



No. ACC/Sec/SE/23/004

January 20, 2023

National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot No.C/1, G Block,  
Bandra Kurla Complex,  
Bandra (East), Mumbai 400 051  
Scrip Code: ACC

BSE Limited  
Corporate Relations Department  
P.J. Towers, Dalal Street  
Mumbai 400 001  
Scrip Code: 500410

Dear Sir/ Madam,

**Sub: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")- Notice of Postal Ballot**

Pursuant to Regulation 30 of the SEBI Listing Regulations, please find enclosed herewith a copy of the Postal Ballot Notice dated January 17, 2023 together with the Explanatory Statement thereto, seeking consent of the Members of ACC Limited ("**Company**"), on the following items of special business:

Sr. No.	Particulars	Type of Resolution
1.	Appointment of Ms. Ameera Shah (DIN: 00208095) as an Independent Director of the Company	Special Resolution
2.	Appointment of Mr. Ajay Kapur (DIN: 03096416) as Director of the Company	Ordinary Resolution
3.	Appointment of Mr. Ajay Kapur (DIN: 03096416) as Whole-time Director & Chief Executive Officer of the Company	Ordinary Resolution
4.	Approval of Material Related Party Transactions (revised limits) with Ambuja Cements Limited	Ordinary Resolution
5.	Approval of Material Related Party Transactions with Ambuja Cements Limited for Financial Year 2023-2024	Ordinary Resolution

In compliance with the relevant circulars issued by the Ministry of Corporate Affairs from time to time, the Postal Ballot Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members / List of Beneficial Owners and whose e-mail addresses are registered with the Registrar and Share Transfer Agent of the Company i.e. KFin Technologies Limited ("**KFintech**") and the Depositories viz. National Securities Depository Limited and Central Depository Services (India) Limited as on the cut-off date i.e. Friday, January 13, 2023.

**ACC Limited**

**Registered Office:**  
**Cement House**  
**121, Maharshi Karve Road**  
**Mumbai- 400 020**  
**Maharashtra, India**  
**Ph +91 22-4159 3321**  
**www.acclimited.com**

**CIN: L26940MH1936PLC002515**



The Company has engaged the services of KFinTech for facilitating remote e-voting to enable the Members to cast their votes electronically. The remote e-voting on the resolutions set out in the Postal Ballot Notice shall commence on Monday, January 23, 2023 at 9:00 A.M. (IST) and shall end on Tuesday, February 21, 2023 at 5:00 P.M. (IST).

The Postal Ballot Notice is also being uploaded on the Company's website at [www.acclimited.com](http://www.acclimited.com) and on the website of KFinTech at [www.kfintech.com](http://www.kfintech.com). The results of the Postal Ballot will be uploaded on the Stock Exchanges within two (2) working days from the conclusion of Postal Ballot and will also be placed on the Company's website at [www.acclimited.com](http://www.acclimited.com) and the website of KFinTech at [www.kfintech.com](http://www.kfintech.com).

This intimation is also being uploaded on the Company's website [www.acclimited.com](http://www.acclimited.com) in terms of Regulation 30 of the SEBI Listing Regulations.

Thanking you,

Yours Sincerely,  
For **ACC LIMITED**

**Vinod Bahety**  
Chief Financial Officer

Encl: a.a.

## ACC LIMITED

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

**CIN:** L26940MH1936PLC002515; **Phone No.:** +91 22 4159 3321

**Email:** [acc-investorsupport@adani.com](mailto:acc-investorsupport@adani.com); **Website:** [www.acclimited.com](http://www.acclimited.com)

### NOTICE OF POSTAL BALLOT

*[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended]*

To,  
The Members,  
ACC Limited

**NOTICE** is hereby given that pursuant to the provisions of Section 110 of the Companies Act, 2013 (**'Act'**) and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the General Circulars Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 03/2022 and 11/2022 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, May 5, 2022 and December 28, 2022 respectively issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as **'MCA Circulars'**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (**'SEBI Listing Regulations'**), Secretarial Standard on General Meetings (**'SS-2'**) issued by the Institute of Company Secretaries of India and subject to other applicable laws, rules and regulations {including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time}, the Ordinary/Special Resolutions for Special Businesses appended below are proposed to be passed by the Members of the Company by way of Postal Ballot only through voting by electronic means (**'remote e-voting'**).

#### Item No. 1

##### **Appointment of Ms. Ameera Shah (DIN: 00208095) as an Independent Director of the Company**

To consider and if thought fit, to pass, the following Resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013 (**'the Act'**) read with Schedule IV and other applicable provisions of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any {including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force}, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Ameera Shah (DIN: 00208095), who was appointed as an Additional Director (Non-Executive & Independent) by the Board of Directors of the Company with effect from December 3, 2022, pursuant to provisions of Section 161 of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director and being eligible, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of three (3) years i.e. upto December 2, 2025, on the Board of the Company."

#### Item No. 2

##### **Appointment of Mr. Ajay Kapur (DIN: 03096416) as Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 (**'the Act'**), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any {including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force}, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the provisions of Articles of Association of the Company and based on the recommendation of Nomination & Remuneration Committee and the Board of Directors of the Company, Mr. Ajay Kapur (DIN: 03096416), who was appointed as an Additional Director of the Company with effect from December 3, 2022 pursuant to the provisions of Section 161 and other applicable provisions of the Act to hold office up to the date of the General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

### Item No. 3

#### **Appointment of Mr. Ajay Kapur (DIN: 03096416) as Whole-time Director & Chief Executive Officer ('CEO') of the Company**

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

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (**‘the Act’**) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 {including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force} and based on the recommendation of Nomination & Remuneration Committee and the approval of the Board of Directors of the Company, and subject to the requisite approvals, if any, approval of the Members of the Company be and is hereby accorded for the appointment of Mr. Ajay Kapur (DIN: 03096416) as Whole-time Director & CEO of the Company, liable to retire by rotation, for a period from December 3, 2022 to November 30, 2025 on the terms and conditions including terms of remuneration as set out in the explanatory statement attached hereto and forming part of this notice with a liberty to the Board of Directors (hereinafter referred to as **‘the Board’** which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration so as the total remuneration payable to him shall not exceed the limits specified in Schedule V of the Act including any statutory modification or re-enactment thereof, for the time being in force and as agreed by and between the Board and Mr. Ajay Kapur;

**RESOLVED FURTHER THAT** in the event of any statutory amendment or modification by the Central Government to Schedule V of the Act, the Board be and is hereby authorized to vary and alter the terms of appointment including salary, perks and other benefits payable to Mr. Ajay Kapur within such prescribed limit or ceiling as agreed by and between the Board and Mr. Ajay Kapur without any further reference to the Company in General Meeting;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and/or the Chief Financial Officer or the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

### Item No. 4

#### **Approval of Material Related Party Transactions (revised limits) with Ambuja Cements Limited**

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

**“RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder {including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any}, and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI Listing Regulations’**), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (**‘Board’**), for entering into and/ or carrying out and/ or continuing with existing contracts/ arrangements/ transactions or modification(s) of earlier contracts/ arrangements/ transactions or as fresh and independent transaction(s) or otherwise {whether individually or series of transaction(s) taken together or otherwise}, with Ambuja Cements Limited, a related party of the Company, for the Financial Year 2022-2023 and the limits approved at the 86<sup>th</sup> Annual General Meeting held on April 21, 2022 be revised as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s) / arrangement(s) / transaction(s) shall be carried out at an arm’s length basis and in the ordinary course of business of the Company;

**RESOLVED FURTHER THAT** the Board (including its committee thereof) be and is hereby authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard.”

### Item No. 5

#### **Approval of Material Related Party Transactions with Ambuja Cements Limited for Financial Year 2023-2024**

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

**“RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder {including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any}, and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI Listing Regulations’**), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (**‘Board’**), for entering into and/ or carrying out and/ or continuing with existing contracts/ arrangements/ transactions or modification(s) of earlier contracts/ arrangements/ transactions or as fresh and independent transaction(s) or otherwise {whether individually or series of transaction(s) taken together or otherwise}, with Ambuja Cements Limited, the Holding Company of the Company and a related party of the Company, for the Financial Year 2023-2024, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time,

provided, however, that the said contract(s) / arrangement(s) / transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board (including its committee thereof) be and is hereby authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard.”

**By Order of the Board of Directors,  
For ACC Limited**

**Vinod Bahety  
Chief Financial Officer**

Mumbai  
January 17, 2023

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

**Notes:**

1. The Explanatory Statement pursuant to Section 102 of the Companies, 2013 (**'Act'**) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (**'Rules'**) and other applicable provisions, as amended from time to time setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto.
2. The Board of Directors of the Company, have appointed Mrs. Ashwini Inamdar, Partner, failing her, Ms. Aditi Patnaik, Partner of M/s. Mehta & Mehta, Practicing Company Secretaries as the Scrutiniser to scrutinize the postal ballot process including votes cast through remote e-voting in a fair and transparent manner.
3. In compliance with the MCA Circulars, the Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members/List of Beneficial Owners and whose e-mail IDs are registered with the Company/ Depositories as on the cut-off date i.e. Friday, January 13, 2023. The Members who have not registered their e-mail IDs are requested to follow the instructions given under Point No. 8.
4. In compliance with the provisions of Sections 108 & 110 and other applicable provisions of the Act read with the Rules made thereunder, the Company is pleased to offer remote e-voting facility to all the Members of the Company. For this purpose, the Company has availed the services of its Registrar and Share Transfer Agent (**'RTA'**), KFin Technologies Limited, for facilitating remote e-voting to enable the Members to cast their votes electronically.
5. The Members, whose names appear in the Register of Members / List of Beneficial Owners as on Friday, January 13, 2023, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice through remote e-voting only. 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 said cut-off date. Hard copy of the Postal Ballot Notice along with the Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot and Members are required to communicate their assent or dissent only through the remote e-voting system. This Postal Ballot is being initiated in compliance with the MCA Circulars.
6. This Notice is also available on the Company's website i.e. [www.acclimited.com](http://www.acclimited.com) and also on the website of stock exchanges i.e. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) and on the website of KFin Technologies Limited at [www.kfintech.com](http://www.kfintech.com). A person who is not a member as on the cut-off date should treat this Notice of Postal Ballot for information purposes only.
7. The remote e-voting period will commence on Monday, January 23, 2023 from 9:00 a.m. IST and will end on Tuesday, February 21, 2023 at 5:00 p.m. IST. The remote e-voting module shall thereafter be disabled. Once the vote on resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Resolution(s) passed by the Members through this Postal Ballot (through remote e-voting) shall be deemed to have been passed as if it has been passed at a General Meeting of the Members. The resolutions, if approved by the requisite majority of Members by means of Postal Ballot, shall be deemed to have been passed on the last date of remote e-voting, i.e. Tuesday, February 21, 2023.
8. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by sending the duly filled in Form ISR-1 (available on the Company's website and on the website of KFin Technologies Limited) along with relevant proof to the Company's RTA, KFin Technologies Limited, Unit: ACC Limited, Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032, Telangana or the scanned copies of the documents may alternatively be mailed to KFin Technologies Limited on the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) with all the forms and proofs duly e-signed. Members holding shares in demat form who have not updated their email addresses with the depository/depository participant are requested to approach the concerned depository participant to update their email addresses.
9. On completion of the scrutiny of the Postal Ballot, the Scrutiniser will submit the report to the Company Secretary or Chief Financial Officer of the Company or any other authorised person within prescribed timelines. The results of the Postal Ballot will be declared within two (2) working days of the conclusion of the Postal Ballot and will be displayed along with the Scrutiniser's Report at the Registered Office of the Company after communication to the Stock Exchanges viz. BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and The National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)), where equity shares of the Company are listed, in accordance with the SEBI Listing Regulations and additionally be uploaded on the Company's website [www.acclimited.com](http://www.acclimited.com) and on the website of KFin Technologies Limited at [www.kfintech.com](http://www.kfintech.com). The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
10. The instructions for Members for remote e-voting are as under:

**E-VOTING PROCEDURE FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT FORM:**

As per the SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat form are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail Id in their demat accounts in order to access e-voting facility.

**Method of Login for individual shareholders holding the securities in demat form directly from the website of depositories:**

National Securities Depository Limited (NSDL)	Central Depository Services (India) Limited (CDSL)
<p><b>1. Members already registered for IDeAS eServices facility of NSDL may follow the following procedure:</b></p> <ol style="list-style-type: none"> <li>i. Visit the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li> <li>ii. Click on the button “Beneficial Owner” available for login under ‘IDeAS’ section.</li> <li>iii. A new screen will open. Enter User ID and Password for accessing IDeAS.</li> <li>iv. On successful authentication, you will enter your IDeAS service login. Click on “Access to e-voting” under Value Added Services on the panel available on the left hand side.</li> <li>v. Click on “Active E-voting Cycles” option under E-voting.</li> <li>vi. You will see Company Name: “ACC Limited” on the next screen. Click on the e-voting link available against ACC Limited or select e-voting service provider “KFinTech” and you will be re-directed to the e-voting page of KFinTech to cast your vote without any further authentication.</li> </ol>	<p><b>1. Members already registered for Easi / Easiest facility of CDSL may follow the following procedure:</b></p> <ol style="list-style-type: none"> <li>i. Visit the following URL: <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 click on New System Myeasi / Login to My Easi option under Quick Login (best operational in Internet Explorer 10 or above and Mozilla Firefox)</li> <li>ii. Enter your User ID and Password for accessing Easi / Easiest.</li> <li>iii. You will see Company Name: “ACC Limited” on the next screen. Click on the e-Voting link available against ACC Limited or select e-voting service provider “KFinTech” and you will be re-directed to the e-voting page of KFinTech to cast your vote without any further authentication.</li> </ol>
<p><b>2. Members not registered for IDeAS eServices facility of NSDL may follow the following procedure:</b></p> <ol style="list-style-type: none"> <li>i. To register this facility, visit the URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li> <li>ii. Select option “Register Online for IDeAS” available on the left hand side of the page.</li> <li>iii. Proceed to complete registration using your DP ID, Client ID, Mobile Number etc.</li> <li>iv. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.</li> </ol>	<p><b>2. Members not registered for Easi/Easiest facility of CDSL may follow the following procedure:</b></p> <ol style="list-style-type: none"> <li>i. To register for this facility, Visit the URL: <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>ii. Proceed to complete registration using your DP ID-Client ID (BO ID), etc.</li> <li>iii. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.</li> </ol>
<p><b>3. Members may alternatively vote through the e-voting website of NSDL as per the following procedure:</b></p> <ol style="list-style-type: none"> <li>i. Visit the URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a></li> <li>ii. Click on the button “Login” available under “Shareholder/ Member” section.</li> <li>iii. On the login page, enter User ID (i.e, 16- character demat account number held with NSDL, starting with IN), Login Type, that is, through typing Password (in case you are registered on NSDL’s e-voting platform)/ through generation of OTP (in case your mobile/ e-mail address is registered in your demat account) and Verification Code as shown on the screen.</li> <li>iv. On successful authentication, you will enter the e-voting module of NSDL. Click on “Access to e-voting” option under e-voting. You will see Company Name: “ACC Limited” on the next screen. Click on the e-voting link available against ACC Limited or select e-voting service provider “KFinTech” and you will be re-directed to the e-voting page of KFinTech to cast your vote without any further authentication.</li> </ol>	<p><b>3. Members may alternatively vote through the e-voting website of CDSL as per the following procedure:</b></p> <ol style="list-style-type: none"> <li>i. Visit the URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a> / <a href="https://www.evotingindia.com">https://www.evotingindia.com</a></li> <li>ii. Provide Demat Account Number and PAN.</li> <li>iii. System will authenticate user by sending OTP on registered Mobile &amp; E-mail as recorded in the Demat Account.</li> <li>iv. On successful authentication, you will enter the e-voting module of CDSL. Click on the e-voting link available against ACC Limited or select e-voting service provider “KFinTech” and you will be re-directed to the e-voting page of KFinTech to cast your vote without any further authentication.</li> </ol>
<p><b>4. For any technical assistance, Members may 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 / 1800 22 44 30.</b></p>	<p><b>4. For any technical assistance, Members may contact CDSL Helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or call at 022- 23058738 or 022-23058542-43.</b></p>



## PROCEDURE TO LOGIN THROUGH DEMAT ACCOUNTS / WEBSITE OF DEPOSITORY PARTICIPANT

1. Individual shareholders holding shares of the Company in Demat mode can access e-voting facility provided by the Company using login credentials of their demat accounts (online accounts) through their demat accounts / websites of Depository Participants registered with NSDL/CDSL.
2. An option for “e-voting” will be available once they have successfully logged-in through their respective logins. Click on the option “e-voting” and they will be redirected to e-voting modules of NSDL/CDSL (as may be applicable).
3. Click on the e-voting link available against ACC Limited or select e-voting service provider “KFinTech” and you will be re-directed to the e-voting page of KFinTech to cast your vote without any further authentication.

**Note:** Members who are unable to retrieve User ID / Password are advised to use “Forgot User ID” / “Forgot Password” options available on the websites of Depositories / Depository Participants.

## INFORMATION AND INSTRUCTIONS FOR E-VOTING BY (I) NON-INDIVIDUALS HOLDING SHARES OF THE COMPANY IN DEMAT MODE AND (II) ALL SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN PHYSICAL MODE

- I. In case of members whose e-mail IDs are registered with the Company / Depository Participant(s):
  - a. Visit the URL: <https://evoting.kfintech.com>
  - b. Enter the login credentials (i.e. User ID and password as communicated in the email from KFinTech). In case of folio the User ID will be EVEN (Electronic Voting Event Number) followed by Folio No. In case of Demat account, User ID will be your DP ID and Client ID. If you are already registered with KFinTech for ‘e-voting’, you can use your existing User ID and password for logging-in.
  - c. After entering these details appropriately, click on “LOGIN”.
  - d. You will now reach Password Change Menu, wherein you are required to mandatorily change your password upon logging-in for the first time. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - e. You need to login again with the new credentials.
  - f. On successful login, the system will prompt you to select the “EVEN” and click on “ACC Limited.”
  - g. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-Off Date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click ‘FOR’/‘AGAINST’ as the case may be or partially in ‘FOR’ and partially in ‘AGAINST’, but the total number in ‘FOR’ and/or ‘AGAINST’ taken together should not exceed your total shareholding as on the Cut-Off Date. You may also choose to “ABSTAIN” and vote will not be counted under either head.
  - h. Members holding shares under multiple folios/ demat accounts shall choose the voting process separately for each of the folio/ demat account.
  - i. You may then cast your vote by selecting an appropriate option and click on “SUBMIT”. A confirmation box will be displayed. Click “OK” to confirm, else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
  - j. Corporate / Institutional Members (i.e., other than Individuals, HUFs, NRIs, etc.) are required to send legible scanned certified true copy (in PDF/ JPG Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized signatory(ies), who is/are authorised to vote, to the Scrutiniser through e-mail at [ashwini.i@mehta-mehta.com](mailto:ashwini.i@mehta-mehta.com) and may also upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be “Corporate Name EVEN.”
- II. Members can also update their mobile number and e-mail address in the “user profile details” in their e-voting login on <https://evoting.kfintech.com> which may be used for sending further communication(s).



- III. Any member who has forgotten the User ID and Password, may obtain/ generate/ retrieve the same from KFinTech in the manner as mentioned below:
- a. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399
- Example for NSDL: MYEPWD <SPACE> IN12345612345678
- Example for CDSL: MYEPWD <SPACE> 1402345612345678
- Example for Physical: MYEPWD <SPACE> XXXX123456789
- b. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate password.
- IV. In case of any query on e-voting, members may refer to the “Help” and “FAQs” sections/ e-voting user manual available through a dropdown menu in the “Downloads” Section of KFinTech’s website for e-voting: <https://evoting.kfintech.com> or contact KFinTech as per the details given under sub-point no. V below.
- V. Members are requested to note the following contact details for addressing e-evoting related grievances:

Ms. C. Shobha Anand, Deputy General Manager  
KFin Technologies Limited  
Selenium Tower B, Plot 31-32,  
Gachibowli, Financial District,  
Nanakramguda, Hyderabad 500 032  
Phone No.: +91 40 6716 1700  
Toll-free Nos.: 1800-309-8998/ 1800-309-4001  
(from 9:00 a.m. IST to 6:00 p.m. IST on all working days)  
E-mail: [shobha.anand@kfintech.com](mailto:shobha.anand@kfintech.com) or [evoting@kfintech.com](mailto:evoting@kfintech.com)

**By Order of the Board of Directors,  
For ACC Limited**

**Vinod Bahety  
Chief Financial Officer**

Mumbai  
January 17, 2023

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

## **EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013 IN RESPECT OF ITEMS OF SPECIAL BUSINESS**

In conformity with the provisions of Sections 102 and 110 of the Companies Act, 2013 (**'the Act'**), the Secretarial Standard- 2 on General Meetings issued by the Institute of Company Secretaries of India and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**'SEBI Listing Regulations'**), the following Explanatory Statement setting out all material facts relating to the businesses mentioned at Item Nos. 1 to 5 of the accompanying Notice dated January 17, 2023 should be taken as forming part of this Notice.

### **Item No. 1**

Pursuant to the recommendation of the Nomination & Remuneration Committee (**'NRC'**) and the approval of the Board of Directors of the Company (**'Board'**), Ms. Ameera Shah (DIN: 00208095), was appointed as Independent Director of the Company for a term of three (3) consecutive years from December 3, 2022 to December 2, 2025 subject to the approval of the Members of the Company.

The detailed profile of Ms. Ameera Shah is provided under the head 'Additional Information of Directors being appointed as required under Regulation 36(3) of SEBI Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in order of the items mentioned in the Notice', which forms part of this Notice.

Ms. Ameera Shah has given her consent for appointment as Independent Director as well as declarations to the effect that she meets the criteria of independence as provided in Section 149(6) and other applicable provisions of the Act and Rules framed thereunder and Regulation 16(1)(b), Regulation 25(8) and other applicable provisions of the SEBI Listing Regulations.

Ms. Ameera Shah has confirmed that she is not in any way disqualified from being appointed as Director. She is not debarred from holding the office of Director by virtue of any order of SEBI or any other such Authority. The Company has received notice under Section 160 of the Act proposing her candidature for appointment as Independent Director.

In the opinion of the Board, Ms. Shah who is proposed to be appointed as Independent Director on the Board of the Company, fulfils the conditions specified in the Act and in the SEBI Listing Regulations for appointment as Independent Director and is independent of the Management.

The Board, based on the recommendation of NRC, considers that given her skills, integrity, expertise and experience, the association of Ms. Ameera Shah would be beneficial to the Company and it is desirable to avail her services as an Independent Director.

During her tenure of appointment, she shall not be liable to retire by rotation as provided under Section 152(6) of the Act.

A copy of the draft letter for appointment of the Independent Directors setting out the terms and conditions of their appointment is available for inspection by the Members at the Registered Office of the Company during the office hours on all working days till the date of the Postal Ballot.

As per Regulation 17 (1C) of the SEBI Listing Regulations, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Considering the above and pursuant to the recommendation of the NRC, the Board recommends passing of the Special Resolution as set out at Item No. 1 of this Notice for approval by the Members of the Company.

Except Ms. Ameera Shah and her relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives, are in any way concerned or interested financially or otherwise in the Resolution set out at item no. 1 of this Notice, except to the extent of their shareholding, if any, in the Company.

### **Item No. 2 & 3**

Pursuant to the recommendation of the NRC and the approval of the Board, Mr. Ajay Kapur (DIN: 03096416), was appointed as an Additional Director of the Company with effect from December 3, 2022 and he holds office upto the date of the next general meeting and is eligible for appointment as a Director. The Board has also appointed Mr. Ajay Kapur as the Whole-time Director & Chief Executive Officer (**'CEO'**) of the Company from December 3, 2022 to November 30, 2025, upon the terms & conditions hereinafter indicated, subject to approval of the Members.

Mr. Ajay Kapur has furnished consent/declarations for his appointment as required under the Act and the Rules made thereunder and is qualified to be appointed as a Director in terms of Section 164 of the Act. The Company has received notice in writing pursuant to the provisions of Section 160 of the Companies Act, proposing his candidature for the office of Director.

Mr. Ajay Kapur is not debarred from holding the office of Director by virtue of any order of SEBI or any other such Authority.

The detailed profile of Mr. Ajay Kapur is provided under the head 'Additional Information of Directors being appointed as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in order of the items mentioned in the Notice' which forms part of this Notice.

As per Regulation 17 (1C) of SEBI Listing Regulations, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Mr Ajay Kapur is also the Whole-time Director & CEO of the Holding Company, Ambuja Cements Ltd. ('ACL') and his appointment as Whole-time Director & CEO of the Company will bring deeper focus and larger synergies of business.

The principal terms and conditions of appointment of Mr. Ajay Kapur as the Whole-time Director & CEO is as follows:

- 1) Term of Appointment: From December 3, 2022 to November 30, 2025.
- 2) Remuneration: Mr. Ajay Kapur is also the Whole-time Director & CEO of ACL and draws his salary from ACL, accordingly, no remuneration is proposed to be paid to Mr. Kapur by the Company.
- 3) Other Perks: Nil.

The NRC and the Board are of the view that the association of Mr. Ajay Kapur and the rich experience & vast knowledge he brings with him, would benefit the Company. Further, he also possesses requisite skills, expertise and competencies in the context of the Company's businesses, particularly in the areas of People Management, Customer, Sales, Marketing, Branding and Logistics etc.

Notwithstanding anything to the contrary, the Board or NRC is authorized to fix, alter and/or vary from time to time the quantum/ periodicity/ composition of the remuneration payable to the Whole-time Director, including by way of cost sharing with ACL, in such manner and to such extent not exceeding the limits specified in the Act and Schedule V thereto or such other provisions as may be applicable in this regard, as in force from time to time.

Mr. Kapur shall not be paid any sitting fees for attending the meeting of the Board of Directors or Committee thereof.

The NRC and the Board recommend passing of the Ordinary Resolutions as set out at Item Nos. 2 and 3 of this Notice for approval by the Members of the Company.

Except Mr. Ajay Kapur and his relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives, are in any way concerned or interested financially or otherwise in the Resolutions set out at item nos. 2 & 3 of this Notice, except to the extent of their shareholding, if any, in the Company.

#### **Item No. 4 & 5**

The provisions of the SEBI Listing Regulations mandates prior approval of shareholders of a listed entity by means of an ordinary resolution for all Material Related Party Transactions ('RPTs'), even if such transactions are in the ordinary course of business of the concerned Company and at an arm's length basis. Effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, exceed(s) ₹ 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

The Members of the Company, at their 86<sup>th</sup> Annual General Meeting held on April 21, 2022, granted their approval for entering into material RPTs with Ambuja Cements Limited ('ACL'), Holding Company of the Company and a related party, for the Financial Year ending December 31, 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.

The Members may note that the Board, at its meeting held on September 16, 2022, has accorded its consent for the extension of the current Financial Year till March 31, 2023 and change in the Financial Year of the Company from January 1 – December 31 every year to "April 1 – March 31" every year.

In view of the above and considering the extension of the present financial year upto a period of fifteen (15) months i.e. January 1, 2022 to March 31, 2023 and the subsequent financial years being from April 1 – March 31 every year, the Audit Committee (comprising of 100% Independent Directors) and the Board, on the basis of relevant details provided by the management, as required by the law, have approved revision in maximum limits of aggregate value of material RPTs with ACL as set out in the table on page nos. 10 & 11, for the period January 1, 2022 to March 31, 2023 and fresh limits for the financial year April 1, 2023 to March 31, 2024 and accorded their consent for entering into and/ or carrying out and/ or continuing with existing contracts/ arrangements/ transactions or modification(s) of earlier contracts/ arrangements/

transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise) with ACL, in the ordinary course of business and at arms' length basis for the aforesaid periods, subject to the approval of the Members of the Company.

The Company has benefitted from such transactions with ACL in the past and in order to maximize synergies between the Company and ACL, there will be increase in the number of transactions between both the companies and therefore, the Audit Committee and the Board of Directors of the Company recommend passing of the Ordinary Resolutions as set out in Item Nos. 4 and 5 of this Notice, for the approval of the Members of the Company.

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall not vote in favour of the said resolutions.

Mr. Karan Adani, Non-Executive Director, Mr. Ajay Kapur, Whole-time Director & Chief Executive Officer and Mr. Vinod Bahety, Chief Financial Officer, being director(s) and key managerial personnel of ACL, and their relatives, are deemed to be concerned or interested in these resolutions. None of the other Directors, Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested financially or otherwise in the Resolutions set out at item nos. 4 and 5 of the Notice, except to the extent of their shareholding, if any, in the Company.

Information required under Regulation 23 of the SEBI Listing Regulations read with SEBI Circular dated November 22, 2021 is as under:

Sr. No.	Particulars	Resolution Nos.	
		4	5
i.	Name of the Related Party and its relationship with the listed entity	Ambuja Cements Limited (ACL), Holding Company	
ii.	Type of transaction	1) Purchase and sale of cement, clinker, raw materials, spare parts and toll grinding services; 2) Transactions relating to rendering and receiving of services under common functions; 3) Deputation of Employees; 4) Purchase of cement for RMX business; 5) Reimbursements received/payable; 6) Inter Corporate Loans/ Deposits/ Guarantees/ Securities; 7) Other Residual RPTs.	
iii.	Material terms and particulars of the proposed Transaction	Material terms and conditions are based on the contracts which inter alia include the rates which are based on prevailing market price and commercial terms as on the date of entering into the contract(s).	
iv.	Tenure of the proposed transaction	FY 2022-23 (i.e. January 1, 2022 to March 31, 2023)	During the FY 2023-2024
v.	Value of the proposed transaction (not to exceed)	₹ 6,500 Crore (limits revised from ₹ 3,500 Crore) Note: The Members at their 86 <sup>th</sup> AGM held on April 21, 2022 approved the RPTs with the specified limits. Approval of the Members by way of this Postal Ballot is being sought for revision in the said limits.	₹ 12,000 Crore (fresh limits)
vi.	Reasons for revision in limits	Due to extension of financial year as mentioned in the explanatory statement and increase in the number of transactions between both the Companies in order to maximize synergies between the Company and ACL.	Not Applicable
vii.	Value of RPT as % (appx.) of Company's audited consolidated annual turnover for the financial year 2021	22.13% (for FY 2022-23)	

Sr. No.	Particulars	Resolution Nos.	
		4	5
viii.	If the transaction relates to any loans, inter – corporate deposits, advances or investments made or given by the listed entity or its subsidiary then:	The Company may undertake Inter Corporate Loans/ Deposits/ Guarantees/ Securities in multiple tranches from its internal accruals or borrowed funds.	
	a. Details of the source of funds in connection with the proposed transactions	Internal Sources/Surplus/Borrowed Funds	
	b. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, <ul style="list-style-type: none"> <li>• nature of indebtedness;</li> <li>• cost of funds; and</li> <li>• tenure;</li> </ul>	<p>The Company can extend financial assistance to ACL on need basis, in the form of corporate guarantee/ revolving interest bearing inter corporate deposits/ loans/ advances. In a similar manner, the Company may also seek financial assistance from ACL for business purposes. The financial assistance will be utilised by the borrowing entity(ies) for its business purposes including expansion, working capital requirements and other business purposes.</p> <p>The financial assistance would be unsecured with repayment over a period of one - three years from date of disbursement; however, the borrowing entity (which may include the Company) will have the right to make pre-payment, without any pre-payment penalty during the tenor of relevant financial assistance.</p> <p>The financial assistance will carry interest at appropriate market rate prevailing at the time of disbursement and may vary depending upon the credit profile of the borrowing entity(ies).</p>	
	c. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security		
	d. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPTs		
ix.	Justification as to why the RPTs are in the interest of the Company.	<ol style="list-style-type: none"> <li>1) <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.</li> <li>2) <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 including, but not limited to Technical Services, Sustainability, Procurement and Taxation. The cost of employees of each department in the payrolls of each Company is proposed to be charged to the other company with arm's length markup.</li> <li>3) <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.</li> <li>4) <b>For Reimbursements received/ paid:</b> The transactions will be purely on the basis of day to day business requirements.</li> <li>5) <b>For Deputation in/ out of employees:</b> The transactions aims at better manpower deployment in various roles, purely on the basis of organisational needs, which will ultimately lead to better utilisation and productivity.</li> <li>6) <b>For Inter Corporate Loans/ Deposits/ Guarantees/ Securities:</b> Please refer to the point no. viii.</li> <li>7) <b>Other Residual RPTs:</b> The transactions will be purely on the basis of day to day business requirements.</li> </ol>	
x.	Copy of the valuation or other external party report, if any such report has been relied upon.	<p>The transactions do not contemplate any valuation.</p> <p>Independent Valuation Report shall be obtained as and when required.</p>	

Sr. No.	Particulars	Resolution Nos.	
		4	5
xi.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders.	Not Applicable.	
xii.	Any other relevant information	The RPTs proposed to be entered with ACL shall be in the ordinary course of business and on arm's length basis.	

**By Order of the Board of Directors,  
For ACC Limited**

**Vinod Bahety  
Chief Financial Officer**

Mumbai  
January 17, 2023

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

**Additional Information of Directors being appointed as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India**

Particulars	Item No. 1	Item Nos. 2 & 3
<b>Name of the Director</b>	Ms. Ameera Shah	Mr. Ajay Kapur
<b>Director Identification Number</b>	00208095	03096416
<b>Date of Birth</b>	24 <sup>th</sup> September, 1979	11 <sup>th</sup> November, 1965
<b>Nationality</b>	Indian	Indian
<b>Qualification</b>	Degree in finance from the University of Texas at Austin. Owner President Management Program at Harvard Business School.	Economics graduate from St. Xavier's University, Mumbai, MBA from K.J. Somaiya Institute of Management. Advanced Management Programme at the Wharton School of the University of Pennsylvania
<b>Date of first appointment on the Board</b>	3 <sup>rd</sup> December, 2022	3 <sup>rd</sup> December, 2022
<b>Shareholding in ACC including shareholding as a beneficial owner</b>	Nil	300 shares (joint holding )
<b>Brief Profile of the Director</b>	<p>Ms. Ameera Shah is the Promoter &amp; Managing Director of Metropolis Healthcare Ltd. For the last 20 years, Ms. Shah has focused on delivering sustained growth, built and led corporate functions, including finance, strategy, business process optimization, innovation, investor relations etc.</p> <p>Named amongst 'Asia's Most Powerful Women in Business' by Forbes Asia and 'Fifty Most Powerful Women in Business' by Fortune India, Ms. Shah is recognized as a global thought leader in the healthcare industry. She has also played an instrumental role in changing the pathology industry landscape in the country; from being a doctor led practice to a professional corporate group in an extremely unregulated, competitive and fragmented market.</p> <p>Ms. Shah received a degree in Finance from The University of Texas at Austin and has also completed the prestigious Owner-President Management Program at Harvard Business School.</p> <p>In addition to being a propagator of organizational empathy and gender sensitivity, Ms. Shah is also an active financial investor and a business mentor. Passionate about the women leadership and empowerment, she has committed to supporting budding women entrepreneurs. This led her to set up Empoweress, a not-for-profit platform for women-led businesses to find advice, mentorship and microfunding. Launched in 2017, the platform incubates more than 50 women led businesses already.</p>	<p>Mr. Ajay Kapur has 25+ years of experience in the cement and construction, power and heavy metals sector. He joined Ambuja Cement in 1993 as an Executive Assistant to the then Managing Director. He held various strategic positions over the last 2 decades and from 2014 to 2019, he served as the CEO and Managing Director of Ambuja. Prior to joining the Adani Group in June 2022, Mr. Ajay Kapur was CEO- Aluminium and Power and MD – Commercial at Vedanta Ltd.</p> <p>Most recently he served as CEO of Special Projects at Adani Ports and Special Economic Zone Ltd. Mr Ajay Kapur is also the Whole Time Director &amp; Chief Executive Officer of the Parent Company, Ambuja Cements Ltd.</p> <p>Mr. Kapur has been actively involved in various industry forums including CII, FICCI and ASSOCHAM.</p>



Particulars	Item No. 1	Item Nos. 2 & 3
	<p>An eminent industry spokesperson, she has been featured as a speaker in various National and International forums, industry events and conclaves organized by IIM, Harvard Business School, TedX, CII, FICCI, Twitter amongst others. She has also been elected the Secretary of the IAPL (Indian Association of Pathology Laboratories) and has served as the Chairperson of the 'FICCI Health services Western Subgroup' that drives policy decisions at the Center.</p> <p>Ms. Shah has served as an Independent Director on the board of reputed Indian companies (Kaya, Shoppers Stop). She is an Independent Director on the board of Torrent Pharma and is also an advisor to Baylor College of Medicine. She is also on the global advisory board of AXA, a Paris headquartered company with 700 Billion \$ under asset management.</p>	
<b>Expertise in specific functional areas</b>	Healthcare, Finance, Strategy, Business process optimization, Innovation, Investor Relations.	People Management, Customer, Sales, Marketing, Branding and Logistics.
<b>Last Remuneration drawn for FY 2021</b>	Nil	Nil
<b>Details of Remuneration sought to be paid</b>	Sitting Fees and Commission	Nil
<b>List of Directorships held in other companies</b>	<ol style="list-style-type: none"> <li>1. Torrent Pharmaceuticals Limited^</li> <li>2. Metropolis Healthcare Limited^</li> <li>3. Metropolis HistoXpert Digital Services Private Limited</li> <li>4. Dr. Ganesan' Hitech Diagnostic Centre Private Limited</li> <li>5. Metropolis Healthcare (Mauritius) Limited</li> <li>6. Metropolis Star Lab Kenya Limited</li> <li>7. Metropolis Healthcare Lanka (Pvt) Limited</li> <li>8. Metropolis Bramser Lab Services (Mtius) Ltd</li> <li>9. Metropolis Healthcare Ghana Ltd</li> <li>10. Metropolis Healthcare Uganda Limited</li> <li>11. Metropolis Healthcare (Zambia) Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Ambuja Cements Limited^</li> <li>2. OneIndia BSC Private Limited</li> <li>3. Ambuja Resources Limited</li> <li>4. Ambuja Shipping Services Limited</li> <li>5. Ambuja Cement Foundation</li> </ol>
<b>Name of Listed Companies from which the Director has resigned in the past three years</b>	<ol style="list-style-type: none"> <li>1. Shoppers Stop Limited</li> <li>2. Kaya Limited</li> </ol>	Nil

Particulars	Item No. 1			Item Nos. 2 & 3																																												
<b>Memberships/ Chairmanships across Listed Entities</b>	<table border="1"> <thead> <tr> <th data-bbox="344 215 539 281">Name of the Company</th> <th data-bbox="544 215 751 281">Name of the Committee</th> <th data-bbox="756 215 919 281">Member/ Chairperson</th> </tr> </thead> <tbody> <tr> <td data-bbox="344 288 539 457" rowspan="3">Torrent Pharmaceuticals Limited</td> <td data-bbox="544 288 751 319">Audit</td> <td data-bbox="756 288 919 319">Member</td> </tr> <tr> <td data-bbox="544 325 751 391">Stakeholders' Relationship</td> <td data-bbox="756 325 919 391">Member</td> </tr> <tr> <td data-bbox="544 397 751 457">Corporate Social Responsibility</td> <td data-bbox="756 397 919 457">Chairperson</td> </tr> <tr> <td data-bbox="344 464 539 592" rowspan="3">Metropolis Healthcare Limited</td> <td data-bbox="544 464 751 530">Stakeholders' Relationship</td> <td data-bbox="756 464 919 530">Member</td> </tr> <tr> <td data-bbox="544 536 751 592">Corporate Social Responsibility</td> <td data-bbox="756 536 919 592">Member</td> </tr> <tr> <td data-bbox="544 598 751 629">Risk Management</td> <td data-bbox="756 598 919 629">Chairperson</td> </tr> </tbody> </table>	Name of the Company	Name of the Committee	Member/ Chairperson	Torrent Pharmaceuticals Limited	Audit	Member	Stakeholders' Relationship	Member	Corporate Social Responsibility	Chairperson	Metropolis Healthcare Limited	Stakeholders' Relationship	Member	Corporate Social Responsibility	Member	Risk Management	Chairperson	<table border="1"> <thead> <tr> <th data-bbox="940 215 1070 302">Name of the Company</th> <th data-bbox="1075 215 1326 281">Name of the Committee</th> <th data-bbox="1331 215 1482 281">Member/ Chairman</th> </tr> </thead> <tbody> <tr> <td data-bbox="940 308 1070 696" rowspan="8">Ambuja Cements Limited</td> <td data-bbox="1075 308 1326 375">Stakeholders' Relationship</td> <td data-bbox="1331 308 1482 375">Member</td> </tr> <tr> <td data-bbox="1075 381 1326 412">Risk Management</td> <td data-bbox="1331 381 1482 412">Member</td> </tr> <tr> <td data-bbox="1075 418 1326 505">Information Technology and Data Security</td> <td data-bbox="1331 418 1482 505">Member</td> </tr> <tr> <td data-bbox="1075 511 1326 542">Commodity Price Risk</td> <td data-bbox="1331 511 1482 542">Member</td> </tr> <tr> <td data-bbox="1075 549 1326 615">Legal, Regulatory &amp; Tax</td> <td data-bbox="1331 549 1482 615">Member</td> </tr> <tr> <td data-bbox="1075 621 1326 677">Mergers &amp; Acquisitions</td> <td data-bbox="1331 621 1482 677">Member</td> </tr> <tr> <td data-bbox="1075 683 1326 714">Reputation Risk</td> <td data-bbox="1331 683 1482 714">Member</td> </tr> <tr> <td data-bbox="940 721 1070 986" rowspan="5">ACC Limited</td> <td data-bbox="1075 721 1326 787">Stakeholders' Relationship</td> <td data-bbox="1331 721 1482 787">Member</td> </tr> <tr> <td data-bbox="1075 793 1326 824">Risk Management</td> <td data-bbox="1331 793 1482 824">Member</td> </tr> <tr> <td data-bbox="1075 830 1326 917">Information Technology and Data Security</td> <td data-bbox="1331 830 1482 917">Member</td> </tr> <tr> <td data-bbox="1075 924 1326 955">Commodity Price Risk</td> <td data-bbox="1331 924 1482 955">Member</td> </tr> <tr> <td data-bbox="1075 961 1326 1027">Mergers &amp; Acquisitions</td> <td data-bbox="1331 961 1482 1027">Member</td> </tr> </tbody> </table>	Name of the Company	Name of the Committee	Member/ Chairman	Ambuja Cements Limited	Stakeholders' Relationship	Member	Risk Management	Member	Information Technology and Data Security	Member	Commodity Price Risk	Member	Legal, Regulatory & Tax	Member	Mergers & Acquisitions	Member	Reputation Risk	Member	ACC Limited	Stakeholders' Relationship	Member	Risk Management	Member	Information Technology and Data Security	Member	Commodity Price Risk	Member	Mergers & Acquisitions	Member
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<b>Details of Board/ Committee Meetings attended by the Directors during the year</b>	No Board/Committee Meetings were held after her appointment as Director of the Company.	No Board/Committee Meetings were held after his appointment as Director of the Company.																																														

^ Listed entities

There are no inter-se relationships between any Directors or Key Managerial Personnel of the Company.