

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:** 31<sup>th</sup> December, 2017

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			2	0	0	
Mr.	Jan Jenisch	ZZZZZ9999Z07957196	Non-Executive/Non Independent Director	N.A	Shareholder Director	24.10.2017			2	0	0	
Mr.	Christof Hassig	ZZZZZ9999Z01680305	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.	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	4	
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	8	0	
Mr.	Haigreve Khaitan	AEVPK7531H 00005290	Non-Executive/Independent Director	N.A	Shareholder Director	11.09.2014		5	6	5	3	
Mrs.	Usha Sangwan	AAKPS4860L 02609263	Non-Executive/Non Independent Director	N.A	Shareholder Director	24.04.2014			4	2	0	
Mr.	Bhanwarlal Taparia	AAAPT1903H 00016551	Non-Executive/Non Independent Director	N.A	Shareholder Director	01.09.2012			2	1	1	
Mr.	Ajay Kapur	ADYPK9189P 03096416	Executive Director	N.A	MD-CEO	25.07.2013			1	2	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 Krieger	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. Ajay Kapur	Executive
	Mr. B.L.Taparia	Non - Executive/Non Independent
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. B.L.Taparia	Non - Executive/Non Independent
	Mr. Ajay Kapur	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. Ajay Kapur	Executive

<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>
24 <sup>th</sup> July, 2017		24 <sup>th</sup> October, 2017	44 days (24.10.2017 – 08.12.2017)
25 <sup>th</sup> September, 2017		8 <sup>th</sup> December, 2017	
<b>IV. Meeting of Committees</b>			
<b>Date(s) of Meeting of the Committee (if any) in the Relevant Quarter.</b>	<b>Whether the requirement of Quorum is met (Details)</b>	<b>Dates(s) of Meeting of the Committee (if any) in the Previous Quarter</b>	<b>Maximum gap between Two consecutive meetings (in number of days)</b>
<b>Audit Committee</b>			
24 <sup>th</sup> October, 2017	Yes	24 <sup>th</sup> July, 2017	91 days (24.07.2017-24.10.2017)
29 <sup>th</sup> November, 2017			
7 <sup>th</sup> December, 2017			
<b>Stakeholders Relationship Committee</b>			
24 <sup>th</sup> October, 2017	Yes	21 <sup>st</sup> July, 2017	-
8 <sup>th</sup> December, 2017			
<b>Risk Management Committee</b>			
7 <sup>th</sup> December, 2017	Yes	21 <sup>st</sup> July, 2017	-
<b>Nomination &amp; Remuneration Committee</b>			
24 <sup>th</sup> October, 2017	Yes	24 <sup>th</sup> July, 2017	-
8 <sup>th</sup> December, 2017			
<b>CSR Committee</b>			
7 <sup>th</sup> December, 2017	Yes	-	-
<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		NA	
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 30<sup>th</sup> September, 2017 was taken on record by the Board of Directors at the Board Meeting held on 24<sup>th</sup> October, 2017.</p> <p>The quarterly compliance report for the quarter ended 31<sup>st</sup> December, 2017 will be placed before the Board of Directors at the forthcoming Board Meeting to be held in February, 2018.</p> <p><b>Rajiv Gandhi</b> <b>Company Secretary</b></p>		

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:** 31<sup>th</sup> December, 2017

<b>I Disclosure on website inn terms of Listing Regulation</b>			
<b>Item</b>	<b>Compliance Status (Yes/No/NA)</b>		<b>Remarks</b>
Details of business	Yes		
Terms and conditions of appointment of independent directors	Yes		
Composition of various committees of board of directors	Yes		
Code of conduct of board of directors and senior management personnel	Yes		
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		
Criteria of making payments to non-executive directors	Yes		
Policy on dealing with related party transactions	Yes		
Policy for determining 'material' subsidiaries	Yes		
Details of familiarization programmes imparted to independent directors	Yes		
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		
email address for grievance redressal and other relevant details	Yes		
Financial results	Yes		
Shareholding pattern	Yes		
Details of agreements entered into with the media companies and/or their associates	NA		
New name and the old name of the listed entity	NA		
<b>II Annual Affirmations</b>			
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance Status (Yes/No/NA)</b>	<b>Remarks</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
Board composition	17(1)	Yes	
Meeting of Board of directors	17(2)	Yes	
Review of Compliance Reports	17(3)	Yes	
Plans for orderly succession for appointments	17(4)	Yes	
Code of Conduct	17(5)	Yes	
Fees/compensation	17(6)	Yes	
Minimum Information	17(7)	Yes	
Compliance Certificate	17(8)	Yes	

Risk Assessment & Management	17(9)	Yes	
Performance Evaluation of Independent Directors	17(10)	Yes	
Composition of Audit Committee	18(1)	Yes	
Meeting of Audit Committee	18(2)	Yes	
Composition of nomination & remuneration committee	19(1) & (2)	Yes	
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
Vigil Mechanism	22	Yes	
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes	
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
Approval for material related party transactions	23(4)	NA	
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
Maximum Directorship & Tenure	25(1) & (2)	Yes	
Meeting of independent directors	25(3) & (4)	Yes	
Familiarization of independent directors	25(7)	Yes	
Memberships in Committees	26(1)	Yes	
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

### III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied – Yes

**Rajiv Gandhi**  
**Company Secretary**