Share Department

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

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SHR BSE NSE PB 6902

August 24, 2010

Bombay Stock Exchange Ltd.,
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI - 400 001

National Stock Exchange of India Ltd.,
Exchange Plaza, 5th Floor,
Plot No.C/1, G Block,
Bandra Kurla Complex, Bandra (E),
MUMBAI - 400 051

Dear Sir,

Sub: Postal Ballot regarding Notice pursuant to Section 269 (1), 309 and Section 192A (2) of the Company's Act 1956

Pursuant to Clause 31 of the Listing Agreement, we notify that the Company proposes to pass a Resolution by means of a Postal Ballot seeking the approval of the members under Section 198,269,309 and other applicable provisions of the Companies Act, 1956 for the terms of appointment and remuneration of Mr. Kuldip Kaura as CEO and Managing Director.

Notice dated August 6, 2010 for moving a Postal Ballot under Section 19 (A) 2 of the Companies Act, 1956 along with the Resolution proposed to be passed, the Explanatory Statements and the Postal Ballot Forms have been mailed to the shareholders of the Company.

A copy of the same is being sent herewith for your information and record.

Thanking you,

Yours faithfully,
For ACC Limited

(Mrs J N Dhondy)
Head - Secretarial Services

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 a 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 6th August 2010 by sending my/our assent or dissent of the said Resolution by placing the tick (✓) mark at the appropriate places in boxes below :

Item No.	Description	No. of Shares	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1.	Ordinary Resolution under Sections 198, 269, 309 and other provisions of the Companies Act, 1956, read with Schedule XIII of the said Act approving the terms and conditions of appointment and remuneration of Mr Kuldip Kaura as Chief Executive Officer & Managing Director (Designate) for the period 5th August 2010 to 12th August 2010 and as Chief Executive Officer & Managing Director of the Company for the period 13th August 2010 upto and including 31st December 2013.			

lace:

ate:

(Signature of the Member)

otes:

. Please read carefully the instructions printed overleaf before filling in the Ballot Form.
. Please tear off the portion as indicated on the form and send your Postal Ballot in the prepaid envelope enclosed herewith, so as to reach the scrutinizer on or before 22nd September 2010.

P.T.O.

INSTRUCTIONS :

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 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 envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.

3. This form should be completed and signed by the Member. In case of joint share holding, this form should be completed and signed (as per the specimen signature(s) registered with the Company) by the first named Member and in his/her absence, by the next named Member.

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 working hours on 22nd September 2010. 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 attached 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 date of the dispatch of the Notice pursuant to Section 192A (2) of the Act.

8. A Member need not use all his/her votes nor does he/she need to cast all the 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 envelope.

ACC Limited

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

NOTICE FOR POSTAL BALLOT

To,

The Members,

The Board of Directors of the Company has appointed Mr Kuldip Kaura as the Chief Executive Officer & Managing Director (Designate) for the period 5th August 2010 till 12th August 2010 and thereafter as the Chief Executive Officer & Managing Director of the Company for the period commencing from 13th August 2010 upto 31st December 2013.

Under Section 269(1), 309 of the Companies Act, 1956, the Company is required to obtain the approval of the Members of the Company for the appointment and terms of remuneration of the Managing Director. Accordingly, the Company is desirous of seeking your approval for the appointment and remuneration of Mr Kuldip Kaura as the Chief Executive Officer & Managing Director (Designate) for the period 5th August 2010 till 12th August 2010 and thereafter as the Chief Executive Officer & Managing Director of the Company from 13th August 2010 upto 31st December 2013 by passing an Ordinary Resolution by means of a Postal Ballot.

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

The Company has appointed Ms Shirin 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 postage pre-paid envelope so as to reach the Scrutinizer on or before Wednesday 22nd September 2010. The Scrutinizer will submit her report to the Chairman after completion of the scrutiny of the Postal Ballot Forms 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 29th September 2010.

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, 2001, that consent of the Members of the Company is sought by way of a postal ballot.

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

Appointment and terms of remuneration of the Chief Executive Officer & Managing Director

"**RESOLVED THAT** pursuant to the provisions of Sections 198, 269, 309, read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, the Company hereby approves of the appointment and remuneration of Mr Kuldip Kaura as the Chief Executive Officer & Managing Director (Designate) for the period 5th August 2010 till 12th August 2010 and thereafter as the Chief Executive Officer & Managing Director of the Company from 13th August 2010 upto and including 31st December 2013, upon and subject to the terms and conditions (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period) as set out in the Explanatory Statement annexed to the Notice and which terms and conditions have been incorporated in the draft Agreement between the Company and Mr Kuldip Kaura, which Agreement is hereby specifically sanctioned with liberty to the Directors to alter and vary the terms and conditions of the said appointment/remuneration and/or Agreement in such manner as may be agreed to between the Directors and Mr Kuldip Kaura."

By Order of the Board of Directors
For ACC Limited

B D Nariman
Company Secretary & Head Compliance

Mumbai
6th August 2010

Explanatory Statement pursuant to Section 173 of the Companies Act, 1956 relating to the aforesaid Resolution

The Board of Directors at its Meeting held on 5th August 2010 has appointed Mr Kuldip Kaura as Chief Executive Officer & Managing Director (Designate) for the period 5th August 2010 till 12th August 2010 and thereafter as the Chief Executive Officer & Managing Director of the Company for the period commencing from 13th August 2010 upto 31st December 2013.

Mr Kaura holds a B.E. (Honours) degree in Mechanical Engineering from the Birla Institute of Technology & Science.

Mr Kaura brings with him rich experience in the metals/mining and engineering sectors. He has worked with Vedanta Resources for 7 years; initially as the Managing Director of Hindustan Zinc Limited and thereafter as Chief Executive Officer of Vedanta Resources Plc till 2008, and played a significant role in the transformation and rapid growth of its group companies. Prior to this, Mr Kaura has served with ABB Limited in various key positions and was Managing Director of that Company from 1998 to 2001.

Mr Kaura brings with him varied experience and a deep appreciation of the national and international business environment and has benefit of management education from reputable business institutions like London Business School and the Swedish Institute of Management.

Subject to the approval of the Members, the Board, has on the recommendation of the Compensation Committee determined the terms of appointment and remuneration of Mr Kuldip Kaura as Chief Executive Officer & Managing Director (Designate) for the period 5th August 2010 till 12th August 2010 and thereafter as the Chief Executive Officer & Managing Director of the Company for the period commencing from 13th August 2010 upto and including 31st December 2013, the salient features of which are as under:

1. Remuneration:

a. Salary:

Rs 11,50,000 per month in the grade Rs 11,00,000 – Rs 25,00,000

An annual increment will be effective from 1st April each year and will be decided by the Board or the Compensation Committee of the Board each year, which shall be merit based and will take into account the performance of the Chief Executive Officer & Managing Director as well as that of the Company.

b. Special Allowance :

As may be decided by the Board of Directors on the recommendation of the Compensation Committee.

c. House Rent Allowance (HRA):

Free furnished residential accommodation **OR** HRA at the rate of 40% of the basic salary.

d. Leave Travel Allowance :

Reimbursement of all the expenses (like travel fare, lodging, boarding, conveyance and other expenses) incurred for self and family during the leave / holiday travel periods, whenever undertaken, whether in India or overseas, for an amount not exceeding 12.5% of the basic salary. The entitlement for any one year to the extent not availed of, shall be allowed to be accumulated up to next two Corporate Financial Years.

e. Perquisites:

i. Club Membership

Membership of two clubs, the admission and annual membership fee whereof shall be borne by the Company.

ii. Personal Accident Insurance

Group Personal Accident Insurance Policy as per the rules of the Company.

iii. Medical Reimbursement

Group Mediclaim Policy as per the rules of the Company.

iv. Other Perquisites

As may be decided by the Board of Directors on the recommendation of the Compensation Committee, subject to the overall ceiling on managerial remuneration.

Explanation:

Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in absence of any such rule, perquisites shall be evaluated at actual cost.

f. Leave :

The Chief Executive Officer & Managing Director shall be entitled for leave with full pay or encashment thereof, as per the rules of the Company.

g. Contribution to Provident Fund and Superannuation Fund :

The Company's contribution to Provident Fund not exceeding 12% of the basic salary, as per the rules of the Company.

The Company's contribution to Superannuation Fund will be 15% of the basic salary, as per the rules of the Company.

h. Performance Incentive:

Such remuneration by way of performance incentive payment upto an amount equivalent to a maximum of 37.5% of the basic salary and allowances stated above (which includes 7.5% as Holcim's Global Performance Incentive. Tax if any, payable on Holcim's Global Performance Incentive would be borne by the Company) in addition to the salary, perquisites and allowances payable, in a particular financial year as may be determined by the Board of Directors of the Company at the end of each financial year, subject to the overall ceilings stipulated in Sections 198 and 309 of the Companies Act, 1956. The specific amount payable to the Chief Executive Officer & Managing Director will be decided by the Board on the recommendation of the Compensation Committee of the Board.

i. Amenities:

i. Conveyance facilities

The Company shall provide a suitable vehicle for use by the Chief Executive Officer & Managing Director. Repairs, maintenance and running expenses including driver's salary shall be borne / reimbursed by the Company.

ii. Telephone, telefax and other communication facilities

The Company shall provide a Blackberry and /or mobile phone to the Chief Executive Officer & Managing Director and shall also provide telephone, telefax and other communication facilities at his residence. All the expenses incurred therefor shall be paid or reimbursed by the Company, as per the rules of the Company.

2. Overall Remuneration:

The aggregate of salary, allowances, perquisites and performance incentive in any one financial year shall not exceed the limits prescribed under Section 198, 309 and other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the said Act or any modifications or re-enactment for the time being in force.

3. Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of office of the Chief Executive Officer & Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, allowances and perquisites as specified above, subject to the requisite approvals being obtained in that behalf.

4. Other Terms and Conditions of Appointment:

a. The Chief Executive Officer & Managing Director will use the best of his skills and ability and will endeavour to promote the interests and welfare of the Company, and to conform to and comply with the directions and regulations of the Company and also such orders and directions as may from time to time be given to him by the Directors of the Company.

b. The Chief Executive Officer & Managing Director will devote the whole of his time and attention to the business of the Company and will not engage directly or indirectly in any other business, occupation or employment; provided, however, he may, with the prior approval of the Board, hold Directorships in other companies and/or provide services to other group companies.

c. The Chief Executive Officer & Managing Director will not be entitled to supplement his earnings under this Agreement with any buying or selling commission. So long as he functions as the Chief Executive Officer & Managing Director of the Company, he shall not become interested or otherwise concerned directly or through his wife and/or minor children in any selling agency of the Company without the prior approval of the Central Government. He will cease to be the Chief Executive Officer & Managing Director immediately upon any contravention of the undertaking.

d. The Company shall indemnify and keep indemnified Mr Kaura against all the costs, expenses, losses, damages, penalties that he may incur or suffer in the course of attending or performing the Company's work including the legal costs and expenses incurred by him in defending any dispute or proceedings in any Court of law, Arbitration etc.

e. The terms and conditions of his appointment and remuneration may be varied, altered, increased, enhanced or widened from time to time by the Board as it may in its discretion deem fit, within the maximum amount payable in accordance with the provisions of the Companies Act, 1956 or any amendments made hereafter in this regard.

f. Mr Kaura's appointment as Chief Executive Officer & Managing Director of the Company is by virtue of his employment in the Company and his appointment will be subject to the provisions of Section 283(1)(l) of the Companies Act, 1956. So long as the Chief Executive Officer & Managing Director continues to be in the employment of the Company, he will be a Director not liable to retire by rotation.

g. If at any time the Chief Executive Officer & Managing Director ceases to be a Director of the Company, for any reason whatsoever, he shall cease to be the Chief Executive Officer & Managing Director of the Company.

h. If at any time the Chief Executive Officer & Managing Director ceases to be in the employment of the Company for any cause whatsoever, he shall cease to be a Director of the Company.

i. The Agreement may be terminated by either party giving to the other party six months' notice in writing of such termination or the Company paying six months' salary in lieu of the notice.

The draft agreement proposed to be entered into between the Company and the Chief Executive Officer & Managing Director, is available for inspection of the Members upto 22nd September 2010 at the Registered Office of the Company during business hours on all working days.

The Board commends the resolution for approval by the Members.

None of the Directors of the Company except Mr Kaura is interested in the said Resolution which is proposed to be moved by means of a postal ballot.

This may be treated as an Abstract of the terms of appointment of the Chief Executive Officer & Managing Director as required under Section 302 of the Companies Act, 1956.

By Order of the Board of Directors
For ACC Limited

B D Nariman
Company Secretary & Head Compliance

Mumbai, 6th August 2010

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