

o/c

**Ambuja
Cement**

ACL:SEC: 3384

01 July 2013

The Secretary
 Bombay Stock Exchange Limited
 Phiroz Jeejeebhoy Towers,
 Dalal Street, Mumbai – 400 023
 Fax No. 22723719/22723121/
 22722037 / 22722039 / 22722041/
 22722061

National Stock Exchange of India Ltd.,
 Plot No.C/1 'G' Block
 Bandra – Kurla Complex
 Bandra East,
 Mumbai 400 051
 Fax No.26598237 / 38

Dear Sirs,

Sub: Compliance with Clause 49 of the Listing Agreement

Enclosed please find our quarterly compliance report on Corporate Governance in the prescribed format for the quarter ended 30th June, 2013.

Kindly take the same on your records.

Kindly acknowledge the receipt.

Thanking you,

Yours truly,
 For AMBUJA CEMENTS LTD.


S.B.YEVLE
 DY.GENERAL MANAGER (SECRETARIAL)

Encl: As above.

**AMBUJA CEMENTS LIMITED**

Elegant Business Park, MIDC Cross Road 'B', Off Andheri - Kurla Road, Andheri (E), Mumbai - 400 059

Tel. : (91-22) 6616 7000 / 4066 7000, Fax : (91-22) 6616 7711 / 4066 7711

Regd. Off. : P. O. Ambuja Nagar, Taluka - Kodinar, Dist. - Junagadh, Gujarat

Quarterly Compliance Report on Corporate Governance

Name of the Company: **AMBUJA CEMENTS LIMITED**

Quarter ending on: **30TH JUNE, 2013**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I Board of Directors	49 I		
(A) Composition of Board	49(IA)	Yes	
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	
(C) Other provisions as to Board and Committees	49 (IC)	Yes	
D) Code of Conduct	49 (ID)	Yes	
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	
(B) Meeting of Audit Committee	49 (IIB)	Yes	
(C) Powers of Audit Committee	49 (IIC)	Yes	
(D) Role of Audit Committee	49 II(D)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	Management discussions and analysis of financial conditions for the current Corporate Financial Year ending 31st December, 2013 will be reviewed by the Audit Committee when due. The same for the last Corporate Financial Year ended 31 st December, 2012 complied with.
III. Subsidiary Companies	49 (III)	Yes	
IV. Disclosures	49 (IV)	Yes	
(A) Basis of related party transactions	49 (IV A)	Yes	
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	
(C) Board Disclosures	49 (IV C)	Yes	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	N.A.	
(E) Remuneration of Directors	49 (IV E)	Yes	
(F) Management	49 (IV F)	Yes	
(G) Shareholders	49 (IV G)	Yes	
V. CEO/CFO Certification	49 (V)	Yes	Will be complied with for the yearly accounts i.e. for the current F.Y. ending 31.12.2013 when due. Complied with for the last Corporate Financial Year ended 31.12.2012.
VI. Report on Corporate Governance	49 (VI)	Yes	Will be complied with for the current F.Y. ending 31.12.2013 when due. Complied with for the last Corporate Financial Year ended 31.12.2012.
VII. Compliance	49 (VII)	Yes	Will be complied with for the current F.Y. ending 31.12.2013 when due. Certificate from the Auditors annexed to the Directors' Report for the last Corporate Financial Year ended 31.12.2012.

For AMBUJA CEMENTS LTD.

Rajiv Gandhi

RAJIV GANDHI
COMPANY SECRETARY &
COMPLIANCE OFFICER

