

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>st</sup> December, 2018

| <b>I. Composition of Board of Directors</b> |                             |                      |   |                                |                                |  |                          |                          |   |   |   |                |
|---|-----------------------------|----------------------|---|--------------------------------|--------------------------------|--|--------------------------|--------------------------|---|---|---|----------------|
| <b>Title (Mr/ Mrs)</b>                      | <b>Name of the Director</b> | <b>PAN &amp; DIN</b> | <b>Category-1 (Chairperson/ Executive/Non Independent/ Nominee)</b> | <b>Category-2 of Directors</b> | <b>Category-3 of Directors</b> | <b>Date of Appointment in Current Term</b> | <b>Date of Cessation</b> | <b>Tenure (in years)</b> | <b>No. of Directorships in listed entity including this listed entity</b> | <b>Number of Membership in Audit/ Stakeholder Committee(s) including this listed entity</b> | <b>No. of post of Chair Person on Audit/Stakeholder Committee(s) including this listed entity</b> | <b>Remarks</b> |
| Mr.   | Narotam S. Sekhsaria        | AALPS0205L00276351   | Non-Executive/ Non Independent                                      | Chairperson                    | Shareholder Director           | 10.11.1982                                 |                          |                          | 2   | 0   | 0   |                |

|     |                     |                        |  |     |                      |            |            |   |   |   |   |  |
|-----|---------------------|------------------------|--|-----|----------------------|------------|------------|---|---|---|---|--|
| Mr. | Jan Jenisch         | BUMPJ2301Q<br>07957196 | Non-Executive/Non Independent Director | N.A | Shareholder Director | 24.10.2017 |            |   | 2 | 0 | 0 |  |
| Mr. | Shailesh Haribhakti | AAAPH0574L<br>00007347 | Non-Executive/Independent Director     | N.A | Shareholder Director | 11.09.2014 |            | 5 | 7 | 5 | 5 |  |
| Mr. | Nasser Munjee       | AAFPM7588N<br>00010180 | Non-Executive/Independent Director     | N.A | Shareholder Director | 11.09.2014 |            | 5 | 6 | 1 | 5 |  |
| Mr. | Rajendra Chitale    | AABPC4812B<br>00015986 | Non-Executive/Independent Director     | N.A | Shareholder Director | 11.09.2014 |            | 5 | 4 | 4 | 5 |  |
| Mr. | Omkar Goswami       | AESPG3729A<br>00004258 | Non-Executive/Independent Director     | N.A | Shareholder Director | 11.09.2014 |            | 5 | 7 | 7 | 0 |  |
| Mr. | Haigreve Khaitan    | AEVPK7531H<br>00005290 | Non-Executive/Independent Director     | N.A | Shareholder Director | 11.09.2014 |            | 5 | 6 | 6 | 3 |  |
| Ms. | Usha Sangwan        | AAKPS4806L<br>02609263 | Non-Executive/Non Independent Director | N.A | Shareholder Director | 24.04.2014 | 21.12.2018 |   | 5 | 2 | 0 |  |
| Mr. | Christof Hassig     | BAGPH2781E<br>01680305 | Non-Executive/Non Independent Director | N.A | Shareholder Director | 09.12.2015 |            |   | 2 | 0 | 0 |  |
| Mr. | Martin Kreigner     | AKPPK7394A<br>00077715 | Non-Executive/Non Independent Director | N.A | Shareholder Director | 11.02.2016 |            |   | 2 | 2 | 0 |  |
| Mr. | Roland Kohler       | ZZZZZ9999Z<br>08069722 | Non-Executive/Non Independent Director | N.A | Shareholder Director | 20.02.2018 |            |   | 1 | 0 | 0 |  |

|     |                    |                        |  |     |                      |            |  |  |   |   |   |  |
|-----|--------------------|------------------------|--|-----|----------------------|------------|--|--|---|---|---|--|
| Mr. | Bhanwarlal Taparia | AAAPT1903H<br>00016551 | Non-Executive/Non Independent Director | N.A | Shareholder Director | 01.09.2012 |  |  | 2 | 1 | 1 |  |
| Mr. | Ajay Kapur         | ADYPK9189P<br>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<br>(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. 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                                 |
| Compliance Committee           | Mr. Haigreve Khaitan    | Chairperson/Non-Executive /Independent    |
|                                | Dr. Omkar Goswami       | Non- Executive /Independent               |
|                                | Mr. Shailesh Haribhakti | Non- Executive /Independent               |
|                                | Mr. B.L.Taparia         | Non - Executive/Non Independent           |
|                                | Mr. Ajay Kapur          | Executive                                 |
| Management Committee           | Mr. Rajendra Chitale    | Chairperson/Non-Executive /Independent    |
|                                | Mr. Shailesh Haribhakti | Non- Executive /Independent               |
|                                | Mr. B.L.Taparia         | Non- Executive /Independent               |
|                                | Mr. Ajay Kapur          | Non- Executive /Independent               |

| <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> |
| July 25, 2018  | October 23, 2018  | December 12, 2018  | 89 days (25.07.2018 – 23-10-2018)                                       |
|  |   |  |   |
| <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>   |   |  |   |
| October 23, 2018   | Yes   | July 25, 2018  | 89 days (25.07.2018 – 23-10-2018)                                       |
| December 10, 2018  | Yes   |  |   |
| <b>Stakeholders Relationship Committee</b>                                   |   |  |   |
| October 22, 2018   | Yes   | July 25, 2018  |   |
| <b>Nomination &amp; Remuneration Committee</b>                               |   |  |   |
| November 1, 2018   | Yes   | July 23, 2018  |   |
| December 11, 2018  | Yes   |  |   |

|  |     |                          |  |
|--|-----|--------------------------|--|
| <b>Risk Management Committee</b>   |     |                          |  |
| December 10, 2018  | Yes | July 25, 2018            |  |
| <b>CSR &amp; Sustainability Committee</b>  |     |                          |  |
| December 10, 2018  | Yes | -                        |  |
| <b>Compliance Committee</b>  |     |                          |  |
| October 22, 2018   | Yes | July 24, 2018            |  |
| <b>Management Committee</b>  |     |                          |  |
| October 22, 2018   | Yes | July 19, 2018            |  |
| December 10, 2018  |     | August 13, 2018          |  |
| <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<br><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.<br><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.<br><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.<br><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, 2018 was taken on record by the Board of Directors at the Board Meeting held on October 23, 2018</p> <p>The quarterly compliance report for the quarter ended 31<sup>st</sup> December, 2018 will be placed before the Board of Directors at the forthcoming Board Meeting to be held in February 2019.</p> <p><b>Rajiv Gandhi</b><br/><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>st</sup> December, 2018

| <b>I. Disclosure on website in 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)                   | Yes |  |
| 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 |  |
| <p><b>III. Affirmations:</b></p> <p>The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied – Yes</p> <p><b>Rajiv Gandhi</b><br/><b>Company Secretary</b></p> |               |     |  |