

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, 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	Eric Olsen	ZZZZZ9999Z07238383	Non-Executive/Non Independent Director	N.A	Shareholder Director	27.07.2015			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	6	4	
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	5	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	5	3	
Mrs	Usha Sangwan	AAKPS4860L 02609263	Non-Executive/Non Independent Director	N.A	Shareholder Director	24.04.2014			4	1	0	
Mr	Bhanwarlal Taparia	AAAPT1903H 00016551	Non-Executive/Non Independent Director	N.A	Shareholder Director	01.09.2012			2	2	0	
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 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>
20 <sup>th</sup> February, 2017		28 <sup>th</sup> April, 2017	66 days (20.02.2017 – 28.04.2017)
		5 <sup>th</sup> May, 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>			
28 <sup>th</sup> April, 2017	Yes	20 <sup>th</sup> February, 2017	66 days (20.02.2017-28.04.2017)
<b>Stakeholders Relationship Committee</b>			
27 <sup>th</sup> April, 2017	Yes	-	-
<b>CSR Committee</b>			
27 <sup>th</sup> April, 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 31<sup>st</sup> March, 2017 was taken on record by the Board of Directors at the Board Meeting held on 28<sup>th</sup> April, 2017.</p> <p>The quarterly compliance report for the quarter ended 30<sup>th</sup> June, 2017 will be placed before the Board of Directors at the forthcoming Board Meeting to be held in July, 2017.</p> <p><b>Rajiv Gandhi</b> <b>Company Secretary</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>I 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)	No  Mr. Nasser Munjee, Chairman of Nomination & Remuneration Committee could not attend the Annual General Meeting due to personal reasons. At the Nomination & Remuneration Committee Meeting held on March 21, 2017, 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 on Nomination & Remuneration matters. Mr. N.S.Sekhsaria and Mr. Shailesh Haribhakti attended the Annual General Meeting.
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<b>Rajiv Gandhi Company Secretary</b>		