

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 June, 2019

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	AALPS0205L00276351	Non-Executive/ Non-Independent	Chairperson	Shareholder Director	10.11.1982			3	0	0	

Mr.	Jan Jenisch	BUMPJ2301Q 07957196	Non-Executive/Non Independent	N.A	Shareholder Director	24.10.2017			2	0	0	
Mr.	Martin Kreigner	AKPPK7394A 00077715	Non-Executive/Non Independent	N.A	Shareholder Director	11.02.2016			2	2	0	
Mr.	Shailesh Haribhakti	AAAPH0574L 00007347	Non-Executive/Independent	N.A	Shareholder Director	01.04.2019			5	7	5	5
Mr.	Nasser Munjee	AAFPM7588N 00010180	Non-Executive/Independent	N.A	Shareholder Director	01.04.2019			5	6	1	5
Mr.	Rajendra Chitale	AABPC4812B 00015986	Non-Executive/Independent	N.A	Shareholder Director	01.04.2019			5	5	5	5
Mr.	Omkar Goswami	AESPG3729A 00004258	Non-Executive/Independent	N.A	Shareholder Director	01.04.2019			5	7	6	0
Mr.	Haigreve Khaitan	AEVPK7531H 00005290	Non-Executive/Independent	N.A	Shareholder Director	11.09.2014	01.04.2019		5	5	5	2
Ms.	Shikha Sanjaya Sharma	ALFPS9244J 00043265	Non-Executive/Independent	N.A	Shareholder Director	01.04.2019			5	3	2	0
Mr.	Praveen Kumar Molri	AARPM0971F 07810173	Non-Executive/Non Independent	N.A	Shareholder Director	01.04.2019				1	0	0
Mr.	Christof Hassig	BAGPH2781E 01680305	Non-Executive/Non Independent	N.A	Shareholder Director	09.12.2015				2	1	0
Mr.	Roland Kohler	ZZZZZ9999Z 08069722	Non-Executive/Non Independent	N.A	Shareholder Director	20.02.2018				1	0	0

Ms.	Then Hwee Tan	ZZZZZ9999Z 08354724	Non-Executive/Non Independent	N.A	Shareholder Director	18.02.2019			1	0	0	
Mr.	Mahendra Kumar Sharma	AAPPS4589K 00327684	Non-Executive/Non Independent	N.A	Shareholder Director	01.04.2019			5	3	2	
Mr.	Ranjit Shahani	AHQPS0542Q 00103845	Non-Executive/Non Independent	N.A	Shareholder Director	01.04.2019			2	0	1	
Mr.	Bimlendra Jha	ACEPJ7946A 02170280	Executive	N.A	MD-CEO	01.03.2019			1	1	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
	Ms. Shikha Sharma	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. Ranjit Shahani	Chairperson/Non-Executive / Non-Independent
	Dr. Omkar Goswami	Non-Executive /Independent

	Mr. Rajendra Chitale	Non-Executive /Independent
	Mr. Bimlendra Jha	Executive
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. Mahendra Kumar Sharma	Non - Executive/Non-Independent
	Mr. Bimlendra Jha	Executive
Risk Management Committee	Mr. Rajendra Chitale	Chairperson/Non-Executive /Independent
	Mr. Nasser Munjee	Non- Executive /Independent
	Mr. Shailesh Haribhakti	Non - Executive /Independent
	Mr. Roland Kohler	Non-Executive/Non-Independent
	Mr. Bimlendra Jha	Executive

Compliance Committee	Mr. Nasser Munjee	Chairperson/Non-Executive /Independent
	Dr. Omkar Goswami	Non- Executive /Independent
	Mr. Shailesh Haribhakti	Non- Executive /Independent
	Ms. Then Hwee Tan	Non-Executive /Non-Independent
	Mr. Bimlendra Jha	Executive
Management Committee	Mr. Rajendra Chitale	Chairperson/Non-Executive /Independent
	Mr. Shailesh Haribhakti	Non- Executive /Independent
	Mr. Bimlendra Jha	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)
February 18, 2019	April 30, 2019	70 days (18-02-2019 – 30-04-2019)

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			
April 30, 2019	Yes	February 18, 2019	70 days (18.02.2019 – 30-04-2019)
Stakeholders Relationship Committee			
April 30, 2019	Yes	February 18, 2019	
Nomination & Remuneration Committee			
April 10, 2019	Yes	February 18, 2019	
Compliance Committee			
April 24, 2019	Yes	February 15, 2019	
Management Committee			
30.04.2019	Yes	February 18, 2019	
12.06.2019			
CSR & Sustainability Committee			
30.04.2019	Yes	NA	

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 March 31, 2019 was taken on record by the Board of Directors at the Board Meeting held on April 30, 2019.

The quarterly compliance report for the quarter ended 30th June, 2019 will be placed before the Board of Directors at the forthcoming Board Meeting to be held in July 2019.

Rajiv Gandhi
Company Secretary

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

Affirmations		
Broad heading	Regulation no.	Compliance Status (Yes/No/NA)
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)	No Mr. Nasser Munjee, Chairman of Nomination & Remuneration Committee could not attend the Annual General Meeting as he was travelling abroad. At the Nomination & Remuneration Committee Meeting held on February 18, 2019, the Committee authorised any one of the Committee Members viz; Mr. N.S.Sekhsaria or Mr. Shailesh Haribhakti or Mr. Martin Kriegner to answer the Shareholders queries. Mr. N.S.Sekhsaria attended the Meeting.
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
Rajiv Gandhi Company Secretary		