

## ACC Limited

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

**CIN:** L26940MH1936PLC002515 **Phone No.:** +91 22 41593321

**E-mail:** [ACC-InvestorSupport@acclimited.com](mailto:ACC-InvestorSupport@acclimited.com) **Website:** [www.acclimited.com](http://www.acclimited.com)

**NOTICE IS HEREBY GIVEN THAT THE 86<sup>TH</sup> ANNUAL GENERAL MEETING OF ACC LIMITED ('the Company')** will be held on **Thursday, April 21, 2022 at 3:00 p.m. IST** through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') to transact the following business:

### ORDINARY BUSINESS

1. **To consider and adopt:**

- the Audited Standalone Financial Statements of the Company for the Financial Year ended December 31, 2021, together with the Reports of the Board of Directors and the Auditors thereon; and
- the Audited Consolidated Financial Statements of the Company for the Financial Year ended December 31, 2021, together with the Report of the Auditors thereon.

2. To declare Dividend on equity shares for the Financial Year ended December 31, 2021.

3. To appoint a Director in place of Mr Martin Kriegner (DIN: 00077715), a Non-Executive Non-Independent Director who retires by rotation and being eligible, offers himself for re-appointment.

4. To appoint a Director in place of Mr Neeraj Akhoury (DIN: 07419090), a Non-Executive Non-Independent Director who retires by rotation and being eligible, offers himself for re-appointment.

5. **Appointment of Statutory Auditors**

To consider and, if thought fit, to pass 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 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, M/s S R B C & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 324982E/E300003) be and are hereby appointed as the Statutory Auditors of the Company for a term of five (5) years commencing from the conclusion of the 86<sup>th</sup> Annual General Meeting till the conclusion of the 91<sup>st</sup> Annual General Meeting of the Company to be held in the Financial Year 2027 on such remuneration as shall be decided by the Board of Directors of the Company;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient to give effect to this Resolution."

### SPECIAL BUSINESS

6. **Ratification of Remuneration to Cost Auditors**

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Company hereby ratifies the remuneration of ₹ 7 Lakh (Rupees Seven Lakh Only) plus applicable taxes and re-imbursement of out-of-pocket expenses, payable to M/s D C Dave & Co., Cost Accountants (Firm Registration No. 000611), who have been appointed by the Board of Directors on the recommendation of the Audit Committee, as Cost Auditors of the Company, to conduct the audit of the cost records maintained by the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended, for the Financial Year ending December 31, 2022;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient to give effect to this Resolution."

7. **Approval for Material Related Party Transaction**

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

**"RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 ('Act') and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, to the extent applicable, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and the Company's Policy on Related Party Transactions ('RPT') and subject to such approval(s)/ consent(s)/ permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors ('the Board', which term shall include any Committee) or Key Managerial Personnel of the Company to enter into RPT with Ambuja Cements Limited ('ACL'), the Holding

Company of the Company and a ‘Related Party’ under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for the Financial Year 2022 up to a maximum aggregate value of ₹3,500 Crore (Rupees Three Thousand Five Hundred Crore Only) in the ordinary course of business of the Company and on arm’s length basis, in the nature of:

- a) Purchase and sale of cement, clinker, other raw materials and spare parts, job work for cement grinding;
- b) Rendering and receiving of services under common functions;
- c) Purchase of cement for Ready Mix Concrete (**‘RMX’**) business;
- d) Reimbursements of employee costs under deputation paid and received;
- e) Purchase or sale of other items such as preprocessed waste for Alternative Fuel and Raw Material and other small value assets;
- f) Availing/rendering of any kind of service(s), or any other transaction(s) for transfer of resources, services or obligations and other reimbursements (**‘Residual RPTs’**)

on such terms and conditions as detailed out in the explanatory statement to this Resolution and as may be mutually agreed between ACL and the Company;

**RESOLVED FURTHER THAT** the Board or Key Managerial Personnel of the Company, be and is hereby authorised to sign, execute, alter and/or negotiate all such deeds, agreements, contracts, transactions, applications, documents, papers, forms and writings that may be required, for and on behalf of the Company and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion to give effect to this Resolution and for resolving all such issues, questions, difficulties or doubts whatsoever that may arise in this regard.”

By Order of the Board of Directors  
For ACC Limited

Rajiv Choubey  
Chief Legal Officer & Company Secretary  
ACS No.: 13063

Mumbai  
March 10, 2022  
  
Registered Office:  
Cement House  
121, Maharshi Karve Road,  
Mumbai – 400 020

NOTES

- In view of the COVID-19 pandemic, social distancing norms and pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020 and 21/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 and December 14, 2021 respectively issued by the Ministry of Corporate Affairs (**‘MCA’**) (collectively referred to as **‘MCA Circulars’**), the Company is convening the Annual General Meeting (**‘AGM’**) through VC/OAVM without the physical presence of the Members. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
- An Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013 (**‘the Act’**), relating to special business set out under Item Nos. 6 and 7, of the accompanying Notice are annexed hereto. Further, additional information with respect to Item No. 5 is also annexed hereto as required under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**‘the Listing Regulations’**).
- A statement providing additional details of the Directors seeking re-appointment as set out at Item Nos. 3 and 4 of the Notice dated March 10, 2022 is annexed herewith as required under Regulation 36 of the Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (**‘ICSI’**).
- Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with in line with the MCA Circulars. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
- Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorisation etc., authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through e-Voting, pursuant to Section 113 of the Act. The said Resolution/Authorisation shall be sent to the Scrutiniser by e-mail through its registered e-mail address at [atul@mehta-mehta.com](mailto:atul@mehta-mehta.com) with a copy marked at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date of Thursday, April 14, 2022.
- Dividend on Equity shares as recommended by the Board of Directors for the year ended December 31, 2021, if approved at the AGM, will be payable, to those Members of the Company who hold shares:
  - In dematerialised (**‘demat’**) mode, based on the beneficial ownership details to be received from

National Securities Depository Limited (**‘NSDL’**) and Central Depository Services (India) Limited (**‘CDSL’**) as at the close of business hours on Tuesday, April 5, 2022;

- In physical mode, if their names appear in the Company’s Register of Members as on Tuesday, April 5, 2022.

The dividend will be payable on or after Wednesday, April 27, 2022.

- Under the Act, dividends that are unclaimed/unpaid for a period of seven (7) years from the date of their transfer to the unclaimed/unpaid dividend account are required to be transferred to the Investor Education and Protection Fund (**‘IEPF’**) administered by the Central Government. An amount of ₹3,66,22,709/- (Rupees Three Crore Sixty Six Lakh Twenty Two Thousand Seven Hundred and Nine Only) being unclaimed/unpaid final dividend of the Company for the Financial Year ended December 31, 2013 and ₹ 2,40,97,785/- (Rupees Two Crore Forty Lakh Ninety Seven Thousand Seven Hundred and Eighty Five Only) being unclaimed/unpaid interim dividend of the Company for the Financial Year ended December 31, 2014 were transferred on June 11, 2021 and September 21, 2021 respectively to IEPF. The due date for transfer of unclaimed and unpaid dividends for the Financial Year ended December 31, 2014 and thereafter is as under:

Financial year ended	Date of declaration of dividend	Due date for transfer to IEPF
31.12.2014 (77 <sup>th</sup> Final)	20.03.2015	26.04.2022
31.12.2015 (78 <sup>th</sup> Interim)	17.07.2015	23.08.2022
31.12.2015 (78 <sup>th</sup> Final)	13.04.2016	19.05.2023
31.12.2016 (79 <sup>th</sup> Interim)	26.07.2016	01.09.2023
31.12.2016 (79 <sup>th</sup> Final)	29.03.2017	05.05.2024
31.12.2017 (80 <sup>th</sup> Interim)	17.07.2017	23.08.2024
31.12.2017 (80 <sup>th</sup> Final)	13.06.2018	20.07.2025
31.12.2018 (81 <sup>st</sup> Final)	22.03.2019	28.04.2026
31.12.2019 (82 <sup>nd</sup> Interim)	12.05.2020	17.06.2027
31.12.2020 (83 <sup>rd</sup> Final)	07.04.2021	13.05.2028

Members who have not encashed their dividend warrants/ demand drafts so far in respect of the aforesaid periods, are requested to make their claims to KFin Technologies Private Limited, Registrar and Share Transfer Agent of the Company (**‘RTA’/‘KFintech’**) well in advance of the above due dates. Pursuant to the provisions of the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended (**‘IEPF Rules’**), the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on April 7, 2021 (*date of the last AGM*) on the website of the Company at [www.acclimited.com](http://www.acclimited.com) and also on the website of the Ministry of Corporate Affairs at [www.mca.gov.in](http://www.mca.gov.in)

Further, pursuant to the provisions of Section 124 of the Act read with the relevant Rules made thereunder, shares on which dividend has remained unpaid or unclaimed for seven (7) consecutive years shall be transferred to the IEPF as notified by the Ministry of Corporate Affairs.

In accordance with the IEPF Rules, the Company has sent notices to all the Members whose shares are due for transfer to the IEPF and has also published the details thereof in notices published in newspapers.

The Members whose dividend/shares are transferred to the IEPF may claim the dividend/shares by making an application to the IEPF by following the procedure as detailed in the IEPF Rules and as enumerated on the website of IEPF at <http://www.iepf.gov.in/IEPF/refund.html>

9. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant ('DP') and holdings should be verified from time to time.

10. As per the provisions of Section 72 of the Act, facility for making nomination is available to Individuals holding shares in the Company. Members holding shares in physical form who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members may download the Nomination Form from the Company's website under the weblink at [https://acclimited.com/assets/new/pdf/IEPF\\_Dividend/Form-SH13-Nomination-Form.pdf](https://acclimited.com/assets/new/pdf/IEPF_Dividend/Form-SH13-Nomination-Form.pdf)

Members holding shares in demat mode should file their nomination with their DPs for availing this facility.

11. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021. The aforesaid communication is also intimated to the stock exchanges and available on the website of the Company. Attention of the Members holding shares of the Company in physical form is invited to go through the said important communication under the weblink at <https://acclimited.com/newsite/pdf/Communication-to-the-Shareholders-holding-shares-in-Physical-Form.pdf>

12. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate;

Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website under the weblink at [https://acclimited.com/assets/new/pdf/IEPF\\_Dividend/Form-ISR-4.pdf](https://acclimited.com/assets/new/pdf/IEPF_Dividend/Form-ISR-4.pdf)

Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/electronic form to get inherent benefits of dematerialisation and also considering that physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI.

13. SEBI has made it mandatory for all Companies to use the bank account details furnished by the Depositories and the bank account details maintained by the RTA for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through Electronic Clearing Service (ECS)/ National Electronic Clearing Service (NECS)/ Automated Clearing House (ACH)/ Real Time Gross Settlement (RTGS)/ Direct Credit/ IMPS/ NEFT etc.

In order to receive the dividend without any delay, the Members holding shares in physical form are requested to submit particulars of their bank accounts in 'Form ISR – 1' along with the original cancelled cheque bearing the name of the Member to KFinTech/ Company to update their bank account details and all the eligible shareholders holding shares in demat mode are requested to update with their respective DPs before Thursday, March 31, 2022, their correct Bank Account Number, including 9 Digit MICR Code and 11 digit IFSC Code, e-mail ID and mobile no(s). Members holding shares in physical form may communicate these details to KFinTech having address at KFin Technologies Private Limited, Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500 032, before Thursday, March 31, 2022 by quoting the reference folio number and attaching photocopy of the cheque leaf of their active bank account and a self-attested copy of their PAN card.

14. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, PAN, mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to KFinTech having address at KFin Technologies Private Limited, Selenium Building, Tower B, Plot Nos. 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500 032, in case the shares are held by them in physical form.

15. Members seeking any information with regard to the Accounts or any matter to be placed at the AGM, Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act and relevant documents referred to in the accompanying Notice and in the Explanatory Statement are requested to write to the Company on or before Friday, April 15, 2022 through e-mail on [hssa-companysecretarial-team@acclimited.com](mailto:hssa-companysecretarial-team@acclimited.com) The same will be replied by the Company suitably.

All documents referred to in the Notice will also be available electronically for inspection, without any fee, by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to [hssa-companysecretarial-team@acclimited.com](mailto:hssa-companysecretarial-team@acclimited.com)

16. In compliance with the MCA Circulars, the Notice of the AGM and the Annual Report for the Financial Year 2021 are being sent through electronic mode to those Members whose e-mail addresses are registered with the Company/ DPs and through courier for those Members whose e-mail addresses are not registered with the Company/ RTA. Members may note that Notice of the AGM and the Annual Report for the Financial Year 2021 will also be available on the Company's website at [www.acclimited.com](http://www.acclimited.com), websites of the Stock Exchanges, i.e. BSE Limited and The National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and <https://www.nseindia.com/> respectively, and on the website of NSDL at <https://www.evoting.nsdl.com/>
17. Attendance of the Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
18. Members are requested to send all communications relating to shares and unclaimed dividends, change of address, bank details, e-mail address etc. to the RTA at the following address:

KFin Technologies Private Limited  
Selenium Building, Tower B, Plot Nos. 31-32,  
Gachibowli, Financial District, Nanakramguda,  
Hyderabad, Telangana – 500 032.

If the shares are held in electronic form, then change of address and change in the bank accounts etc. should be furnished to their respective DPs.

19. Pursuant to the Income Tax Act, 1961 as amended, dividend income is taxable in the hands of the shareholders and the Company is required to deduct tax at source on dividend paid to the Members at the prescribed rates. The Members of the Company are requested to kindly go through the important communication of the Company with respect to

deduction of tax at source on dividend which is available on the Company's website at [https://acclimited.com/assets/new/pdf/IEPF\\_Dividend/tds.pdf](https://acclimited.com/assets/new/pdf/IEPF_Dividend/tds.pdf)

20. Since the AGM will be held through VC/OAVM, the Route Map is not annexed with this Notice.
21. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, SS-2 issued by the ICSI and Regulation 44 of the Listing Regulations read with the MCA Circulars, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by NSDL, on all the resolutions set forth in this Notice.

**22. The instructions for Members for remote e-Voting and joining the AGM are as under:**

- A. Instructions for Remote e-Voting prior to the AGM**
  - i. The remote e-Voting period begins on Saturday, April 16, 2022 at 9:00 a.m. IST and ends on Wednesday, April 20, 2022 at 5:00 p.m. IST. The remote e-Voting module shall be disabled by NSDL for voting thereafter.
  - ii. The Members, whose name appear in the Register of Members/ Beneficial Owners as on the cut-off date i.e. Thursday, April 14, 2022, may cast their vote electronically.
  - iii. The voting right of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
  - iv. The details of the process and manner for remote e-Voting are explained hereinbelow:  
  
Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>  
  
Step 2: Cast your vote electronically on NSDL e-Voting system.

**Step 1: Access to NSDL e-Voting system**

- i) **Login method for e-Voting and joining AGM for individual shareholders holding securities in demat mode**  
In terms of the SEBI Circular No. SEBI/HO/CFD/CMR/CIR/P/2020/242 dated December 9, 2020 on 'e-Voting facility provided by Listed Companies', Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and DPs. Shareholders are advised to update their mobile number and e-mail address in their demat accounts in order to access e-Voting facility.



Login method for Individual Shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<div><div>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile. On the e-Services home page, click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section which will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under value added services. Click on ‘<b>Access to e-Voting</b>’ under e-Voting services and you will be able to see e-Voting page. Click on Company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining AGM &amp; voting during the AGM.</div><div>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> Select ‘<b>Register Online for IDeAS Portal</b>’ or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></div><div>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your 16 digit demat account number held with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository website wherein you can see e-Voting page. Click on Company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining AGM &amp; voting during the AGM.</div><div>4. Shareholders can also download the NSDL Mobile App ‘<b>NSDL Speede</b>’ facility by scanning the QR code mentioned below for seamless voting experience.</div></div> <div><div>NSDL Mobile App is available on</div><div><div>App Store</div><div>Google Play</div></div><div><div></div><div></div></div></div>
Individual Shareholders holding securities in demat mode with CDSL	<div><div>1. Existing users who have opted for Easi/ Easiest can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and select ‘New System Myeasi’</div><div>2. After successful login of Easi/ Easiest, the user will be also able to see the e-Voting Menu. The Menu will have links of e-Voting service provider, i.e. NSDL. Click on NSDL to cast your vote.</div><div>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></div><div>4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered mobile &amp; e-mail address as recorded in the demat account. After successful authentication, user will be provided links for the e-Voting service provider, i.e. NSDL where the e-Voting is in progress.</div></div>
Individual Shareholders (holding securities in demat mode) login through their DP	You can also login using the login credentials of your demat account through your DP registered with NSDL/ CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider, i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining AGM & voting during the AGM.

**Important note:** Shareholders who are unable to retrieve User ID/Password are advised to use ‘Forget User ID’ and ‘Forget Password’ option available at respective websites.

Helpdesk for Individual shareholders holding securities in demat mode for any technical issues related to login through Depository, i.e. NSDL and CDSL:		
Login type	Helpdesk details	
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30	
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43	

**Login Method for e-Voting and joining AGM for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:**

1. Visit the e-Voting website of NSDL. Open web browser by typing the URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon ‘Login’ which is available under ‘Shareholder/Member’ section.

3. A new screen will open. You will have to enter your User ID, Password/ OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices, i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2, i.e. Cast your vote electronically.*

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than individual shareholders are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.	attachment, i.e. a pdf file. Open the pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your ‘User ID’ and your ‘initial password’.
b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.	
c) How to retrieve your ‘initial password’?	
(i) If your e-mail ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the	(ii) If your e-mail address is not registered, please follow steps mentioned in ‘ <b>Process for those shareholders whose e-mail ids are not registered</b> ’.

6. If you are unable to retrieve or have not received the ‘Initial password’ or have forgotten your password:

a) Click on ‘**Forgot User Details/Password?**’ (If you are holding shares in your demat account with NSDL or CDSL) option available at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

- b) **‘Physical User Reset Password?’**  
(If you are holding shares in physical mode) option available at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/ folio number, PAN, name and registered address.
  - d) Shareholders can also use the OTP based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to ‘Terms and Conditions’ by selecting the check box.
  8. Now, you will have to click on ‘Login’ button.
  9. After you click on the ‘Login’ button, home page of e-Voting will open.

**Step 2: Cast your vote electronically and join AGM on NSDL e-Voting system**

1. After successful login at Step 1, you will be able to see all the Companies ‘EVEN’ in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select ‘EVEN’ of the Company for which you wish to cast your vote during the remote e-Voting period or to cast your vote during the AGM. For joining AGM, you need to click on ‘VC/ OAVM’ link placed under ‘Join General Meeting’.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on ‘Submit’ and also ‘Confirm’ when prompted.
5. Upon confirmation, the message ‘Vote cast successfully’ will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for Shareholders**

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five (5) unsuccessful attempts to key in the correct password. In such an event, you will need to go through the ‘Forgot User Details/Password?’ or ‘Physical User Reset Password?’ option available at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
2. In case of any query, you may refer the Frequently Asked Questions (**‘FAQs’**) for Shareholders and e-Voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr Anubhav Saxena, Assistant Manager, NSDL at [anubhavs@nsdl.co.in](mailto:anubhavs@nsdl.co.in) / [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or at 4<sup>th</sup> Floor, ‘A’ wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013.

**Process for those shareholders whose e-mail addresses are not registered with the depositories for procuring user id and password and registration of e-mail addresses for e-Voting on the resolutions set out in this Notice**

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN and Aadhaar by e-mail to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com), for registering your e-mail address.
2. In case shares are held in demat mode, please contact your DP. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (I)**, i.e. **Login method for e-Voting and joining AGM for individual shareholders holding securities in demat mode.**
3. Alternatively, shareholders may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-Voting by providing necessary documents.
4. Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and DPs. Shareholders are required to update

their mobile number and e-mail address correctly in their demat account in order to access e-Voting facility.

**B. Instructions for e-Voting during the AGM**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned for remote e-Voting.
2. Only those Shareholders, who will be present in the AGM through VC/ OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the AGM.
3. Members who have voted through remote e-Voting will be eligible to attend the AGM, however, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-Voting.

**C. Instructions for attending the AGM through VC/ OAVM**

1. Shareholders will be provided with a facility to attend the AGM through VC/ OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned at Step 1 for **‘Access to NSDL e-Voting system’**. After successful login, you can click ‘VC/ OAVM’ link placed under **‘Join General Meeting’** menu against the Company name. The link for VC/ OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the Shareholders who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in this Notice.
2. Shareholders are encouraged to join the Meeting through Laptops for better experience.
3. Further, Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the AGM.
4. Please note that participants connecting from Mobile Devices or Tablets or through Laptop *via* Mobile Hotspot may experience

Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

23. Speaker registration before AGM: Members who wish to register as speakers are requested to send an e-mail to [hssa-companysecretarial-team@acclimited.com](mailto:hssa-companysecretarial-team@acclimited.com) by mentioning the demat account number/ folio number, name of the member and mobile number between the period Saturday, April 16, 2022 to Monday, April 18, 2022. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. Due to limitations of transmission and coordination during the AGM, the Company may have to dispense with or curtail the Speaker Session. Hence, Members are encouraged to send their questions/queries in advance to the Company at [hssa-companysecretarial-team@acclimited.com](mailto:hssa-companysecretarial-team@acclimited.com). The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
24. Facility of joining the AGM shall open thirty (30) minutes before the time scheduled for the AGM and will be available for Members on first come first serve basis and the Company may close the window for joining the VC/ OAVM facility thirty (30) minutes after the scheduled time to start the 86<sup>th</sup> AGM.
25. Members may note that the VC/OAVM facility, provided by NSDL, allows participation of 1,000 Members on a first come first serve basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee, Risk Management Committee and Stakeholders’ Relationship Committee, Auditors, etc. can attend the 86<sup>th</sup> AGM without any restriction on account of first-come-first-serve principle.
26. Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the AGM and holds shares as on the cut-off date, i.e. **Thursday, April 14, 2022**, may obtain the User ID and password by sending a request to NSDL at [evoting@nsdl.co.in](mailto: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 forgot your password, you can reset your password by using ‘Forgot User Details/Password?’ or ‘Physical User Reset Password?’ option available at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

27. Other Instructions

- i. The Board of Directors of the Company has appointed Mr Atul Mehta, Partner, failing him, Ms Ashwini Inamdar, Partner, M/s Mehta & Mehta, Practicing Company Secretaries as the Scrutiniser to scrutinise the voting process in a fair and transparent manner.
- ii. The Scrutiniser shall, immediately after the conclusion of the e-Voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-Voting in the presence of at least two (2) witnesses not in the employment of the Company and provide, not later than forty eight (48) hours of conclusion of the AGM, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same
- iii. The result of voting declared along with the Scrutiniser's Report shall be placed on the Company's website at [www.acclimited.com](http://www.acclimited.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the submission with the Stock Exchanges, where the shares of the Company are listed. Subject to receipt of the requisite number of votes, the resolutions shall be deemed to have been passed on the date of the AGM, i.e. Thursday, April 21, 2022.

28. The Ministry of Corporate Affairs has taken a 'Green Initiative in Corporate Governance' by allowing Companies to send documents to their Members in electronic mode. To support this green initiative and to receive communications from the Company in electronic mode, Members who have not registered their e-mail addresses and are holding shares in physical form are requested to contact the RTA of the Company and register their e-mail address. Members holding shares in demat form are requested to contact their DPs. Members may please note that notices, annual reports, etc. will be available on the Company's website at [www.acclimited.com](http://www.acclimited.com). Members will be entitled to receive the said documents in physical form free of cost at any time upon request.

By Order of the Board of Directors  
For ACC Limited

Rajiv Choubey  
Chief Legal Officer & Company Secretary  
ACS No.: 13063

Mumbai  
March 10, 2022

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

EXPLANATORY STATEMENTS IN RESPECT OF ITEMS OF SPECIAL BUSINESS

The following Explanatory Statements, as required under Section 102 of the Companies Act, 2013 (**'the Act'**) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**'the Listing Regulations'**), set out all material facts relating to the business proposed to be transacted under Item Nos. 5, 6 & 7 of the accompanying Notice dated March 10, 2022.

Item No. 5

Pursuant to the provisions of Section 139 of the Act read with applicable Rules framed thereunder, M/s Deloitte Haskins & Sells LLP, the existing Statutory Auditors of the Company will complete their term as Statutory Auditors of the Company at the conclusion of the ensuing 86<sup>th</sup> Annual General Meeting (**'AGM'**). In view of the same, M/s S R B C & CO. LLP (**'SRBC'**), Chartered Accountants (ICAI Firm Registration No. 324982E/E300003) have been appointed by the Board as the Statutory Auditors of the Company for a term of five (5) years to hold office from the conclusion of the 86<sup>th</sup> AGM till the conclusion of the 91<sup>st</sup> AGM based on the recommendation of the Audit Committee and subject to the approval of the Members of the Company on such remuneration plus applicable taxes and out-of-pocket expenses incurred in connection with the Audit as may be decided by the Board.

SRBC was established in the year 2002. SRBC is a part of S. R. Batliboi & Affiliates network of audit firms, which are primarily engaged in providing audit and related assurance services to its clients in various industry segments. SRBC has presence across India with offices in 13 cities and registered office is in Kolkata.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the accompanying Notice for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested financially or otherwise at Item No. 5 of the Notice, except to the extent of their shareholding, if any, in the Company.

Item No. 6

The Company is required to have its cost records audited by a Cost Accountant in practice. Accordingly, the Board of Directors of the Company on the recommendation of the Audit Committee, have approved the appointment of M/s D C Dave & Co, Cost Accountants (Firm Registration Number: 000611), as the Cost Auditors of the Company for conducting the audit of the cost records of the Company, for the Financial Year ending December 31, 2022 at a remuneration of ₹ 7 Lakh (Rupees Seven Lakh Only) plus payment of applicable taxes and re-imbursement of out-of-pocket expenses incurred by the Cost Auditors in connection with the aforesaid audit.

Pursuant to Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, Members of the Company are required to ratify the remuneration proposed to be paid to the Cost Auditors.

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

None of the Directors, Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested financially or otherwise at Item No. 6 of the Notice, except to the extent of their shareholding, if any, in the Company.

Item No. 7

- a) The Company is a subsidiary of Ambuja Cements Limited (**'ACL'**) and both the Companies are part of the Holcim Group. ACL holds 50.05% of the paid-up share capital of the Company and is the immediate Holding Company of the Company. Holderind Investments Limited (**'HIL'**), a subsidiary of Holcim Ltd holds 4.48% of the paid-up share capital of the Company and is part of the Promoter Group. HIL holds 63.11% of the paid-up share capital of ACL.
- b) Both the Company and ACL are engaged principally in the business of manufacturing, selling and dealing in cement of all kinds and other cement related products.
- c) The Company and ACL have entered into various RPTs from time to time which are pre-approved by the Audit Committee as per Section 188 of the Act and Regulation 23 of the Listing Regulations.
- d) The Shareholders of the Company had approved the Master Supply Agreement (**'MSA'**) between the Company and ACL through the Postal Ballot Resolution dated April 16, 2018. The Audit Committee and Board of Directors in their respective meetings held on February 11, 2021 approved the continuance of the MSA for a further period of three (3) years commencing from May 3, 2021, and up to May 2, 2024 as the overall MSA was within the limits prescribed of Regulation 23 of the Listing Regulations, i.e. within 10% of the consolidated turnover as per the latest audited financial statements.
- e) However, pursuant to the amendments in the Listing Regulations dated November 9, 2021, Material Related Party Transaction (**'Material RPT'**) is defined as a transaction entered/ to be entered into with a related party, individually or taken together with previous transactions, during a Financial Year, exceeding ₹1,000 Crore or 10% of the consolidated turnover of the Company, whichever is lower, shall require prior approval of shareholders.



- f) Since the aggregate value of the RPT of the Company with ACL *inter alia* covering transactions relating to purchase and sale of cement, clinker, raw materials and spare parts, job work for cement grinding; rendering and receiving of services under common functions; other transactions relating to purchase of cement for Ready Mix Concrete (**‘RMX’**) business; reimbursements of employee costs under deputation paid and received; purchase or sale of other items such as preprocessed waste for Alternative Fuel and Raw Material and other small value assets; availing/rendering of any kind of service(s), or any other transaction(s) for transfer of resources, services or obligations and other re-imbursements (**‘Other Residual RPTs’**) is expected to exceed the threshold of ₹ 1,000 Crore during the Financial Year 2022, the Company is approaching the Members for approval of the Material RPTs with ACL for the Financial Year ending December 31, 2022.

g) The value of the RPTs with ACL for the period commencing from January 1, 2022 till the date of this Notice has not exceeded the threshold of ₹ 1,000 Crore and the Company will ensure that the threshold does not exceed up to the date of the 86<sup>th</sup> AGM, i.e. Thursday, April 21, 2022.

h) The RPTs with ACL will help the Company achieve economies of scale and will be in the best interest of the shareholders. Further, the objectives of the above RPTs are as follows:

- Achieving synergies and economies of scale;
  - Bring efficiency in operational and logistics costs;
  - Strengthen sustainability;
  - Conserve natural resources;
  - Stronger opportunities for talent growth and retention;

- Leverage knowledge pool across functions;
  - Optimising utilisation of surplus resources.

i) The Members may note that entering into RPTs is a common practice amongst Companies to optimise synergies. They allow sharing of resources including material, production capacity, talent, knowledge etc. and serve the best interest of Members of such Companies, as long as the same are done on an arm’s length basis and in the ordinary course of business to enhance Shareholder value. The Company has benefitted from such transactions with ACL in the past and hence, the Material RPTs are recommended for approval of the Members.

j) The quantum of the benefits realised by the Company from these RPTs are subject to multiple variables including market circumstances, demand and supply, seasonal and geographical variations and other external conditions that will impact each Company’s ability to realise synergy benefits. Hence, while the objective is to ensure equitable sharing of benefits between the two (2) Companies, the quantum of benefits realised by each Company may vary based on time, market conditions and opportunities.

k) The RPTs carried out with ACL will be reported and reviewed on a quarterly basis by the Board of Directors of the Company (including the Audit Committee of the Board).

l) As per Regulation 23 of the Listing Regulations, all Related Parties, irrespective of the fact that they are a party to the proposed Material RPT or not, shall not vote to approve the proposed resolution. Accordingly, ACL, being the Holding Company and other entities of the Holcim Group will not vote to approve this resolution.

The relevant information pertaining to transactions with ACL as required under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended and SEBI circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 is given below:

Sl. No. Particulars	Information															
The estimated total value of the Material RPTs is ₹3,500 Crore for the financial year 2022, the details of which are given below																
a) Type, material terms and particulars of the proposed transactions	<div>Transactions with respect to cement, clinker, raw materials, spare parts, toll grinding services etc. (in the form of MSA) up to an estimated amount of ₹3,000 Crore:</div> <table><tr><th>Sl. No. Transaction</th><th>Basis of Price ALP confirmation/Material Terms</th><th>Justification</th></tr><tr><td>1. Purchase and sale of cement</td><td>At Net Selling Price Less a discount of 5%</td><td>• Achieving synergies and economies of scale;</td></tr><tr><td>2. Purchase and sale of clinker</td><td>At Ex-works Market price or if such price is not available, at Variable cost of clinker plus a mark-up of 35%</td><td>• Reduce operational and logistics costs;</td></tr><tr><td>3. Purchase and sale of raw material and spare parts</td><td>At replacement cost or if such cost not available, at landed cost plus carrying cost of 8% per annum for the inventory holding period</td><td>• Strengthen sustainability; and</td></tr><tr><td>4. Toll grinding services</td><td>Conversion charges at 8% of Gross Fixed Assets used in toll grinding plus Variable cost per tonne with a markup of 10%</td><td>• Conserve natural resources.</td></tr></table>	Sl. No. Transaction	Basis of Price ALP confirmation/Material Terms	Justification	1. Purchase and sale of cement	At Net Selling Price Less a discount of 5%	• Achieving synergies and economies of scale;	2. Purchase and sale of clinker	At Ex-works Market price or if such price is not available, at Variable cost of clinker plus a mark-up of 35%	• Reduce operational and logistics costs;	3. Purchase and sale of raw material and spare parts	At replacement cost or if such cost not available, at landed cost plus carrying cost of 8% per annum for the inventory holding period	• Strengthen sustainability; and	4. Toll grinding services	Conversion charges at 8% of Gross Fixed Assets used in toll grinding plus Variable cost per tonne with a markup of 10%	• Conserve natural resources.
Sl. No. Transaction	Basis of Price ALP confirmation/Material Terms	Justification														
1. Purchase and sale of cement	At Net Selling Price Less a discount of 5%	• Achieving synergies and economies of scale;														
2. Purchase and sale of clinker	At Ex-works Market price or if such price is not available, at Variable cost of clinker plus a mark-up of 35%	• Reduce operational and logistics costs;														
3. Purchase and sale of raw material and spare parts	At replacement cost or if such cost not available, at landed cost plus carrying cost of 8% per annum for the inventory holding period	• Strengthen sustainability; and														
4. Toll grinding services	Conversion charges at 8% of Gross Fixed Assets used in toll grinding plus Variable cost per tonne with a markup of 10%	• Conserve natural resources.														

Sl. No. Particulars	Information		
	Others, up to an estimated amount of ₹500 Crore:		
	Sl. No. Nature of Transaction	Basis of Price ALP confirmation/ Material Terms/ Monetary Value	Justification/ Material Terms/ Particulars of the contract or arrangement
	1. Transactions relating to rendering and receiving of services under common functions (in the form of Master Service Agreement)	At an estimated value of ₹150 Crore	Cost of employee and employee related costs with a markup of 15%. Office space usage shall be billed at market rate of rent applicable in the relevant place. The margin is based on benchmarked margin earned by companies engaged in similar services
	2. Deputation of employees	At an estimated value of ₹90 Crore	At actual cost of deputed employees
	3. Purchase of cement for RMX business	At an estimated value of ₹70 Crore	At comparable third party/arm's length prices
	4. Reimbursements received/ payable	At an estimated value of ₹50 Crore	At comparable third party/arm's length prices
	5. Other residual RPTs	At an estimated value of ₹140 Crore	At actuals/ arm's length prices
b) Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Ambuja Cements Ltd, Holding Company		
c) Tenure of the proposed transactions	Up till December 31, 2022		
d) Value of the proposed transactions	Estimated amount up to ₹3,500 Crore {bifurcation of amount mentioned in point (a) above}		
e) The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	22.13%		
f) If the transactions relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable		
i) details of the source of funds in connection with the proposed transactions			
ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments			
- nature of indebtedness			
- cost of funds			
- tenure			
iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security			
iv) the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPTs			
g) Justification as to why the RPTs are in the interest of the listed entity	i) <b>Transactions with respect to cement, clinker, raw materials, spare parts, toll grinding services etc.:</b> The transactions are aimed at achieving synergies and economies of scale; reduce operational costs; strengthen sustainability; and conserve natural resources.		
	ii) <b>Transactions relating to rendering and receiving of services under common functions:</b> The transactions are aimed at creating a common pool of common functions such as Technical Services, Geocycle, Procurement and Taxation. The cost of employees of each department in the payrolls of each Company is charged to the other Company with a mark up of 15%.		
	iii) <b>For Purchase of Cement for RMX Business:</b> Purchase of cement from ACL for the Company's RMX business in places where ACC cement is not available or is not a cost effective procurement.		

Sl. No. Particulars	Information
	iv) <b>For Reimbursements received/ paid:</b> The transactions will be purely on the basis of day to day business requirements.
	v) <b>For Deputation in/ out of employees:</b> The transaction aims at better manpower deployment in various roles, purely on the basis of organisational needs, which will ultimately lead to better utilisation and productivity.
	vi) <b>Other Residual RPTs:</b> The transactions will be purely on the basis of day to day business requirements.
h) A copy of the valuation or other external party report, if any such report has been relied upon	The transactions do not contemplate any valuation.
i) A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transactions will be made available through the registered e-mail address of the shareholders;	Not Applicable
j) Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPTs on a voluntary basis	12.26% (as per the financial statements of ACL for the year ended December 31, 2021)
k) Name of the Director or KMP who is related, if any	None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested financially or otherwise in Item No. 7 of the Notice, except to the extent of their shareholding, if any, in the Company.  The Company and ACL have the following common Directors:  Mr Narotam Sekhsaria, Mr Jan Jenisch, Mr Martin Kriegner, Mr Neeraj Akhoury and Mr Shailesh Haribhakti.
l) Any other information that may be relevant	(i) The Material RPTs are proposed to be entered into on a 'Non Exclusive Basis' between the two (2) Companies and therefore, the Companies are free to enter into similar contract(s)/ arrangement(s)/ transaction(s) with any other Companies.  (ii) ACL and the Company are in a Holding-Subsidiary Company relationship and constitute a 'Single Economic Entity' under Competition Law.  (iii) Ensure that the transactions with respect to cement, clinker, raw materials, spare parts, toll grinding services etc. with ACL result in incremental benefits to each company in comparison to operations without the said transactions. This shall be achieved through: <ul style="list-style-type: none"><li>• optimisation of the cost to service market by using each other's plant capacities where relevant;</li><li>• maximise utilisation of assets to generate additional sales for each Company in a financial year; and</li><li>• utilisation of spare inventory (raw materials and spare parts), as needed.</li></ul> (iv) Both the Company and ACL will sell cement purchased from each other under its own brands.  (v) Ensure that goods and services supplied meet the quality standards of the buying Company.

The proposed RPTs to be entered with ACL are in the ordinary course of business and on arm's length basis.

The Audit Committee and the Board of Directors of the Company have approved the said Material RPTs with ACL as set out in Item No. 7 of the accompanying Notice and recommend the same for the approval of the Members of the Company by way of an Ordinary Resolution.

By Order of the Board of Directors  
For ACC Limited

Rajiv Choubey  
Chief Legal Officer & Company Secretary  
ACS No.: 13063

Mumbai  
March 10, 2022  
  
Registered Office:  
Cement House  
121, Maharshi Karve Road,  
Mumbai – 400 020

Additional Information of Directors seeking re-appointment as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India

Particulars	Item No. 3	Item No. 4
<b>Name of the Director</b>	Mr Martin Kriegner	Mr Neeraj Akhoury
<b>Director Identification Number</b>	00077715	07419090
<b>Date of Birth</b>	September 6, 1961 (Age 60 years)	September 17, 1968 (Age 53 years)
<b>Nationality</b>	Austrian	Indian
<b>Qualification</b>	Graduate from Vienna University with Doctorate in Law and MBA from University of Economics in Vienna	Bachelors Degree in Economics and MBA from University of Liverpool, General Management from XLRI, Jamshedpur and alumni of Harvard Business School
<b>Date of first appointment on the Board</b>	February 11, 2016	December 16, 2016
<b>Shareholding in ACC including shareholding as a beneficial owner</b>	Nil	Nil
<b>Brief Profile of the Director</b>	Mr Martin Kriegner is an Austrian national born in 1961, Mr Kriegner was appointed as Head of Asia Pacific and member of the Group Executive Committee of Holcim in August 2016. Since 2019, he has also been responsible for the Holcim Group Cement Excellence team.  Mr Martin Kriegner joined the Group in 1990 and became the CEO of Lafarge Perlmooser AG, Austria in 1998. He moved to India as the CEO of Lafarge's cement operations in 2002 and later served as Regional President Cement for Asia, based in Kuala Lumpur. In 2012, he was appointed CEO of Lafarge India for the Cement, RMX and Aggregates business. In July 2015, he became Area Manager Central Europe and was appointed Head of India effective March 1, 2016.	Mr Akhoury brings with him over 25 years of rich experience in the steel and cement industries. He has worked in leadership roles in India and other emerging markets. He began his career with Tata Steel in 1993 and joined the Holcim Group in 1999. He was a member of the Executive Committee of Lafarge India, heading Corporate Affairs followed by Sales. In 2011, he moved to Nigeria as CEO & Managing Director of Lafarge AshakaCem PLC. Thereafter, he was appointed as Strategy & Business Development Director for Middle East & Africa at the Lafarge headquarters in Paris. He was also CEO of Lafarge Surma Cement Limited and Country representative of Holcim Bangladesh.  Mr Neeraj Akhoury is the Managing Director and Chief Executive Officer of Ambuja Cements Limited and the India CEO of Holcim. Since February 2020, he serves on the Board of ACC Limited as a Non-Executive/ Non-Independent Director.
<b>Expertise in specific functional areas</b>	Operations, Finance & General Management	Sales, Business Finance, Managing P&L, Operations & General Management and has a successful track record in core sector industries of steel & cement
<b>Last Remuneration drawn as Non-Executive Director</b>	Nil	Nil
<b>Details of Remuneration sought to be paid</b>	Nil	Nil
<b>List of Directorships held in other companies</b>	Ambuja Cements Limited OneIndia BSC Private Limited	Ambuja Cements Limited Holcim Services (South Asia) Limited OneIndia BSC Private Limited Ambuja Cement Foundation
<b>Name of Listed Companies from which the Director has resigned in the past three years</b>	Not Applicable	ACC Limited (Resigned as MD & CEO of the Company w.e.f. close of business hours of February 20, 2020)



Particulars	Item No. 3			Item No. 4		
<b>Memberships/Chairmanships across Listed Entities</b>	<b>Name of the Listed Entity</b>	<b>Name of the Committee</b>	<b>Position held (Member/Chairman)</b>	<b>Name of the Listed Entity</b>	<b>Name of the Committee</b>	<b>Position held (Member/Chairman)</b>
	ACC Limited	Audit Committee	Member	ACC Limited	Corporate Social Responsibility Committee	Member
		Sustainability Committee*	Chairman			
		Nomination and Remuneration Committee	Member	Ambuja Cements Limited	Risk Management Committee	Member
	Ambuja Cements Limited	Audit Committee	Member		Corporate Social Responsibility Committee	Member
		Capex Committee	Chairman		Stakeholders' Relationship Committee	Member
		Nomination and Remuneration Committee	Member		Compliance Committee	Member
		Corporate Social Responsibility Committee	Member		Management Committee	Member
		Sustainability Committee*	Chairman		Sustainability Committee*	Member
<b>Details of Board/Committee Meetings attended by the Directors during the year</b>	Please refer the Report on Corporate Governance.			Please refer the Report on Corporate Governance.		

\*w.e.f. January 1, 2022

There are no *inter se* relationships between the Directors and the Key Managerial Personnel of the Company.



ACCELERATING GROWTH



LEADING IN SUSTAINABILITY AND INNOVATION



DELIVERING SUPERIOR PERFORMANCE



Cementing Relationships through  
Sustainability, Innovation and Inclusivity