

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: 31st March, 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 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	5	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	
Mr.	Christof Hassig	BAGPH2781E 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	29.03.2019		2	1	1	
Mr.	Ajay Kapur	ADYPK9189P 03096416	Executive Director	N.A	MD-CEO	25.07.2013	01.03.2019		1	2	0	
Ms.	Then Hwee Tan	ZZZZZ9999Z 08354724	Non-Executive/Non Independent Director	N.A	Shareholder Director	18.02.2019			1	0	0	
Mr.	Bimlendra Jha	ACEPJ7946A 02170280	Executive Director	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
	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. 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. 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
	Dr. Omkar Goswami	Non- Executive /Independent
	Mr. Bimlendra Jha	Executive

Compliance Committee	Mr. Haigreve Khaitan	Chairperson/Non-Executive /Independent
	Dr. Omkar Goswami	Non- Executive /Independent
	Mr. Shailesh Haribhakti	Non- Executive /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)
October 23, 2018	February 18, 2019	67 days (12-12-2018 – 18-02-2019)
December 12, 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			
February 18, 2019	Yes	October 23, 2018	69 days (10.12.2018 – 18-02-2019)
		December 10, 2018	
Stakeholders Relationship Committee			
February 18, 2019	Yes	October 22, 2018	
Nomination & Remuneration Committee			
February 18, 2019	Yes	November 1, 2018	
		December 11, 2018	
Compliance Committee			
February 15, 2019	Yes	October 22, 2018	
Management Committee			
February 18, 2019	Yes	October 22, 2018	
		December 10, 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 31st December, 2018 was taken on record by the Board of Directors at the Board Meeting held on February 18, 2019.

The quarterly compliance report for the quarter ended March 31, 2019 will be placed before the Board of Directors at the forthcoming Board Meeting to be held in April 2019.

Rajiv Gandhi
Company Secretary