NOTICE

NOTICE IS HEREBY GIVEN THAT THE EIGHTIETH ANNUAL GENERAL MEETING OF ACC LIMITED (CIN:L26940MH1936PLC002515) will be held at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Mumbai 400 020 on **Wednesday, April 13, 2016** at **3.00 p.m.** to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt:

   (i) the Audited Standalone Financial Statements of the Company for the financial year ended December 31, 2015 and the Reports of the Board of Directors and the Auditors' thereon.

   (ii) the Audited Consolidated Financial Statements of the Company for the financial year ended December 31, 2015 and the Reports of the Board of Directors and the Auditors' thereon.

2. To declare final dividend on Equity Shares.

3. To appoint a Director in place of Mr Vijay Kumar Sharma, a Non-Executive / Non-Independent Director having Director Identification Number 02449088, who retires by rotation and being eligible offers himself for re-appointment.

4. **Appointment of Statutory Auditors**

   To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and The Companies (Audit and Auditors) Rules, 2014 (the Rules), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Messrs S R B C & CO LLP, Chartered Accountants, Mumbai, having ICAI Firm Registration No.324982E, who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Auditors, in terms of the provisions of Section 141 of the Act and the Rules, be and are hereby re-appointed as Statutory Auditors of the Company for the Financial Year 2016, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company to be held in 2017 on such remuneration plus service tax, out-of-pocket expenses etc. as may be mutually agreed upon by the Board of Directors and the Auditors."

SPECIAL BUSINESS

5. **Appointment of Mr Eric Olsen as Non-Executive / Non-Independent Director**

   To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (the Act) read with The Companies (Appointment and Qualifications of Directors) Rules, 2014 (the Rules), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Mr Eric Olsen having Director Identification Number 07238383 who was appointed by the Board of Directors, as an Additional Director of the Company with effect from July 17, 2015, pursuant to Section 161 of the Act and the Articles of Association of the Company, and who holds office upto the date of this Annual General Meeting of the Company, who being eligible, offers himself for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a Member proposing the candidature of Mr Olsen for the office of Director, be and is hereby appointed as a Director of the Company in the category of a Non-Executive / Non-Independent Director."

6. **Appointment of Mr Christof Hassig as Non-Executive / Non-Independent Director**

   To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (the Act) read with The Companies (Appointment and Qualifications of Directors) Rules, 2014 (the Rules), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Mr Christof Hassig having Director Identification Number 01680305

who was appointed by the Board of Directors as an Additional Director of the Company with effect from December 9, 2015, pursuant to Section 161 of the Act and the Articles of Association of the Company, and who holds office upto the date of this Annual General Meeting of the Company, who being eligible, offers himself for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a Member proposing the candidature of Mr Hassig for the office of Director, be and is hereby appointed as a Director of the Company in the category of a Non-Executive / Non-Independent Director."

7. **Appointment of Mr Martin Kriegner as a Non-Executive / Non-Independent Director**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (the Act) read with The Companies (Appointment and Qualifications of Directors) Rules, 2014 (the Rules), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Mr Martin Kriegner having Director Identification Number 00077715 who was appointed by the Board of Directors, as an Additional Director of the Company with effect from February 11, 2016, pursuant to Section 161 of the Act and the Articles of Association of the Company, and who holds office upto the date of this Annual General Meeting of the Company, who being eligible, offers himself for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a Member proposing the candidature of Mr Kriegner for the office of Director, be and is hereby appointed as a Director of the Company in the category of a Non-Executive / Non-Independent Director."

8. **Ratification of Remuneration to Cost Auditor**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the remuneration payable to Messrs N I Mehta & Co., Cost Accountants, having Firm Registration No. 000023, appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year 2016, being ₹ 11.00 lakh (Rupees Eleven lakh) as also the payment of service tax as applicable and re-imbursement of out-of-pocket expenses etc. incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed."

9. **Adoption of the new Articles of Association**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Incorporation) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to the approval and registration by the Registrar of Companies and other authorities as may be applicable, and subject to such terms and conditions, amendments or modifications as may be prescribed by any such appropriate authority, which amendments or modifications, the Board of Directors hereinafter referred to as "the Board" (which includes a duly constituted committee thereof), is authorized to accept the consent of the Company be and is hereby granted to amend the Articles of Association of the Company as per the draft placed before the Meeting, duly initialed by a Director of the Company for the purpose of identification, be and is hereby adopted as the new set of Articles of Association in substitution of the existing set of Articles of Association,

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps and actions and give such directions, as may be in its absolute discretion deemed necessary, to settle any question that may arise in this regard and do all such acts, things, deeds and matters which are incidental and ancillary thereto (including the delegation of this authority) for the purpose of giving effect to this Resolution,

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary & Head Compliance or the Chief Financial Officer be and are hereby severally authorized to sign and file the prescribed forms, returns, documents, applications and deeds with all authorities including the Registrar of Companies, Maharashtra, along with the requisite fees in respect of the adoption of the new Articles of Association,

RESOLVED FURTHER THAT a certified true copy of this resolution be submitted to the prescribed authorities."

Notes:

a. The relative Explanatory Statements, pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item Nos. 5 to 9 of the accompanying Notice are annexed hereto.

b. In respect of Resolutions at Item Nos. 3, 5 to 7, a statement giving additional information on the Directors seeking appointment / re-appointment is annexed herewith as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Regulations).

c. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

IN ORDER THAT THE APPOINTMENT OF A PROXY IS EFFECTIVE, THE INSTRUMENT APPOINTING A PROXY MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING i.e. BY 3.00 P.M. ON MONDAY, APRIL 11, 2016.

d. A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other Member.

e. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of the relevant Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting.

f. Members, Proxies and Authorized representatives are requested to bring to the Meeting, the attendance slips enclosed herewith duly completed and signed mentioning therein details of their DP ID and Client ID / Folio No.

g. In case of joint holders attending the Meeting, the joint holder who is higher in the order of names will be entitled to vote at the Meeting.

h. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours upto the date of the Meeting.

i. The Register of Members and Share Transfer Books of the Company will be closed from **Wednesday, February 24, 2016 to Monday, February 29, 2016,** both days inclusive, for payment of final dividend, if declared / approved, at the Annual General Meeting.

j. If a dividend as proposed is declared at the Annual General Meeting, the payment of such dividend will be made to those Members of the Company whose names stand on the Register of Members of the Company on February 29, 2016. The dividend in respect of shares held in dematerialized form in the Depository System will be paid to the beneficial owners of shares as on February 23, 2016, as per the list provided by the Depositories for this purpose. **The dividend will be payable on and from April 20, 2016.**

k. SEBI Regulations has mandated companies to credit the dividends electronically to the Members' bank account. Members who hold shares in dematerialized form should inform their Depository Participant/s (DP) as well as to the Company and such Members holding shares in physical form should inform the

Company , their Bank details viz. Bank Account Number, Name of the Bank and Branch details and MICR Code. Those Members who have earlier provided the above information should update the details if required.

l. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in dematerialized form should inform their DP and Members holding shares in physical form should inform the Company their PAN details along with proof thereof.

m. Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956 (which are in force), the Company has transferred on due dates, the unpaid / unclaimed final dividend for the financial year ended December 31, 2007 and interim dividend for the financial year ended December 31, 2008, to the Investor Education and Protection Fund (IEPF) established by the Central Government.

As per the provisions of Investor Education and Protection Fund (Uploading of Information regarding Unpaid and Unclaimed amounts lying with Companies) Rules, 2012, the Company has placed on its website www.acclimited.com, the information on dividends which remain with the Company unclaimed as on March 20, 2015 i.e. the date of the last Annual General Meeting. The information is also available on the website of the Ministry of Corporate Affairs www.mca.gov.in

n. Members holding shares in their single name are advised to make a nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website www.acclimited.com. Members holding shares in physical form should file their nomination with the Company whilst those Members holding shares in dematerialized mode should file their nomination with their DP.

o. A Route map showing directions to reach the venue of the 80th AGM is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meeting".

Process and manner for voting through electronic means

General Information:

i. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and sub clause (1) & (2) of Clause 44 of SEBI Regulations, the Company is pleased to offer e-voting facilities to its Members in respect of the business to be transacted at the 80th Annual General Meeting. The Company has engaged the services of National Securities Depository Limited (NSDL) as authorized agency to provide e-voting facility. It is clarified that it is not mandatory for a Member to vote using remote e-voting facility. In order to facilitate those Members, who do not wish to use the e-voting facility, the Company is enclosing a Ballot Form. Resolutions passed by Members through e-voting or ballot forms are deemed to have been passed as if they have been passed at the Annual General Meeting (AGM).

ii. The facility for e-voting shall also be made available at the AGM for those Members who have not cast their votes earlier.

iii. The Members who have cast their votes by remote e-voting or by Ballot Form prior to the AGM may also attend the Meeting but they shall not be entitled to cast their vote again.

iv. Members can opt for only one mode of voting i.e. either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.

v. In case a Member is desirous of obtaining a duplicate Ballot Form, he / she may send an e-mail to sujata.chitre@acclimited.com by mentioning their Folio No. / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Scrutinizer, Mr Khushroo K Driver, C/o ACC Limited, Share Department, Cement House, 121 Maharshi Karve Road, Mumbai 400 020, not later than Friday, April 8, 2016 (5.00 p.m.). Ballot Forms received after this date will be treated as invalid.

vi. **The remote e-voting period will commence on Saturday, April 9, 2016 (9.00 a.m.) and will end on Tuesday, April 12, 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 i.e. **Wednesday, April 6, 2016,** may cast their vote by remote e-voting. The remote e-voting module will be disabled by NSDL for voting thereafter.

The voting rights of Members shall be in proportion of the paid-up equity share capital of the Company as on the cut-off date i.e. Wednesday, April 6, 2016.

Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date shall be entitled to vote. If a person was a Member on the date of the Book Closure as aforesaid but has ceased to be a Member on the cut-off date, he / she shall not be entitled to vote. Such person should treat this Notice for information purpose only.

vii. The Members who are present at the Meeting but have not cast their votes by availing the remote e-voting facility or by a Ballot earlier will be allowed to vote electronically at the Meeting with the assistance of the representatives of NSDL.

Mr Khushroo K Driver of K & K Corporate Solutions Private Limited (Membership No. A 7964) has been appointed as the Scrutinizer for overseeing the voting and remote e-voting process in a fair and transparent manner.

viii. The Scrutinizer shall submit his report to the Chairman. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.acclimited.com and on the website of NSDL www.evoting.nsdl.com immediately after the declaration of result by the Chairman or a person authorized by him in this behalf. The results shall also be uploaded on the BSE Listing Portal and on the NSE NEAPS Portal.

ix. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Annual General Meeting i.e. Wednesday, April 13, 2016.

Process and manner for remote e-voting

A. For Members whose e-mail addresses are registeredz with the Company / Depositories:

i. Those Members, whose valid e-mail IDs are registered with the Company / Depository Participant(s) will receive an e-mail from NSDL.

ii. Open the e-mail and thereafter open the attached PDF file viz.: "ACC remote e-voting. 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. 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 having 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 103831.

ix. Now you are ready for remote 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 a 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 through an e-mail to kkd.scrutinizer@acclimited.com with a copy marked to evoting@nsdl.co.in.

B. For Members whose e-mail addresses are not registered with the Company / Depositories:

Members will receive a Ballot Form along with the Annual Report. They have two options:

i. To opt for e-voting by using the initial password that is provided in the enclosed Ballot Form.

Follow all steps as given in Sr. No. (ii) to Sr. No. (xiii) above, to cast your vote.

OR

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.

Additional Information:

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

Members may also send their queries relating to e-voting to Mr Rajiv Ranjan, Asst. Manager, NSDL, at:

E-mail id: rajivr@nsdl.co.in / evoting@nsdl.co.in
Toll free No.: 1800-222-990
Tel. No.: 022 2499 4738

ii. 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 their votes.

iii. The Members are requested to update their mobile numbers and e-mail ID's in the user profile details of the folio, which may be used by the Company for sending future communication(s) to them.

iv. Any person, who acquires shares of the Company and becomes a Member of the Company after despatch of the Notice and holding shares as of the cut-off date i.e. Wednesday, April 6, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you can reset your 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.

By Order of the Board of Directors,
For ACC Limited

Burjor D Nariman
Company Secretary & Head Compliance

Mumbai,
February 10, 2016

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

Registration / Updating of Email IDs and Bank Details

Members are requested to support the "Green Initiative" by registering their Email address with the Company, if not already done.

Those members who have changed their Email ID are requested to register their new Email ID with the Company in case the shares are held in physical form and with the Depository Participant where shares are held in Demat mode.

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to maintain Bank details of its Members for the purpose of Payment of Dividends etc. **Members are requested to register / update their bank details with the Company in case shares are held in physical form and with their Depository Participants as well as the Company where shares are held in dematerialized mode, to enable expeditious credit of the dividend to their bank accounts electronically through ACH / NECS.**

EXPLANATORY STATEMENTS

The following Explanatory Statements, as required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business at Item Nos. 5 to 9 of the accompanying Notice dated February 10, 2016.

Item No. 5: The Board of Directors on the recommendation of the Nomination & Remuneration Committee appointed Mr Eric Olsen as an Additional Director of the Company with effect from July 17, 2015 in the category of a Non-Executive / Non-Independent Director. In accordance with Section 161(1) of the Companies Act, 2013, Mr Olsen holds office upto the date of the forthcoming Annual General Meeting and is eligible for appointment as a Director of the Company in the category of Non-Executive / Non-Independent Director. The Company has received a notice under Section 160 of the Companies Act, 2013 from a Member along with the requisite deposit signifying his intention to propose the candidature of Mr Eric Olsen as a Director of the Company. The notice is available for inspection by the Members of the Company at the Registered Office during business hours on any working day upto the date of the Annual General Meeting.

Mr Olsen, 51 years old, American and French citizen, is the Chief Executive Officer of LafargeHolcim Ltd., the ultimate Holding Company of ACC Limited.

Prior to the global merger of Lafarge Ltd. and Holcim Ltd., he served as Executive Vice President Operations of Lafarge and a member of its Executive Committee.

He joined the Lafarge Group in 1999, first as Senior Vice President for Strategy and Development of Lafarge North America. Since 2001, he served as President, North-East Cement Region and Senior Vice President, Purchasing. Since 2004, he served as Chief Financial Officer and Senior Vice President for Lafarge North America, a NYSE listed Company.

From 2007 to 2012, he served as Executive Vice President, Organization and Human Resources of Lafarge Group.

Prior to Lafarge, Mr Olsen started his career in the field of M&A at Deloitte & Touche, Banque Paribas and was a partner of Trinity Associates.

He is a business graduate from the University of Colorado, Certified Public Accountant (Chicago USA), and holds a Master of Business Administration from HEC International Business School in Paris.

The Board of Directors commend the Ordinary Resolution set out at Item No. 5 of the accompanying Notice for the approval of the Members.

None of the Directors or Key Managerial Personnel and their relatives except Mr Eric Olsen, are in any way concerned or interested in the Resolution.

Item No. 6: The Board of Directors on the recommendation of the Nomination & Remuneration Committee appointed Mr Christof Hassig as an Additional Director of the Company with effect from December 9, 2015 in the category of a Non-Executive / Non-Independent Director. In accordance with Section 161(1) of the Companies Act, 2013, Mr Hassig holds office upto the date of the forthcoming Annual General Meeting and is eligible for appointment as a Director of the Company in the category of Non-Executive / Non-Independent Director. The Company has received a notice under Section 160 of the Companies Act, 2013 from a Member along with the requisite deposit proposing the candidature of Mr Hassig as a Director of the Company. The notice is available for inspection by the Members of the Company at the Registered Office during business hours on any working day upto the date of the Annual General Meeting.

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

Within former Holcim, he was reporting to the Chief Financial Officer with many direct links to all other Executive Directors including the Chief Executive Officer. For the past fifteen years, he built and led the Corporate Financing and Treasury Department. The function spans across all the geographic regions and includes a matrix organization with the finance department of the operating companies in various countries.

In December 2012, he took over additional responsibilities as head of the newly created Mergers & Acquisitions function on Group level. In March 2013, the Group Insurance department was moved and integrated into the Corporate Finance & Treasury Department.

Prior to 1999, Mr Christof Hassig worked for twenty five years at UBS in many different functions, including Global Relationship Manager and Investment Banker for multinational corporates in Switzerland and abroad.

He started his career with a three year apprenticeship in Banking followed by a Masters Degree in Banking and the

Advanced Management Programme at Harvard Business School in 2006.

The Board of Directors commend the Ordinary Resolution set out at Item No. 6 of the accompanying Notice for the approval of the Members.

None of the Directors or Key Managerial Personnel and their relatives except Mr Hassig are in any way concerned or interested in the Resolution.

Item No. 7: The Board of Directors on the recommendation of the Nomination & Remuneration Committee has appointed Mr Martin Kriegner as an Additional Director of the Company with effect from February 11, 2016 in the category of a Non-Executive / Non-Independent Director. In accordance with Section 161(1) of the Companies Act, 2013, Mr Kriegner shall hold office upto the date of the forthcoming Annual General Meeting and is eligible for appointment as a Director of the Company in the category of Non-Executive / Non-Independent Director. The Company has received a notice under Section 160 of the Companies Act, 2013 from a Member along with the requisite deposit proposing the candidature of Mr Kriegner as a Director of the Company. The notice is available for inspection by the Members of the Company at the Registered Office during business hours on any working day upto the date of the Annual General Meeting.

Mr Martin Kriegner, who was hitherto the Area Manager of Central Europe for LafargeHolcim Group will be taking over as Area Manager for India in the Group with effect from March 1, 2016.

He joined Lafarge Limited in 1990 in which Company he held senior leadership positions, including as CEO of Lafarge India Private Ltd. and President for Asia Region looking after that Company's Cement activity.

Mr Kriegner graduated from Vienna University with a Doctorate in Law and obtained an MBA at the University of Economics in Vienna. Mr Kriegner is an Austrian National.

The Board of Directors commend the Ordinary Resolution set out at Item No. 7 of the accompanying Notice for the approval of the Members.

None of the Directors or Key Managerial Personnel and their relatives except Mr Martin Kriegner, are in any way concerned or interested in the Resolution.

Item No. 8: The Company is required to have its costs records audited by a Cost Accountant in practice. Accordingly, the Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment and remuneration of Messrs. N I Mehta & Co., Cost Accountants, to conduct the audit of the cost records of the Company for the Financial Year 2016 on a remuneration of ₹ 11.00 lakh and payment of service tax as applicable and re-imbursement of out-of-pocket expenses incurred by the Cost Auditors in connection with the said audit.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, the Members are requested to pass an Ordinary Resolution as set out at Item No 8 of the Notice for ratification of the payment of remuneration to the Cost Auditor for the financial year 2016.

The Board of Directors commend the Ordinary Resolution set out at Item No. 8 of the accompanying Notice for approval by the Members.

None of the Directors or Key Managerial Personnel and their relatives, are in any way concerned or interested in the Resolution.

Item No. 9: The Articles of Association (AoA) of the Company currently in force were originally adopted when the Company was incorporated under the Companies Act, 1913 and were thereafter amended from time to time in accordance with the provisions of the Companies Act, 1956.

It is now proposed to have a new set of Articles of Association, the provisions of which are consistent with the Companies Act, 2013 and The Companies (Amendment) Act, 2015 and Rules framed thereunder. The change is necessitated as many provisions of the Companies Act, 1956 have been repealed and some new concepts have been introduced under the Companies Act, 2013.

The new AoA is to be substituted in place of the existing AoA and Members attention is invited to certain salient provisions in the new AoA of the Company viz.:

i. Various existing Articles have been aligned to the Act.

ii. Provisions relating to the use of electronic medium by the Members and the Directors have been incorporated.

iii. Provisions relating to the appointment of Independent and Women Directors have been added.

iv. Provisions relating to the appointment of Key Managerial Personnel have been added.

v. Provisions relating to the disclosures to be made by Directors at the Meeting of the Board and vacation of office by Directors have been amended in accordance with the Act.

A copy of the proposed set of new Articles of Association of the Company is available for inspection by the Members of the Company at the Registered Office during business hours, on any working day of the Company, upto the date of the Annual General Meeting. The proposed draft Articles of Association is also available on the Company's website www.acclimited.com for perusal by the Members.

The Board of Directors commend the Special Resolution set out at Item No. 9 of the accompanying Notice for the approval of the Members.

None of the Directors or Key Managerial Personnel and their relatives, are in any way concerned or interested in this Resolution.

By Order of the Board of Directors,
For ACC Limited

Burjor D Nariman
Company Secretary & Head Compliance

Mumbai,
February 10, 2016

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

ANNEXURE TO ITEMS 3, 5, 6 AND 7 OF THE NOTICE

Details of Directors seeking re-appointment / appointment at the forthcoming Annual General Meeting

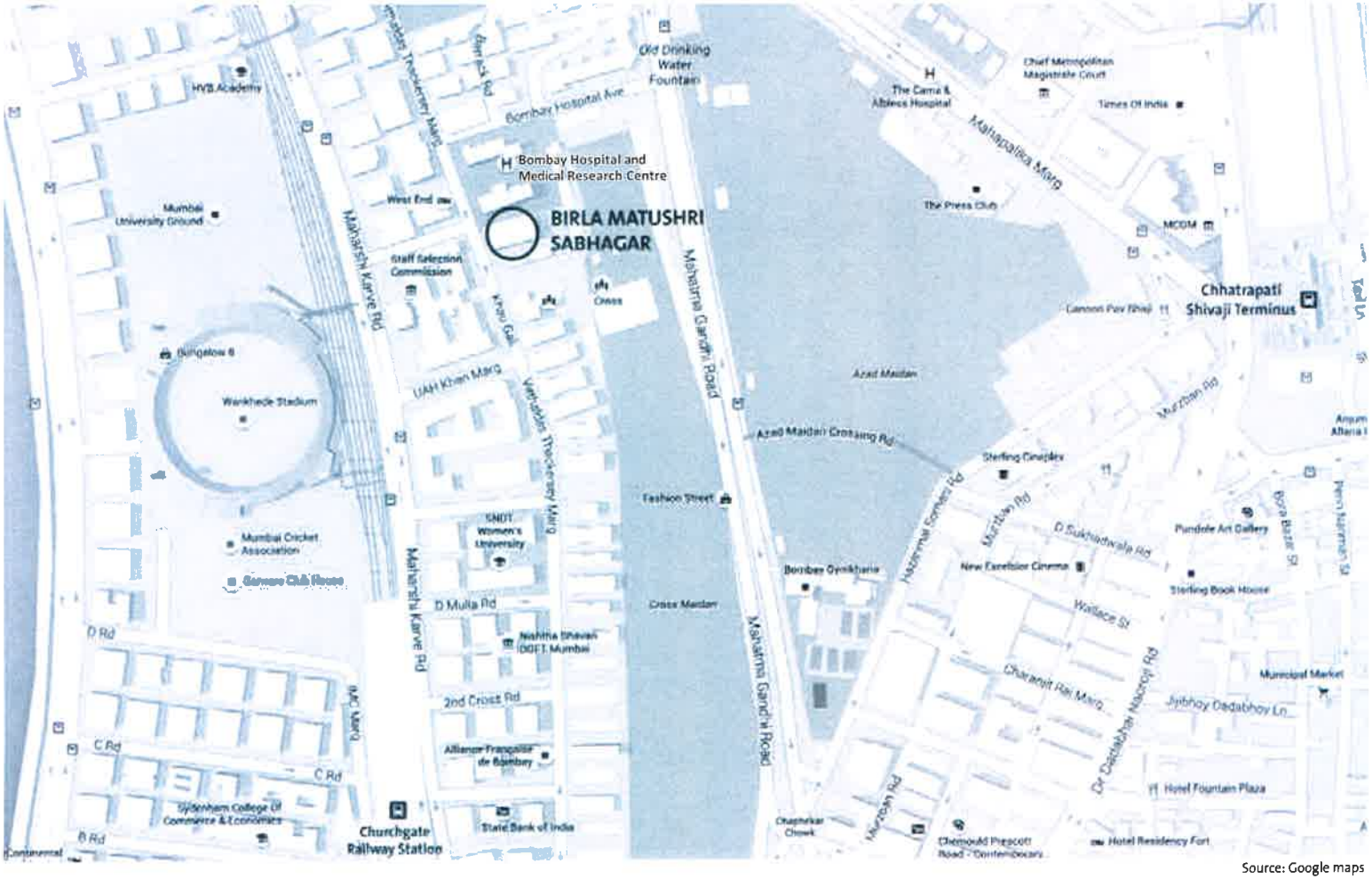
[in pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of the Director	Mr Vijay Kumar Sharma	Mr Eric Olsen	Mr Christof Hassig	Mr Martin Kriegner
Director Identification Number (DIN)	02449088	07238383	01680305	00077715
Date of Birth	19.12.1958	08.03.1964	25.04.1958	06.09.1961
Nationality	Indian	American & French	Swiss	Austrian
Date of Appointment on Board	06.02.2014	17.07.2015	09.12.2015	11.02.2016
Qualification	M.Sc.	Certified Public Accountant from Chicago (USA) & an MBA from the HEC International Business School, Paris	Masters in Banking, Advanced Management Programme from Harvard Business School	Doctorate of Law & MBA from Austrian University
Expertise in specific functional area	Business Strategy, Product Development & Branding, Risk Mitigation & Compliance	Operations, Strategy & Development and Finance	Corporate Finance & Treasury; Mergers & Acquisitions	Operations, Finance and General Management
Shareholding in ACC	NIL	NIL	NIL	NIL
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	Life Insurance Corporation of India; Infrastructure Leasing & Financial Services Limited; LIC Pension Fund Limited; ICICI Bank Limited	Ambuja Cements Limited	Ambuja Cements Limited	Ambuja Cements Limited
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public companies including ACC Limited	NIL	NIL	NIL	NIL

There are no inter-se relationships between the Board Members.

MAP SHOWING LOCATION OF THE VENUE OF 80TH ANNUAL GENERAL MEETING OF ACC LIMITED

VENUE:
Birla Matushri Sabhagar
19, Sir Vithaldas Thackersey Marg,
Mumbai 400 020



Source: Google maps

Landmark: Next to Bombay Hospital
Distance from Churchgate Station: 1 Km
Distance from Chhatrapati Shivaji Terminus: 1.2 Kms