

# Ambuja Cement

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:** 30<sup>th</sup> June, 2022

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 months)	No. of Director - ships in listed entity including this listed entity	Number of Independent Directors in Listed Entities 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
Mr.	Narotam S. Sekhsaria	AALPS0205L00276351	Non-Executive/ Non-Independent	Chairperson	Shareholder Director	10.11.1982		N.A.	2	0	0	0
Mr.	Jan Jenisch	BUMPJ2301Q07957196	Non-Executive/ Non Independent	N.A	Shareholder Director	24.10.2017		N.A.	2	0	0	0
Mr.	Nasser Munjee	AAFPM7588N00010180	Non-Executive/ Independent	N.A	Shareholder Director	01.04.2019		93	3	3	5	1

Mr.	Rajendra Chitale	AABPC4812B 00015986	Non-Executive/ Independent	N.A	Shareholder Director	01.04.2019		93	2	2	6	3
Mr.	Shailesh Haribhakti	AAAPH0574L 00007347	Non-Executive/ Independent	N.A	Shareholder Director	01.04.2019		93	6	6	9	4
Mr.	Omkar Goswami	AESPG3729A 00004258	Non-Executive/ Independent	N.A	Shareholder Director	01.04.2019		93	2	2	3	0
Ms.	Shikha Sanjaya Sharma	ALFPS9244J 00043265	Non-Executive/ Independent	N.A	Shareholder Director	01.04.2019		39	6	5	4	0
Mr.	Christof Hassig	BAGPH2781E 01680305	Non-Executive/ Non Independent	N.A	Shareholder Director	09.12.2015		N.A.	1	0	0	0
Mr.	Martin Kreigner	AKPPK7394A 00077715	Non-Executive/ Non Independent	N.A	Shareholder Director	11.02.2016		N.A.	2	0	2	0
Mr.	Ramanathan Muthu	ADXPR3189H 01607274	Non-Executive/ Non Independent	N.A.	Shareholder Director	23.12.2020		N.A.	1	0	0	0

Ms.	Then Hwee Tan	BTJPT8765L08354724	Non-Executive/ Non Independent	N.A	Shareholder Director	18.02.2019		N.A.	1	0	0	0
Mr.	Mahendra Kumar Sharma	AAPPS4589K00327684	Non-Executive/ Non Independent	N.A	Shareholder Director	01.04.2019	29.04.2022	N.A.	2	1	2	0
Mr.	Ranjit Shahani	AHQPS0542Q00103845	Non-Executive/ Non Independent	N.A	Shareholder Director	01.04.2019		N.A.	3	2	3	1
Mr.	Arun Kumar Anand	ABHPA1150D08964078	Non-Executive/ Nominee	N.A	Shareholder Director	28.04.2022		N.A.	1	0	0	0
Mr.	Mario Gross	Z00000000009586077	Non-Executive/ Non Independent	N.A	Shareholder Director	30.04.2022			1	0	0	0
Mr.	Neeraj Akhoury	AAWPA5310M07419090	Executive	N.A.	MD-CEO	21.02.2020		N.A.	2	0	1	0

<b>II. Composition of Committees</b>						
<b>Name of Committee</b>	<b>DIN</b>	<b>Name of Committee Members</b>	<b>Category (Chairperson/Executive/Non-Executive/Independent/Nominee)</b>	<b>Date of appointment on the Committee</b>	<b>Date of cessation on the Committee</b>	<b>Remarks</b>
Audit Committee	00015986	Mr. Rajendra Chitale	Chairperson/Non-Executive/Independent	04-07-2002		Mr. Rajendra Chitale was appointed as the Chairman of the Audit Committee w.e.f 4 <sup>th</sup> May, 2013
	00010180	Mr. Nasser Munjee	Non-Executive/Independent	05-04-2013		
	00077715	Mr. Martin Kriegner	Non-Executive/Non-Independent	11-02-2016		
	00043265	Ms. Shikha Sharma	Non-Executive/Independent	03-04-2019		
	00004258	Dr. Omkar Goswami	Non-Executive /Independent	18-02-2021		
	00327684	Mr. Mahendra Kumar Sharma	Non - Executive/Non-Independent	18-02-2021	29-04-2022	
Nomination & Remuneration Committee	00010180	Mr. Nasser Munjee	Chairperson/Non-Executive/Independent	22-05-2002		Mr. Nasser Munjee was appointed as the Chairman of the Nomination and Remuneration Committee w.e.f 22 <sup>nd</sup> April 2014.
	00276351	Mr. Narotam.S Sekhsaria	Non-Executive/Non-Independent	04-08-1999		Mr. N.S. Sekhsaria was the Chairman of the Nomination and Remuneration Committee from 5 <sup>th</sup> April 2013 to 22 <sup>nd</sup> April, 2014. Effective 22 <sup>nd</sup> April, 2014, he ceased to be the Chairman of the Committee. However, he continues to be member.
	00007347	Mr. Shailesh Haribhakti	Non-Executive/Independent	25-04-2008		
	00077715	Mr. Martin Kriegner	Non-Executive/Non-Independent	11-02-2016		

Stakeholders' Relationship Committee	00103845	Mr. Ranjit Shahani	Chairperson/Non-Executive / Non-Independent	03-04-2019		
	00004258	Dr. Omkar Goswami	Non-Executive /Independent	03-04-2019		
	00015986	Mr. Rajendra Chitale	Non-Executive /Independent	22-04-2009		Mr. Chitale was appointed as the member of the Stakeholders Relationship Committee w.e.f. 22 <sup>nd</sup> April, 2009. He was the Chairman from 5 <sup>th</sup> April, 2013 to 3 <sup>rd</sup> April, 2019. Presently he continues to be the member of the Committee.
	07419090	Mr. Neeraj Akhoury	Executive	21-02-2020		
Risk Management Committee	00015986	Mr. Rajendra Chitale	Chairperson/Non-Executive /Independent	24-04-2014		
	00010180	Mr. Nasser Munjee	Non- Executive /Independent	24-04-2014		
	00007347	Mr. Shailesh Haribhakti	Non - Executive /Independent	24-04-2014		
	07419090	Mr. Neeraj Akhoury	Executive	21-02-2020		
CSR Committee	00276351	Mr. Narotam.S Sekhsaria	Chairperson/Non-Executive/Non-Independent	03-05-2013		In order to maintain the fine balance between the business and the sustainability initiatives, its periodic review and to get regular guidance from a standalone committee of the Board, CSR & Sustainability Committee was bifurcated into CSR Committee and the separate Sustainability Committee of the Board was constituted w.e.f 1st January, 2022.
	00010180	Mr. Nasser Munjee	Non-Executive /Independent	03-05-2013		
	00015986	Mr. Rajendra Chitale	Non - Executive /Independent	24-04-2014		
	00077715	Mr. Martin Kriegner	Non - Executive/Non-Independent	11-02-2016		
	00327684	Mr. Mahendra Kumar Sharma	Non - Executive/Non-Independent	03-04-2019	29.04.2022	
	07419090	Mr. Neeraj Akhoury	Executive	21-02-2020		

Compliance Committee	00010180	Mr. Nasser Munjee	Chairperson/Non-Executive /Independent	03-04-2019		
	00004258	Dr. Omkar Goswami	Non- Executive /Independent	01-02-2008		
	00007347	Mr. Shailesh Haribhakti	Non- Executive /Independent	01-02-2008		
	08354724	Ms. Then Hwee Tan	Non-Executive /Non-Independent	03-04-2019		
	07419090	Mr. Neeraj Akhoury	Executive	21-02-2020		
Management Committee	00015986	Mr. Rajendra Chitale	Chairperson/Non-Executive /Independent	05-04-2013		
	00007347	Mr. Shailesh Haribhakti	Non- Executive /Independent	22-04-2009		
	07419090	Mr. Neeraj Akhoury	Executive	21-02-2020		
Sustainability Committee	00077715	Mr. Martin Kriegner	Chairperson/Non-Executive/Non-Independent	01-01-2022		
	00276351	Mr. Narotam.S Sekhsaria	Non-Executive/Non-Independent	01-01-2022		
	00103845	Mr. Ranjit Shahani	Non-Executive / Non-Independent	01-01-2022		
	00327684	Mr. Mahendra Kumar Sharma	Non - Executive/Non-Independent	01-01-2022	29-04-2022	
	00010180	Mr. Nasser Munjee	Non-Executive /Independent	01.01.2022		
	07419090	Mr. Neeraj Akhoury	Executive	01.01.2022		

<b>III. Meeting of Board of Directors</b>				
<b>Date(s) of Meeting (if any) in the Previous Quarter</b>	<b>Dates(s) of Meeting (if any) in the Relevant Quarter</b>	<b>Maximum gap between Two consecutive meetings (in number of days)</b>	<b>Number of Directors Present</b>	<b>No. of Independent Directors attending the meeting</b>
17 <sup>th</sup> February, 2022	28 <sup>th</sup> April, 2022	69 days	13	5
	15 <sup>th</sup> May, 2022		15	5
	24 <sup>th</sup> May, 2022		14	5
<b>IV. Meeting of Committees</b>				
<b>Date(s) of Meeting (if any) in the Previous Quarter</b>	<b>Dates(s) of Meeting (if any) in the Relevant sQuarter</b>	<b>Maximum gap between Two consecutive meetings (in number of days)</b>	<b>Number of Directors Present</b>	<b>No. of Independent Directors attending the meeting</b>
<b>Audit Committee</b>				
17 <sup>th</sup> February, 2022	28 <sup>th</sup> April, 2022	69 days	5	3
	21 <sup>st</sup> June, 2022		4	3
<b>CSR Committee</b>				
16 <sup>th</sup> February, 2022	27 <sup>th</sup> April, 2022	-	6	2
<b>Stakeholders Relationship Committee</b>				
16 <sup>th</sup> February, 2022	27 <sup>th</sup> April, 2022	-	4	2

<b>Nomination &amp; Remuneration Committee</b>				
17 <sup>th</sup> March, 2022	27 <sup>th</sup> April, 2022	-	6	4
	15 <sup>th</sup> May, 2022		6	4
<b>Compliance Committee</b>				
16 <sup>th</sup> February, 2022	27 <sup>th</sup> April, 2022	-	5	3
<b>Management Committee</b>				
7 <sup>th</sup> February, 2022	28 <sup>th</sup> April, 2022	-	3	2
	1 <sup>st</sup> June, 2022		3	2
<b>Risk Management Committee</b>				
-	10 <sup>th</sup> June, 2022	-	4	3

<b>V. Related Party Transactions</b>		
<b>Subject</b>	<b>Compliance Status</b>	
Whether prior approval of Audit Committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Yes	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	



<b>VI. Affirmations</b>		
<b>Sr. No.</b>	<b>Subject</b>	<b>Compliance Status (Yes/No)</b>
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 <b>a. Audit Committee</b>	Yes
3	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; Remuneration committee</b>	Yes
4	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <b>c. Stakeholders Relationship committee</b>	Yes
5	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk Management Committee (applicable to the top 100 listed entities)</b>	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.	-
<p>The quarterly compliance report for the quarter ended 31<sup>st</sup> March, 2022 was taken on record by the Board of Directors at the Board Meeting held on 28<sup>th</sup> April, 2022.</p> <p>The quarterly compliance report for the quarter ended 30<sup>th</sup> June, 2022 will be placed before the Board of Directors at the forthcoming Board Meeting scheduled to be held in October 2022.</p> <p><b>Rajiv Gandhi</b>  <b>Company Secretary &amp; Compliance Officer</b>  <b>ACS 11263</b></p>		

**Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year**

<b>Affirmations</b>		
<b>Broad heading</b>	<b>Regulation no.</b>	<b>Compliance Status (Yes/No/NA)</b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report.	34(3) read with para C of Schedule V	Yes
<b>Rajiv Gandhi</b> <b>Company Secretary &amp; Compliance Officer</b> <b>ACS 11263</b>		

## Additional Half Yearly Disclosure

Half Year ending – 30<sup>th</sup> June, 2022

<b>I. Disclosure of Loans / guarantees / comfort letters / securities etc. refer note below</b>			
<b>(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:</b>			
<b>Entity</b>	<b>Aggregate amount advanced during six months</b>	<b>Balance outstanding at the end of six months</b>	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
<b>(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:</b>			
<b>Entity</b>	<b>Type (guarantee, comfort letter etc.)</b>	<b>Aggregate amount of issuance during six months</b>	<b>Balance outstanding at the end of six months (taking into account any invocation)</b>
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0

KMPs or any other entity controlled by them	0	0	0
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**(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:**

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0

**II. Affirmations:**

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company. – **Not Applicable**

**Name: Ms. Rajani Kesari**

**Designation: Chief Financial Officer**

**Place: Mumbai**

**Date: 07.07.2022**