

# Form No. MGT-7



Form language

English  Hindi

## Annual Return (other than OPCs and Small Companies)

[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

All fields marked in \* are mandatory

Refer instruction kit for filing the form

### I REGISTRATION AND OTHER DETAILS

i \*Corporate Identity Number (CIN)

L26942GJ1981PLC004717

ii (a) \*Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2025

(b) \*Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2026

(c) \*Type of Annual filing

Original

Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	AMBUJA CEMENTS LIMITED	AMBUJA CEMENTS LIMITED
Registered office address	Adani Corporate House, Shantigram, Near Vaishnav Devi Circle, S. G. Highway,, Khodiyar,NA,Ahmedabad,Ahmedabad,Gujarat,India,382421	Adani Corporate House, Shantigram, Near Vaishnav Devi Circle, S. G. Highway,, Khodiyar,NA,Ahmedabad,Ahmedabad,Gujarat,India,382421
Latitude details	23.170016	23.170016
Longitude details	72.529352	72.529352

(a) \*Photograph of the registered office of the Company showing external building and name prominently visible

Ambuja.jpg.pdf

(b) \*Permanent Account Number (PAN) of the company

AAACG0569P

(c) \*e-mail ID of the company

[investors.relation@adani.com](mailto:investors.relation@adani.com)

(d) \*Telephone number with STD code

79-2656 5555

(e) Website

www.ambujacement.com

iv \*Date of Incorporation (DD/MM/YYYY)

20/10/1981

v (a) \*Class of Company (as on the financial year end date)  
(Private company/Public Company/One Person Company)

Public company

(b) \*Category of the Company (as on the financial year end date)  
(Company limited by shares/Company limited by guarantee/Unlimited company)

Company limited by shares

(c) \*Sub-category of the Company (as on the financial year end date)  
(Indian Non-Government company/Union Government Company/State Government Company/  
Guarantee and association company/Subsidiary of Foreign Company)

Indian Non-Government company

vi \*Whether company is having share capital (as on the financial year end date)

Yes

No

vii (a) Whether shares listed on recognized Stock Exchange(s)

Yes

No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)
2	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)

viii Number of Registrar and Transfer Agent

1

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent
U67190MH1999PTC118368	MUFG INTIME INDIA PRIVATE LIMITED	C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West, ),,Mumbai,Mumbai City,Maharashtra,India,400083	

ix \* (a) Whether Annual General Meeting (AGM) held

Yes

No

(b) If yes, date of AGM (DD/MM/YYYY)

26/06/2026

(c) Due date of AGM (DD/MM/YYYY)

25/09/2026

(d) Whether any extension for AGM granted

Yes

No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

## II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i \*Number of business activities

1

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	32	Other manufacturing	100

## III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

i \*No. of Companies for which information is to be given

14

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held
1	L26940GJ1936PLC149771		ACC LIMITED	Subsidiary	50.05
2	U26943GJ1990PTC061530		M G T CEMENTS PRIVATE LIMITED	Subsidiary	100.00
3	U14107GJ2007PTC061529		CHEMICAL LIMES MUNDWA PRIVATE LIMITED	Subsidiary	100.00
4	U61100GJ2023PLC138017		AMBUJA SHIPPING SERVICES LIMITED	Subsidiary	100.00
5	U26990GJ2023PLC138087		FOXWORTH RESOURCES AND MINERALS LIMITED	Subsidiary	100.00
6	U23952GJ2023PTC144827		AMBUJA CONCRETE WEST PRIVATE LIMITED	Subsidiary	100.00

7	U23952GJ2023PTC144662		AMBUJA CONCRETE NORTH PRIVATE LIMITED	Subsidiary	100.00
8	U66190GJ2023PTC144630		LOTIS IFSC PRIVATE LIMITED	Subsidiary	100.00
9	U74900KA2015PTC082264		ONEINDIA BSC PRIVATE LIMITED	Joint Venture	50.00
10	U70200GA1996PTC002240		COUNTO MICROFINE PRODUCTS PRIVATE LIMITED	Joint Venture	50.00
11	U10300DL2010PTC197802		WARDHA VAALLEY COAL FIELD PRIVATE LIMITED	Associate	27.27
12	L26940OR2011PLC013933		ORIENT CEMENT LIMITED	Subsidiary	72.66
13	U26942TG1985PTC005627		PIONEER CEMENTS PRIVATE LIMITED	Subsidiary	100.00
14	U26999GJ2021PLC123226		ADANI CEMENT INDUSTRIES LIMITED	Subsidiary	100.00

#### IV SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### i SHARE CAPITAL

##### (a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	40017500000.00	2472149998.00	2471823478.00	2471823478.00
Total amount of equity shares (in rupees)	80035000000.00	4944299996.00	4943646956.00	4943646956.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity Shares				
Number of equity shares	40017500000	2472149998	2471823478	2471823478
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees )	80035000000.00	4944299996.00	4943646956	4943646956

**(b) Preference share capital**

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	150000000.00	0.00	0.00	0.00
Total amount of preference shares (in rupees)	1500000000.00	0.00	0.00	0.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Preference share Capital				
Number of preference shares	150000000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees )	1500000000.00	0.00	0	0

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>(i) Equity shares</b>						
<b>At the beginning of the year</b>	8469552	2454653926	2463123478.0 0	4926246956	4926246956	
<b>Increase during the year</b>	0.00	8700000.00	8700000.00	17400000.00	17400000.00	5783760000.0 0
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify <input type="text" value="NCLT ORDER"/>	0	8700000	8700000.00	17400000	17400000	5783760000
<b>Decrease during the year</b>	0.00	0.00	0.00	0.00	0.00	0.00
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <input type="text"/>			0.00			
<b>At the end of the year</b>	8469552.00	2463353926.0 0	2471823478.0 0	4943646956.0 0	4943646956.0 0	
<b>(ii) Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
<b>Increase during the year</b>	0.00	0.00	0.00	0.00	0.00	0.00
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify <input type="text"/>			0.00			
<b>Decrease during the year</b>	0.00	0.00	0.00	0.00	0.00	0.00
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <input type="text"/>			0.00			
<b>At the end of the year</b>	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company

ii Details of stock split/consolidation during the year (for each class of shares)

Class of shares		<input type="text"/>
Before split / Consolidation	Number of shares	
	Face value per share	
After split / consolidation	Number of shares	
	Face value per share	

iii Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)

Nil

Number of transfers

**Attachments:**

1. Details of shares/Debentures Transfers

**iv Debentures (Outstanding as at the end of financial year)****(a) Non-convertible debentures**

\*Number of classes

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
<b>Total</b>			

Classes of non-convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Total</b>				

**(b) Partly convertible debentures**

\*Number of classes

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
<b>Total</b>			

Classes of partly convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Total</b>				

**(c) Fully convertible debentures**

\*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
<b>Total</b>			

Classes of fully convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Total</b>				

**(d) Summary of Indebtedness**

Particulars	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
<b>Total</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

**v Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

**V Turnover and net worth of the company (as defined in the Companies Act, 2013)**

(a) \*Turnover

250520508301.44

(b) \* Net worth of the Company

511122221830.55

**VI SHARE HOLDING PATTERN**

**A Promoters**

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	0	0.00	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	1672081052	67.65	0	0.00

10	Others <input type="text"/>		0.00	0	0.00
	<b>Total</b>	1672081052.00	67.65	0.00	0

Total number of shareholders (promoters)

**B Public/Other than promoters**

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	125247435	5.07	0	0.00
	(ii) Non-resident Indian (NRI)	18459	0.00	0	0.00
	(iii) Foreign national (other than NRI)	11156682	0.45	0	0.00
2	Government				
	(i) Central Government	37747	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	219635957	8.89	0	0.00
4	Banks	78315	0.00	0	0.00
5	Financial institutions	55902134	2.26	0	0.00
6	Foreign institutional investors	61275	0.00	0	0.00
7	Mutual funds	220303715	8.91	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	15645147	0.63	0	0.00

10	Others				
	Other and ADR	151655560	6.14		
	<b>Total</b>	799742426.00	32.35	0.00	0

Total number of shareholders (other than promoters)

607501

Total number of shareholders (Promoters + Public/Other than promoters)

607505.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	114128
2	Individual - Male	271947
3	Individual - Transgender	1
4	Other than individuals	233410
	<b>Total</b>	619486

C Details of Foreign institutional investors' (FIIs) holding shares of the company

3

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
ILF MAURTITIUS	NA	01/04/2025	United States	24900	0.001
I L F MAURITIUS	NA	01/04/2025	United States	20025	0.001
PICTET UMBRELLA	NA	01/04/2026	United States	5850	0.001

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year
Promoters	3	4
Members (other than promoters)	644693	607501
Debenture holders	0	0

## VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A Promoter</b>	0	2	0	2	0	0
<b>B Non-Promoter</b>	1	4	1	5	0.00	0.00
i Non-Independent	1	0	1	0	0	0
ii Independent	0	4	0	5	0	0
<b>C Nominee Directors representing</b>	0	0	0	0	0.00	0.00
i. Banks and FIs	0	0	0	0	0	0
ii Investing institutions	0	1	0	0	0	0
iii Government	0	0	0	0	0	0
iv Small share holders	0	0	0	0	0	0
v Others	0	0	0	0	0	0
<b>Total</b>	1	7	1	7	0.00	0.00

\*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

11

### B (i) Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
GAUTAM SHANTILAL ADANI	00006273	Director	0	
KARAN GAUTAM ADANI	03088095	Director	0	
RAJNISH KUMAR	05328267	Director	0	

AMEETKUMAR HIRANYAKUMAR DESAI	00007116	Director	0	
PURVI SHETH	06449636	Director	0	
PRAVEEN GARG	00208604	Director	0	
VINOD BAHETY	09192400	Whole-time director	0	
MAHESWAR SAHU	00034051	Director	0	
VINOD BAHETY	AGBPB4230A	CEO	0	
. ROHIT SONI	AFHPR0780G	CFO	0	
MANISH VINODCHANDRA MISTRY	ALQPM6555M	Company Secretary	0	

**B (ii) \*Particulars of change in director(s) and Key managerial personnel during the year**

6

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
RAKESH KUMAR TIWARY	ABJPT3174G	CFO	21/11/2025	Cessation
. ROHIT SONI	AFHPR0780G	CFO	21/11/2025	Appointment
MANGALAM RAMASUBRAMANIA N KUMAR .	03628755	Nominee Director	15/09/2025	Cessation
AJAY KAPUR	03096416	Managing Director	31/01/2026	Cessation
PRAVEEN GARG	00208604	Independent Director	01/04/2025	Appointment
VINOD BAHETY	09192400	Whole-time director	01/04/2025	Appointment

**IX MEETINGS OF MEMBERS/CLASS OF MEMBERS/ BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

\*Number of meetings held

4

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	26/06/2025	6,35,805	75	70.33
Court Convened Meeting	02/05/2025	6,46,819	51	
Court Convened Meeting	20/11/2025	6,33,391	41	
Court Convened Meeting	30/12/2025	6,26,438	52	

**B BOARD MEETINGS**

\*Number of meetings held

7

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	29/04/2025	10	9	90
2	31/07/2025	10	9	90
3	03/11/2025	9	9	100
4	21/11/2025	9	9	100
5	22/12/2025	9	9	100
6	30/01/2026	9	9	100
7	26/03/2026	8	8	100

**C COMMITTEE MEETINGS**

Number of meetings held

22

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	29/04/2025	3	3	100
2	Audit Committee	31/07/2025	3	3	100
3	Audit Committee	03/11/2025	3	3	100
4	Audit Committee	21/11/2025	3	3	100
5	Audit Committee	22/12/2025	3	3	100
6	Audit Committee	30/01/2026	3	3	100
7	Audit Committee	26/03/2026	3	3	100
8	Nomination and Remuneration Committee	28/04/2025	4	4	100
9	Nomination and Remuneration Committee	30/07/2025	4	4	100

10	Nomination and Remuneration Committee	21/11/2025	4	4	100
11	Nomination and Remuneration Committee	23/01/2026	4	3	75
12	Nomination and Remuneration Committee	26/03/2026	4	4	100
13	Stakeholders Relationship Committee	28/04/2025	4	4	100
14	Stakeholders Relationship Committee	30/07/2025	4	4	100
15	Stakeholders Relationship Committee	29/10/2025	4	4	100
16	Stakeholders Relationship Committee	23/01/2026	4	4	100
17	Corporate Social Responsibility Committee	28/04/2025	4	4	100
18	Corporate Social Responsibility Committee	23/01/2026	4	3	75
19	Risk Management Committee	28/04/2025	4	4	100
20	Risk Management Committee	30/07/2025	4	4	100
21	Risk Management Committee	29/10/2025	4	4	100
22	Risk Management Committee	23/01/2026	4	3	75

#### D ATTENDANCE OF DIRECTORS

S. No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on  01/06/2026 (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	GAUTAM SHANTILAL ADANI	0	0	0	0	0	0	Yes
2	KARAN GAUTAM ADANI	0	0	0	0	0	0	Yes
3	RAJNISH KUMAR	0	0	0	0	0	0	Yes
4	AMEETKUMAR HIRANYAKUMAR DESAI	0	0	0	0	0	0	Yes
5	PURVI SHETH	0	0	0	0	0	0	Yes
6	PRAVEEN GARG	0	0	0	0	0	0	Yes

7	VINOD BAHETY	0	0	0	0	0	0	Yes
8	MAHESWAR SAHU	0	0	0	0	0	0	Yes

**X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

A \*Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Vinod Bahety	Whole-time director	000	0	0	0	0.00
	<b>Total</b>		0.00	0.00	0.00	0.00	0.00

B \*Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Rohit Soni	CFO	0	0	0	0	0.00
2	Manish Mistry	Company Secretary	0	0	0	0	0.00
	<b>Total</b>		0.00	0.00	0.00	0.00	0.00

C \*Number of other directors whose remuneration details to be entered

7

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Gautam S. Adani	Director	0	0	0		0.00
2	Karan Adani	Director	0	0	0		0.00
3	Maheswar Sahu	Director	0	3000000	0	3025000	6025000.00
4	Rajnish Kumar	Director	0	3000000	0	1785000	4785000.00
5	Ameet Desai	Director	0	3000000	0	2060000	5060000.00
6	Purvi Sheth	Director	0	3000000	0	2195000	5195000.00

7	PRAVEEN GARG	Director	0	0	0	1360000	1360000.00
8	MANGALAM RAMASUBRAMA NIAM KUMAR	Director	0	3000000.00	0	425000	3425000.00
	<b>Total</b>		0.00	15000000.00	0.00	10850000 .00	25850000.00

#### XI MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A \*Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B If No, give reasons/observations

#### XII PENALTY AND PUNISHMENT – DETAILS THEREOF

A \*DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/  
DIRECTORS/OFFICERS

Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

B \*DETAILS OF COMPOUNDING OF OFFENCES

Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

#### XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

607505

#### XIV Attachments

(a) List of share holders, debenture holders

Details of Shareholder or  
Debenture holder (1).xlsm

(b) Optional Attachment(s), if any

New Microsoft Word Document  
(5).pdf

#### **XV COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

#### **I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of

AMBUJA CEMENTS  
LIMITED

as required to be

maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on

(DD/MM/YYYY) 31/03/2026

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:

A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

- 1 its status under the Act;
- 2 maintenance of registers/records & making entries therein within the time prescribed therefor;
- 3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
- 4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
- 5 closure of Register of Members / Security holders, as the case may be.
- 6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
- 7 contracts/arrangements with related parties as specified in section 188 of the Act;
- 8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
- 9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
- 10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
- 11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
- 12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key

Managerial Personnel and the remuneration paid to them;

13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;

14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;

15 acceptance/ renewal/ repayment of deposits;

16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;

17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;

18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

Name

Atul Mehta

Date (DD/MM/YYYY)

01/06/2026

Place

Mumbai

Whether associate or fellow:

Associate

Fellow

Certificate of practice number

2\*8\*

**XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014**

\*(a) DIN/PAN/Membership number of Designated Person

09192400

\*(b) Name of the Designated Person

VINOD BAHETY

**Declaration**

I am authorised by the Board of Directors of the Company vide resolution number\*  dated\*

(DD/MM/YYYY)  to sign this form and declare that all the requirements of Companies Act, 2013

and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1 Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.

2 All the required attachments have been completely and legibly attached to this form.

**\*To be digitally signed by**

**\*Designation**

*(Director / Liquidator / Interim Resolution Professional (IRP) / Resolution Professional (RP))*

**\*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator**

**\*To be digitally signed by**

Company Secretary       Company secretary in practice

**\*Whether associate or fellow:**

Associate       Fellow

Membership number

Certificate of practice number

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**Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.**

***For office use only:***

eForm Service request number (SRN)

eForm filing date (DD/MM/YYYY)

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**