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
www.acclimited.com

6th June 2016

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 / 26598347

Dear Sirs

Sub: **Postal Ballot under Section 110 of the Companies Act, 2013**

We wish to inform you that the Board of Directors of the Company at its Meeting held on 28th April 2016, has approved passing of an Ordinary Resolution by means of a Postal Ballot which shall also include voting by electronic mode for seeking approval of the Members of the Company for change in proposed terms of remuneration of the Chief Executive Officer & Managing Director.

Notice dated 10th June 2016 for moving a Postal Ballot under Section 110 of the Companies Act, 2013 read with Section 108 of the said Act and Rules 20 and 22 of the The Companies (Management and Administration) Rules, 2014, along with the Resolution proposed to be passed, the Explanatory Statement and the Postal Ballot Form are being mailed to the Members of the Company.

A copy of the same is enclosed for your information and record.

Yours faithfully
For ACC Limited

Burjor D Nariman
Company Secretary & Head Compliance

Encl.

ACC Limited

Registered Office: Cement House 121, Maharshi Karve Road, Mumbai 400 020
Tel.: +91 22 33024321 Fax: +91 22 66317458
CIN: L26940MH1936PLC002515
Website: www.acclimited.com Email-id: ACC-InvestorSupport@acclimited.com

POSTAL BALLOT NOTICE

To

The Members of the Company

NOTICE IS HEREBY GIVEN pursuant to Section 110 of the Companies Act, 2013 read with Section 108 of the said Act and Rules 20 and 22 of The Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that, the Company proposes to pass the following Resolution by Postal Ballot and electronic voting (e-voting).

1. To consider, and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT in partial modification of Resolution No 9 passed at the Extraordinary General Meeting of the Company held on 10th September 2014 for the appointment and terms of remuneration of Mr Harish Badami, Chief Executive Officer & Managing Director (CEO&MD) and in accordance with the provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013, Schedule V and The Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, the Company hereby approves the variation in the terms of remuneration of Mr Harish Badami, CEO&MD for the remainder of the tenure of his contract as set out in the draft Supplemental Agreement signed by the Company Secretary for the purpose of identification, which Supplemental Agreement is hereby specifically sanctioned.

   RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may deem expedient."

Notes:

a. The relative Explanatory Statements, pursuant to Sections 102 and 110 of the Companies Act, 2013, setting out all material facts relating to the aforesaid Ordinary Resolution are annexed hereto.

b. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with The Companies (Management and Administration) Rules, 2014, the assent or dissent of the Members in respect of the above Resolution is being determined through postal ballot which includes voting by electronic means.

c. The Notice of Postal Ballot is being sent to all the Members of the Company whose names appear in the Register of Members and the list of beneficial owners received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on 8th June 2016 (cut-off date for the purpose of voting on the Postal Ballot). In terms of Sections 101 and 136 of the Companies Act, 2013 read with the Rules framed thereunder, the Notice of the Postal Ballot is being sent by electronic mode to those Members who have registered their email ID's with their respective Depository Participants or with the Company unless any Member has specifically requested in writing for a physical copy of the same. In case any Member who has received Notice of this Postal Ballot electronically, wishes to receive a physical copy of the said Notice, he/she may send a request to the Company mentioning the Folio No./DP ID and Client ID No.

d. In case a Member is desirous of obtaining a duplicate Ballot Form, he/she may send an e-mail to sujata.chitre@acclimited.com in this regard mentioning his/her Folio No./ DP ID and Client ID No.

e. The notice of the Postal Ballot has also been placed on the Company's website www.acclimited.com.

f. In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 108 of the Companies Act, 2013 and Rules framed thereunder, the Company is offering remote e-voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) to enable the Members

to cast their votes electronically. Please note that e-voting is optional. In case, a Member has voted through e-voting facility, he/she is not required to send the Physical Form. In case, a Member votes through e-voting facility as well as sends his/her vote through Physical Form, the vote cast through e-voting shall be considered and the voting through Physical Form shall not be taken into account by the Scrutinizer.

g. The Board of Directors at its Meeting held on 28th April 2016 has appointed Mr Khushroo K Driver of K & K Corporate Solutions Private Limited (ICSI Membership No A 7964) as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

h. The remote e-voting period commences on 15th June 2016 (9.00 a.m.) and ends on 14th July 2016 (5.00 p.m.). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date as aforesaid, may cast their vote by e-voting. The e-voting module shall be disabled by NSDL for voting thereafter.

i. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date determined for this purpose i.e. 8th June 2016. A Member need not use all his votes nor does he need to cast all his votes in the same way.

j. The Scrutinizer will submit his report on the Postal Ballot to the Chairman. The Results of the Postal Ballot will be declared on or before 18th July 2016 by the Chairman or one of the Key Managerial Personnel authorized by the Chairman in this behalf. The result along with the report of the Scrutinizer will be immediately forwarded to the BSE Limited and the National Stock Exchange of India Limited, where the shares of the Company are listed and thereafter placed on the website of the Company www.acclimited.com and on the website of NSDL www.evoting.nsdl.com.

k. Subject to the receipt of the requisite number of votes, the Resolution passed by Members through either the ballot forms or e-voting shall be deemed to have been passed as if the same has been passed at a General Meeting.

REMOTE E-VOTING PROCESS:

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

i. The Member will receive an e-mail from NSDL.

ii. Open the e-mail and open the attached PDF file viz.: "ACC postalballot.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting on the postal ballot. Please note that the password is an initial password.

iii. Browse the following URL:https://www.evoting.nsdl.com/

iv. Click on Shareholder-Login.

v. Insert user ID and password as initial password/PIN as noted in step (ii) above. Click Login.

vi. Password change menu will appear. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Please keep a note of your new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

vii. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

viii. Select "EVEN" of "ACC Limited" which is 104030.

ix. Now you are ready for e-voting as "Cast Vote" page opens.

x. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

xi. Upon confirmation, the message "Vote cast successfully" will be displayed.

xii. Once you have voted on the resolution, you will not be allowed to modify your vote.

xiii. Institutional Members (i.e. other than individuals, HUF, NRI etc.) who wish to cast their votes through remote e-voting are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature(s) of the duly authorized signatory(ies) who is/are authorized to vote, to the Scrutinizer at his e-mail address viz. kkd.scrutinizer@acclimited.com with a copy marked to evoting@nsdl.co.in.

For Members whose e-mail addresses are not registered with the Company/Depositories and would like to vote electronically:

Members will receive a Ballot Form along with the Notice of the Postal Ballot. They have two options:

i. To opt for remote e-voting, they should use the initial password provided in the enclosed Ballot Form and thereafter follow all steps as given herein above from Sr. No. (iii) to Sr. No. (xiii) to cast their vote.

ii. To opt for casting their vote in physical form, by filling in the Ballot Form and posting it to the address mentioned in the enclosed prepaid Business Reply Envelope.

Members already registered with NSDL for remote e-voting:

Members who have already registered with NSDL for remote e-voting, can use their existing user ID and password/PIN for casting their votes. If any Member has forgotten his/her password, he/she can reset his/her password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the toll free no.: 1800-222-990.

Other Instructions:

i. In case of any queries relating to remote e-voting on the postal ballot, Members may refer to the "Frequently Asked Questions (FAQs) for Members" and "Remote e-voting User Manual for Members" available at the downloads section of www.evoting.nsdl.com or call on toll free No.: 1800-222-990.

ii. In order to address any grievances relating to remote e-voting, you may write at e-mail id: evoting@nsdl.co.in or call on the above Toll free No.

iii. If a Member is already registered with NSDL for remote e-voting, then he/she can use his/her existing user ID and password/PIN for casting his/her vote.

iv. Members may also avail of this opportunity to update their mobile numbers and e-mail IDs in the user profile details of the folio, which may be used for sending future communication(s).

Process and manner for Members opting for physical ballot:

i. A Member desiring to exercise his/her vote by physical ballot should use the enclosed Postal Ballot Form. No other form or photo copy thereof is permitted to be used for the purpose.

ii. 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 his/her specimen signature registered with the Company/Depository.

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

iv. The duly completed Ballot Form should be sent to the Scrutinizer at the address of the Company in the attached self-addressed prepaid envelope which bears the name of the Scrutinizer. 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 will also be accepted by the Company.

v. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than the close of business hours on 14th July 2016. Postal Ballot Forms received after this date will be strictly treated as if the reply from such Member(s) has not been received.

vi. 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 signatory/signatories.

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

By Order of the Board of Directors
For ACC Limited

Burjor D Nariman
Company Secretary & Head Compliance
FCS No.: F-1878

Mumbai,
10th June 2016

EXPLANATORY STATEMENTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Explanatory Statements as required under Section 102(1) of the Companies Act, 2013 set out all material facts relating to the business mentioned in the Notice of the Postal Ballot dated 10th June 2016.

Item No 1

The Members of the Company, at the Extraordinary General Meeting held on 10th September 2014 had approved the terms of appointment and remuneration of Mr Harish Badami as the Chief Executive Officer & Managing Director of the Company (CEO&MD) for a period of five years with effect from 13th August 2014 on the terms and conditions which, inter alia, comprised salary, perquisites, allowances, performance bonus retirement benefits, amenities, deferred bonus and a sign-on amount. Pursuant thereto, the Company had, on 18th September 2014 entered into an Agreement with Mr Badami, CEO&MD, formalizing the terms and conditions of his appointment and remuneration.

The following structural changes are now proposed to be made to the terms of remuneration of Mr Badami.

Performance Bonus

Currently, as per the terms of his remuneration, Mr Harish Badami, CEO&MD, is entitled to Performance Bonus of a maximum of 30% of his Annual Fixed Gross Compensation based on his performance against set goals and the Company meeting the target performance for the financial year.

In addition to the payment of cash performance bonus as aforesaid, Mr Badami is also eligible to receive Holcim shares upto a maximum of 7.5% of the Annual Fixed Gross Compensation as per the rules of Holcim's Performance Compensation Share Plan. Tax, if any, payable on the shares so allotted is to be borne by the Company.

To recognize superior performance and ensure that the Performance Bonus and maximum payouts are aligned with the market practices and to enable differentiation to recognize individual achievements, it is proposed to increase the maximum Performance Bonus from 30% to 50% of the Annual Fixed Gross Compensation of the CEO&MD. The Holcim's Performance Compensation Shares Plan pursuant to which the CEO&MD is eligible to receive Holcim's shares upto a maximum of 7.5% of the annual fixed gross compensation is proposed to be discontinued.

Deferred Bonus & Long Term Incentive Plan

As per Mr Badami's terms of remuneration, he is eligible to receive a sum upto a maximum of ₹ 70.00 lakhs per annum as deferred Bonus based on his performance and upon achieving the targeted goals. The grant is made in April each year and the amount becomes payable three years after each grant, provided the CEO&MD is in the employment of the Company and not on notice period as on 31st March of that year. The Deferred Bonus may be substituted with a stock plan once implemented for senior leadership.

With a view to recognize and reward the contribution made by senior leadership team based on certain internal and external parameters, LafargeHolcim Ltd. (formerly Holcim Ltd.) has approved of a Long Term Incentive Plan with effect from 14th December 2015 which is applicable globally across all LafargeHolcim Group companies. Pursuant thereto, the CEO&MD is eligible for grant of LafargeHolcim shares. Accordingly, the payment of Deferred Bonus to Mr Badami stands discontinued with effect from 15th December 2015.

The aforesaid changes will have consequential changes to the payouts and withholding under the agreed severance terms of the CEO&MD.

All other terms and conditions of the appointment and remuneration of Mr Badami, CEO&MD, including the remuneration to be paid in the event of loss or inadequacy of profits remain unaltered.

The existing Agreement entered into with Mr Harish Badami setting out the terms of his appointment and remuneration and the draft Supplemental Agreement to be entered into between the Company and Mr Badami, CEO&MD, formalizing the aforesaid changes in the terms of his remuneration are available for inspection at the Registered Office of the Company on any working day of the Company between 10.00 a.m. and 4.00 p.m. upto the closing date of the Postal Ballot i.e. 14th July 2016.

The Board commends the Resolution for approval by the Members.

Except Mr Harish Badami, none of the Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested in the said Resolution which is proposed to be moved by means of a Postal Ballot.

By Order of the Board of Directors
For ACC Limited

Burjor D Nariman
Company Secretary & Head Compliance
FCS No.: F-1878

Mumbai,
10th June 2016

ACC Limited

Registered Office: Cement House 121, Maharshi Karve Road, Mumbai 400 020
Tel.: +91 22 33024321 Fax: +91 22 66317458 • CIN: L26940MH1936PLC002515
Website: www.acclimited.com Email-id: ACC-InvestorSupport@acclimited.com

POSTAL BALLOT FORM

Serial No

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

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

(3) Registered Folio No./
DP ID 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 10th June 2016 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 - For approving the variation in the terms of remuneration of Mr Harish Badami, CEO&MD.			

Place:

(Signature of the Member)

ELECTRONIC VOTING PARTICULARS

E-Voting Event Number (EVEN)	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

(a) Members desiring to exercise vote by Physical Ballot should complete and sign the Postal Ballot Form and send it to the **Scrutinizer, Mr. Khushroo K Driver,** in the enclosed self-addressed postage prepaid envelope. Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.

(b) In case of joint share holding, the Postal Ballot Form should be completed and signed by the first named Member and in his/her absence by the next named Member.

(c) Assent must be accorded by placing a tick (✓) mark in the column 'I/We assent to the Resolution (FOR)' or Dissent must be accorded by placing a tick (✓) mark in the column 'I/We dissent to the Resolution (AGAINST)'.

(d) In respect of shares held by corporate and institutional shareholders (companies, trusts, societies etc.) the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution / appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.

(e) The signature of the Member on the Postal Ballot Form should be as per the specimen signature registered with National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) in respect of shares held in the dematerialised form or where shares are held in the physical form, as per the specimen signature registered with the Company.

(f) Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.

(g) Members seeking duplicate Postal Ballot Forms can write to the Share Department, ACC Limited, Cement House, 121 M. K. Road, Mumbai - 400 020 or e-mail at sujata.chitre@acclimited.com

(h) Members are requested not to send any other paper alongwith this Postal Ballot Form.

(i) Complete Postal Ballot Forms, as stated above, should reach the Scrutinizer no later than the close of working hours on Thursday 14th July 2016. Postal Ballot Forms received after this date will be considered invalid.

GENERAL INFORMATION

(a) One Postal Ballot Form is being sent for every Client ID No. / Registered Folio No. irrespective of the number of joint holders.

(b) **Members can opt for only one mode of voting i.e. either Physical Ballot or e-voting.** In case any Member votes both by Physical Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Physical Ballot shall be considered invalid.

(c) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member on **Wednesday, 8th June 2016,** being the cut-off date.

(d) **E-Voting period commences on Wednesday, 15th June 2016 (9.00 a.m.) and ends on Thursday 14th July 2016 (5.00 p.m.).**

(e) To opt for e-voting use the initial password provided in the Postal Ballot Form, browse URL:http://www.evoting.nsdl.com and thereafter follow the instructions given in the Notice of the Postal Ballot.