

SURENDRA KANSTIYA ASSOCIATES
Company Secretaries

A/304, Rahul Society
Opposite Poinsur Gymkhana
New Saibaba Nagar, Kandivli (West)
MUMBAI 400067
E mail: kanstiyask@rediffmail.com
Cell: 9820194752

The Shareholders

Ambuja Cements Limited

CIN: L26942GJ1981PLC004717

P. O. Ambujanagar

Taluka: Kodinar, District: Gir Somnath

Gujarat - 362 715

Sub.: Certificate under Regulation 163(2) of the SEBI (ICDR) Regulations, 2018.

Pursuant to the requirements of sub-Regulation 2 of Regulation 163 of Part III of chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ('ICDR Regulations'), it is our responsibility to obtain limited assurance and conclude as to whether the details of the proposed preferential issue of Securities is in accordance with the requirements of the ICDR Regulations as applicable to the preferential issue of Securities. Accordingly, our scope of work did not include verification of compliance with other requirements of the ICDR Regulations, Companies Act, 2013, Rules and Regulations framed thereunder, other circulars, notifications, etc. as issued by relevant regulatory authorities from time to time, and any other laws and regulations applicable to the company.

In respect of the proposed issuance of 47,74,78,249 (Forty Seven Crores Seventy Four Lakhs Seventy Eight Thousand Two Hundred Forty Nine) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Ambuja Cements Limited (CIN: L26942GJ1981PLC004717) having its registered office at P. O. Ambujanagar, Taluka: Kodinar, District: Gir Somnath, Gujarat - 362 715 ("the Company"), of face value of Rs. 2/- each ('Warrants') at a price of Rs. 418.87 each payable in cash, in terms of Notice dated 16th September, 2022 convening the Extra Ordinary General Meeting of the Company (hereinafter referred to as the "EGM Notice"), We, Surendra Kanstiya Associates, Practicing Company Secretaries, have verified the relevant records and documents of the Issuer and state that:

In respect of Agenda item no. 12 of the EGM Notice i.e issue of securities on a preferential basis, based on information, Explanations and representations provided by the Company, we certify

that the proposed preferential issue is in compliance with the provisions of Chapter V of ICDR Regulations.

Managements' Responsibility for the Statement

The Management is responsible for ensuring that the Company complies with the below requirements of the ICDR Regulations:

- i. Determine the relevant date, being the date thirty days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue;
- ii. Determination of the minimum price of equity shares in accordance with Regulation 164 of the ICDR Regulations.
- iii. Compliance with requirements of the other ICDR Regulations.

**For Surendra Kanstiya Associates
Company Secretaries**

**Surendra U Kanstiya
Proprietor
FCS 2777. C.P.No.:1744
UDIN F002777D000998167**

**Date: 19th September, 2022
Place: Mumbai**