

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we give below the compliance report on Corporate Governance as under:

Name of the Company: Ambuja Cements Limited

Quarter ending on: 30th September, 2018

I. Composition of Board of Directors												
Title (Mr/Mrs)	Name of the Director	PAN & DIN	Category-1 (Chairperson/ Executive/Non Independent/ Nominee)	Category-2 of Directors	Category-3 of Directors	Date of Appointment in Current Term	Date of Cessation	Tenure (in years)	No. of Directorships in listed entity including this listed entity	Number of Membership in Audit/ Stakeholder Committee(s) including this listed entity	No. of post of Chair Person on Audit/Stakeholder Committee(s) including this listed entity	Remarks
Mr.	Narotam S. Sekhsaria	AALPS0205L 00276351	Non-Executive/ Non Independent	Chairperson	Shareholder Director	10.11.1982			2	0	0	

Mr.	Jan Jenisch	ZZZZZ9999Z 07957196	Non-Executive/Non Independent Director	N.A	Shareholder Director	24.10.2017			2	0	0	
Mr.	Shailesh Haribhakti	AAAPH0574L 00007347	Non-Executive/Independent Director	N.A	Shareholder Director	11.09.2014		5	7	5	5	
Mr.	Nasser Munjee	AAFPM7588N 00010180	Non-Executive/Independent Director	N.A	Shareholder Director	11.09.2014		5	6	1	5	
Mr.	Rajendra Chitale	AABPC4812B 00015986	Non-Executive/Independent Director	N.A	Shareholder Director	11.09.2014		5	4	4	5	
Mr.	Omkar Goswami	AESPG3729A 00004258	Non-Executive/Independent Director	N.A	Shareholder Director	11.09.2014		5	7	7	0	
Mr.	Haigreve Khaitan	AEVPK7531H 00005290	Non-Executive/Independent Director	N.A	Shareholder Director	11.09.2014		5	6	6	3	
Ms.	Usha Sangwan	AAKPS4806L 02609263	Non-Executive/Non Independent Director	N.A	Shareholder Director	24.04.2014			5	2	0	
Mr.	Christof Hassig	ZZZZZ9999Z 01680305	Non-Executive/Non Independent Director	N.A	Shareholder Director	09.12.2015			2	0	0	
Mr.	Martin Kreigner	AKPPK7394A 00077715	Non-Executive/Non Independent Director	N.A	Shareholder Director	11.02.2016			2	2	0	
Mr.	Roland Kohler	ZZZZZ9999Z 08069722	Non-Executive/Non Independent Director	N.A	Shareholder Director	20.02.2018			1	0	0	

Mr.	Bhanwarlal Taparia	AAAPT1903H 00016551	Non-Executive/Non Independent Director	N.A	Shareholder Director	01.09.2012			2	1	1	
Mr.	Ajay Kapur	ADYPK9189P 03096416	Executive Director	N.A	MD-CEO	25.07.2013			1	2	0	

II. Composition of Committees

Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
Audit Committee	Mr.Rajendra Chitale	Chairperson/Non-Executive/Independent
	Mr.Nasser Munjee	Non-Executive/Independent
	Dr.Omkar Goswami	Non-Executive/Independent
	Mr.Martin Kriegner	Non-Executive/Non Independent
Nomination & Remuneration Committee	Mr. Nasser Munjee	Chairperson/Non-Executive/Independent
	Mr.Narotam.S Sekhsaria	Non-Executive/Non Independent
	Mr. Martin Kriegner	Non-Executive/Non Independent
	Mr. Shailesh Haribhakti	Non-Executive/Independent
Stakeholders' Relationship Committee	Mr.Rajendra Chitale	Chairperson/Non-Executive /Independent
	Mr. Haigreve Khaitan	Non-Executive /Independent
	Mr. Ajay Kapur	Executive
	Mr. B.L.Taparia	Non - Executive/Non Independent

CSR & Sustainability Committee	Mr.Narotam.S Sekhsaria	Chairperson/Non-Executive/Non Independent
	Mr.Nasser Munjee	Non-Executive /Independent
	Mr.Martin Kriegner	Non - Executive/Non Independent
	Mr.Rajendra Chitale	Non - Executive /Independent
	Mr. B.L.Taparia	Non - Executive/Non Independent
	Mr. Ajay Kapur	Executive
Risk Management Committee	Mr.Rajendra Chitale	Chairperson/Non-Executive /Independent
	Mr.Nasser Munjee	Non- Executive /Independent
	Mr. Shailesh Haribhakti	Non - Executive /Independent
	Dr. Omkar Goswami	Non- Executive /Independent
	Mr. Ajay Kapur	Executive
Compliance Committee	Mr. Haigreve Khaitan	Chairperson/Non-Executive /Independent
	Dr. Omkar Goswami	Non- Executive /Independent
	Mr. Shailesh Haribhakti	Non- Executive /Independent
	Mr. B.L.Taparia	Non - Executive/Non Independent
	Mr. Ajay Kapur	Executive
Management Committee	Mr. Rajendra Chitale	Chairperson/Non-Executive /Independent
	Mr. Shailesh Haribhakti	Non- Executive /Independent
	Mr. B.L.Taparia	Non- Executive /Independent
	Mr. Ajay Kapur	Non- Executive /Independent

III. Meeting of Board of Directors			
Date(s) of Meeting (if any) in the Previous Quarter.		Dates(s) of Meeting (if any) in the Relevant Quarter	Maximum gap between Two consecutive meetings (in number of days)
April 18, 2018		July 25, 2018	81 days (04.05.2018 – 25.07.2018)
May 4, 2018			
IV. Meeting of Committees			
Date(s) of Meeting of the Committee (if any) in the Relevant Quarter.	Whether the requirement of Quorum is met (Details)	Dates(s) of Meeting of the Committee (if any) in the Previous Quarter	Maximum gap between Two consecutive meetings (in number of days)
Audit Committee			
July 25, 2018	Yes	April 18, 2018	97 days (18.04.2018 – 25-07-2018)
		May 3, 2018	
Stakeholders Relationship Committee			
July 25, 2018	Yes	May 3, 2018	
Nomination & Remuneration Committee			
July 23, 2018	Yes	April 11, 2018	

Risk Management Committee			
July 25, 2018	Yes	-	
Compliance Committee			
July 24, 2018	Yes	May 3, 2018	
Management Committee			
July 19, 2018	Yes	May 3, 2018	
August 13, 2018			
V. Related Party Transactions			
Subject		Compliance Status	
Whether prior approval of Audit Committee obtained		Yes	
Whether shareholder approval obtained for material RPT		NA	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Yes	
VI. Affirmations			
Sr.No	Subject		Compliance Status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015		Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee		Yes

3	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here.	-

The quarterly compliance report for the quarter ended 30th June, 2018 was taken on record by the Board of Directors at the Board Meeting held on July 25, 2018.

The quarterly compliance report for the quarter ended 30th September, 2018 will be placed before the Board of Directors at the forthcoming Board Meeting to be held in October 2018.

Rajiv Gandhi
Company Secretary