

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

CIN: L26940MH1936PLC002515

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www.acclimited.com

12th March 2018

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

Dear Sirs

Sub: Intimation regarding proposed Postal Ballot under Section 110 of the Companies Act, 2013

We wish to inform you that the Board of Directors of the Company at its Meeting held on 26th February 2018, has approved the proposal for seeking the consent of the Members by Ordinary Resolution for entering into a Master Supply Agreement with Ambuja Cements Limited, which is a Related Party.

Notice dated 26th February 2018 for a Postal Ballot under Section 110 of the Companies Act, 2013 read with Section 108 of the said Act and Rules 20 and 22 of The Companies (Management and Administration) Rules, 2014, along with the Resolution proposed to be passed, the Explanatory Statement and the Postal Ballot Form shall be sent to the Members of the Company in due course.

The Postal Ballot shall also provide for the facility of e-voting by the Members in accordance with the Rules prescribed.

A copy of the Notice along with the enclosures thereto is enclosed for your information and record.

Yours faithfully
For ACC Limited



Ramaswami Kalidas
Company Secretary & Head Compliance
FCS: 2440

Encl.:

ACC

ACC Limited

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

POSTAL BALLOT NOTICE

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

Dear Members,

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 (hereinafter referred to as "the Act") read with Rule 22 of The Companies (Management and Administration) Rules, 2014 (hereinafter referred to as "the Rules"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, to the Members of ACC Limited ("the Company"), that the Ordinary Resolution appended below is proposed to be passed by way of Postal Ballot / e-voting.

The proposed Resolution and the Explanatory Statement thereto setting out the material facts and reasons thereof is enclosed for your consideration along with a Postal Ballot Form and self-addressed postage pre-paid envelope (if posted in India).

1. Approval for related party transactions with Ambuja Cements Limited

To consider and if thought fit to give your assent or dissent to the following resolution proposed as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 ("Companies Act") and the relevant rules thereunder and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the approval of Members be and is hereby accorded to the Company (acting through its Board of Directors) to:

- (a) enter into, execute and deliver the Master Supply Agreement ("Agreement") (the draft of which has been made available for inspection at the website and at the Registered Office of the Company) with Ambuja Cements Limited ("ACL"), which is a related party of the Company as per Section 2(76) of the Companies Act and Regulation 2(1)(zb) of the Listing Regulations;
- (b) execute such other agreements, deeds, documents, instruments and forms, as may be required by the Company in relation to or pursuant to the Agreement or to give effect to any contract(s) / arrangement(s) / transaction(s) contemplated in the Agreement;
- (c) enter into contract(s) / arrangement(s) / transaction(s) with ACL on such terms and conditions as the Board of Directors may deem fit under and in accordance with the terms and conditions of the Agreement;
- (d) amend, novate, supplement or modify the terms and conditions of the Agreement as deemed appropriate and necessary, provided that, any amendment to Clause 4 and Schedule II of the Agreement shall require prior approval of the Members of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to the Managing Director and Chief Executive Officer of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid Resolution (including without limitation, agreeing upon and finalizing the operational guidelines for the Agreement)."

By Order of the Board of Directors,
For ACC Limited

Ramaswami Kalidas
Company Secretary & Head Compliance
FCS No.: F-2440

Mumbai,
26th February 2018

Notes:

- a. The relative Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, setting out all material facts in respect of the above Ordinary Resolution contained in the Postal Ballot Notice is annexed hereto.
- b. Pursuant to the provisions of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 ("the Rules"), the assent or dissent of the Members in respect of the above resolution is being determined through Postal Ballot which also includes voting by electronic means.
- c. The Notice of Postal Ballot is being sent to all the Members of the Company whose names appear in the Register of Members and the list of beneficial owners received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on 2nd March 2018 (cut-off date for the purpose of voting on the Postal Ballot). The Notice of the Postal Ballot is being sent by electronic mode to those Members who have registered their email ID's with their respective Depository Participants or with the Company unless any Member has specifically requested in writing for a physical copy of the same. Further, physical copies of the Postal Ballot Notice are being sent by the permitted mode (i.e. through registered post / speed post / air mail), along with a prepaid self-addressed Business Reply Envelope to all other Members of the Company. In case any Member who has received Notice of this Postal Ballot electronically wishes to receive a physical copy of the said Notice, he/she may send a request to the Company mentioning his/her Folio No./DP ID and Client ID No. Any person who is not a Member on the above said date should treat this Notice for information purpose only.
- d. In case a Member is desirous of obtaining a duplicate Ballot Form, he/she may send an e-mail to sujata.chitre@acclimited.com or write to the Share Department, ACC Limited, Cement House, 121, M. K. Road, Mumbai - 400020 by mentioning his/her Folio No./DP ID and Client ID No.
- e. The Notice of the Postal Ballot has also been placed on the Company's website www.acclimited.com.
- f. In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Rules, the Company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically. Please note that e-voting is optional. In case, a Member has voted through e-voting facility, he/she is not required to send the Physical Form. In case, a Member votes through e-voting facility as well as sends his/her vote through Physical Form, the vote cast through e-voting shall be considered and the voting through Physical Form shall not be taken into account by the Scrutinizer.
- g. The Board of Directors at its Meeting held on 26th February 2018 has appointed Mr Pramod S Shah, Managing Partner or in his absence Mr Saurabh Shah, Corporate Advisor of M/s Pramod S Shah & Associates, Practicing Company Secretaries, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner and in accordance with the statute.
- h. The e-voting period commences on 17th March 2018 (9.00 a.m. IST) and ends on 15th April 2018 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date as aforesaid, may cast their vote by e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter.
- i. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company held by them as on the cut-off date determined for this purpose i.e. 2nd March 2018. A Member need not use all his votes nor does he need to cast all his votes in the same way.
- j. The Scrutinizer will submit his report on the Postal Ballot to the Chairman. The results of the Postal Ballot will be declared on 16th April 2018 before the close of business hours by the Chairman or one of the Key Managerial Personnel authorized by the Chairman in this behalf. The results along with the report of the Scrutinizer will be displayed on the Notice Board of the Company at its Registered Office and placed on the website of the Company www.acclimited.com and on the website of NSDL www.evoting.nsdl.com immediately after the declaration of results and forwarded to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
- k. Subject to the receipt of the requisite number of votes, the Resolution passed by Members through either the ballot forms or e-voting shall be deemed to have been passed as if the same has been passed at a General Meeting.
- l. The Resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting.
- m. A copy of the draft of the Master Supply Agreement referred to in the Explanatory Statement will be available for inspection at the Registered Office of the Company during office hours on all working days excluding Saturdays, Sundays and bank holidays from the date of despatch until the last date for receipt of votes by Postal Ballot/e-voting.

- n. The intimation regarding despatch of the Postal Ballot Notice, along with the Explanatory Statement and the Postal Ballot Form will be announced through advertisement in at least one English newspaper having Nation-wide circulation and in one Marathi newspaper with wide circulation in the State of Maharashtra, where the Registered Office of the Company is situated, and also published on the website of the Company.
- o. Instructions for e-voting/voting by physical ballot are given herein below:

Process and manner for remote e-voting:

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

- i. Those Members, whose e-mail IDs are registered with the Company/Depository Participants will receive an e-mail from NSDL.
- ii. Open the e-mail and thereafter open the attached PDF file viz.: "ACC postalballot.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting on the Postal Ballot. Please note that the password is an initial password. If you are already registered with NSDL for e-Voting then you can use your existing user ID and password.
- iii. Browse the following URL: <https://www.evoting.nsdl.com/>
- iv. Click on Shareholder-Login
- v. Insert user ID and password as initial password/PIN as noted in step (ii) above and a Verification Code as shown on the screen. Click Login.
- vi. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Please keep a note of your new password.
It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii. Home page of remote e-voting opens. Click on e-voting: Active Voting Cycles.
- viii. Select "EVEN" of "ACC Limited" which is 108247.
- ix. Now you are ready for e-voting as "Cast Vote" page opens.
- x. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- xi. Upon confirmation, the message "Vote cast successfully" will be displayed.
- xii. Once you have voted on the Resolution, you will not be allowed to modify your vote.
- xiii. Institutional Members (i.e. other than individuals, HUF, NRI etc.) who wish to cast their votes through remote e-voting are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature(s) of the duly authorized signatory(ies) who is/are authorized to vote, to the Scrutinizer through an e-mail to "pss.scrutinizer@acclimited.com" with a copy marked to evoting@nsdl.co.in.

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

Members will receive a Ballot Form along with the Notice of the Postal Ballot.

- I. To opt for e-voting they should use the Initial password provided in the enclosed Ballot Form and thereafter follow all steps as given herein above at Sr. No. (iii) to Sr. No. (xiii) to cast their vote.
- OR
- ii. To opt for casting their vote in physical form, by filling in the Ballot Form and posting it to the address mentioned in the enclosed prepaid Business Reply Envelope.

For Members already registered with NSDL for remote e-voting:

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

In case Members are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID). In case Members are holding shares in physical mode, USER-ID is the combination of (EVEN No+Folio No).

Alternatively, if a Member is registered for NSDL e-services i.e. IDeAS, he/she can login at <https://eservices.nsdl.com/> with his/her existing IDeAS login. Once logged in to NSDL e-services after using the login credentials, click on e-voting and Member can proceed to cast his/her vote electronically.

Other Instructions:

- i. In case Members have any queries relating to e-voting on the Postal Ballot, they are requested to refer to the "Frequently Asked Questions (FAQs) for Members" and "Remote e-voting User Manual for Members" available at the downloads section at www.evoting.nsdl.com or call on toll free No.: 1800-222-990 or send a request at evoting@nsdl.co.in.
- ii. In order to address any grievances relating to e-voting, Members may write to Ms. Pallavi Mhatre, NSDL at:
E-mail id: evoting@nsdl.co.in
Toll free no.: 1800-222-990
Tel. No.: 022 2499 4545
- iii. Members may also avail of this opportunity to update their mobile numbers and e-mail IDs in the user profile details of the folio, which may be used by the Company for sending future communication(s).

Process and manner for Members opting to vote by Physical Ballot:

- i. A Member desiring to exercise his/her vote by Postal Ballot should use the enclosed Postal Ballot Form. No other form or photo copy thereof is permitted to be used for this purpose.
- ii. The Postal Ballot Form should be completed and signed by the Member. In case of joint shareholding, this form should be completed and signed by the first named Member and/or his attorney, provided the Power of Attorney has been earlier registered with the Company. In the absence of the first named Member, Ballot Form can be signed by the next named joint holder. The person signing the Postal Ballot Form should sign as per his specimen signature registered with the Company.
- iii. Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected.
- iv. The duly completed Ballot form should be sent to the Scrutinizer at the address of the Company in the attached self-addressed pre-paid envelope which bears the name of the Scrutinizer. The postage will be borne and paid for by the Company. Envelopes containing Postal Ballot Forms, if deposited with the Company, in person or if sent by courier at the expense of the Member will also be accepted by the Company.
- v. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than the close of business hours on 15th April 2018. Postal Ballot Forms received after this date will be strictly treated as if the reply from such Member(s) has not been received.
- vi. In the case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/Authorization, together with specimen signature(s) of the duly authorized signatory(ies).
- vii. Members are requested not to send any other paper or material along with the Postal Ballot Form in the enclosed self addressed pre-paid postage envelope.
- viii. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

By Order of the Board of Directors,
For ACC Limited

Ramaswami Kalidas
Company Secretary & Head Compliance
FCS No.: F-2440

Mumbai,
26th February 2018

**EXPLANATORY STATEMENT REQUIRED PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
RELATING TO THE AFORESAID RESOLUTION**

Item No. 1: Approval for related party transactions with Ambuja Cements Limited

- (A) Both the Company and Ambuja Cements Limited ("ACL") are part of the LafargeHolcim Group. ACL is the Promoter and Holding Company of the Company and owns 50.05% of the issued and paid-up share capital of the Company. Holderind Investments Limited ("HIL") (a subsidiary of LafargeHolcim Ltd) also holds 4.48% of the issued and paid-up share capital of the Company and is also a Promoter of the Company. HIL is also the Promoter of ACL and owns 63.56% of the issued and paid-up share capital of ACL. The aggregate direct and indirect economic interest of HIL in the Company is 36.29% of the issued and paid-up share capital of the Company.
- (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) In order to: (i) achieve synergies and economies of scale, (ii) reduce operational costs, (iii) strengthen the sustainability of the businesses including environmental sustainability, and (iv) conserve natural resources; both companies are proposing to, subject to the approval of their respective Members, enter into a **Master Supply Agreement**, the draft of which is available on the website and Registered Office of the Company.
- (D) **Salient Features of the Master Supply Agreement:**

(a) Scope

- (i) The Master Supply Agreement is for supply of cement, clinker, raw materials (fuels, fly ash, slag, gypsum, etc.) and spare parts and for providing toll grinding services in certain plants.
- (ii) Each individual contract(s) / arrangement(s) / transaction(s) shall be carried out by way of purchase order(s) based on the requirements of the Company or ACL as may be assessed by the respective Managements.

(b) Pricing

- (i) The price for each of the material and service shall be determined in accordance with the pricing formula noted below against each of the material and service:

SR. NO.	MATERIAL / SERVICE	PRICING FORMULA & DELIVERY POINT
1.	Cement	Manufacturing Company's Average Net Selling Price minus 5% discount, applied in the following manner: (a) In case of "FOR Delivery", the Average Net Selling Price applicable for such FOR Deliveries in the relevant district; (b) In case of "Ex-Delivery", the Average Net Selling Price applicable for such Ex- Deliveries in the relevant district. Delivery point: (a) "FOR Delivery": delivered at Buying Company's dealer, retailer, or consumer site, as the case may be; or (b) "Ex-Delivery": delivered at the Manufacturing Plant or dispatching railway yard, as the case may be.
2.	Toll Grinding	For each tonne, (A) + (B), where: (A) = Conversion charges determined at 8% of the Gross Fixed Assets Block; and (B) = Manufacturing Plant's variable cost per tonne of the previous quarter, plus 10% mark-up. Delivery point: At the Manufacturing Plant.

SR. NO.	MATERIAL / SERVICE	PRICING FORMULA & DELIVERY POINT
3.	Clinker	Price will be one of the following: (a) ex-works market price; or (b) ex-works market price determined by independent agency appointed by Board of Directors of both Parties; or (c) Manufacturing Plant's clinker variable cost of previous quarter, plus 35% markup. The above hierarchy of methods will be followed for arriving at the price of clinker. Delivery point: At the Manufacturing Plant.
4.	Raw materials for Clinker – fuel on "as needed basis"	Price will be one of the following: (a) Replacement cost thereof at Manufacturing Company's location based on market price; or
5.	Raw materials for Cement – fly-ash, slag, gypsum, etc. on "as needed basis"	(b) Manufacturing Company's landed cost thereof plus carrying cost of 8% per annum for the holding period. The above hierarchy of methods will be followed for arriving at the price of raw materials and spare parts.
6.	Spare parts on "as needed basis"	Delivery point: At Manufacturing Company's location.

(ii) For the purpose of the above table, the following definitions are relevant:

"Average Net Selling Price" means the average of the relevant district's Net Selling Price in the month immediately preceding the month in which the order is placed;

"Dealer Discount" means discount offered to wholesale dealers as per approved discount policy of the Manufacturing Company;

"Gross Fixed Asset Block" means the gross fixed asset value of the Manufacturing Plant (considered without accounting for depreciation) divided by the total production (expressed in 'tonne') of the Manufacturing Plant in the immediately preceding financial year of the Manufacturing Company;

"Net Selling Price" means the invoice price minus GST minus Dealer Discount.

(c) **Guiding Principles**

- (i) The Master Supply Agreement has been entered into on a "non-exclusive" basis between the two companies and therefore the companies continue to remain free to enter into similar contract(s) / arrangement(s) / transaction(s) with other companies.
- (ii) ACL and ACC are in a "holding company – subsidiary company" relationship and constitute a "single economic unit" under competition law. Accordingly, ACL and ACC have entered into the Master Supply Agreement to maximize network and logistics synergies between the businesses by creating an enabling framework that allows each company to procure cement, clinker and other materials from the plant that is geographically most suited to service a given market.
- (iii) While the operationalization of Master Supply Agreement will be based on subjective determination of the Management, the guiding principles for placing and accepting orders under the Master Supply Agreement shall be as follows:
 - ensure that the transactions under the Master Supply Agreement result in incremental benefits to each company in comparison to operations without the Master Supply Agreement. This shall be achieved through:

- optimization of the cost to service market by using each other's plant capacities where relevant;
 - maximize utilization of assets to generate additional sales for each company in a financial year; and
 - utilization of spare inventory (raw materials and spare parts), as needed;
- each company will sell the cement purchased from the other company under its own brands;
 - ensure that goods and services supplied under the Master Supply Agreement meet the quality standards of the buying company.
- (iv) The Managing Director and Chief Executive Officer of the respective companies shall mutually agree upon the Operational Guidelines which shall set out the manner in which the transactions under the Master Supply Agreement shall be undertaken.
- (d) **Term**
- (i) The Master Supply Agreement will be valid until terminated with mutual consent of both companies.
 - (ii) Either company shall be entitled to terminate the contract unilaterally, without cause, with 3 (three) months prior written notice.
- (e) **Confidentiality**
- The Master Supply Agreement incorporates appropriate confidentiality safeguards to prevent leakage of competitive information of the companies.
- (f) **Review, Reporting and Board Control**
- The transaction(s) carried out under the Master Supply Agreement will be reported and reviewed as prescribed under law.
- (E) **Important considerations**
- (a) The Master Supply Agreement contemplates an arrangement that has not been tested before at this scale. While Management of each company shall seek to maximize the benefits for their respective Members, the Company cannot guarantee the quantum of financial benefits that shall be realized from the Master Supply Agreement.
 - (b) The quantum of benefits realized by the Company from the Master Supply Agreement 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 companies, the quantum of benefits and incremental turnover realized by each company may vary based on time, market conditions and opportunities.
- (F) Under the provisions of Section 188 of the Companies Act, 2013 ("Companies Act"), prior approval of Members through ordinary resolution is required for related party transactions (other than those on arm's length basis and in the ordinary course of business) involving sale, purchase or supply of any goods or materials or services in excess of the prescribed thresholds. As a matter of abundant caution and good corporate governance, approval of Members of the Company pursuant to Section 188 of the Companies Act is being sought for the Master Supply Agreement and for the transactions to be entered into between the Company and ACL pursuant thereto. Further, under the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), approval of Members through ordinary resolution is required for all "material related party transactions". Explanation to Regulation 23(1) of the Listing Regulations expressly provides that a transaction with a related party shall be considered "material" if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. ACL is a "related party" of the Company, within the meaning of Section 2(76) of the Companies Act and Regulation 2(1)(zb) of the Listing Regulations. While the aggregate value of the transactions with ACL contemplated under the Master Supply Agreement cannot be determined in advance, the Company is seeking consent of the Members for an enabling framework which will allow the Company to undertake transactions with its related party (i.e. ACL) which may or may not exceed the above mentioned thresholds under the Listing Regulations. Hence, approval of Members of the Company is being sought under the provisions of Regulation 23(4) of the Listing Regulations, for the transactions under the Master Supply Agreement between the Company and ACL.

(G) Relevant particulars relating to the proposed related party transactions is disclosed as below:

SR. NO.	PARTICULARS	REMARKS
1.	Name of the related party	Ambuja Cements Limited
2.	Name of the director or key managerial personnel who is related, if any	None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed related party transactions. The Company and ACL have the following common Directors: (a) Mr Narotam Satyanarayan Sekhsaria, (b) Mr Jan Philipp Jenisch, (c) Mr Martin Kriegner, (d) Mr Shailesh Vishnubhai Haribhakti and (e) Mr Christof Werner Hassig.
3.	Nature of relationship	ACL is the "Holding Company", and owns 50.05% of the share capital in the Company.
4.	Nature, material terms, monetary value and particulars of the contract or arrangement	Please refer to the relevant details in "Salient Features of the Master Supply Agreement" noted in the explanatory statement.
5.	Any other information relevant or important for the members to take a decision on the proposed resolution	All relevant and important information relating to the proposed resolution has been noted above in the explanatory statement.

(H) The Board of Directors recommends passing of the resolution as an "Ordinary Resolution". ACL and HIL are "related parties" of the Company under both the Companies Act and the Listing Regulations. Hence, they will abstain from voting on this Resolution as stipulated under Regulation 23(7) of the Listing Regulations.

By Order of the Board of Directors,
For ACC Limited

Ramaswami Kalidas
Company Secretary & Head Compliance
FCS No.: F-2440

Mumbai,
26th February 2018

ACC

ACC Limited

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

POSTAL BALLOT FORM

Serial No

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

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

(3) Registered Folio No./
DP ID No. & Client ID No.*
(*Applicable to investors holding
shares in dematerialised form)

(4) No. of shares held

(5) I/ We hereby exercise my/our vote in respect of the Ordinary Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company dated 26th February 2018 by sending my/our assent or dissent on the said Resolution by placing the tick (✓) mark in the appropriate box(es) below:

Item No.	Description	No. of Shares	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1.	Ordinary Resolution - Granting of approval for related party transactions with Ambuja Cements Limited.			

Place:

(Signature of the Member)

ELECTRONIC VOTING PARTICULARS

E-Voting Event Number (EVEN)	User ID	Password No	PAN	Default No (in case the PAN has not been furnished to the Company)

NOTE: PLEASE READ THE INSTRUCTIONS PRINTED OVERLEAF BEFORE VOTING

P.T.O.

INSTRUCTIONS

- (a) Members desiring to exercise vote by Physical Ballot should complete and sign the Postal Ballot Form and send it to the **Scrutinizer, Mr. Pramod S. Shah**, in the enclosed self-addressed postage prepaid envelope. Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.
- (b) In case of joint share holding, the Postal Ballot Form should be completed and signed by the first named Member and in his/her absence by the next named Member.
- (c) Assent must be accorded by placing a tick (✓) mark in the column 'I/We assent to the Resolution (FOR)' or Dissent must be accorded by placing a tick (✓) mark in the column 'I/We dissent to the Resolution (AGAINST)'.
- (d) In respect of shares held by corporate and institutional shareholders (companies, trusts, societies etc.) the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution / appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
- (e) The signature of the Member on the Postal Ballot Form should be as per the specimen signature registered with National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) in respect of shares held in the dematerialised form or where shares are held in the physical form, as per the specimen signature registered with the Company.
- (f) Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- (g) Members seeking duplicate Postal Ballot Forms can write to the Share Department, ACC Limited, Cement House, 121 M. K. Road, Mumbai - 400 020 or e-mail at sujata.chitre@acclimited.com
- (h) Members are requested not to send any other paper alongwith this Postal Ballot Form.
- (i) Complete Postal Ballot Forms, as stated above, should reach the Scrutinizer no later than the close of working hours on Sunday 15th April 2018. Postal Ballot Forms received after this date will be considered invalid.

GENERAL INFORMATION

- (a) One Postal Ballot Form is being sent for every Client ID No. / Registered Folio No. irrespective of the number of joint holders.
- (b) **Members can opt for only one mode of voting i.e. either Physical Ballot or e-voting.** In case any Member votes both by Physical Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Physical Ballot shall be considered invalid.
- (c) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on **Friday, 2nd March 2018**, being the cut-off date.
- (d) **E-Voting period commences on Saturday, 17th March 2018 (9.00 a.m. IST) and ends on Sunday, 15th April 2018 (5.00 p.m. IST).**
- (e) To opt for e-voting use the initial password provided in the Postal Ballot Form, browse URL: <http://www.evoting.nsdl.com> and thereafter follow the instructions given in the Notice of the Postal Ballot.