

AMBUJA CEMENTS LIMITED

Registered Office: P. O. Ambujanagar, Taluka: Kodinar, District: Gir Somnath, Gujarat - 362 715
Corp. Office: Elegant Business Park, MIDC Cross Road "B", Off Andheri Kurla Road, Andheri (East), Mumbai 400 059,
CIN: L26942GJ1981PLC004717 Email: investors.relation@ambujacement.com
Website: www.ambujacement.com

NOTICE OF THE 39TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the THIRTY NINTH ANNUAL GENERAL MEETING of the Members of AMBUJA CEMENTS LTD. (**'the Company'**) is scheduled and will be held on Friday, April 29, 2022 at 2.00 p.m. (IST) through Video Conferencing (VC)/Other Audio Visual Means ('OAVM') to transact the following business:-

Ordinary Business

- To receive, consider and adopt:
 - the Audited Standalone Financial Statements of the Company for the Financial Year ended December 31, 2021, together with the Reports of the Directors and the Auditors thereon; and
 - the Audited Consolidated Financial Statements of the Company for the Financial Year ended December 31, 2021 and the Report of the Auditors thereon.
- To declare a Dividend on equity shares for the financial year ended December 31, 2021.
- To appoint a Director in place of Mr. Christof Hassig (DIN: 01680305), who retires by rotation and being eligible, offers himself for re-appointment.
- To appoint a Director in place of Mr. Ranjit Shahani (DIN: 00103845), who retires by rotation and being eligible, offers himself for re-appointment.
- Appointment of Statutory Auditors and fix their remuneration.**

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, M/s. SRBC & CO. LLP, Chartered Accountants (ICAI Firm Registration No. 324982E/E300003) be and are hereby appointed as the Statutory Auditors of the Company (in place of Deloitte Haskins and Sells LLP, Chartered Accountants, the retiring Auditors) for a term of five years commencing from the conclusion of the 39th Annual General Meeting of the Company till the conclusion of the 44th Annual General Meeting at such remuneration plus reimbursement of out-of pocket, travelling and living expenses etc., as recommended

by the Audit Committee and approved by the Board of Directors."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

Special Business

6. Approval for Material Related Party Transaction.

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

"RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 (**'Act'**) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, to the extent applicable, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'the Listing Regulations'**), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and the Company's Policy on Related Party Transactions (**'RPT'**) and subject to such approval(s)/ consent(s)/ permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to the Board of Directors (**'the Board'**), which term shall include any Committee) or Key Managerial Personnel of the Company to enter into RPT with ACC Limited (**'ACC'**), the Subsidiary Company of the Company and a 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for the financial year 2022 up to a maximum aggregate value of ₹ 3,500 crores (Rupees Three Thousand Five Hundred crores only) in the ordinary course of business of the Company and at arm's length basis, in the nature of:

- Purchase and sale of cement, clinker, other raw materials and spare parts, job work for cement grinding;
- Rendering and receiving of services under common functions;
- Sale of cement for Ready Mix Concrete (RMX) business of ACC;



- d) Reimbursements of employee costs under deputation paid and received;
- e) Purchase or sale of other items such as preprocessed waste for Alternative Fuel and Raw Material and other small value assets;
- f) Availing/rendering of any kind of service(s), or any other transaction(s) for transfer of resources, services or obligations and other reimbursements (**'Residual RPTs'**).

on such terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between the Company and ACC.”

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

7. Ratification of remuneration to the Cost Auditors.

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

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. P.M. Nanabhoy & Co., Cost Accountants (Firm Registration No. 000012), appointed as the Cost Auditors of the Company by the Board of Director for the conduct of the audit of the cost records of the Company for the financial year 2022 at a remuneration of ₹9,00,000 (Rupees Nine Lakhs) per annum plus reimbursement of the travelling and other out-of- pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Place: Mumbai
Date: March 23, 2022

Rajiv Gandhi
Company Secretary
(ACS No.: A11263)

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

The following Explanatory Statement sets out all the material facts relating to the Item Nos. 5, 6 & 7 of the accompanying Notice dated March 23, 2022.

In respect of item No. 5

This Explanatory Statement is provided though strictly not required as per Section 102 of the Act.

The Members of the Company at the 34th Annual General Meeting ('**AGM**') held on March 31, 2019 approved the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants ('**DHS**'), as the Auditors of the Company for a period of five years from the conclusion of the said AGM. Accordingly, DHS will complete their present term on conclusion of this AGM in terms of the said approval and Section 139 of the Companies Act, 2013 ('**the Act**') read with the Companies (Audit and Auditors) Rules, 2014.

The Board of Directors based on the recommendation of the Audit Committee proposes the appointment of M/s. SRBC & CO. LLP, Chartered Accountants, (**SRBC**), (Membership No. 324982E/E300003), as the Statutory Auditors of the Company. If approved by the members, the appointment of SRBC as the Statutory Auditors will be for a period of five years commencing from the conclusion of this 39th Annual General Meeting till the conclusion of the 44th Annual General Meeting at such remuneration plus reimbursement of out-of pocket, travelling and living expenses etc.

M/s. SRBC was established in the year 2002. M/s. SRBC is a part of S. R. Batliboi & Associates network of audit firms, which are primarily engaged in providing audit and related assurance services to its clients in various industry segments. These audit firms have registered offices in Kolkata and other offices in 12 cities of India.

M/s. SRBC have confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be appointed as statutory auditor in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

None of the Directors, Key Managerial Personnel and other relatives are concerned or interested in the Resolution at Item no. 5 of the Notice.

The Board recommends the Ordinary Resolution at Item no. 5 of this Notice for the approval of the members.

In respect of item No. 6

Background

- a) Both the Company and ACC Ltd. are part of the Holcim Group, which is the global leader in Cement and other building material products. Holderind Investments Limited ('**HIL**') (a subsidiary of Holcim Ltd.) is the promoter of the Company and owns 63.11% of the issued and paid-up share capital of the Company. The Company is the promoter and holding company of ACC and owns 50.05% of the issued and paid-up share capital of ACC. HIL also holds 4.48% of the issued and paid-up share capital of ACC and is also a promoter of ACC.
- b) Both the Company and ACC are engaged principally in the business of manufacturing, selling and dealing in cement of all kinds and other cement related products.
- c) The Company and ACC have entered into various RPTs from time to time which are pre-approved by the Audit Committee and the Board as per Section 188 of the Companies Act, 2013 and Regulation 23 of the Listing Regulations.
- d) The Shareholders of the Company had approved the Master Supply Agreement ('**MSA**') between the Company and ACC through the Postal Ballot Resolution dated April 16, 2018. The Audit Committee and Board of Directors in the Meeting held on February 18, 2021 approved the continuance of the MSA for a further period of three years commencing from May 3, 2021 and up to May 2, 2024 as the overall MSA was within the limits prescribed in Regulation 23 of the Listing Regulations, i.e. within 10% of the consolidated turnover as per the latest audited financial statements.
- e) Pursuant to the amendments in the Regulation 23 of the SEBI Listing Regulations, dated November 9, 2021, Material Related Party Transaction ('**Material RPT**') is defined as a transaction entered/ to be entered into with a related party, individually or taken together with previous transactions, during a financial year, exceeding ₹1,000 crores or 10% of the consolidated turnover of the Company, whichever is lower, shall require prior approval of the members.
- f) Since the aggregate value of the RPT of the Company with ACC (inter alia covering transactions relating to purchase and sale of cement, clinker, raw materials and spare parts, job work for cement grinding, rendering and receiving of services under common functions and other transactions relating to sale of cement for Ready



Mix Concrete business of ACC, reimbursements of employee costs under deputation paid and received and other reimbursements, purchase or sale of other items such as preprocessed waste for Alternative Fuel and Raw Material, other small value assets and Residual RPTs is expected to exceed the threshold of ₹ 1,000 crores during the financial year 2022, the Company is approaching the members for approval of the Material RPTs with ACC for the financial year ending December 31, 2022.

g) The value of RPTs with ACC for the period commencing from January 01, 2022 till the date of this Notice has not exceeded the threshold of ₹ 1,000 crores and the Company will ensure that the same does not exceed the said threshold upto the date of the 39th AGM, i.e. April 29, 2022.

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

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

- Optimising utilisation of surplus resources.

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

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

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

The relevant information pertaining to transactions with ACC as required under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended and SEBI circular vide. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 is given below:

| Sr. No. | Particulars | Information | | | | | | | | | | | | | | | | | | | | |
|---|---|---|--|-----------------------|---|---------------|----|-----------------------------|--|---|----|------------------------------|---|--|----|---|---|------------------------------|----|------------------------|--|--|
| The estimated total value of the Material RPTs is to be ₹3500 crores for the financial year 2022, the details of which are given below: | | | | | | | | | | | | | | | | | | | | | | |
| a | Type, material terms and particulars of the proposed transactions | <p>(I) Transactions with respect to cement, clinker, raw materials, spare parts, toll grinding services etc. (can be in the form of Master Supply Agreement) upto an estimated amount of ₹3,000 crores:</p> <table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Nature of Transaction</th> <th>Basis of Price Arm's Length Pricing (ALP) confirmation/Material Terms</th> <th>Justification</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Purchase and sale of cement</td> <td>At Net Selling Price Less a discount of 5%</td> <td>• Achieving synergies and economies of scale;</td> </tr> <tr> <td>2.</td> <td>Purchase and sale of clinker</td> <td>At Ex-works Market price or if such price is not available, at Variable cost of clinker plus a mark-up of 35%</td> <td>• Reduce operational and logistics costs; • Strengthen sustainability and</td> </tr> <tr> <td>3.</td> <td>Purchase and sale of raw material and spare parts</td> <td>At replacement cost or if such cost not available, at landed cost plus carrying cost of 8% per annum for the inventory holding period</td> <td>• Conserve natural resources</td> </tr> <tr> <td>4.</td> <td>Toll grinding services</td> <td>Conversion charges at 8% of Gross Fixed Assets used in toll grinding plus Variable cost per tonne with a markup of 10%</td> <td></td> </tr> </tbody> </table> | Sr. No. | Nature of Transaction | Basis of Price Arm's Length Pricing (ALP) confirmation/Material Terms | Justification | 1. | Purchase and sale of cement | At Net Selling Price Less a discount of 5% | • Achieving synergies and economies of scale; | 2. | Purchase and sale of clinker | At Ex-works Market price or if such price is not available, at Variable cost of clinker plus a mark-up of 35% | • Reduce operational and logistics costs; • Strengthen sustainability and | 3. | Purchase and sale of raw material and spare parts | At replacement cost or if such cost not available, at landed cost plus carrying cost of 8% per annum for the inventory holding period | • Conserve natural resources | 4. | Toll grinding services | Conversion charges at 8% of Gross Fixed Assets used in toll grinding plus Variable cost per tonne with a markup of 10% | |
| Sr. No. | Nature of Transaction | Basis of Price Arm's Length Pricing (ALP) confirmation/Material Terms | Justification | | | | | | | | | | | | | | | | | | | |
| 1. | Purchase and sale of cement | At Net Selling Price Less a discount of 5% | • Achieving synergies and economies of scale; | | | | | | | | | | | | | | | | | | | |
| 2. | Purchase and sale of clinker | At Ex-works Market price or if such price is not available, at Variable cost of clinker plus a mark-up of 35% | • Reduce operational and logistics costs; • Strengthen sustainability and | | | | | | | | | | | | | | | | | | | |
| 3. | Purchase and sale of raw material and spare parts | At replacement cost or if such cost not available, at landed cost plus carrying cost of 8% per annum for the inventory holding period | • Conserve natural resources | | | | | | | | | | | | | | | | | | | |
| 4. | Toll grinding services | Conversion charges at 8% of Gross Fixed Assets used in toll grinding plus Variable cost per tonne with a markup of 10% | | | | | | | | | | | | | | | | | | | | |

| Sr. No. | Particulars | Information | |
|---|--|---|---|
| (II) Others, upto an estimated amount of ₹ 500 crores: | | | |
| Sr. No. | Nature of Transaction | Basis of Price Arm's Length Pricing (ALP) confirmation/ Material Terms /Monetary value | Justification/ Material Terms/ Particulars of the contract or arrangement |
| 1. | Transactions relating to rendering and receiving of services under common functions (in the form of Master Service Agreement). | At an estimated value of ₹ 150 crores | Cost of employee and employee related costs with a markup of 15%. Office space usage shall be billed at market rate of rent applicable in the relevant place. The margin is based on benchmarked margins earned by companies engaged in similar services. |
| 2. | Deputation of employees | At an estimated value of ₹ 90 crores | At actual cost of deputed employees |
| 3. | Sale of cement for RMX business | At an estimated value of ₹ 70 crores | At comparable third party/ arm's length prices |
| 4. | Reimbursements received/ payable | At an estimated value of ₹ 50 crores | At comparable third party/ arm's length prices |
| 5. | Other residual RPTs | At an estimated value of ₹ 140 crores | At actuals/ arm's length prices |
| b | Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise) | ACC Ltd., Subsidiary Company | |
| c | Tenure of the proposed transactions | Upto December 31, 2022 | |
| d | Value of the proposed transactions | Estimated amount upto ₹ 3,500 crores [bifurcation of the amount mentioned in point (a) above] | |
| e | The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided) | 12.26% | |
| f | If the transactions relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary | Not Applicable | |
| | i) details of the source of funds in connection with the proposed transactions | | |
| | ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments | | |
| | - nature of indebtedness | | |
| | - cost of funds | | |
| | - tenure | | |
| | iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security | | |
| | iv) the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPTs | | |



| Sr. No. | Particulars | Information |
|---------|--|---|
| g | Justification as to why the RPTs are in the interest of the listed entity | <p>(a) Transactions with respect to cement, clinker, raw materials, spare parts, toll grinding services etc: The transactions are aimed at achieving synergies and economies of scale; reduce operational costs; strengthen sustainability; and conserve natural resources.</p> <p>(b) Transactions relating to rendering and receiving of services under common functions: The transactions are aimed at creating a common pool of common functions such as Technical services, Geocycle, Procurement and Taxation. The cost of employees of each department in the payrolls of each Company is charged to the other Company with a mark up of 15%.</p> <p>(c) For Sale of Cement for RMX Business – Sale of cement for ACC’s RMX business is to optimise the cement capacity utilisation.</p> <p>(d) For Reimbursements received/ paid: The transactions will be purely on the basis of day to day business requirements.</p> <p>(e) For Deputation in/ out of employees: 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.</p> <p>(f) For Residual RPTs: The transactions will be purely on the basis of day to day business requirements.</p> |
| h | A copy of the valuation or other external party report, if any such report has been relied upon | The transactions do not contemplate any valuation. |
| i | A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transactions will be made available through the registered email address of the shareholders | Not Applicable |
| j | Percentage of the counter-party’s annual consolidated turnover that is represented by the value of the proposed RPTs on a voluntary basis | 22.13% (as per the financial statements of ACC for the year ended December 31, 2021) |
| k | Name of the Director or KMP who is related, if any | <p>None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested financially or otherwise in Item no. 6 of the Notice except to the extent of their shareholding, if any, in the Company.</p> <p>The Company and ACC have the following common Directors: Mr. Narotam Sekhsaria, Mr. Jan Jenisch, Mr. Martin Kriegner, Mr. Neeraj Akhoury and Mr. Shailesh Haribhakti.</p> |
| l | Any other information that may be relevant | <p>(i) The Material RPTs proposed to be entered into on a ‘Non Exclusive Basis’ between the two companies and therefore the companies are free to enter into similar contract(s)/ arrangement(s)/ transaction(s) with any other companies.</p> <p>(ii) The Company and ACC are in a Holding-Subsidiary company relationship and constitute a ‘Single Economic Entity’ under Competition Law.</p> <p>(iii) The transactions with respect to cement, clinker, raw materials, spare parts, toll grinding services etc. with ACC will result in incremental benefits to each company in comparison to operations without the said transactions. This shall be achieved through:</p> <ul style="list-style-type: none">• optimisation of the cost to service market by using each other’s plant capacities where relevant;• maximise utilisation of assets to generate additional sales for each Company in a financial year; and• utilisation of spare inventory (raw materials and spare parts), as needed. <p>(iv) Both the Company and ACC will sell cement purchased from each other under its own brands.</p> <p>(v) The goods and services supplied shall meet the quality standards of the buying company.</p> |

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

The Audit Committee and the Board of Directors of the Company have approved the said material related party transactions with ACC as set out in Item No. 6 of the accompanying Notice for the approval of the members of the Company.

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

The Board recommends the Ordinary Resolution at Item no. 6 of this Notice for the approval of the members.

In respect of item No. 7

In accordance with the provisions of Section 148 of the Companies Act, 2013 (**the Act**) and the Companies (Audit and Auditors) Rules, 2014 (**the Rules**), the Company is required to appoint a cost auditor to audit the cost records of the Company.

On the recommendation of the Audit Committee, the Board of Directors of the Company has approved the appointment of M/s. P.M. Nanabhoy & Co., Cost Accountants as the Cost Auditor of the Company for the financial year 2022 at a remuneration of ₹ 9,00,000/- (Rupees Nine Lakhs) per annum plus reimbursement of all out of pocket expenses incurred, if any, in connection with the cost audit. The remuneration of the cost auditor is required to be ratified subsequently by the Members, in accordance with the provisions of the Act and Rule 14 of the Rules.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the Resolution at Item no. 7 of the Notice.

The Board recommends the Ordinary Resolution at Item no. 7 of this Notice for the approval of the members.

By order of the Board of Directors

Rajiv Gandhi

Company Secretary
(ACS No.: A11263)

Place: Mumbai
Date: March 23, 2022



ANNEXURE TO ITEMS. 3 & 4 OF THE NOTICE

Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

| Name of the Director | Mr. Christof Hassig | Mr. Ranjit Shahani |
|---|--|---|
| DIN | 01680305 | 00103845 |
| Date of Birth | April 25, 1958 | August 18, 1949 |
| Nationality | Switzerland | Indian |
| Date of Appointment on the Board | December 9, 2015 | April 1, 2019 |
| Qualifications | Masters in Banking and the Advanced Management Program at Harvard Business School. | Mechanical Engineer from IIT Kanpur and MBA from Jamnalal Bajaj Institute of Management Studies |
| Expertise in specific functional area | M&A, Corporate Finance & Treasury | Operations & Management |
| Number of shares held in the Company | Nil | Nil |
| List of the directorships held in other companies* | Nil | i) Hikal Ltd. ii) J.B. Chemicals & Pharmaceuticals Ltd. iii) Wellness Forever Medicare Ltd. |
| Resignation details in the listed entities during the last three years. | i) ACC Ltd. (w.e.f 20.02.2020) | Nil |
| Number of Board Meetings attended during the year 2021 | 6 of 6 | 6 of 6 |
| Chairman/ Member in the Committees of the Boards of companies in which he is Director* | Nil | Chairman: Ambuja Cements Ltd. - Stakeholders Relationship Committee Member: i) Wellness Forever Medicare Ltd. - Audit Committee ii) J.B. Chemicals and Pharmaceuticals Ltd. - Audit Committee |
| Relationships between Directors inter-se | None | None |
| Remuneration details (Including Sitting Fees & Commission) | Refer Corporate Governance Report | Refer Corporate Governance Report |

* Directorship includes Directorship of Public Companies & Committee membership includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Company (whether Listed or not).

Notes:-

- In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos. 20/2020, 02/2021 and 19/2021 dated 5th May, 2020, January 13, 2021 and December 8, 2021 respectively, and clarification circular No. 21/2021 dated December 14, 2021 issued by the Ministry of Corporate Affairs ('**MCA Circulars**') and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**Listing Regulations**'), the 39th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The deemed venue for the 39th AGM shall be the Registered Office of the Company.
- The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ('**the Act**'), in respect of the Item nos. 5 to 7 set above and the details as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meeting (**SS-2**) in respect of the Directors seeking appointment/re-appointment at this Annual General Meeting is annexed hereto.
- Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of Members has been dispensed with and there is no provision for the appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act will not be available for the 39th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- Participation of Members through VC /OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Act.

5. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate Members intending to authorise their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorisation letter to the Company or upload on the VC portal / e-voting portal.

6. **Record Date:** The Record date for payment of dividend has been fixed as **Friday, April 1, 2022**.

7. **Dividend:** The dividend, as recommended by the Board, if approved at the AGM, in respect of equity shares held in electronic form will be payable to the beneficial owners of shares as on **Friday, April 1, 2022** as per the downloads furnished to the Company by Depositories for this purpose, in physical mode, if their names appear in the Company's register of members as on **Friday, April 1, 2022**.

The final dividend will be paid on and from May 5, 2022.

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

9. **Procedure for registration of email address:** Notice of the 39th AGM and other documents are being sent through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.

Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice and the Annual Report and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-

a. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self- attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAAR) supporting the registered address of the Member, by email to the Company's email address at: investors.relation@ambujacement.com

b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.

10. Members may also note that the Notice of this Annual General Meeting and the Annual Report for the year 2021 will also be available on the Company's website www.ambujacement.com for their download. The same shall also be available on the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL <https://www.evotingindia.com>. Members may also note that pursuant to Sections 101 and 136 of the Act

read with the Rules framed thereunder, the original Notice calling the 39th AGM along with the Annual Report for Financial Year 2021 has already been sent by electronic mode to those Members whose E-mail addresses are registered with the DPs or the Company/LinkIntime, unless the Members have requested for a physical copy of the same.

11. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of 39th AGM, i.e. April 29, 2022. Members seeking to inspect such documents can send an email to investors.relation@ambujacement.com

12. Members desiring any information relating to the accounts or any other matter to be placed at the AGM, are requested to write to the Company on or before April 25, 2022 through email on investors.relation@ambujacement.com.

13. **Green Initiative:** To support the Green Initiative, members who have not registered their e-mail address are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.

14. **Nomination:** Pursuant to Section 72 of the Companies Act, 2013, Members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/ demat form, the Members may please contact their respective depository participant.

15. **Submission of PAN:** Shareholders are requested to note that furnishing of Permanent Account Number (PAN) is now mandatory in the following cases:-

- Legal Heirs'/Nominees' PAN Card for transmission of shares,
- Surviving joint holders' PAN Cards for deletion of name of deceased Shareholder, and
- Joint Holders' PAN Cards for transposition of shares.

16. **Bank Account Details:** Regulations 12 and Schedule I of SEBI Listing Regulations requires all companies to use the facilities of electronic clearing services for payment of dividend. In compliance with these regulations, payment of dividend will be made only by electronic mode directly into the bank account of Members and no dividend warrants or demand drafts will be issued without bank particulars.

17. **Share Transfer permitted only in Demat:** As per Regulation 40 of the Listing Regulations, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019. In view of the above



and to avail the benefits of dematerialisation and ease portfolio management, Members are requested to consider dematerialising of their physical shares.

18. Shareholders' Communication: Members are requested to send all communications relating to shares and unclaimed dividends, change of address, bank details, email address etc. to the Registrar and Share Transfer Agents at the following address:

LINK INTIME INDIA PVT. LTD. (Unit: Ambuja Cements Ltd.) C-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai – 400 083. Tel. No. (022) 4918 6000/49186270. Email: rnt.helpdesk@linkintime.co.in.

If the shares are held in electronic form, then change of address and change in the Bank Accounts etc, email id should be furnished to their respective Depository Participants (DPs).

19. Unclaimed/Unpaid Dividend: Pursuant to Section 124 of the Companies Act, 2013, the unpaid dividends that are due to transfer to the Investor Education and Protection Fund (IEPF) are as follows:

| Financial Year | Date of Declaration | Tentative Date for transfer to IEPF |
|--------------------------|---------------------|-------------------------------------|
| Financial 2014 (Final) | 18.02.2015 | 06.05.2022 |
| Financial 2015 (Interim) | 27.07.2015 | 30.08.2022 |
| Financial 2015 (Final) | 10.02.2016 | 12.04.2023 |
| Financial 2016 (Interim) | 26.07.2016 | 29.08.2023 |
| Financial 2016 (Final) | 20.02.2017 | 29.04.2024 |
| Financial 2017 (Interim) | 24.07.2017 | 29.08.2024 |
| Financial 2017 (Final) | 20.02.2018 | 15.07.2025 |
| Financial 2018 (Final) | 18.02.2019 | 29.04.2026 |
| Financial 2019 (Interim) | 12.05.2020 | 11.06.2027 |
| Financial 2020 (Interim) | 22.10.2020 | 25.10.2027 |
| Financial 2020 (Final) | 18.02.2021 | 13.06.2028 |

Members who have not encashed their dividend warrants pertaining to the aforesaid years may approach the Company/its Registrar, for obtaining payments thereof at least 30 days before they are due for transfer to the said fund.

Any member, who has not claimed final dividend in respect of the financial year ended December 31, 2014 onwards is requested to approach the Company/ the Registrar and Share Transfer Agents of the Company for claiming the same as early as possible but not later than March 31, 2022 for final dividend of F.Y. 2014 and June 30, 2022 for interim dividend of F.Y. 2015.

The Company has already sent reminders to all such members at their registered addresses for claiming the unpaid/unclaimed dividend, which will be transferred to IEPF in the due course.

20. Compulsory transfer of Equity Shares to IEPF Account: Pursuant to Section 124 of the Companies Act

2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF.

During the Financial year 2021, unclaimed final dividend for the Financial year 2013 aggregating to ₹ 1,41,84,710/- and interim dividend for Financial year 2014 aggregating to ₹ 118,87,056/- and the 1,92,635 Equity shares in respect of which dividend entitlements remained unclaimed for 7 consecutive years or more, have been transferred by the Company to Investor Education and Protection Fund established by Central Government (IEPF).

Members may note that the dividend and shares transferred to the IEPF can be claimed back by the concerned shareholders from the IEPF Authority after complying with the procedure prescribed under the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016. Information on the procedure to be followed for claiming the dividend /shares is available on the website of the company www.ambujacement.com

21. Voting:-

All persons whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date namely **April 22, 2022** only shall be entitled to vote at the General Meeting by availing the facility of remote e-voting or by voting at the General Meeting.

I. Voting Through Electronic Means (Prior to AGM)

- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorised e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- The members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
- The Company has appointed Mr. Surendra Kanstiya Associates, Practicing Company Secretary, to act as the Scrutiniser to scrutinise the voting during the AGM and remote e-voting process in a fair and transparent manner and he has communicated his

willingness to be appointed and will be available for the same purpose.

4. The Results shall be declared within two working days of the Annual General Meeting of the Company. The results declared along with the Scrutiniser's Report shall be placed on the Company's website www.ambujacement.com and on the website of CDSL www.evotingindia.com and the same shall also be communicated to BSE and NSE, where the shares of the Company are listed.
5. Any person who becomes a Member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. **April 22, 2022** may obtain the login details in the manner as mentioned below.

The instructions for shareholders voting electronically are as under:

The voting period begins on **Monday, April 25, 2022 at 10:00 a.m. and ends on Thursday, April 28, 2022 at 5:00 p.m.** During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the **cut-off date of April 22, 2022** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (i) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of SEBI Listing Regulations listed entities are required to provide remote e-voting

facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (ii) In terms of **SEBI** circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. (Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.)

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in Demat mode with CDSL | <ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |



| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL | <ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

| Login type | Helpdesk details |
|---|--|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43. |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |

(iii) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.

| | |
|----------------------|---|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Birth (DOB) | Enter the Dividend Bank Details or Date of Bank Details Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field. |

(iv) After entering these details appropriately, click on “SUBMIT” tab.

- (v) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vii) Click on the EVSN for the relevant AMBUJA CEMENTS LTD. on which you choose to vote.
- (viii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (ix) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (x) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xiv) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutiniser to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutiniser and to the Company at the email address viz; investors.relation@ambujacement.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutiniser to verify the same.
- (xv) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 022- 23058542/43

II. Instructions for Shareholders for E-Voting during the AGM are as under:-

The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.

Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.



Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

22. Instructions for Shareholders attending the AGM through VC/OAVM are as under:

Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system.

The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to members on first come first served basis.

Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

System requirements for best VC experience:

Internet connection – broadband, wired or wireless (3G or 4G/LTE), with a speed of 5 Mbps or more Microphone and speakers – built-in or USB plug-in or wireless Bluetooth

Browser: Google Chrome: Version 83 or latest Mozilla Firefox: Version 78+ or latest Microsoft Edge Chromium: Version 72 or latest Safari: Version 13+ or latest Internet Explorer: Not Supported

Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

Members can post questions through Q&A feature available in the VC. Members can exercise these options once the floor is open for shareholder queries.

23. Process for those Shareholders whose email/mobile no. are not registered with the depositories for procuring User ID and Password for E-Voting.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of AADHAAR Card) by email to investors.relation@ambujacement.com
 2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).
 3. For Individual Demat shareholders – Please refer to Point No 5(ii) for details.
- ## **24. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number to investors.relation@ambujacement.com from April 15, 2022 (9:00 a.m. IST) to April 20, 2022 (5:00 p.m. IST).**
25. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
 26. Members who need assistance before or during the AGM, can contact CDSL by sending an email to helpdesk.evoting@cdslindia.com or call at 022-23058738, 23058542/43.
 27. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.