

Report on Corporate Governance

The Directors' Report on the Corporate Governance pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) is given below.

1. Corporate Governance

1.1 Company's Philosophy on Corporate Governance:

At Ambuja Cements, Corporate Governance has been an integral part of the way we have been doing our business since inception. We believe that good Corporate Governance emerges from the application of the best and sound management practices and compliance with the laws coupled with adherence to the highest standards of transparency and business ethics. These main drivers, together with the Company's ongoing contributions to the local communities through meaningful "Corporate Social Responsibility" initiatives will play a pivotal role in fulfilling our renewed vision to be the most sustainable and competitive company in our industry and our mission to create value for all our stakeholders.

The Company places great emphasis on values such as empowerment and integrity of its employees, safety of the employees and communities surrounding our plants, transparency in decision making process, fair and ethical dealings with all, pollution free clean environment and last but not the least, accountability to all the stakeholders. These practices being followed since inception have contributed to the Company's sustained growth. The Company also believes that its operations should ensure conservation and development of economic, social and environmental capital and that the precious natural resources are utilized in a manner that contributes to the "Triple Bottom Line". The relentless efforts made on these fronts have resulted in the Company becoming 6 times water positive, among various other sustainability initiatives.

1.2 The Governance Structure:

Ambuja's governance structure is based on the principles of freedom to the executive management within a given framework to ensure that the powers vested in the executive management are exercised with due care and responsibility so as to meet the expectation of all the stakeholders. In line with these principles, the Company has formed three tiers of Corporate Governance structure, viz.:

- (i) The Board of Directors - The primary role of the Board is to protect the interest and enhance value for all the stakeholders. It conducts overall strategic supervision and control by setting the goals and targets, policies, governance standards, reporting mechanism and accountability and decision making process to be followed.
- (ii) Committees of Directors - The Committees of the Board such as Audit Committee, Compliance Committee, Nomination and Remuneration Committee, CSR & Sustainability Committee and Risk Management Committee etc. are focused on financial reporting, audit and internal controls, legal & compliance issues, appointment and remuneration of Directors and Senior Management Employees, implementation and monitoring of CSR and Sustainability activities and the risk management framework.
- (iii) Executive Management – The entire business including the support functions are managed with clearly demarcated responsibilities and authorities at different levels.
 - (a) Managing Director and CEO – The Managing Director and CEO is responsible for achieving the Company's vision and mission, business strategies, project execution, mergers and acquisition, significant policy decisions and all the critical issues having significant business and financial implications. He is also responsible for the overall performance and growth of the Company and ensures implementation of the decisions of the Board of Directors and its various Committees. He reports to the Board of Directors.
 - (b) Executive Committee - The Executive Committee is headed by the Managing Director and CEO. The CFO and the Heads of Manufacturing, Marketing, Logistics, MSA and HR are its other members. Heads of Technical and Procurement are the Permanent Invitees. This committee is a brain storming committee, which meets once in a month, wherein all important business issues are discussed and decisions are taken. This Committee reviews and monitors monthly performances, addresses challenges faced by the business, draws strategies and policies and keep the Board informed about important developments having bearing on the operational and financial performance of the Company. Additionally, the Committee also reviews Health and Safety, Environment and Sustainability initiatives of the Company.

1.3 The Compliance Framework:

The Company has a robust and effective framework for monitoring compliances with applicable laws within the organization and to provide updates to senior management and the Board on a periodic basis. The Audit, Risk and Compliance Committee of Directors and the Board periodically review the status of compliances with applicable laws and provide valuable guidance to the management team wherever necessary.

2. Board of Directors

The Board of Directors is entrusted with the ultimate superintendence, control and responsibility of the affairs of the Company.

2.1. Composition and Board Diversity:

The Company has a very balanced and diverse Board of Directors. The Composition of the Board primarily takes care of the business needs and stakeholders' interest. The Non-Executive Directors including Independent Directors on the Board are well qualified, experienced, competent and highly renowned persons from the fields of manufacturing, finance & taxation, economics, law, governance etc. They take active part at the Board and Committee Meetings by providing valuable guidance and expert advice to the Board and the Management on various aspects of business, policy direction, governance, compliance etc. and play critical role on strategic issues, which enhances the transparency and add value in the decision making process of the Board of Directors. The Company has also devised a policy on board diversity.

As at the end of corporate financial year 2019, the total Board strength comprises of the following:

Category	No. of Directors
Non-Executive, Independent Directors including Independent Woman Director	5
Other Non-Executive and Non-Independent Directors	9
Executive Director (MD & CEO)	1
Total Strength	15

Note: None of the Directors have any inter-se relationship among themselves and with any employees of the Company.

2.2. Selection, Appointment and Tenure of Director:

The Nomination and Remuneration Committee have approved a Policy for the Selection, Appointment and Remuneration of Directors. In line with the said Policy, the Committee facilitate the Board in identification and selection of the Directors who shall be of high integrity with relevant expertise and experience so as to have well diverse Board. The abstract of the said policy forms part of the Directors' Report.

The Directors are appointed or re-appointed with the approval of the shareholders and shall remain in office in accordance with the provisions of the law and the retirement policy laid down by the Board from time-to-time. The current retirement age for the Directors is 75 years. The Independent Directors are appointed for a fixed term not exceeding five years. The Managing Director is also appointed for a term of five years and is not liable to retire by rotation. Non-executive Directors (except Independent Directors) are liable to retire by rotation and are eligible for re-appointment, unless otherwise specifically provided under the Articles of Association or under any statute.

As required under Regulation 46(2)(b) of the Listing Regulations, the Company has issued formal letters of appointment to the Independent Directors. The terms and conditions of their appointment are posted on the Company's website and can be accessed at www.ambujacement.com

2.3. Other Directorships etc.:

None of the Directors is a Director in more than 10 Public Limited Companies or acts as an Independent Director in more than 7 Listed Companies. The Managing Director and CEO does not serve as Independent Director on any listed company. Further, none of the Directors acts as a member of more than 10 committees or acts as a chairman of more than 5 committees across all Public Limited Companies in which he/she is a Director.

Independent Directors:

Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the Listing Regulations read with Section 149(6) of the Act along with rules framed thereunder. Further in terms of the Regulation 25(8), they have confirmed that they are not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and they are independent of the management. The Independent Directors have confirmed that they meet the criteria of 'Independence' as stipulated under the Companies Act, 2013 and the Listing Regulations, 2015.

During the year under review, 4 Independent Directors i.e. Mr. Nasser Munjee, Mr. Rajendra Chitale, Mr. Shailesh Haribhakti and Dr. Omkar Goswami were re-appointed for the second term of 5 year w.e.f. 1st April, 2019. Further, Ms. Shikha Sharma was appointed as a Women Independent Director for the first term of 5 years w.e.f. 1st April, 2019.

2.4. Certification from Company Secretary in Practice:

Mr. Surendra Kanstiya, Company Secretary in whole-time practice has issued a certificate as required under the Listing Regulations, confirming that none of the Directors on the Board of the Company are debarred or disqualified from being appointed or continuing as director of company by the SEBI/Ministry of Corporate Affairs or any such statutory authority.

2.5. Directors' Profile

The brief profile of each Director as at the year-end is given below:

(i) Mr. N. S. Sekhsaria (DIN: 00276351) (Non-Executive Chairman, Non-Independent)

Mr. N. S. Sekhsaria is the Principal Founder of the Company. Mr. Sekhsaria is a doyen of the Indian Cement Industry and one of the most respected business personalities in India. He introduced new standards in manufacturing, management, marketing efficiency and corporate social responsibility to an industry he helped transform.

A first generation industrialist, Mr. Sekhsaria obtained his Bachelor's in Chemical Engineering with honours and distinction from the University of Bombay. As the Principal Founder-Promoter of Ambuja Cements, he was the Chief Executive & Managing Director of the Company from its inception in April 1983, until January 2006. Mr. Sekhsaria relinquished the post of Managing Director and was appointed as the Non-executive Vice Chairman when management control of the Company was transferred to Holcim. In September 2009, he was appointed as the Non-executive Chairman after Mr. Suresh Neotia relinquished the post of Chairman.

Mr. Sekhsaria built Ambuja Cements into the most efficient and profitable cement company in India. He created and developed a result-oriented management team, and an extraordinary business model for the Company that centred on continually fine-tuning efficiencies and upgrading facilities to meet increased competition and growing challenges in the Cement Industry.

Mr. Sekhsaria redefined industry practices by turning cement from a commodity into a brand, bringing cement plants closer to cement markets and linking plants to lucrative coastal markets by setting up ports and a fleet of bulk cement ships for the first time in India. During his tenure, the Company grew from a 0.7 million tonne capacity to 15 million tonnes, from a market capitalisation of ₹18 crores to ₹14,000 crores, and from a single location to a pan-India Company which set new benchmarks for the cement industry. These achievements, from a first generation industrialist, speak volumes about Mr. Sekhsaria's vision, business acumen and leadership qualities.

Mr. Sekhsaria is the Chairman of the CSR & Sustainability Committee and a Member of the Nomination & Remuneration Committee.

(ii) Mr. Jan Jenisch (DIN:07957196) (Vice-Chairman, Non-Executive Promoter Director representing LafargeHolcim Ltd., Non-Independent)

Mr. Jan Jenisch, a German national is the Chief Executive Officer of LafargeHolcim since September 2017. From 2012, he served as Chief Executive Officer of Sika AG which develops and manufactures systems and products for the building materials and automotive sector. Under his leadership, Sika expanded into new markets and set new standards of performance in sales and profitability. Mr. Jenisch joined Sika in 1996 and went on to work in various management functions and countries. He was appointed to the Management Board in 2004 as Head of the Industry Division and he served as President Asia Pacific from 2007 to 2012.

Mr. Jenisch has studied in Switzerland and the US and is a Graduate of the University of Fribourg, Switzerland with an MBA. He is a non-executive Director of the privately held Glas Troesch, Switzerland.

He joined the Board in October, 2017 and is the Vice Chairman of the Board.

(iii) Mr. Nasser Munjee (DIN:00010180) (Non-Executive, Independent Director)

Mr. Nasser Munjee holds a Master's degree in economics from the London School of Economics (LSE), U.K. His journey in creating financial institutions began with HDFC, which he joined at its inception in February 1978. In March 1993, he was inducted on the Board of HDFC as Executive Director until 1997. He continues to be an Independent Director on the Board of HDFC along with other leading companies like ABB India, Cummins India, Indian Hotels, Jaguar Land Rover. In 1997, Mr. Munjee played a pivotal role in setting up IDFC and was its CEO in its formative years. Mr. Munjee has a deep interest for rural development, housing finance, urban issues, specially the development of modern cities and humanitarian causes.

He is also the Chairman of DCB Bank and of three other Aga Khan institutions in India. He was the President of the Bombay Chamber of Commerce and Industry – the city's oldest Chamber of Commerce and has served on numerous Government Task Forces on Housing and Urban Development. He has been awarded as the "Best Non-Executive Independent Director 2009 by Asian Centre for Corporate Governance (ACCG).

He joined the Board in August, 2001. He is the Chairman of the Nomination & Remuneration Committee and the Compliance Committee and a member of the Audit Committee, CSR & Sustainability Committee and Risk Management Committee.

(iv) Mr. Rajendra Chitale (DIN:00015986) (Non-Executive, Independent Director)

Mr. Rajendra Chitale, an eminent Chartered Accountant and a Law Graduate, is the Managing Partner of M/s. Chitale & Co, a leading boutique international structuring, tax and legal advisory firm and of M/s M. P. Chitale & Co., a reputed

chartered accountancy firm. He has served as a member of the Insurance Advisory Committee of the Insurance and Regulatory Development Authority of India, the Company Law Advisory Committee, Government of India, the Takeover Panel of the Securities & Exchange Board of India, the Advisory Committee on Regulations of the Competition Commission of India, and the Maharashtra Board for Restructuring of State Enterprises, Government of Maharashtra. He has served on the Board of Life Insurance Corporation of India, Unit Trust of India, Small Industries Development Bank of India, National Stock Exchange of India Ltd. and Clearing Corporation of India Limited. He is on the Board of several large corporates.

Mr. Chitale joined the Board in July, 2002. He is the Chairman of the Audit Committee and Risk Management Committee and the member of the Stakeholders Relationship Committee and CSR & Sustainability Committee.

(v) Mr. Shailesh Haribhakti (DIN:00007347) (Non-Executive, Independent Director)

Mr. Shailesh Haribhakti an eminent Chartered Accountant is the Chairman of Shailesh Haribhakti & Associates. He is also a certified Internal Auditor, Financial Planner & Fraud Examiner with a career span over four decades.

Evolving from a background in Audit, Tax and Consulting, he now seeks to create enduring value for Companies and organizations he is involved with, by being a deeply engaged Independent Director. His strong belief is that good Governance creates a sustainable competitive advantage and partnered with "New India". He is a strong supporter of a clean and green environment and is pioneering the concept of 'innovating to zero' in the social context. He serves on the Boards of several large Multinational and Indian Companies and is also a member of several Advisory Boards.

He has participated in creating Indian Multinationals in the services sector. His passion for teaching, writing and public speaking have made him an associate with IIMA, many management institutions and several industry and professional forums. He has led BMA, IIA (Mumbai), ICAI (WIRC), IMC, FPSB and Rotary Club of Bombay over the last several decades. For two years, he served on the Standards Advisory Council of the IASB in London.

Mr. Haribhakti joined the Board in May, 2006. He is the member of the Nomination and Remuneration Committee, Risk Management Committee and the Compliance Committee.

(vi) Dr. Omkar Goswami (DIN: 00004258) (Non-Executive, Independent Director)

Dr. Omkar Goswami, a professional economist, did his Master's in Economics from the Delhi School of Economics and his D. Phil (Ph.D.) from Oxford University. He taught and researched economics for 20 years at various reputed universities in India and abroad. During a career spanning over three decades, he has been associated as a member or advisor to several Government committees and international organizations like the World Bank, the OECD, the IMF and the ADB. He also served as the Editor of Business India, one of India's prestigious business magazines and as the Chief Economist of the Confederation of Indian Industry. Dr. Goswami is the Founder and Executive Chairman of CERG Advisory Pvt. Ltd., which is engaged in corporate advisory and consulting services for companies in India and abroad. He also serves on the Board of several large corporations.

Dr. Goswami joined the Board in July, 2006. He is a member of the Compliance Committee and Stakeholders Relationship Committee.

(vii) Ms. Shikha Sharma (DIN: 00043265) (Non-Executive, Independent Director)

Ms. Shikha Sharma is a B.A. (Hons.) in Economics, PGD in Software Technology and MBA from IIM Ahmedabad. She was the MD & CEO of Axis Bank Ltd. from 2009 to 2018. She began her career with ICICI Bank in 1980. At ICICI, she was instrumental in setting up ICICI Securities besides setting up various group business for ICICI including investment banking and retail finance. Before moving to Axis Bank, she was the MD & CEO of ICICI Prudential Life Insurance Co. Ltd. She was a Member of RBI's Technical Advisory Committee and chairs CII National Committee on Banking. She has featured in Fortune's Top 50 most powerful Women in business outside US and has several awards & recognition to her credit.

Ms. Sharma joined the Board in April, 2019. She is the Member of Audit Committee.

(viii) Mr. Christof Hassig (DIN: 01680305) (Non-Executive Promoter Director representing LafargeHolcim Ltd., Non-Independent)

Mr. Christof Hassig is a Swiss national and a professional banker with Masters in Banking and the Advanced Management Program from Harvard Business School. He is currently the Head of the Corporate Strategy and Mergers and Acquisitions function at LafargeHolcim Ltd. Before joining the erstwhile Holcim Ltd., Mr. Hassig worked for over twenty five years at UBS in different functions including global relationship manager and investment banker. In erstwhile Holcim, he has worked in corporate finance and treasury functions for over fifteen years. In 2013, he took over the additional responsibility as Head of Mergers and Acquisitions.

Mr. Hassig joined the Board in December, 2015.

(ix) Mr. Roland Kohler (DIN: 08069722) (Non-Executive Promoter Director representing LafargeHolcim Ltd., Non-Independent)

Mr. Roland Kohler is a Swiss national and a MBA from the University of Zurich and has attended the Advanced Executive Program at INSEAD (European Institute for Business Administration).

Mr. Kohler has extensive commercial and international experience in cement, ready mix and aggregates industry ranging from operations, marketing, business integration, mergers & acquisitions, divestments etc. He joined Holcim group in 1994 as Head Management Consultant and progressed through the ranks to be appointed to the Executive Committee in March, 2010, responsible for Group Functions.

He was a key member of the integration Committee for merger of Lafarge and Holcim. He also served as interim COO of the LafargeHolcim group. He is also the Chairman of LafargeHolcim Foundation for Sustainable Construction.

Mr. Kohler joined the Board in February, 2018. He is the member of the Risk Management Committee.

(x) Mr. Martin Kriegner (DIN: 00077715) (Non-Executive Promoter Director representing LafargeHolcim Ltd., Non-Independent)

Mr. Martin Kriegner is an Austrian national and has been a member of the Executive Committee of LafargeHolcim since August 2016 and is the Region Head of Asia Pacific. He is a graduate of Vienna University with a Doctorate in Law and he obtained an MBA at the University of Economics in Vienna.

Martin Kriegner joined the Group in 1990 and became the CEO of Perlmooser AG, Austria in 1998. He moved to India as CEO of the Lafarge operations in 2002 and later served as Regional President Cement for Asia, based in Kuala Lumpur. In 2012, he was appointed CEO of Lafarge India for Cement, RMX and Aggregates. In July 2015, he became Area Manager Central Europe for LafargeHolcim operations. He is also globally in charge for Cement Manufacturing, Logistics, Commercial and Geocycle.

Mr. Kriegner joined the Board in February, 2016. He is a member on the Audit Committee, Nomination & Remuneration Committee and CSR and Sustainability Committee.

(xi) Ms. Then Hwee Tan (DIN: 08354724) (Non-Executive, Non-Independent Director)

Ms. Then Hwee Tan is Singapore national and an MBA from Wichita State University, Kansas, USA. She has attended Executive Development Programs at the Institute of Management Development. She is currently the Group Head of Learning & Development, at LafargeHolcim. At LafargeHolcim, she is a member of the HR leadership team responsible for executive learning and talent development. She has over twenty years of HR management experience in an international business environment across Asia Pacific including leadership development, talent & succession management, employee engagement, organizational development and compensation & benefits management. Apart from LafargeHolcim, she has worked with reputed companies such as Sika, Asia Pacific, Lucent Technologies, USA and Philips Mobile Display Systems, Hong Kong.

Ms. Tan joined the Board in February, 2019. She is a member on the Compliance Committee.

(xii) Mr. Mahendra Kumar Sharma (DIN: 00327684) (Non-Executive, Non-Independent Director)

Mr. Mahendra Kumar Sharma is an Arts & Law Graduate from University of Lucknow and a Post Graduate Diploma holder in Personnel Management and Labour Laws. After a five year stint with Delhi Cloth & General Mills Co. Ltd, he joined Hindustan Unilever Ltd. in 1974 as a Legal Manager. He retired in 2007 as its Vice Chairman with the responsibility of HR, Legal & Secretarial, Corporate Affairs, Real Estate etc. He has served as member of the Corporate Law Committee to comprehensively redraft the Companies Act and as a member of Naresh Chandra Committee on Corporate Governance. He is on the Board of several companies.

Mr. M. K. Sharma joined the Board in April, 2019. He is a member on the CSR & Sustainability Committee.

(xiii) Mr. Ranjit Shahani (DIN: 00103845) (Non-Executive, Non-Independent Director)

Mr. Ranjit Shahani is a Mechanical Engineer from IIT Kanpur and MBA from Jamnalal Bajaj Institute of Management Studies. He started his career with Imperial Chemical Industries (ICI) in India and then served as General Manager with ICI, Zeneca in UK overseeing Asia Pacific and Latin America operations for petrochemicals and plastics division. He was the CEO of Roche Products and on the Board of Novartis India Ltd. from 2002 to 2018. He is currently the President of the Swiss Indian Chamber of Commerce and is on the Board of Novartis Comprehensive Leprosy Care Association etc.

Mr. Shahani joined the Board in April, 2019. He the Chairman of the Stakeholder Relationship Committee.

(xiv) Mr. Praveen Kumar Molri (DIN:07810173) (Non-Executive, Non-Independent Director)

Mr P.K.Molri is Commerce Graduate and Chartered Accountant. He joined LIC of India in July 1985 and has rich experience of more than 34 years of having worked in different senior positions including Senior Divisional Manager of two Divisions and Chief Risk Officer of the Organisation. He recently superannuated from LIC from the post of Executive Director- Investment Operations wherein he was heading Equity, Debt, Treasury, Pension & Group schemes and ULIP Portfolios.

Mr. Molri joined the Board in April, 2019.

(xv) **Mr. Bimlendra Jha (DIN:02170280) (Executive, Non-Independent, Managing Director and CEO) (upto 20th February, 2020)**

Mr. Bimlendra Jha is a B. Tech in Ceramic Engineering from IIT Varanasi and a Post Graduate Diploma in Business Management, Marketing and Finance from XLRI Jamshedpur. He has been associated with Tata Steel Ltd. for nearly three decades and over the last six years, he has held multiple leadership roles including CEO Tata Steel UK and Executive Director on the Board of Tata Steel Europe, looking after operations in UK, Sweden, and Canada. He has been actively involved in Strategic Portfolio restructuring, Supply Chain Transformation and turning around the steel businesses of Tata Steel in the UK in a very challenging environment.

As a member of the marketing team and later as a P&L owner of Long Products at Tata Steel, Mr. Jha has done some pioneering work in the areas of market development, brand management and construction practices. This includes the design of new processes in Marketing, Value Selling, Channel Loyalty programs and launch of new product concepts such as SuperLinks and BuildWise.

Mr. Jha joined the Board in February, 2019. He is a member of the CSR & Sustainability Committee, Risk Management Committee, Compliance Committee, Stakeholders Relationship Committee and a Permanent Invitee of Audit Committee and Nomination and Remuneration Committee.

2.6 Meetings, agenda and proceedings etc. of the Board Meeting:

(i) Meetings:

The Board generally meets 5 times during the year and the maximum interval between any two meetings did not exceed 120 days. The Company adheres to the Secretarial Standards on the Board and Committee Meetings as prescribed by the Institute of Company Secretaries of India. The yearly calendar of the meetings is finalized before the beginning of the year. Additional meetings are held when necessary. The Directors are also given an option of attending the board meeting through video conferencing. The Board has complete access to any information within the Company. Agenda papers containing all necessary information/documents are made available to the Board/Committee Members in advance to enable them to discharge their responsibilities effectively and take informed decisions. The information as mentioned in Part A of Schedule II of the SEBI Listing Regulations is placed before the Board at its meeting for its consideration, whenever applicable.

The Senior Management of the Company make timely disclosure to Board relating to all material, financial and commercial transactions.

During the year ended on 31st December, 2019, the Board of Directors had 5 meetings. These were held on 18th February, 2019, 30th April, 2019, 25th July, 2019, 18th October, 2019 and 10th December, 2019.

The names and category of the Directors on the Board, their attendance at Board Meeting held during the year under review and at the last Annual General Meeting (AGM), name of the other listed entities in which the Director is a Director and the number of the Directorship and Committee Chairmanship/Membership held by them in other public limited company as on 31st December, 2019 are given below :-

Sr. No.	Name of the Director	Category	No. of Board Meetings attended (FY 2019)	Attendance at last AGM held on 29 th March, 2019	No. of Director-ships Held in Indian Public Listed Companies ¹	Committee Positions in India ²		Directorship in other Listed Entity & Category
						Chairman	Member	
1.	Mr. N. S. Sekhsaria, Chairman	Non-Executive Non-Independent	5	Yes	2	Nil	Nil	Non-Executive, Non-Independent : 1. ACC Limited 2. Everest Industries Limited
2.	Mr. Jan Jenisch, Vice Chairman	Non-Executive, Non-Independent	4	No	1	Nil	Nil	Non-Executive, Non-Independent : 1. ACC Limited
3.	Mr. Nasser Munjee	Independent	3	No	5	3	2	Non-Executive, Independent Director in : 1. ABB India Ltd. 2. Cummins India Ltd. 3. HDFC Ltd. 4. The Indian Hotels Company Ltd. Non-Executive, Non-Independent in 1. DCB Bank Ltd.

Sr. No.	Name of the Director	Category	No. of Board Meetings attended (FY 2019)	Attendance at last AGM held on 29 th March, 2019	No. of Director-ships Held in Indian Public Listed Companies ¹	Committee Positions in India ²		Directorship in other Listed Entity & Category
						Chairman	Member	
4.	Mr. Rajendra Chitale	Independent	5	Yes	1	3	3	Non-Executive, Independent Director in :- 1. Everest Industries Ltd.
5.	Mr. Shailesh Haribhakti	Independent	4	No	6	4	5	Non-Executive, Independent Director in :- 1. Torrent Pharmaceuticals Ltd. 2. L & T Finance Holdings Ltd. 3. Blue Star Limited 4. Future Lifestyle Fashions Ltd. 5. Bajaj Electricals Ltd. 6. ACC Ltd.
6.	Dr. Omkar Goswami	Independent	4	No	3	Nil	4	Non-Executive, Independent Director in :- 1. Godrej Consumer Products Ltd. 2. Bajaj Auto Ltd. 3. Bajaj Finance Ltd.
7.	Ms. Shikha Sharma ³	Independent	3 of 4	Not Applicable	4	Nil	5	Non-Executive, Independent Director in : 1. Dr. Reddy's Laboratories Ltd. 2. Tata Consumer Products Ltd. 3. Tech Mahindra Ltd. 4. Mahindra & Mahindra Ltd.
8.	Mr. Christof Hassig	Non-Executive, Non-Independent	4	No	1	Nil	1	Non-Executive, Non-Independent Director: 1. ACC Limited
9.	Mr. Martin Kriegner	Non-Executive, Non-Independent	5	No	1	Nil	2	Non-Executive, Non-Independent Director: 1. ACC Limited
10.	Mr. Roland Kohler	Non-Executive, Non-Independent	4	No	Nil	Nil	Nil	Nil
11.	Ms. Then Hwee Tan	Non-Executive, Non-Independent	5	Yes	Nil	Nil	Nil	Nil
12.	Mr. Mahendra Kumar Sharma ³	Non-Executive, Non-Independent	4 of 4	Not Applicable	4	3	2	Non-Executive, Independent Director in : 1. Wipro Ltd. 2. Asian Paints Ltd. 3. United Spirits Ltd. 4. Vedanta Ltd.
13.	Mr. Ranjit Shahani ³	Non-Executive, Non-Independent	4 of 4	Not Applicable	1	1	Nil	Non-Executive, Independent Director in :- Hikal Ltd.
14.	Mr. Praveen Kumar Molri ³	Non-Executive, Non-Independent	4 of 4	Not Applicable	Nil	Nil	Nil	Nil
15.	Mr. Bimlendra Jha	Managing Director and CEO	5	Yes	Nil	Nil	1	Nil

¹Includes Indian Public Listed Companies other than Ambuja Cements Limited and excludes Directorships in Private Limited Companies, Foreign Companies and Section 8 Companies.

²Includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited companies (whether listed or not) including Ambuja Cements Ltd.

³As these Directors were appointed at the last AGM, the attendance at the AGM is not applicable in their case.

(ii) Separate Meeting of Independent Directors:

The Independent Directors met amongst themselves without the presence of the Company executives on 9th December, 2019. At the said meeting, the Independent Directors reviewed the performance of Non-Independent Directors (including the Chairman) and the entire Board and the quality, content and timeliness of the flow of information between the Management and the Board and its Committees which is necessary to effectively and reasonably perform and discharge their duties.

(iii) Agenda:

All the meetings are conducted as per well designed and structured agenda and in line with the compliance requirement under the Companies Act, 2013, Rules thereunder and applicable Secretarial Standards prescribed by ICSI. All the agenda items are backed by necessary supporting information and documents (except for the critical price sensitive information, which is circulated separately or placed at the meeting) to enable the Board/Committee to take informed decisions. Agenda also includes minutes of the meetings of all the Board Committees and unlisted subsidiaries for the information of the Board.

Additional agenda items in the form of "Other Business" are included with the permission of the Chairman and majority of the Directors present at the meeting. Agenda papers are circulated seven days prior to the Board / Committee Meeting. Further, information is also provided to the Board members on critical matters for their inputs, review and approval. For any business exigencies, the resolutions are passed by circulation and later placed at the subsequent Board / Committee Meeting for ratification/approval.

(iv) Invitees and Proceedings:

Apart from the Board members, the CFO, the Heads of Logistics, Manufacturing and Marketing and the Company Secretary are invited to attend all the Board Meetings. Other senior management executives are invited as and when necessary, to provide additional inputs for the items being discussed by the Board. The Managing Director, the CFO and other senior executives make presentations on quarterly and annual operating and financial performance, annual operating and capex budget and progress, health and safety, marketing and cement industry scenario and other business issues.

The annual strategic and operating plans of the business are presented to the Board. The quarterly financial statements and annual financial statements are first presented to the Audit Committee and subsequently to the Board for their approval. Also, the Compliance Committee and the Board periodically reviews compliance reports with respect to laws and regulations applicable to the Company. Important managerial decisions, material positive / negative developments and statutory matters are presented to the Committees of the Board and the Committee recommendations are placed before the Board. As a system, information is submitted along with the agenda papers well in advance of the meetings.

The Chairman of various Board Committees brief the Board on all the important matters discussed and decided at their respective committee meetings, which are generally held prior to the Board meeting.

(v) Post Meeting Action and Follow-up system:

Post meetings, all important decisions taken at the meeting are communicated to the concerned officials and departments. Action Taken Report is prepared and reviewed periodically by the Managing Director and Company Secretary for the action taken / pending to be taken.

(vi) Support and Role of Company Secretary:

The Company Secretary is responsible for convening the Board and Committee meetings, preparation and distribution of Agenda and other documents and recording of the Minutes of the meetings. He acts as interface between the Board and the Management and provides required assistance and assurance to the Board and the Management on compliance and governance aspects.

(vii) Compliance Officer:

Mr. Rajiv Gandhi, Company Secretary is the compliance officer for complying with the provisions of the Companies Act and the Securities Laws.

2.7. Induction and Familiarization Program for Directors:

Induction and training of the newly appointed Director and ongoing familiarization of all the Board Members are the responsibility of the Managing Director and CEO and the Company Secretary.

A newly appointed Director is provided with an appointment letter along with an induction kit setting out their roles, function, duties and responsibilities and copies of the Code of Business Conduct, Insider Trading Code and other policies as may be applicable to them.

Each newly appointed Independent Director is taken through an induction and familiarization program including the presentation and interactive session with the Managing Director and CEO, Executive Committee Members and other Functional Heads on the Company's manufacturing, marketing, finance and other important aspects. The Company Secretary briefs the Director about their legal and regulatory responsibilities as a Director. The program also includes visit to the plant to familiarize them with all facets of cement manufacturing. On the matters of specialized nature, the Company engages outside experts/consultants for presentation and discussion with the Board members.

On an on-going basis, periodic presentations are made at the Board and Committee meetings, on Health and Safety, Sustainability, performance updates of the Company, Industry scenario, business strategy, internal control and risks involved and mitigation plan. The Directors are also provided with quarterly update on relevant statutory changes, judicial pronouncements and important amendments.

As a normal practice, this year also the Audit Committee reviewed the Direct and Indirect tax matters pertaining to the Company. As a part of deeper engagement, the Board Members also interact with the senior management team on various critical issues having impact on the Company's operations.

Directors' Forum:

A Directors' Forum was held in November, 2019, where in Dr. Navroz K. Dubbush, Professor at Centre for Policy Research, was invited to apprise the Directors and the senior leadership team of the Company on the topic of "Water and Sustainability".

Directors' visit to the Head Office of LH Group at Switzerland:

With a view to familiarize the Board of Director, with the business activities of LH Group, the majority of the Directors visited the group's Head Office at Switzerland in May, 2019.

During the visit, the Directors were given a demonstration of RMX, Aggregate operations, Geocycle, Health & Safety, etc. This was followed by an interactive meeting with Mr. Jan Jenisch, LafargeHolcim Group CEO and other senior management team members wherein the Directors had a very fruitful knowledge sharing session with the team on various key topics.

The details of familiarization program can be accessed from the Investor Tab on the website of the Company.

2.8. Board Evaluation:

During the year under review, the Board adopted a formal mechanism for evaluating its performance and effectiveness as well as that of its Committees and individual Directors, including the Chairman of the Board. The details of the methodology followed along with the criteria for performance evaluation are provided in the Directors Report.

2.9. Board Skill Matrix:

In terms of the requirement of the Listing Regulation, the Board has identified the following skills/expertise/competencies fundamental for the effective functioning of the Company, which are currently available with the Board:

Business & Industry	Domain Knowledge in Business and understanding of business environment, Optimising the development in the industry for improving Company's business.
Financial Expertise	Financial and risk management, Internal control, Experience of complex financial reporting processes, capital allocation, resource utilization, Understanding of Financial policies and accounting statement and assessing economic conditions.
Governance & Compliance	Experience in developing governance practices, serving the best interests of all stakeholders, maintaining board and management accountability, building long-term effective stakeholder engagements and driving corporate ethics and values.

3. Committees of the Board:

The Committees of the Board play an important role in the governance and focus on specific areas and make informed decisions within the delegated authority. Each Committee is guided by its Charter or Terms of Reference, which provides for the composition, scope, powers and duties and responsibilities. The recommendation and/or observations and decisions are placed before the Board for information or approval. The Chairman of respective Committee updates the Board regarding the discussions held / decisions taken at the Committee Meeting.

The Board has constituted the following mandatory and non-mandatory Committees:-

3.1 Audit Committee- Mandatory Committee

The Board has constituted a well-qualified Audit Committee. All the members of the Committee are Non-Executive Directors with majority of them are Independent Directors including Chairman. They possess sound knowledge on accounts, audit, finance, taxation, internal controls etc. The Company Secretary acts as Secretary to the committee.

A. Composition and Meetings:

The Audit Committee had 5 meetings during the year 2019. The composition of the Audit Committee as at 31st December, 2019 and attendance of each committee member are as under:-

Sr. No.	Name of the Directors	Category	No. of Meetings Attended
1.	Mr. Rajendra Chitale (Chairman)	Independent	5
2.	Mr. Nasser Munjee	Independent	3
3.	Ms. Shikha Sharma	Independent	4 of 4
4.	Mr. Martin Kriegner	Non-Independent	4

Dr. Omkar Goswami ceased to be a Member of the Audit Committee w.e.f. 3rd April, 2019 and Ms. Shikha Sharma was inducted as a Member of Audit Committee from the same date.

Mr. Rajendra Chitale, Chairman of the Audit Committee was present at the last Annual General Meeting for answering the shareholders queries.

B. Invitees / Participants:

1. The M.D. and CEO is a permanent invitees to all Audit Committee meetings.
2. The Chief Internal Auditor attends all the Audit Committee Meetings as far as possible and briefs the Committee on all the points covered in the Internal Audit Report as well as the other related issues that comes up during the discussions.
3. During the year under review, the representatives of the Statutory Auditors have attended all the Audit Committee meetings, where Financial Results were approved and Direct and Indirect Tax matters were reviewed.
4. The representatives of the Cost Auditors have attended 1 (one) Audit Committee Meeting when the Cost Audit Report was discussed.
5. The CFO and the Heads of Manufacturing, Marketing and Logistics also attends the Committee meetings to provide inputs on issues relating to internal audit findings, internal controls, accounts, taxation, risk management etc. Other executives are invited to attend the meeting as and when required.
6. The Committee also invites the representatives of LafargeHolcim group's internal audit department to attend the Audit Committee meetings for review of the special audit projects as and when undertaken by them and also to get their valuable support and guidance on the international best practices in internal audit and strengthening of internal controls.

C. Private Meetings:

In order to get the inputs and opinions of the Statutory Auditors and the Chief Internal Auditor, the Committee also held two separate one-to-one meetings during the year with the Statutory Auditor and Head of Internal Audit department but without the presence of the M.D. and CEO and other management representatives.

D. Terms of Reference:

The terms of reference of the Audit Committee are as per the guidelines set out in the Listing Regulations, 2015 read with section 177 of the Companies Act, 2013. These broadly includes

(i) developing an annual plan for Committee, (ii) review of financial reporting processes, (iii) review of risk management, internal control and governance processes, (iv) discussions on quarterly, half yearly and annual financial statements and the auditor's report, (v) interaction with statutory, internal and cost auditors to ascertain their independence and effectiveness of audit process and (vi) recommendation for appointment, remuneration and terms of appointment of auditors.

In addition to the above, the Audit Committee also reviews the following:

- (i) Matter included in the Director's Responsibility Statement.
- (ii) Changes, if any, in the accounting policies.
- (iii) Major accounting estimates and significant adjustments in financial statement.
- (iv) Compliance with listing and other legal requirements concerning financial statements.
- (v) Subject to review by the Board of Directors, review on quarterly basis, Related Party Transactions entered into by the Company pursuant to each omnibus or specific approval given.
- (vi) Qualification in draft audit report.

- (vii) Scrutiny of inter-corporate loans and investments.
- (viii) Management's Discussions and Analysis of Company's operations.
- (ix) To investigate into substantial default in the payment to depositors/shareholders (non-payment of dividend) and creditors.
- (x) Review of utilisation of loans and/or advance from/investment by Company in subsidiary.
- (xi) Valuation of undertakings or assets of the company, wherever it is necessary.
- (xii) Periodical Internal Audit Reports and the report of Ethical View Committee.
- (xiii) Findings of any special investigations carried out either by the Internal Auditors or by the external investigating agencies.
- (xiv) Letters of Statutory Auditors to management on internal control weakness, if any.
- (xv) Major non routine transactions recorded in the financial statements involving exercise of judgement by the management.
- (xvi) Recommend to the Board, the appointment, re-appointment and, if required the replacement or removal of the statutory auditors, cost auditors and secretarial auditors considering their independence and effectiveness, and recommend their audit fees.
- (xvii) Recommend to the Board, the appointment and remuneration of the CFO and Chief Internal Auditors.

E. Other Matters:

- i. The Audit Committee has framed its Charter for the purpose of effective compliance of Regulation 18 of the Listing Regulations, 2015. The Charter is reviewed by the Committee from time-to-time and necessary amendments as may be required are made in it.
- ii. In view of large number of laws and regulations applicable to the Company's business, their complexities and the time required for monitoring the compliances, the task of monitoring and review of legal and regulatory compliances has been assigned to a separate committee of directors called the "Compliance Committee". The composition and the scope/function of Compliance Committee are given under point no. 3.2 below.

F. Details of the payment to Statutory Auditors:

Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018) have been appointed as the Statutory Auditors of the Company. During the year ended 31st December, 2019, the Company and its subsidiaries have paid a consolidated sum of ₹ 5.80 Crores to the Statutory Auditors and all its entites.

3.2. Compliance Committee-Non-Mandatory Committee

With the rapid growth of business and its complexities coupled with increasing regulatory compliances, the Board felt it necessary to have zero non-compliance regimes for sustainable business operations. With this object, a structured mechanism for ensuring full compliance of various statutes, rules and regulations has been put in place and a separate Committee of Directors by the name "Compliance Committee" has been constituted by the Board.

A. Composition and Meetings:-

During the year under review, the Committee held 4 meetings. The composition of the Compliance Committee as at 31st December, 2019 and attendance of each committee member are as under:-

Sr. No.	Name of the Directors	Category	No. of Meetings Attended
1.	Mr. Nasser Munjee (Chairman)	Independent	3 of 3
2.	Mr. Shailesh Haribhakti	Independent	3
3.	Dr. Omkar Goswami	Independent	4
4.	Ms. Then Hwee Tan	Non-Independent	3 of 3
5.	Mr. Bimlendra Jha	Managing Director and CEO	3 of 3

Mr. Nasser Munjee was inducted as a Member and Chairman of the Committee w.e.f. 3rd April, 2019. Mr. Haigreve Khaitan ceased to be a Director and a Member of the Committee on 31st March, 2019.

B. Invitees / Participants:

The Executive Committee Members and the Head of Legal department are the Permanent Invitees to all the Committee meetings. The Company Secretary acts as the Secretary to the Committee.

C. Terms of Reference:

The terms of reference of the Committee are to:

- a) periodically review the Legal Compliance Audit report of various Units / Department submitted by the Corporate Legal Department;
- b) suggest taking necessary corrective actions for non compliance, if any;
- c) specifically review and confirm that all the requirements of Competition Law and Anti Bribery and Corruption Directives are fully complied with;
- d) review the significant amendments in the laws, rules and regulations;
- e) review the significant legal cases filed by and against the Company;
- f) review the judgements of various court cases not involving the Company as a litigant but having material impact on the Company's operations;
- g) periodically review the Code of Business Conduct and Ethics and Code of Conduct for prevention of Insider Trading.

The Corporate Legal and Secretarial departments provide 'backbone' support to all the business segments for timely compliance of all the applicable laws, rules and regulations by putting in place a robust compliance mechanism with adequate checks and balances and thus facilitates the management in practicing the highest standards of Corporate Governance and compliance.

The Compliance Committee on its part gives valuable guidance to ensure full compliance of all significant laws, rules and regulations as may be applicable to the Company on top priority.

3.3. Nomination and Remuneration Committee-Mandatory Committee

A. Composition and Meetings:

The Nomination and Remuneration Committee held 3 meetings during the year. The composition of the Committee as on 31st December, 2019 and the attendance of the members are as under:-

Sr. No.	Name of the Director	Category	No. of Meetings Attended
1.	Mr. Nasser Munjee (Chairman)	Independent	3
2.	Mr. N.S. Sekhsaria	Non-Independent	3
3.	Mr. Shailesh Haribhakti	Independent	3
4.	Mr. Martin Kriegner	Non-Independent	3

B. Invitees/Participants:

Mr. Bimlendra Jha, MD and CEO is the Permanent Invitee to this Committee. The Company Secretary acts as the Secretary to the Committee.

C. Terms of Reference of the Nomination and Remuneration Committee:

The Committee is empowered to -

- (i) Formulate criteria for determining qualifications, positive attributes and independence of Directors and oversee the succession management process for the Board and senior management employees.
- (ii) Identification and assessing potential individuals with respect to their expertise, skills, attributes, personal and professional standing for appointment and re-appointment as Directors / Independent Directors on the Board and as Key Managerial Personnel.
- (iii) Formulate a policy relating to remuneration for the Directors, Committee and also the Senior Management Employees.
- (iv) Support Board in evaluation of performance of all the Directors and in annual self-assessment of the Board's overall performance.
- (v) Conduct Annual performance review of MD and CEO and Senior Management Employees;
- (vi) Administration of Employee Stock Option Scheme (ESOS), if any;

D. Remuneration Policy

The Company follows a policy on remuneration of Directors and Senior Management Employees, which is available on the website of the Company.

As per the current internal policy, the Senior Management Employees i.e. Executive Committee Members are eligible for a maximum Performance Incentive (Bonus) upto 50% of Annual Fixed Gross Salary. However, the amount of actual Performance Incentive to be paid each year is decided by the Board of Directors, on the recommendation of the Nomination and Remuneration Committee.

E. Details of Remuneration Paid to the Directors

Remuneration to Directors:

- (a) The Non-Executive Directors are paid sitting fees of ₹ 50,000/- per meeting for attending the Board and Audit Committee and ₹ 30,000/- per meeting for attending other committee meetings. The CSR and Sustainability Committee members have unanimously waived the sitting fees for the CSR & Sustainability Committee meeting to be attended by them.

In addition to the sitting fees, the Company also pays commission to the Non-Executive Directors for their overall engagement and contribution for the Company's business. The Commission is paid on a uniform basis to reinforce the principle of collective responsibility. Accordingly, the Company has provided for payment of commission of ₹ 20 lacs to each of the Non-Executive Directors who were in office for the whole of the financial year 2019 and on pro-rata basis to those who were in office for part of the year.

Considering the accountability and the complexities of issues handled by the Audit and Compliance Committees respectively, the Company has provided additional commission of ₹ 16 lacs for each of the Non-Executive Member Directors of the Audit Committee and Compliance Committee who were in office for the whole of the financial year 2019 and on pro-rata basis to those who were in office for part of the year. The maximum commission payable to each Non-Executive Director has however been capped at ₹ 36 lacs per Director.

Taking into consideration the amount of time spent on the critical policy decisions, higher degree of engagement and increased responsibilities of the Chairman of the Board and greater involvement of the Chairman of the Audit Committee in some of the critical issues relating to internal audit, internal control, accounting and compliance and governance aspects, the Board based on the recommendation of the Nomination and Remuneration Committee approved the payment of an additional amount of ₹ 30 lakhs and ₹ 9 lakhs to the Chairman of the Board and the Audit Committee respectively. The maximum commission payable to the Chairman of the Board and the Chairman of Audit Committee has been capped at ₹ 50 lacs and ₹ 45 lacs respectively.

None of the Directors hold any convertible instruments.

The details of remuneration, sitting fees, performance bonus, and commission paid to each of the Directors during the year ended on 31st December, 2019 are given below:-

						(₹ in Lakhs)
Sr. No.	Name of the Director	Remuneration	Sitting Fees	Commission	No. of Shares held	
1.	Mr. N. S. Sekhsaria	Nil	3.40	50.00	1,000	
2.	Mr. Jan Jenisch	Nil	2.00	20.00	Nil	
3.	Mr. Nasser Munjee	Nil	5.40	36.00	Nil	
4.	Mr. Rajendra Chitale	Nil	8.90	45.00	Nil	
5.	Mr. Shailesh Haribhakti	Nil	6.20	36.00	Nil	
6.	Dr. Omkar Goswami	Nil	4.90	36.00	Nil	
7.	Ms. Shikha Sharma	Nil	3.50	27.12	Nil	
8.	Mr. Christof Hassig	Nil	2.00	20.00	Nil	
9.	Mr. Martin Kriegner ²	Nil	Nil	Nil	Nil	
10.	Mr. Roland Kohler	Nil	2.00	20.00	Nil	
11.	Ms. Then Hwee Tan	Nil	3.40	31.26	Nil	
12.	Mr. M. K. Sharma	Nil	2.00	15.07	Nil	
13.	Mr. Ranjit Shahani	Nil	2.90	15.07	Nil	
14.	Mr. Praveen Kumar Molri	Nil	2.00	15.07	Nil	
15.	Mr. Bimlendra Jha ^{3&4} , MD & CEO	649.00	NIL	Nil		

(₹ in Lakhs)

Sr. No.	Name of the Director	Remuneration	Sitting Fees	Commission	No. of Shares held
16.	Mr. Haigreve Khaitan ⁵	Nil	1.10	8.87	Nil
17.	Mr. B. L. Taparia ^{5 & 7}	16.50	NIL	Nil	N.A.
18.	Mr. Ajay Kapur ^{5 & 6}	718.50	NIL	Nil	N.A.
TOTAL		3184.00	49.70	375.47	

Note:

- The Company has not issued any stock options to the Independent Directors.
- Mr. Martin Kriegner has waived his right to receive any sitting fees and/or commission effective October, 2018.
- Appointment of Mr. Bimlendra Jha as MD and CEO is governed by a service contract for a period of 5 years and the notice period of 6 months. His remuneration includes basic salary, performance bonus, allowances, contribution to provident, superannuation gratuity funds, ESOPs etc. and perquisites (including monetary value of taxable perquisites) etc.
- The remuneration of Mr. Bimlendra Jha includes ₹ 2 Crore towards joining bonus.
- Mr. Haigreve Khaitan, Mr. B.L. Taparia and Mr. Ajay Kapur ceased to be the Directors of the Company during the year 2019.
- The remuneration of Mr. Ajay Kapur includes leave encashment of ₹ 251.48 Lacs at the time of leaving the Company.
- The remuneration details of Mr. B. L. Taparia is upto the date of his directorship i.e. 29th March, 2019.

3.4. Stakeholder's Relationship Committee – Mandatory Committee

The Stakeholder's Relationship Committee is responsible for transfer/transmission of shares, satisfactory redressal of investors' complaints and recommends measures for overall improvement in the quality of investor services. The Committee also looks into allotment of shares kept in abeyance, allotment of shares on exercise of the stock options by the employees, if any and allotment of privately placed preference shares, debentures and bonds, if any.

Composition and Meetings:

The Stakeholders Relationship Committee had 4 meetings during the year. The Composition of the Committee as at 31st December, 2019 and the details of the Members participation at the meeting of the Committee are as under:-

Sr. No.	Name of the Director	Category	No. of Meetings Attended
1.	Mr. Ranjit Shahani (Chairman)	Non- Independent	3 of 3
2.	Mr. Rajendra Chitale	Independent	4
3.	Dr. Omkar Goswami	Independent	3 of 3
4.	Mr. Bimlendra Jha	Managing Director & CEO	3 of 3

Mr. Rajendra Chitale was present at the last Annual General meeting for answering the shareholders queries.

Mr. Rajendra Chitale ceased to be a Chairman of the Committee w.e.f. 3rd April, 2019. However, he continues to be a Member on the Committee. Mr. Haigreve Khaitan, Mr. B. L. Taparia and Mr. Ajay Kapur ceased to be the member of the Committee during the year. Mr. Ranjit Shahani was appointed as the Chairman and Dr. Omkar Goswami was appointed as a member on the Committee w.e.f. 3rd April, 2019.

The Company Secretary is designated as the "Compliance Officer" who oversees the redressal of the investors' grievances.

The detailed particulars of investors' complaints handled by the Company and its Registrar and Share Transfer Agent during the year are as under:

Nature of Complaints	Opening	Received	Resolved	Pending Resolution
Non-Receipt of Bonus Shares	Nil	Nil	Nil	Nil
Non-Receipt of Transferred Shares	Nil	Nil	Nil	Nil
Non-Receipt of Dividend	Nil	Nil	Nil	Nil
Non-Receipt of Revalidated Dividend Warrants	Nil	Nil	Nil	Nil

Nature of Complaints	Opening	Received	Resolved	Pending Resolution
Letters from SEBI / Stock Exchanges, Ministry of Corporate Affairs etc.	Nil	37	37	Nil
Demat Queries	Nil	Nil	Nil	Nil
Miscellaneous Complaints	Nil	Nil	Nil	Nil
TOTAL	Nil	37	37	Nil

No investor grievances remain pending/unattended for a period exceeding 15 days. All the valid requests for transfer of shares have been processed on time and there are no transfers pending for more than 15 days.

Over and above the aforesaid complaints, the Company and its Registrar and Share Transfer Agent have received around 11,000 letters / queries / requests on various matters such as change of address, change of bank particulars, ECS mandate, nomination request etc. and we are pleased to report that except for requests received towards the year end which are under process, all other queries / requests have been replied on time.

3.5. CSR and Sustainability Committee-Mandatory Committee

The Company has constituted a CSR and Sustainability Committee as required under Section 135 of the Companies Act, 2013.

The Company is at the forefront of undertaking various CSR activities in the fields of Health and Sanitation, Skill Development, Agriculture, Water Resource Management etc. which has tremendously benefitted the communities around our operations. Sustainability has been embedded in the Company's Vision statement and is a major thrust area for carrying our activities in the most sustainable manner. The major Sustainability areas include Health and Safety, Environment, Alternative Fuels and Raw Materials (AFR), Waste Management, Renewable Energy, Sustainable Construction Practices etc.

The Company has also formulated "CSR Policy", "Sustainability Policy", "CSR and Sustainability Charter" and also publishes its Annual Corporate Sustainable Development Report (GRI G4 compliant A+) which is available on the Company's website.

A. Composition and Meetings:

The Committee is headed by the Board Chairman, Mr. N.S. Sekhsaria and during F.Y. 2019, three meeting of the Committee were held on 30th April, 2019, 25th July, 2019 and 10th December, 2019. The details of the composition and the attendance at meeting as on 31st December, 2019 is as under:-

Sr. No.	Name of the Director	Category	No. of Meetings Attended
1.	Mr. N. S. Sekhsaria (Chairman)	Non-Independent	3
2.	Mr. Nasser Munjee	Independent	2
3.	Mr. Rajendra Chitale	Independent	2
4.	Mr. Mahendra Kumar Sharma	Non-Independent	3
4.	Mr. Martin Kriegner	Non-Independent	3
5.	Mr. Bimlendra Jha	Managing Director and CEO	3

Mr. Mahendra Kumar Sharma was appointed as the member of the Committee w.e.f. 3rd April, 2019. Mr. B. L. Taparia and Mr. Ajay Kapur ceased to be the members of the Committee during the year.

B. Terms of Reference:

The Terms of Reference of the Committee are to:-

- frame the CSR Policy and its review from time-to-time.
- ensure effective implementation and monitoring of the CSR activities as per the approved policy, plans and budget.
- ensure compliance with the laws, rules and regulations governing the CSR and to periodically report to the Board of Directors.
- review and monitor Sustainability initiatives and its performance and such other related aspects.

3.6 Risk Management Committee-Mandatory Committee as per Listing Regulations

In compliance with the provisions of Listing Regulations, 2015 and Companies Act, 2013, the Board has constituted a Risk Management Committee under the Chairmanship of Mr. Rajendra Chitale and consists of the members as stated below.

A. Composition and Meetings:

During the year ended on 31st December, 2019, this Committee had 2 meetings which were attended by the members as under:-

Sr. No.	Name of the Director	Category	No. of Meetings Attended
1.	Mr. Rajendra Chitale (Chairman)	Independent	2
2.	Mr. Nasser Munjee	Independent	1
3.	Mr. Shailesh Haribhakti	Independent	2
4.	Mr. Roland Kohler	Non-Independent	Nil
5.	Mr. Bimlendra Jha	Managing Director and CEO	2

During the year under review, Mr. Roland Kohler was appointed as a member and Dr. Omkar Goswami ceased to be a member of the Committee w.e.f. 3rd April, 2019. Mr. Ajay Kapur ceased to be a member of the Committee and Mr. Bimlendra Jha was inducted as the member of the Committee during the year under review.

B. Terms of Reference:

The Committee is required to lay down the procedures to review the risk assessment and minimization procedures and is responsible for framing, implementing and monitoring the risk management plan of the Company.

The Terms of Reference of the Committee are to:-

- review the framework of Business Risk Management process;
- risk identification and assessment;
- review and monitoring of risk mitigation plans
- monitor and review the risks & measures related to cyber security.

During the year, the Committee reviewed the risk trend, exposure and potential impact analysis carried out by the management. It was specifically confirmed to the Committee by the MD and CEO and the CFO that the mitigation plans are finalised and up to date, owners are identified and the progress of mitigation actions are monitored.

3.7 Management Committee

The Management Committee is formed to authorize grant of Power of Attorney to executives, to approve various facilities as and when granted by the Banks and execution of documents for these facilities. Six committee meetings were held during the year 2019. The committee comprises of Mr. Rajendra Chitale - Chairman, Mr. Shailesh Haribhakti, and Mr. Bimlendra Jha as the Members.

4. Code & Vigil Mechanism

4.1 Code of Conduct:

Good companies attract the best talent and at Ambuja Cements we believe that our greatest asset is our people. ACL is a vibrant company, with broad horizons and a truly diverse workforce. As we continue to evolve and develop we will do so pursuing the highest standards of excellence in all our business practices. In line with this philosophy, the Board of Directors has laid down a Code of Conduct for Business and Ethics (the Code) for all the Board members and all the employees in the management grade of the Company. The Code lays emphasis amongst other things, on the integrity at workplace and in business practices, honest and ethical personal conduct, diversity, fairness and respect etc. The Company believes in "Zero Tolerance" to bribery and corruption in any form. In line with our governance philosophy of doing business in most ethical and transparent manner, the Board has laid down an "Anti Bribery and Corruption Directives", which is embedded to the Code. The Code of Conduct is posted on the website of the Company.

To raise awareness of the Code amongst employees, the Company conduct regular awareness workshops right from the induction stage to periodic face to face training and annual online e-learning course.

All the Board members and senior management personnel have confirmed compliance with the code during the year 2019. A declaration to that effect signed by the Managing Director and CEO is attached and forms part of the Annual Report of the Company.

Further, the senior management employees have made disclosure to the effect confirming that there were no financial or commercial transactions in which they or their relatives had any potential conflict of interest with the Company.

4.2 Prevention of Insider Trading Code :

As per SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted a Code of Conduct for Prevention of Insider Trading. All the Directors, employees and third parties such as auditors, consultants etc. who could have access to the unpublished price sensitive information of the Company are governed by this code. The trading window is closed during the time of declaration of results and occurrence of any material events as per the code. The Company has appointed Mr. Rajiv Gandhi, Company Secretary as Compliance Officer, who is responsible for setting forth procedures and implementation of the code for trading in Company's securities. PAN Number based online tracking mechanism for monitoring of the trade in the Company's securities by the "Designated Employees" and their relatives has also been put in place to ensure real time detection and taking appropriate action, in case of any violation / non-compliance of the Company's Insider Trading Code.

4.3 Vigil Mechanism and Ethical View Policy :

With the rapid expansion of business in terms of volume, value and geography, various risks associated with the business have also increased considerably. One such risk identified is the risk of fraud and misconduct. The Companies Act, 2013 and the listing regulations requires all the listed companies to institutionalize the vigil mechanism and whistle blower policy. The Company, since its inception believes in honest and ethical conduct from all the employees and others who are directly or indirectly associated with it. The Audit Committee is also committed to ensure fraud-free work environment and to this end the Committee has laid down a Ethical View Policy (akin to the Whistle Blower Policy), long before the same was made mandatory under the law.

The main objectives of the policy are :

- (i) To protect the brand, reputation and assets of the Company from loss or damage, resulting from suspected or confirmed incidents of fraud / misconduct.
- (ii) To provide guidance to the employees, vendors and customers on reporting any suspicious activity and handling critical information and evidence.
- (iii) To provide healthy and fraud-free work culture.
- (iv) To promote ACL's zero tolerance approach towards bribery, corruption, un-ethical behaviour and non-compliance.

The policy is applicable to all the Directors, employees, vendors and customers and provides a platform to all of them to report any suspected or confirmed incident of fraud/misconduct, unethical practices, violation of code of conduct etc. through any of the following reporting protocols:

- E-mail : acl@ethicalview.com
- National Toll Free Phone No. : 18002091005
- Fax Number : 022 – 66459796
- Written Communication to : P.O. Box No. 25, HO, Pune – 411 001
- Online reporting through : <https://integrity.lafargeholcim.com>

In order to instill more confidence amongst Whistle Blowers, the management of the above referred reporting protocols are managed by an independent agency. Adequate safeguards have been provided in the policy to prevent victimization of anyone who is using this platform and direct access to the Chairman of the Audit Committee is also available in exceptional cases. The policy is also posted on the Company's website.

For the effective implementation of the policy, the Audit Committee has constituted a Ethical View Reporting Committee (EVC) of very senior executives comprising of:

- i) Mr. Kanaiya Thakker (Jt. President – Legal) – Chairman
- ii) Mr. Sanjay Khajanchi (Jt. President- Finance) – Member
- iii) Mr. Prabhakar Mukhopadhyay (Chief Internal Auditor) – Member
- iv) Mr. Rajiv Gandhi (Company Secretary) – Member and Secretary

The EVC is responsible for the following:

- (i) implementation of the policy and spreading awareness amongst employees;
- (ii) review all reported cases of suspected fraud / misconduct;
- (iii) order investigation of any case either internally or through external investigating agencies or experts;

- (iv) recommend to the management for taking appropriate actions such as disciplinary action, termination of service, changes in policies and procedure and review of internal control systems;
- (v) annual review of the policy.

The EVC functions independently and reports directly to the Audit Committee.

During the year 2019, a total of 51 complaints have been filed. Of these, based on the pre-assessment of the EVC, 11 complaints did not warrant further investigation. 34 complaints were investigated and concluded whereas 6 complaint are still under investigation. The cases investigated were mainly of the nature of alleged bribery / kickbacks, theft, violation of Code of Conduct etc. Appropriate actions have been taken where the case is proved. These were in the form of termination, transfer and issue of warning letters to employees and termination of contract / blacklisting of vendor, recovery of penalty etc. The financial impact of these cases were insignificant and caused no damage to the Company.

5. General Body Meetings

(i) Annual General Meeting (AGM):

The Company convenes Annual General Meeting generally within four months of the close of the Corporate Financial Year. The details of Annual General Meetings held in last 3 years along with the details of the Special Resolutions, as more particularly set out in the notices of the respective AGMs and passed by the members are as follows:-

Financial Year/AGM	Venue of AGM	Date, Day and Time	Special Resolution passed
2018 - 36 th AGM	At the Registered Office at Ambujanagar, Kodinar, Dist. Gir Somnath, Gujarat	Friday, 29 th March, 2019 at 10.30 a.m.	Re-appointment of Mr. Nasser Munjee, Mr. Rajendra Chitale, Mr. Shailesh Haribhakti and Dr. Omkar Goswami as Independent Director for the second term.
2017 - 35 th AGM		Friday, 15 th June, 2018 at 10.30 a.m.	No special resolutions were passed.
2016 - 34 th AGM		Friday, 31 st March, 2017 at 10.30 am	Alteration of Article of Association

6. Disclosures

1. **Related Party Transactions:** There are no materially significant transactions with the related parties viz. Promoters, Directors or the Management, or their relatives or subsidiaries that had potential conflict with the interest of the Company. Transactions with related parties, as per requirements of Indian Accounting Standard-24, are disclosed in notes to accounts annexed to the financial statements.
The Related Party Transactions Policy as approved by the Board is uploaded on the Company's website.
2. **Accounting Standards:** The Company has followed all relevant Accounting Standards notified by the Companies (Indian Accounting Standards) Rules, 2015 while preparing Financial Statements.
3. There are no pecuniary relationships or transactions of Non-Executive Directors vis-à-vis the Company which has potential conflict with the interests of the Company at large.
4. **Details of non-compliance:** No penalties or strictures have been imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets during the last three years.
5. **Recommendation of the Board Committees:** During the year under review, there has been no instances of rejection by the Board of any recommendations made by any of its Committees.
6. The Company has in place a mechanism to inform the Board members about the Risk assessment and mitigation plans and periodical reviews to ensure that the critical risks are controlled by the executive management. The details of the Risk Management Committee are provided at point no. 3.6 of this report.
7. The Company has complied with and disclosed all the mandatory corporate governance requirements under Regulation 17 to 27 and sub-regulation (2) of Regulation 46 of Listing Regulations, 2015 (relating to disclosure on the website of the Company).
8. The disclosure in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 forms part of the Directors' Report.

7. CEO / CFO Certification

The MD and CEO and Chief Financial Officer (CFO) have issued certificate pursuant to the provisions of Regulation 17(8) of the Listing Regulations, 2015 certifying that the financial statements do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

8. Discretionary Requirements under Regulation 27 of Listing Regulations, 2015

The status of compliance with discretionary recommendations of the Regulation 27 of the Listing Regulations, 2015 with Stock Exchanges is provided below:

- 8.1 **Non-Executive Chairman's Office:** Chairman's office is separate from that of the Managing Director and CEO.
- 8.2 **Shareholders' Rights:** As the quarterly and half yearly financial performance along with significant events are published in the newspapers and are also posted on the Company's website, the same are not being sent to the shareholders.
- 8.3 **Modified Opinion in Auditors Report:** The Company's financial statements for the year 2019 do not contain any modified audit opinion.
- 8.4 **Separate posts of Chairman and CEO:** The Chairman of the Board is a Non-Executive Director and his position is separate from that of the Managing Director and CEO.
- 8.5 **Reporting of Internal Auditor:** The Chief Internal Auditor reports to the Audit Committee and he participates in the meetings of the Audit Committee and presents his audit observations to the Committee.

9. Means of Communication

Financial results: The Company's quarterly, half yearly and annual financial results are sent to the Stock Exchanges and published in 'Financial Express' and other newspapers. Simultaneously, they are also uploaded on the Company's website (www.ambujacement.com)

News releases, presentations, etc.: Official news releases and official media releases are sent to Stock Exchanges and are displayed on Company's website (www.ambujacement.com).

Presentations to institutional investors / analysts: These presentations and Schedule of analyst or institutional investors meet are also uploaded on the Company's website (www.ambujacement.com) as well as sent to the Stock Exchanges. No unpublished price sensitive information is discussed in the presentation made to institutional investors and financial analysts.

Website: The Company's website (www.ambujacement.com) contains a separate dedicated section 'Investors' where shareholders' information is available. The Company's Annual Report is also available in downloadable form.

Annual Report: The Annual Report containing, inter alia, Audited Financial Statements, Audited Consolidated Financial Statements, Directors' Report, Auditors' Report and other important information is circulated to members and others entitled thereto. The Management's Discussion and Analysis (MDA) Report and the abridged version of the Company's maiden Integrated Report forms part of the Annual Report.

Chairman's Communiqué: The Chairman's Letter forms part of the Annual Report.

Filing with the Stock Exchanges: All periodical compliance filings required to be filed with the Stock Exchanges like shareholding pattern, corporate governance report, media releases, statement of investor complaints, among others are filed electronically with the BSE Limited and the National Stock Exchange of India Limited.

SEBI Complaints Redress System (SCORES): The investor complaints are processed in a centralised web-based complaints redress system. The salient features of this system are: Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

Reminder to Investors: Reminders to the shareholders are sent for claiming returned undelivered shares certificates, unclaimed dividend investor complaints etc.

10. General Shareholders' Information

10.1 Annual General Meeting:

Day and Date	:	Thursday, 9 th April, 2020
Time	:	10.30 a.m.
Venue	:	P.O. Ambujanagar, Taluka Kodinar, District Gir Somnath, Gujarat - 362 715. (Registered Office of the Company)

10.2 Financial Calendar:

The Company follows the period of 1st January to 31st December, as the Financial Year. For the FY 2020, financial results will be announced as per the following tentative schedule:-

First quarterly results	: April, 2020
Second quarterly / Half yearly results	: July, 2020
Third quarterly results	: October, 2020
Annual results for the year ending on 31 st December, 2020	: February, 2021
Annual General Meeting for the year ending on 31 st December, 2020	: April, 2021

10.3 Record Date:

The Company has fixed Tuesday, 7th April, 2020 as the Record date for determining the shareholders to whom the dividend shall be paid.

10.4 Dividend Payment Date:

Dividend shall be paid to all the eligible shareholders from 16th April, 2020 onwards.

10.5 Dividend Policy:

The first issue of shares was made by the Company in the year 1985 at ₹10/- per share. Presently, the face-value of the equity shares is ₹2/- per share. Company is paying dividend from its very first full year of operation. From a modest dividend of 11% in 1987-88, the Company has been rewarding its shareholders with appropriate dividend. Keeping in view, the future cash flow requirements for the expansion and growth, for the Financial year 2019, the Board has recommended a final dividend of ₹1.50 per equity share. During the last 5 years, the Company has usually been maintaining the pay-out ratio of more than 20%. The Board of Directors have framed a Dividend Policy which is posted on the website of the Company.

10.6 Dividend history for the last 5 years is as under:

Financial year	Interim Dividend Rate (%)	Final Dividend Rate (%)	Total Dividend Rate (%)	Dividend Amt. (₹ in Crores)
2014	90	160	250	774.61
2015	80	60	140	434.53
2016	80	60	140	486.58
2017	80	100	180	714.83
2018	Nil	75	75	297.85

Note: The above dividend amount excludes the Dividend Distribution Tax.

10.7 Listing of Shares and Other Securities:

A. Equity Shares

The equity shares are at present listed on the following Stock Exchanges and the Listing fees have been duly paid to the Exchanges:

Name of the Stock Exchanges and the	
(i) BSE Ltd.	500425
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001.	
(ii) National Stock Exchange of India Ltd.	AMBUJACEM
Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051.	

B. Debentures

There are no outstanding debentures.

C. GDRs

The GDRs are listed under the EURO MTF Platform (Code:US02336R2004) of Luxembourg Stock Exchange, Societe de la Bourse de Luxembourg, Avenue de la Porte Neuve L-2011 Luxembourg, B.P.165.

D. ISIN Code for the Company's equity share :

INE079A01024

E. Corporate Identity Number (CIN) :

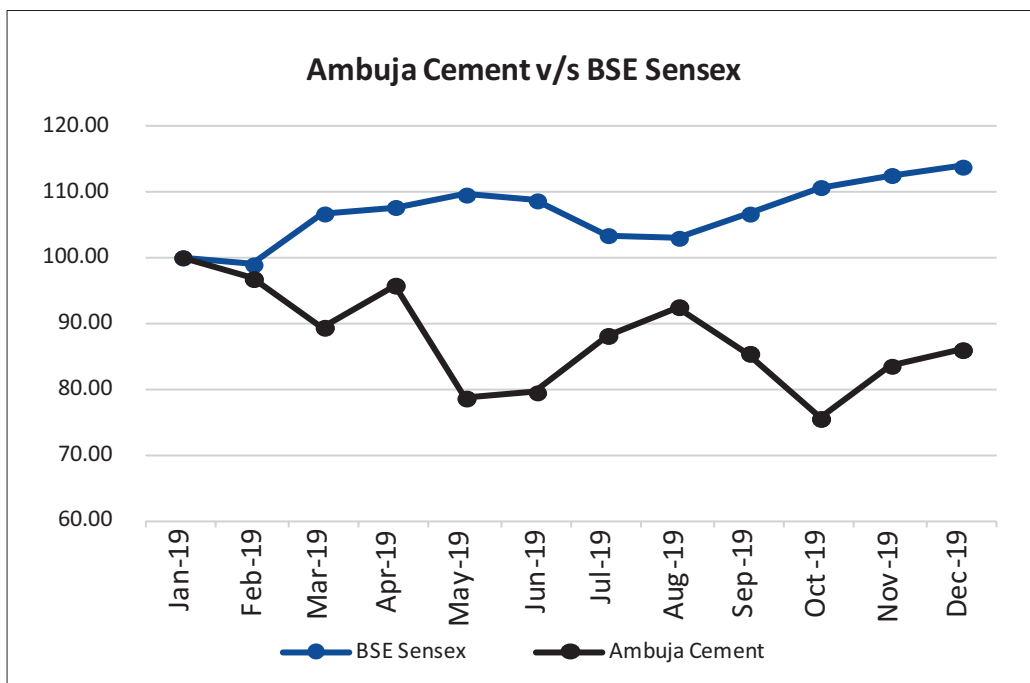
L26942GJ1981PLC004717

10.8 Market Price Data:

The high / low market price of the shares during the year 2019 at the Bombay Stock Exchange Limited and at National Stock Exchange of India Ltd. were as under:-

Month	Bombay Stock Exchange		National Stock Exchange	
	High (₹)	Low (₹)	High (₹)	Low (₹)
January-19	225.55	198.10	229.00	197.90
February-19	219.45	196.60	219.30	196.60
March-19	238.15	213.10	238.25	212.75
April-19	244.00	216.50	244.00	216.05
May-19	240.25	207.90	240.25	208.05
June-19	237.85	204.80	237.85	204.80
July-19	223.95	198.00	223.80	197.80
August-19	216.65	193.80	216.60	194.10
September-19	224.90	188.50	225.00	188.45
October-19	209.80	184.15	209.80	184.10
November-19	208.10	193.10	208.20	193.00
December-19	210.90	190.20	211.00	190.20

10.9 Performance in comparison to broad based indices:



10.10 Share Transfer Agents:

The details of the Registrar and Share Transfer Agents are:

Link Intime India Pvt Ltd,

C-101, 247 Park, L B S Marg,

Vikhroli (West), Mumbai – 400 083.

Tel : +91-022-4918 6000; Fax: +91-022-4918 060 Email:rnt.helpdesk@linkintime.co.in.

10.11 Share Transfer System:

Shares sent for transfer in physical form are registered and returned by our Registrars and Share Transfer Agents in 15 days of receipt of the documents, provided the documents are found to be in order. Shares under objection are returned within two weeks. The Stakeholders Relationship Committee considers the transfer proposals generally on a weekly basis.

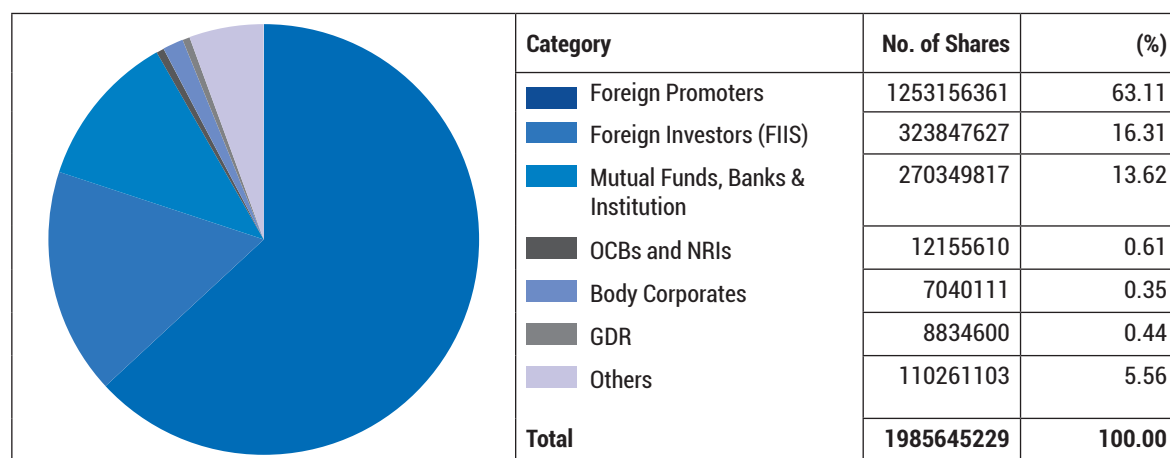
10.12 Distribution of Shareholding:

The shareholding distribution of the equity shares as on 31st December, 2019 is given below:-

No. of Equity Shares	No. of Shareholders	No. of Shares	Percentage of Shareholding
Less than 50	94239	2120365	0.11
51 to 100	28031	2470337	0.12
101 to 500	29966	7702040	0.39
501 to 1000	8621	6660680	0.34
1001 to 5000	13322	34508268	1.74
5001 to 10000	2519	18095854	0.91
10001 to 50000	1613	31565799	1.59
50001 to 100000	139	9595424	0.48
100001 to 500000	222	48101489	2.42
500001 and above	160	1824824973	91.90
TOTAL	178832	1985645229	100.00

10.13 Shareholding Pattern:

The shareholding of different categories of the shareholders as on 31st December, 2019 is given below:-



10.14 Dematerialisation of Shares:

About 99.37% of total equity share capital is held in dematerialised form with NSDL and CDSL as on 31st December, 2019.

10.15 Reconciliation of Share Capital Audit:

As stipulated by Securities and Exchange Board of India (SEBI), a qualified practicing Company Secretary carries out the Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to stock exchanges, NSDL and CDSL and is also placed before the Board of Directors. No discrepancies were noticed during these audits.

10.16 Outstanding GDRs or Warrants or any Convertible Instrument, conversion Dates and likely impact on Equity:

- The Company had issued Foreign Currency Convertible Bonds (FCCB) in the year 1993 and 2001. Out of the total conversion of these bonds into GDRs, 8834600 GDRs are outstanding as on 31st December, 2019 which is listed on the Luxembourg Stock Exchange. The underlying shares representing the outstanding GDRs have already been included in equity share capital. Therefore, there will be no further impact on the equity share capital of the Company.

- (ii) The Company has issued warrants which can be converted into equity shares. The year-end outstanding position of the rights shares / warrants that are convertible into shares and their likely impact on the equity share capital is as under:-
- A. Rights entitlement kept in abeyance out of the Rights Issue of equity shares and warrants to equity shareholders made in the year 1992

(₹ in Crores)

Sr. No.	Issue Particulars	Conversion rate (₹ per share)	Likely impact on full conversion	
			Share Capital	Share Premium
(i)	139830 Right shares	*6.66	0.03	0.07
(ii)	186690 Warrants	*7.50	0.04	0.10
TOTAL			0.07	0.17

(* conversion price has been arrived after appropriate adjustment of split and bonus issues.

- (iii) The diluted equity share capital of the Company upon conversion of all the outstanding convertible instruments will become ₹ 397.16 crores.

10.17 Commodity Price Risk or Foreign Exchange Risk and Hedging Activities:

The company does not have any exposure hedged through Commodity derivatives.

The company has well defined Forex Exchange Risk Management Policy approved by Board of Directors, forex exposure are duly hedged as per the said policy through plain vanilla forward covers.

10.18 List of all the Credit Rating:

During the year under review, the Company retained its domestic credit ratings of CRISIL AAA / A1+ from CRISIL for its bank loan facilities. During the year under review, the Company has not issued any debt instrument or any fixed deposit programme

10.19 Plant Locations:

Integrated Cement Plants

- (i) Ambujanagar, Taluka Kodinar, District Gir Somnath, Gujarat.
- (ii) Darlaghat, District Solan, Himachal Pradesh.
- (iii) Maratha Cement Works, Dist. Chandrapur, Maharashtra.
- (iv) Rabriyawas, Dist. Pali, Rajasthan.
- (v) Bhatapara, Dist. Raipur, Chhattisgarh.

Bulk Cement Terminals

- (i) Muldwarka, District Gir Somnath, Gujarat.
- (ii) Panvel, District Raigad, Maharashtra.
- (iii) Cochin, Kerala.
- (iv) Mangalore, Karnataka

Grinding Stations

- (i) Bathinda, Punjab.
- (ii) Dadri, Dist Gautam Budh Nagar, Uttar Pradesh.
- (iii) Farakka, Dist. Murshidabad, West Bengal.
- (iv) Magdalla, Dist. Surat, Gujarat.
- (v) Nalagarh, Dist. Solan, Himachal Pradesh
- (vi) Ropar District, Punjab.
- (vii) Roorkee, Dist. Haridwar, Uttaranchal.
- (viii) Sankrail, Dist. Howrah, West Bengal.

10.20 Registered Office:

P. O. Ambujanagar, Taluka Kodinar, District Gir Somnath, Gujarat - 362 715.

10.21 Address for Correspondence:

- (a) **Corporate Office:** Elegant Business Park, MIDC Cross Road 'B', Off Andheri-Kurla Road, Andheri (East), Mumbai-400 059. Phone No: 022 – 40667000/ 66167000.
- (b) **Exclusive e-mail id for Investor Grievances:** The following e-mail ID has been designated for communicating investors' grievances:- shares@ambujacement.com.

10.22 Transfer of Unpaid/Unclaimed Dividend Amounts to Investor Education and Protection Fund

During the year under review, the final dividend amount for the year ended 31st December, 2011 and the interim dividend for the year 31st December, 2012 were transferred to the Investor Education and Protection Fund.

10.23 Transfer of Unclaimed Equity Shares to Investor Education and Protection Fund (IEPF) Suspense Account

Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended, ("Rules") all shares on which dividend has not been paid or claimed for seven consecutive years or more is required to be transferred to an IEPF after complying with the procedure laid down under the Rules.

The Company in compliance with the aforesaid provisions and the Rules has transferred 32,32,965 equity shares of the face value of ₹2/- each belonging to 29,660 shareholders underlying the unclaimed dividends. The market value of the shares transferred is ₹ 63.45 crore considering the share price as on 31st December, 2019.

Members are requested to take note that the company has also initiated the process for transfer of the shares underlying the unclaimed / unpaid final dividend declared for the financial year 2012, which is due for transfer to IEPF Account during April, 2020. Members may after completing the necessary formalities, claim their unclaimed dividends immediately to avoid transfer of the underlying shares to the 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 Rules. Information on the procedure to be followed for claiming the dividend /shares is available on the website of the company.

10.24 Disclosure relating to Demat Suspense Account/Unclaimed Suspense Account

In accordance with the requirement of Regulation 34 (3) and Part F of the Schedule V of the Listing Regulations 2015, the Company report the following details in respect of equity shares lying in the Suspense account:

Particulars	Number of shareholders	Number of Equity Shares
Aggregate number of shareholders and outstanding shares in the suspense account at the beginning of the Financial Year 2019	2039	10,78,177
Less: Number of shareholders who approached the Company for transfer of shares and shares transferred from Suspense Account during 2019	32	30,869
Less: Number of shares Transferred to Investor Education and Protection Fund (IEPF)	279	29,429
Aggregate number of shareholders and outstanding shares in the suspense account at the end of the Financial Year 2019	1728	10,17,879

The voting rights on these shares will remain frozen till the rightful owner claims the shares.

11. Subsidiary Companies

The Company does not have any material unlisted subsidiary companies as defined in Regulation 16 of the Listing Regulations, 2015.

The Board of Directors of the Company periodically review the statement of all significant transactions and arrangements entered into by the unlisted subsidiary companies.

Copies of the Minutes of the Board Meeting of the unlisted subsidiary Company were placed at the Board Meeting of the Company held during the year.

The Company has framed the policy for determining material subsidiary and the same is disclosed on the Company's website

Accordingly, the requirement of appointment of Independent Director of the Company on the Board of Directors of the material unlisted subsidiary companies as per Regulation 24 of the Listing Regulations does not apply.

WEBLINKS FOR THE MATTERS REFERRED IN THIS REPORT

Weblink for the policies/codes referred to the Corporate Governance Report are as under:-

Particulars	Website Link
Policy for selection, appointment & remuneration of Directors	https://www.ambujacement.com/Upload/PDF/policy-for-selection-appointment-and-remuneration-of-directors.pdf
Familiarisation Programme for Independent Directors	https://www.ambujacement.com/Upload/PDF/Familiarisation-Programme-2020.pdf
Policy on Board Diversity	https://www.ambujacement.com/Upload/PDF/policy-on-board-diversity.pdf
Letter of Appointment to Independent Director	https://www.ambujacement.com/Upload/PDF/Letter-of-appointment-Independent-Directors.pdf
Code of Conduct	https://www.ambujacement.com/Upload/PDF/code-of-conduct-and-business-ethics-wef-01-01-2017.pdf
Insider Trading Code	https://www.ambujacement.com/Upload/PDF/Insider-Trading-Code-of-Conduct-18102019.pdf
Policy for determining material Subsidiary	https://www.ambujacement.com/Upload/PDF/Policy-for-determining-Material-Subsidiaries2019.pdf
Policy on materiality of Related Party Transaction	https://www.ambujacement.com/Upload/PDF/Policy-on-Related-Party-Transactions2019.pdf
Policy on determination & disclosure of materiality of events	https://www.ambujacement.com/Upload/PDF/Policy-for-Dissemination-of-Information-of-Stock-Exchange2019.pdf
Ethical View Policy (Vigil Mechanism & Whistle Blower Policy)	https://www.ambujacement.com/Upload/PDF/Ethical-View-Reporting-Policy-July-2019.pdf
CSR Policy	https://www.ambujacement.com/Upload/PDF/ACL-CSR-Policy-12Dec2018.pdf
Details of unpaid and unclaimed dividends and shares transferred to IEPF	https://www.ambujacement.com/investors/transfer-of-unpaid-and-unclaimed-dividends-and-shares-to-iepf

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members
AMBUJA CEMENTS LIMITED
Ambuja Nagar - 362715
Taluka: Kodinar,
District: Gir Somnath
(Gujarat)

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of AMBUJA CEMENTS LIMITED - CIN L26942GJ1981PLC004717 (hereinafter referred to as 'the Company') having registered office at Ambuja Nagar - 362715, Taluka - Kodinar, District - Gir Somnath (Gujarat) and Corporate Office at Elegant Business Park, MIDC Cross Road 'B', Off Andheri Kurla Road, Andheri (East), Mumbai - 400 059, produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para C Clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify

that none of the Directors on the Board of the Company as stated below and who were on the Board of Directors of the Company as on 31st December, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority.

Sr. No.	Name of the Director	DIN	Date of appointment in the Company
1	Narotam Satyanarayan Sekhsaria	00276351	10/11/1982
2	Omkar Goswami	00004258	20/07/2006
3	Shailesh Vishnubhai Haribhakti	00007347	03/05/2006
4	Nasser Mukhtar Munjee	00010180	16/08/2001
5	Rajendra Prabhakar Chitale	00015986	04/07/2002
6	Shikha Sanjaya Sharma	00043265	01/04/2019
7	Martin Kriegner	00077715	11/02/2016
8	Ranjit Gobindram Shahani	00103845	01/04/2019
9	Mahendra Kumar Sharma	00327684	01/04/2019
10	Christof Werner Hassig	01680305	09/12/2015
11	Bimlendra Jha	02170280	18/02/2019
12	Praveen Kumar Molri	07810173	01/04/2019
13	Jan Philipp Jenisch	07957196	24/10/2017
14	Roland Lothar Eberhard Kohler	08069722	20/02/2018
15	Then Hwee Tan	08354724	18/02/2019

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Surendra Kanstiya Associates
Company Secretaries

Surendra U. Kanstiya
Proprietor
FCS 2777 CP No 1744
UDIN: F002777B000095760

Place: Mumbai
Date: 25.01.2020

Declaration Regarding Code Of Conduct

I hereby declare that all the Directors and Senior Management Personnel have confirmed compliance with the Code of Conduct for the Year 2019, as adopted by the Company.

Mumbai, Date: 18th February, 2020

Bimlendra Jha
Managing Director & CEO

TO THE MEMBERS OF
AMBUJA CEMENTS LIMITED

INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

1. This certificate is issued in accordance with the terms of our engagement letter dated 5th March, 2019.
2. We, Deloitte Haskins & Sells LLP, Chartered Accountants, the Statutory Auditors of Ambuja Cements Limited ("the Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31st December, 2019, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

Managements' Responsibility

3. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

Auditor's Responsibility

4. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
6. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended 31st December, 2019.
9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Saira Nainar
Partner
(Membership No. 040081)
UDIN No.: 20040081AAAAAN5936

Mumbai, 20th February, 2020