94429120	100.00	94429120	0	100.00	0.00
2	Public – Institutional Holders	66213568	45305737	68.42	45287331	18406	99.96	0.04
3	Public - Others	27102668	455779	1.68	453722	2057	99.55	0.45
	Grand Total	187745356	140190636		140170173	20463		

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Resolution No 7								
	Promoter/ Public	**No. of shares held**	**No. of votes polled**	**% of votes polled on outstanding shares**	**No. of votes in favour**	**No. of votes against**	**% of votes in favour on votes polled**	**% of votes against on votes polled**
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
1	Promoter and Promoter Group	94429120	94429120	100.00	94429120	0	100.00	0.00
2	Public – Institutional Holders	66213568	45305737	68.42	45305737	0	100.00	0.00
3	Public - Others	27102668	453267	1.67	440800	12467	97.25	2.75
	Grand Total	187745356	140188124		140175657	12467		

ACC Limited Secretarial Div MUMBAI

K & K CORPORATE SOLUTIONS PRIVATE LIMITED

Corporate Office : Wimbridge Compound 20-A, Sleater Rd., Next to Girton High School, Mumbai - 400 007. Tel. : 2380 6379, 2380 6380
Email : pklbs@bom2.vsnl.net.in / kandkassociates@vsnl.net

21st March, 2015

To

The Chairman
The Board of Directors,
ACC Limited,
Cement House,
121, Maharshi Karve Road,
Mumbai - 400020.

Dear Sir,

Sub: Scrutinizers Report on E-Voting & Physical Ballot/Poll taken at the 79th Annual General Meeting (AGM) of your Company

Our Company has been appointed as Scrutinizers for scrutinizing the E-Voting & Physical Ballot/Poll taken at the 79th AGM of your Company. The said scrutiny was conducted by the Director of our Company Mr. Khushroo K. Driver, who is an Advocate of High Court and a Member of the Institute of Company Secretaries of India.

The report of Mr. Khushroo Driver, on the E-Voting and Physical Ballot/Poll conducted for the various Items on the Agenda of the 79th AGM of your Company held on 20th March, 2015 is enclosed herewith.

Thank you,
Yours Faithfully,
For: **K & K Corporate Solution Private Limited**

(Director)

Khushroo K. Driver

ADVOCATE, HIGH COURT

Wimbridge Compound 20-A, Sleater Rd.,
Next to Girton High School, Mumbai - 400 007.
Tel. : 2380 6379 / 80 / 81
E-mail : kkdlegal@gmail.com
krylegal@gmail.com

Report of Scrutinizer
FORM No. MGT-13

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

Mr N S Sekhsaria
Chairman (ACC)
122, Maker Chambers III
Nariman Point
Mumbai 400 021

Dear Sir

I, Khushroo K Driver, was appointed as Scrutinizer for the purpose of the voting by e-voting, ballot and physical voting through polling on the under mentioned Resolution(s), at the Annual General Meeting of the Equity Shareholders of ACC Limited, held on Friday, 20th March 2015 at 3.00 p.m. in "Birla Matushri Sabhagar" 19, Sir Vithaldas Thackersey Marg, Mumbai 400 020, submit my report as under:

To enable wider participation of shareholders, pursuant to the provisions of Section 108 of the Companies Act, 2013 (the Act) and the Rules framed thereunder and as required under the Listing Agreement, the Company had provided e-voting and physical ballot facility to its Shareholders. The e-voting period commenced on Wednesday, March 11, 2015 (9.00 a.m. IST) and ended on Friday, March 13, 2015 (5.00 p.m. IST) The last date for submitting duly completed physical ballots by the Shareholders was also Friday, March 13, 2015 (5.00 p.m. IST).

After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.

The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. Subsequently the votes cast were reconciled with the records maintained by the Company and the authorizations / proxies lodged with the Company.

The votes which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.

Khushroo K. Driver
ADVOCATE, HIGH COURT

The result of the Poll is as under:

Resolution no.1 – Adoption of audited financial statements of the Company for the year ended 31st December 2014 and the Reports of the Board of Directors and the Auditors thereon

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
987	13,98,94,680	99.23

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
15	20,110	0.01

iii. **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
68	10,72,596	0.76

Resolution no.2 – Payment of Final Dividend

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
988	14,01,91,959	99.23

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
11	344	0

iii. **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
76	10,83,277	0.77

Khushroo K. Driver
ADVOCATE, HIGH COURT

Resolution no.3 – Re-appointment of Mr Bernard Fontana as a Director of the Company

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
798	12,94,23,325	92.21

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
189	98,38,153	7.01

iii. **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
79	10,88,533	0.78

Resolution no.4 – Re-appointment of Mr Aidan Lynam as a Director of the Company

i. Voted **in favour** of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
833	13,12,58,709	93.41

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
158	81,73,633	5.82

iii. **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
79	10,88,244	0.77

Khushroo K. Driver
ADVOCATE, HIGH COURT

Item no.5 – Appointment of Messrs S R B C & CO LLP as Statutory Auditors of the Company

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
949	13,85,22,713	98.23

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
33	14,06,181	1

iii. **Invalid** votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
79	10,83,825	0.77

Resolution no.6 – Ratification of remuneration to Messrs N I Mehta & Company, Cost Auditors

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
962	14,01,70,173	99.22

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
29	20,463	0.01

iii. **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
79	10,83,866	0.77

Khushroo K. Driver
ADVOCATE, HIGH COURT

Resolution no.7 – Payment of Commission to Non Executive Directors of the Company

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
916	14,01,75,657	99.22

ii. Voted **against** the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
74	12,467	0.01

iii. **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
83	10,86,435	0.77

A Compact Disc (CD) containing a list of equity shareholders who voted **"FOR", "AGAINST"** and those whose votes were declared **"INVALID"** for each resolution is enclosed.

The poll papers and all other relevant records were sealed and handed over to the Company Secretary & Head Compliance / Director authorized by the Board for safe keeping.

I report that all the Resolutions have been passed by the Shareholders by the requisite majority

Thanking you

Yours faithfully

Khushroo K Driver

Place: Mumbai
Date: March 21, 2015

SUMMARY OF EVOTING /POSTAL BALLOT / AGM VOTING AS ON 20.03.2015

ACC LIMITED

Statement of voting received in respect of the Resolutions proposed at the AGM of the Company held on March 20, 2015

Resolution No.	Resolution	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
1	Adoption of audited financial statements of the Company for the year ended 31st December 2014 and the Reports of the Board of Directors and the Auditors thereon									
	Total No. of Shares on voting	13,98,94,680	99.23	20,110	0.01	13,99,14,790	99.24	10,72,596	0.76	14,09,87,386
	Total No. of Ballots	987	92.24	15	1.4	1002	93.64	68	6.36	100.00
2	Payment of Final Dividend									
	Total No. of Shares on voting	14,01,91,959	99.23	344	0	14,01,92,303	99.23	10,83,277	0.77	14,12,75,580
	Total No. of Ballots	988	91.91	11	1.02	999	92.93	76	7.07	100.00
3	Re-appointment of Mr Bernard Fontana as a Director of the Company									
	Total No. of Shares on voting	12,94,23,325	92.21	98,38,153	7.01	13,92,61,478	99.22	10,88,533	0.78	14,03,50,011
	Total No. of Ballots	798	74.86	189	17.73	987	92.59	79	7.41	100.00
4	Re-appointment of Mr Aidan Lynam as a Director of the Company									
	Total No. of Shares on voting	13,12,58,709	93.41	81,73,633	5.82	13,94,32,342	99.23	10,88,244	0.77	14,05,20,586
	Total No. of Ballots	833	77.85	158	14.77	991	92.62	79	7.38	100.00
5	Appointment of Messrs S R B C & CO LLP as Statutory Auditors of the Company									
	Total No. of Shares on voting	13,85,22,713	98.23	14,06,181	1	13,99,28,894	99.23	10,83,825	0.77	14,10,12,719
	Total No. of Ballots	949	89.44	33	3.11	982	92.55	79	7.45	100.00
6	Ratification of remuneration to Messrs N I Mehta & Company, Cost Auditors									
	Total No. of Shares on voting	14,01,70,173	99.22	20,463	0.01	14,01,90,636	99.23	10,83,866	0.77	14,12,74,502
	Total No. of Ballots	962	89.91	29	2.71	991	92.62	79	7.38	100.00
7	Payment of Commission to Non Executive Directors of the Company									
	Total No. of Shares on voting	14,01,75,657	99.22	12,467	0.01	14,01,88,124	99.23	10,86,435	0.77	14,12,74,559
	Total No. of Ballots	916	85.37	74	6.9	990	92.27	83	7.73	100.00

KHUSHROO K DRIVER
ADVOCATE, HIGH COURT