

**Ambuja Cements Limited**

**Registered Office:** Adani Corporate House, Shantigram, Near Vaishno Devi Circle,  
S.G. Highway, Khodiyar, Ahmedabad, Gujarat, India - 382421

**Phone:** +91 79 2656 5555 **Email:** [investors.relation@adani.com](mailto:investors.relation@adani.com)

**Website:** [www.ambujacement.com](http://www.ambujacement.com) **CIN:** L26942GJ1981PLC004717

**NOTICE OF POSTAL BALLOT**

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended]

**To,**  
**The Members,**  
**Ambuja Cements Limited**

Notice is hereby given that pursuant to the provisions of Section 110 and all other applicable provisions, if any, of Companies Act, 2013 (**the "Act"**), read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (**Rules**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **"SEBI Listing Regulations"**), General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 20/2020 dated 5th May 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31<sup>st</sup> December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December 2021, 3/2022 dated 5th May 2022, 11/2022 dated 28<sup>th</sup> December 2022, 9/2023 dated 25<sup>th</sup> September 2023, 9/2024 dated 19th September 2024 and 03/2025 dated 22<sup>nd</sup> September, 2025 issued by the Ministry of Corporate Affairs, Government of India ('**MCA Circulars**'), Secretarial Standard on General Meetings ("**SS-2**") (as amended) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolutions set out below are proposed to be passed by the Members of **Ambuja Cements Limited (the "Company")** by means of Postal Ballot, only by way of remote e-voting ("**e-voting**") process.

The proposed resolution and the explanatory statement pursuant to Section 102, 110 of the Act and any other applicable provisions of the Act, read with Rules framed thereunder, setting out the material facts and reasons thereof concerning the resolution mentioned in this Postal Ballot Notice ("**Notice**"), are annexed hereto.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company has appointed Mr. Chirag Shah, Practicing Company Secretary (Membership No. 5545 & C.P. No. 3498) as the Scrutinizer for conducting the postal ballot (e-voting process) in a fair and transparent manner.

Members are requested to carefully read the instructions mentioned under the head 'General information and instructions relating to e-voting' in this Notice and record their assent ("**FOR**") or dissent ("**AGAINST**") on the proposed resolutions through the e-voting process not later than 5:00 p.m. (IST) on Saturday, November 29, 2025 failing which it will be considered that no reply has been received from the Member.

The Company has engaged the services of Central Depository Services (India) Limited (hereinafter referred to as "**CDSL**" or "**Service Provider**") for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms. In accordance with the MCA Circulars, the Company has made necessary arrangements with MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited), Registrar and Share Transfer Agent ("**RTA**") to enable the Members to register their e-mail address. Those Members who have not yet registered their email address are requested to register the same by following the procedure set out in this Notice. The postal ballot results will be submitted within 2 (Two) working days from conclusion of the e-voting period to the stock exchanges in accordance with the SEBI Listing Regulations.

The Scrutinizer will submit the results of the e-voting to the Chairman of the Company or any other authorized officer(s) of the Company after completion of the scrutiny of the e-voting. The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at <https://www.ambujacement.com> and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) and shall also be displayed at the Registered Office of the Company while simultaneously being communicated to the National Stock Exchange of India Limited and BSE Limited where the equity shares of the Company are listed.

The proposed resolution, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot i.e. Saturday, November 29, 2025.

**Special Business:**

**Item No. 1**

**Approval of Material Related Party Transactions with Penna Cement Industries Limited for Financial Year 2025-26**

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder {including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any}, and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), read with the SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93, dated June 26, 2025 w.r.t. revised Industry Standards on "Minimum Information to be provided to the audit committee and shareholders for approval of Related Party Transactions" (RPTs) as amended from time to time, and based on the approval of Audit Committee and recommendation of the Board of Directors of the Company, and subject to the other requisite statutory / regulatory approvals, if any, required, the consent of the Members of the Company, be and is hereby

accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which expression shall include any Committee thereof or person(s) authorized by the Board), for entering into and / or carrying out and / or continuing with existing contracts / arrangements / transactions or modification(s) of earlier contracts / arrangements / transactions or as fresh and independent transaction(s) or otherwise {whether individually or series of transaction(s) taken together or otherwise}, with Penna Cement Industries Limited, a subsidiary of the Company, for the Financial Year 2025-26, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time provided, however, that the said contract(s) / arrangement(s) / transaction(s) shall be carried out at on arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter, vary the terms and conditions of such contracts / arrangements / transactions (including master supply agreement and master service agreement) and to settle all questions, difficulties or doubts that may arise in this regard."

**Item No. 2**

**Approval of Material Related Party Transactions between ACC Limited and Penna Cement Industries Limited for Financial Year 2025-26**

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder {including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any}, and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), read with the SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93, dated June 26, 2025 w.r.t. revised Industry Standards on "Minimum Information to be provided to the audit committee and shareholders for approval of Related Party Transactions" (RPTs) as amended from time to time, and based on the approval of Audit Committee and recommendation of the Board of Directors of the Company, and subject to the other requisite statutory / regulatory approvals, if any, required, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which expression shall include any Committee thereof or person(s) authorized by the Board), for entering into and / or carrying out and / or continuing with existing contracts / arrangements / transactions or modification(s) of earlier contracts / arrangements / transactions or as fresh and independent transaction(s) or otherwise {whether individually or series of transaction(s) taken together or otherwise}, between ACC Limited and Penna Cement Industries Limited, fellow subsidiaries of the Company, for the Financial Year 2025-26, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time provided, however, that the said contract(s) / arrangement(s) / transaction(s) shall be carried out at on arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter, vary the terms and conditions of such contracts / arrangements / transactions (including master supply agreement and master service agreement) and to settle all questions, difficulties or doubts that may arise in this regard."

Registered Office:

Adani Corporate Office,  
Nr. Vaishnodevi Circle, Shantigram,  
S G Highway, Khodiyar,  
Ahmedabad - 382421

By Order of the Board of Directors  
For Ambuja Cements Limited

Place: Ahmedabad

Date: October 25, 2025

Manish Mistry  
Company Secretary  
Membership No. FCS 8373

Notes:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 and other applicable provisions, if any of the Act read with the rules framed thereunder concerning the resolution as set out in the postal ballot notice is annexed hereto and forms part of this Notice.
2. In accordance with the MCA Circulars and the SEBI Listing Regulations, the Company is sending the Notice in electronic form only by e-mail to all Members, whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories viz., National Securities Depository Limited (the "NSDL") and Central Depository Services (India) Limited (the "CDSL") as on Friday, October 24, 2025 (the "Cut-Off Date") and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, MUFG Intime India Private Limited, in accordance with the provisions of the Act read with the rules framed thereunder and the framework provided under the MCA circulars. Cut-Off Date is for determining the eligibility to vote by electronic means. A person who is not a member as on the Cut-Off Date or who becomes a member of the Company after the Cut-Off Date should treat this Notice for information purposes only.
3. In accordance with the MCA Circulars, the Notice is being sent in electronic form only. The hard copy of the Notice along with the Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the e-voting system only.
4. In compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and SS-2 issued by the Institute of Company Secretaries of India on General Meetings, the Company is offering e-voting facility to enable the Members to cast their votes electronically. The instructions for e-voting are provided as part of this Notice.

5. In light of the MCA Circulars, Members who have not registered their e-mail addresses and in consequence the e-voting notice could not be serviced, may temporarily get their e-mail address registered with the Company's RTA, MUFG Intime India Private Limited, by clicking the link:  
[https://web.in.mpms.mufg.com/EmailReg/Email\\_Register.html](https://web.in.mpms.mufg.com/EmailReg/Email_Register.html)  
Post successful registration of the e-mail, the member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, member may write to [investor.helpdesk@in.mpms.mufg.com](mailto:investor.helpdesk@in.mpms.mufg.com)
6. It is clarified that for permanent registration of e-mail address, the members are, however, requested to register their e-mail address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's RTA to enable servicing of notices, etc. electronically to their e-mail address.
7. The e-voting rights of the shareholders / beneficiary owners shall be reckoned on the shares held by them as on Friday, October 24, 2025, being the Cut-Off date for the purpose. The shareholders of the Company holding shares either in dematerialised or in physical form, as on the Cut-Off date, can cast their vote electronically.
8. The voting rights for the equity shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
9. A member cannot exercise his / her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorised representatives. Corporate and institutional members (are required to send scanned certified true copy (PDF Format) of the board resolution / authority letter, power of attorney together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer by email to [pcschirag@gmail.com](mailto:pcschirag@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
10. Once the vote is cast, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
11. Postal Ballot (e-voting) period commences from **Friday, October 31, 2025 (9:00 a.m. IST)** and ends on **Saturday, November 29, 2025 (5:00 p.m. IST)**. At the end of the e-voting period, the facility shall forthwith be blocked and e-voting shall not be allowed beyond the said date and time.
12. The proposed resolution, if approved, by requisite majority, shall be deemed to have been passed on the last date of e-voting, which would be **Saturday, November 29, 2025**. The resolution passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.

13. This Notice shall also be available on the website of the Company at [www.ambujacement.com](http://www.ambujacement.com) websites of the stock exchanges where the equity shares of the Company are listed, i.e. National Stock Exchange of India Limited and BSE Limited at [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com) respectively, and on the website of Central Depository Services (India) Limited at [www.evotingindia.com](http://www.evotingindia.com)

14. All the documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to [investors.relation@adani.com](mailto:investors.relation@adani.com). For ease of reference, execution versions of Master Supply Agreement and Master Service Agreement (MSAs) between the Company and Penna Cement Industries Limited and between ACC Limited and Penna Cement Industries Limited are also placed on the website of the Company at [www.ambujacement.com](http://www.ambujacement.com).

**General information and instructions relating to e-voting:**

- i. The voting period begins on **Friday, October 31, 2025 (9:00 a.m. IST)** and ends on **Saturday, November 29, 2025 (5:00 p.m. IST)**. During this period, the shareholders of the Company holding shares either in physical form or in dematerialized form, as on the Cut-Off date (record date) viz., Friday, October 24, 2025 may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242, dated December 9, 2020 and under Regulation 44 of the SEBI Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolution. Individual shareholders holding securities in demat mode are allowed to vote through their demat account(s) maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and E-mail ID in their demat accounts in order to access e-voting facility.
- iii. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
- iv. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:**

**Step 1: Access through Depositories CDSL/NSDL e-voting system in case of individual shareholders holding shares in demat mode.**

(i) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242, dated 9th December, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL / NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders Holding securities in Demat mode <b>with CDSL Depository</b>	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon and select new system Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, the option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from an e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.</p>
Individual Shareholders Holding securities in demat mode <b>with NSDL Depository</b>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL:</p> <p><a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched,</p>

	<p>click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-Voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period.</p> <ol style="list-style-type: none"> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL:</li> </ol> <p><a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.</p> <ol style="list-style-type: none"> <li>4) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a> You will have to enter your 8-digit DP ID, 8- digit Client Id, PAN No., verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
<b>Individual Shareholders (holding securities in demat mode) login <b>through their Depository Participants (DP)</b></b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After Successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be</p>

	redirected to e-voting service provider website for casting your vote during the remote e-voting period.
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**Important note:** Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders Holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders Holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022 4886 7000 and 022 2499 7000

**Step 2 : Access through CDSL e-voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

(ii) Login method for Remote e-voting for Physical shareholders and shareholders other than individual holding in Demat form.

1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
2. Click on "Shareholders" module
3. Now enter your User ID:
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat</b>	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

	Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.  If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (iii) After entering these details appropriately, click on "SUBMIT" tab.
- (iv) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolution of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (v) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- (vi) Click on the EVSN for the Company – Ambuja Cements Limited on which you choose to vote.
- (vii) On the voting page, you will see "**RESOLUTION DESCRIPTION**" and against the same the option "YES/NO" for voting. Select the option **YES** or **NO** as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (viii) Click on the "**RESOLUTION FILE LINK**" if you wish to view the entire Resolution details.
- (ix) After selecting the resolution, you have decided to vote on, click on "**SUBMIT**". A confirmation box will be displayed. If you wish to confirm your vote, click on "**OK**", else to change your vote, click on "**CANCEL**" and accordingly modify your vote.
- (x) Once you "**CONFIRM**" your vote on the resolution, you will not be allowed to modify your vote.
- (xi) You can also take a print of the votes cast by clicking on "**Click here to print**" option on the Voting page.
- (xii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

(xiii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xiv) **Additional Facility for Non-Individual Shareholders and Custodians – For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required mandatory to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at [pcschirag@gmail.com](mailto:pcschirag@gmail.com) and to the Company at the email address viz., [investors.relation@adani.com](mailto:investors.relation@adani.com) if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

(xv) Process for those shareholders whose email/mobile no. are not registered with the company/depositories.

1. For Physical shareholders - please provide necessary details like folio no., name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager (CDSL), Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 21 09911.

## Contact Details:

Company	Ambuja Cements Limited Registered Office: Adani Corporate House, Shantigram, Nr. Vaishnodevi Circle, S.G. Highway, Khodiyar, Ahmedabad - 382421, Gujarat, India Phone: +91 79 2656 5555 Email: <a href="mailto:investors.relation@adani.com">investors.relation@adani.com</a>
Registrar and Transfer Agent	MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) Regd. office: C-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai – 400 083. Tel: 8108116767 Fax: +91-22-49186060 E mail ID: <a href="mailto:rnt.hespd@in.mpms.mufg.com">rnt.hespd@in.mpms.mufg.com</a> or <a href="https://swayam.linkintime.co.in/">https://swayam.linkintime.co.in/</a>
e-voting Agency	Central Depository Services (India) Limited Email: <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> Toll Free: 1800 21 09911 Phone: 022-23058738, 022-23058543
Scrutinizer	CS Chirag Shah Practicing Company Secretary E mail: <a href="mailto:pcschirag@gmail.com">pcschirag@gmail.com</a>
QR Code of accessing information	 A QR code is displayed, which is a standard black and white matrix code used for quick access to digital content. It is positioned in the center of the table cell for the QR Code row.

**ANNEXURE TO NOTICE  
EXPLANATORY STATEMENT  
(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)**

In terms of the provisions of Section 102 of the Companies Act, 2013 ("the Act"), Secretarial Standard on General Meetings ("SS-2") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93, dated June 26, 2025 with respect to revised Industry Standards on "Minimum Information to be provided to the audit committee and shareholders for approval of Related Party Transactions" ("SEBI Industry Standards on RPTs"), the following statement sets out the material facts relating to agenda items, as set out in this Notice.

**Item Nos. 1 and 2**

The provisions of Regulation 23 of SEBI Listing Regulations mandate prior approval of shareholders of a listed entity by means of an ordinary resolution for all material related party transactions ("RPTs") and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the company and at arm's length basis.

Effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, exceed(s) ₹ 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

Further, Regulation 23(2)(c) of the SEBI Listing Regulations states that a related party transaction to which *the subsidiary of a listed entity is a party but the listed entity is not a party*, shall require prior approval of the audit committee of the listed entity if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year, *exceeds ten per cent of the annual standalone turnover, as per the last audited financial statements of the subsidiary*. Further, all such material related party transactions and subsequent material modifications shall require prior approval of the shareholders through resolutions.

On August 16, 2024, the Company acquired Penna Cement Industries Limited (PCIL) to expand its network and grow cement manufacturing capacity. Post acquisition, the Company executed a Master Supply Agreement and Master Service Agreement with PCIL. Similar agreements were also executed between PCIL and ACC Limited (ACC), a listed subsidiary of the Company. Pursuant to these agreements, and with prior approval of audit committees of the relevant companies, PCIL entered into various RPTs with the Company and ACC, during FY 2024-25. During FY 2024-25, PCIL's clinker and cement capacity utilization were 40% and 30%, respectively. Subsequent to acquisition, with the supervision, guidance and support of the Company, PCIL's clinker and cement capacity utilization have increased to 90% and 60%, respectively. As such, during FY 2025-26, the related party transactions between PCIL and the Company as well as between PCIL and ACC are projected to increase and cross the materiality thresholds.

The Audit Committee of the Company (comprising of 100% Independent Directors) and the Board of Directors of the Company vide Circular Resolutions dated October 24, 2025 and October 25, 2025 respectively, on the basis of relevant details provided by the management, as required under the SEBI Circular dated June 26, 2025 w.r.t. revised Industry Standards on "Minimum Information to be provided to the audit committee and shareholders for approval of Related Party Transactions" (RPTs), have reviewed and accorded their consents for entering into and / or carrying out and / or continuing with existing contracts / arrangements / transactions or modification(s) of earlier contracts / arrangements / transactions or as fresh and independent transaction(s) or otherwise [whether individually or series of transaction(s) taken together or otherwise] between (A) the Company and PCIL; and (B) PCIL and ACC; in the ordinary course of business and on arms' length basis, for the Financial Year 2025-26, subject to the approval of the Members of the Company.

The Company and ACC Limited have benefited from such transactions with PCIL in the past and in order to maximize synergies between the Company/ACC Limited and PCIL, the Audit Committee and the Board of Directors of the Company recommend passing of the Ordinary Resolutions as set out in this Notice of Postal Ballot.

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall not vote in favour of the proposed resolutions.

Mr. Gautam S Adani, Chairman, Mr. Karan Adani, Non-Executive Director, Mr. Vinod Bahety, Wholetime Director & Chief Executive Officer and Mr. Rakesh Tiwary, Chief Financial Officer, being common Director(s) and/or Key Managerial Personnel of the Company/ACC/ PCIL, as the case may be, and their respective relatives, may be deemed to be concerned or interested in the said resolutions. None of the other Directors, Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested financially or otherwise in the resolutions set out in this Notice, except to the extent of their shareholding, if any, in the Company.

The details as required under Regulation 23 of the SEBI Listing Regulations read with SEBI Industry Standards on RPTs are provided in **Annexure A**. All relevant information pertaining to the proposed Related Party Transactions (RPTs), including certificates from the Chief Executive Officer (CEO) and Chief Financial Officer (CFO) were placed before the Audit Committee in the format prescribed under SEBI Industry Standards on RPTs for approval of RPTs.

Registered Office:  
Adani Corporate Office,  
Nr. Vaishnodevi Circle, Shantigram,  
S G Highway, Khodiyar,  
Ahmedabad - 382421

Place: Ahmedabad  
Date: October 25, 2025

By Order of the Board of Directors  
For Ambuja Cements Limited

Manish Mistry  
Company Secretary  
Membership No. FCS 8373

## Annexure A

Sr. No.	Particulars	RPTs between the Company and Penna Cement Industries Limited	RPTs between Penna Cement Industries Limited and ACC Limited
<b>A(1) Basic details of the related party</b>			
1	Name of the related party	Penna Cement Industries Limited (PCIL)	ACC Limited (ACC)
2	Country of incorporation of the related party	India	India
3	Nature of business of the related party	PCIL is engaged in the business of manufacturing and selling cement, cement related products and power.	ACC is engaged in the business of manufacturing and selling cement, cement related products and power.
<b>A(2) Relationship and ownership of the related party</b>			
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party — including nature of its concern (financial or otherwise) and the following:	Subsidiary Company (PCIL is a subsidiary of the Company.)	Fellow Subsidiaries (ACC Limited is a listed subsidiary of the Company and transactions between PCIL and ACC are considered to be between the fellow subsidiaries)
A	Shareholding of the listed entity / subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	99.96%	PCIL does not hold any shareholding in ACC e
B	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable	Not Applicable

<b>Sr. No.</b>	<b>Particulars</b>	<b>RPTs between the Company and Penna Cement Industries Limited</b>	<b>RPTs between Penna Cement Industries Limited and ACC Limited</b>
C	<p>Shareholding of the related party, whether direct or indirect, in the listed entity / subsidiary (in case of transaction involving the subsidiary).</p> <p><b>Explanation:</b> Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.</p>	Nil	Nil
<b>A(3)</b>	<b>Details of previous transactions with the related party</b>		
1	<p>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</p> <p><b>Explanation:</b> Details need to be disclosed separately for listed entity and its subsidiary.</p>	₹ 672.58 crore	₹ 991.33 crore
<b>FY 2024-25</b>			
<b>Nature of Transaction</b>			
	Purchase of raw material and fuel (including coal)	Nil	₹ 0.06 crore
	Purchase of finished goods / work-in-progress inventories	₹ 325.78 crore	₹ 953.76 crore

<b>Sr. No.</b>	<b>Particulars</b>	<b>RPTs between the Company and Penna Cement Industries Limited</b>	<b>RPTs between Penna Cement Industries Limited and ACC Limited</b>
	Sale of work-in-progress inventories	₹ 332.24 crore	₹ 21.64 crore
	Sale of raw material and fuel	Nil	₹ 12.74 crore
	Sale of stores and spares	Nil	₹ 0.93 crore
	Reimbursement of expenses received / receivable	₹ 0.08 crore	₹ 0.27 crore
	Rendering of services (including business support and other services)	₹ 6.99 crore	₹ 1.93 crore
	Receiving of services (including business support and other services)	₹ 7.49 crore	Nil
	<b>Total</b>	<b>₹ 672.58 crore</b>	<b>₹ 991.33 crore</b>
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter (April 25 - June 25) immediately preceding the quarter in which the approval is sought.	₹ 336.29 crore	₹ 593.52 crore
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial year.	No default made.	No default made.
<b>A(4)</b>	<b>Amount of the proposed transactions</b>		
1	Amount of the proposed transactions being placed for	₹ 1,500 crore	₹ 2,800 crore

<b>Sr. No.</b>	<b>Particulars</b>	<b>RPTs between the Company and Penna Cement Industries Limited</b>	<b>RPTs between Penna Cement Industries Limited and ACC Limited</b>
	approval in the meeting of the Audit Committee/ shareholders.		
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes.	Yes.
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	4.28%	7.99%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not applicable	192.25%
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately	102.99%	13.47%

Sr. No.	Particulars	RPTs between the Company and Penna Cement Industries Limited	RPTs between Penna Cement Industries Limited and ACC Limited
	preceding financial year, if available.		
6	<p>Financial performance of the related party for the immediately preceding financial year (FY 2024-25)</p> <p><b>Explanations:</b> The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis</p>		
	Standalone Turnover	₹ 1,456.44 crore	₹ 21,668.11 crore
	Standalone Profit / (Loss) After Tax	₹ (1,071.71) crore	₹ 2,424.56 crore
	Standalone Net Worth	₹ 2,899.09 crore	₹ 18,270.93 crore
<b>A(5)</b>	<b>Basic details of the proposed transaction</b>		
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	As per section A.5 (2) below	As per section A.5 (2) below
2	Details of each type of the proposed transaction	<ul style="list-style-type: none"> <li>• Purchase / Sale of cement across various plants.</li> <li>• Purchase / Sale of Raw Materials such as fly ash, slag, gypsum, fuel related to Cement /Clinker to support manufacturing operations.</li> <li>• Purchase / Sale of stores &amp; spares related to Cement /Clinker to support manufacturing operations.</li> </ul>	<ul style="list-style-type: none"> <li>• Purchase / Sale of cement across various plants.</li> <li>• Purchase / Sale of Raw Materials such as fly ash, slag, gypsum, fuel related to Cement /Clinker to support manufacturing operations.</li> <li>• Purchase / Sale of stores &amp; spares related to Cement /Clinker to support manufacturing operations.</li> </ul>

Sr. No.	Particulars	RPTs between the Company and Penna Cement Industries Limited	RPTs between Penna Cement Industries Limited and ACC Limited
		<ul style="list-style-type: none"> <li>• Purchase / Sale of power for uninterrupted power supply across manufacturing units.</li> <li>• Purchase / Sale of cut and torn materials for captive consumption.</li> <li>• Avail/ Render services related to various functions.</li> <li>• Reimbursement of expenses including deputation charges.</li> </ul>	<ul style="list-style-type: none"> <li>• Purchase / Sale of power for uninterrupted power supply across manufacturing units.</li> <li>• Purchase / Sale of cut and torn materials for captive consumption.</li> <li>• Avail/ Render services related to various functions.</li> <li>• Reimbursement of expenses including deputation charges.</li> </ul>
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Financial Year 2025-26.	Financial Year 2025-26.
4	Whether omnibus approval is being sought?	Yes	Yes
5	<p>Value of the proposed transaction during a financial year.</p> <p>If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</p>	₹ 1,500 crore	₹ 2,800 crore
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	<p><b>Purchase/Sale of Cement</b></p> <p>The Company and PCIL, both are engaged in the manufacture and sale of cement and related products. The Company, during FY 2024-25, acquired PCIL to expand its network and strengthen its market presence, increasing the total cement manufacturing capacity beyond 100 MTPA. The MSAs executed between the Company and PCIL ensures reliable</p>	<p><b>Purchase/Sale of Cement</b></p> <p>PCIL and ACC, both are engaged in the manufacture and sale of cement and related products. The Company, during FY 2024-25, acquired PCIL to expand its network and strengthen its market presence, increasing the total cement manufacturing capacity beyond 100 MTPA. The MSAs executed between PCIL and ACC ensures reliable and</p>

Sr. No.	Particulars	RPTs between the Company and Penna Cement Industries Limited	RPTs between Penna Cement Industries Limited and ACC Limited
		<p>and efficient supply of cement across key markets, strengthens the geographical reach, improves customer service efficiency and supports business continuity. MSAs also facilitates logistics optimization, better asset utilization, and reduced lead times for servicing customer demand ultimately enhancing customer satisfaction and market competitiveness.</p> <p><b><i>Purchase/Sale of Clinker</i></b></p> <p>Given the growth outlook for Indian cement industry, driven by continued investment in infrastructure and urban development, the need for reliable and efficient clinker supply is critical to meet the projected capacity utilization and market demand for cement. The MSAs between the Company and PCIL enable us to purchase / sale clinker on need basis with minimum turnaround time supporting uninterrupted production, minimizing logistics costs and reducing external procurement dependency.</p> <p><b><i>Purchase / Sale of Raw Materials related to Cement /Clinker</i></b></p> <p>The cement industry is energy and raw-material intensive, and any disruption in the supply of fuel and key raw materials</p>	<p>efficient supply of cement across key markets, strengthens the geographical reach, improves customer service efficiency and supports business continuity. MSAs also facilitates logistics optimization, better asset utilization, and reduced lead times for servicing customer demand ultimately enhancing customer satisfaction and market competitiveness.</p> <p><b><i>Purchase/Sale of Clinker</i></b></p> <p>Given the growth outlook for Indian cement industry, driven by continued investment in infrastructure and urban development, the need for reliable and efficient clinker supply is critical to meet the projected capacity utilization and market demand for cement. The MSAs between the PCIL and ACC enable them to purchase / sale clinker on need basis with minimum turnaround time supporting uninterrupted production, minimizing logistics costs and reducing external procurement dependency.</p> <p><b><i>Purchase / Sale of Raw Materials related to Cement /Clinker</i></b></p> <p>The cement industry is energy and raw-material intensive, and any disruption in</p>

Sr. No.	Particulars	RPTs between the Company and Penna Cement Industries Limited	RPTs between Penna Cement Industries Limited and ACC Limited
		<p>could affect production costs and continuity.</p> <p>The proposed arrangement ensures a steady and flexible supply of key raw materials across various manufacturing units, enabling better production planning and responsiveness to demand fluctuations. This results in improved operational efficiency, reduced procurement lead times, and optimized logistics and inventory costs, thereby strengthening cost competitiveness and uninterrupted plant operations.</p> <p><i>Purchase / Sale of spare parts related to Cement /Clinker:</i></p> <p>The cement industry heavily relies heavily on timely availability of critical stores and spares to ensure uninterrupted plant operations and maintenance. Any delay in procurement or unavailability of such items can lead to production downtime and increased maintenance costs.</p> <p>Under the MSAs, the sale and purchase of stores and spares between entities enables efficient sharing and allocation of inventory across plants based on operational needs. This ensures timely availability of essential components, reduces procurement lead times, avoids</p>	<p>the supply of fuel and key raw materials could affect production costs and continuity.</p> <p>The proposed arrangement ensures a steady and flexible supply of key raw materials across various manufacturing units, enabling better production planning and responsiveness to demand fluctuations. This results in improved operational efficiency, reduced procurement lead times, and optimized logistics and inventory costs, thereby strengthening cost competitiveness and uninterrupted plant operations.</p> <p><i>Purchase / Sale of spare parts related to Cement /Clinker:</i></p> <p>The cement industry heavily relies heavily on timely availability of critical stores and spares to ensure uninterrupted plant operations and maintenance. Any delay in procurement or unavailability of such items can lead to production downtime and increased maintenance costs.</p> <p>Under the MSAs, the sale and purchase of stores and spares between PCIL and ACC enables efficient sharing and allocation of inventory across plants based on operational needs. This ensures timely availability of essential</p>

Sr. No.	Particulars	RPTs between the Company and Penna Cement Industries Limited	RPTs between Penna Cement Industries Limited and ACC Limited
		<p>stockouts or overstocking, and helps optimize working capital.</p> <p><b><i>Purchase / Sale of Power</i></b></p> <p>The cement industry is power-intensive with the power requirement of cement plants varying in accordance with the heat treatment process used. Power and fuel cost account for 30-32% of the total cost of sales of cement players. The inter-se transactions are primarily intended to ensure reliable, cost-effective, and uninterrupted power supply across manufacturing units. Depending on generation capacity and consumption needs at different locations, power is transferred between group entities to facilitate better planning of energy resources and support compliance with regulatory and grid requirements.</p> <p><b><i>Purchase / Sale of cut and torn materials</i></b></p> <p>The use of cut and torn materials under the MSAs with PCIL aligns with our commitment to sustainable and cost-effective operations by enabling efficient resource utilization and waste minimization. This results into reducing raw material wastage and disposal costs while supporting environmental compliance through responsible waste</p>	<p>components, reduces procurement lead times, avoids stockouts or overstocking, and helps optimize working capital.</p> <p><b><i>Purchase / Sale of Power</i></b></p> <p>The cement industry is power-intensive with the power requirement of cement plants varying in accordance with the heat treatment process used. Power and fuel cost account for 30-32% of the total cost of sales of cement players. The inter-se transactions between PCIL and ACC are primarily intended to ensure reliable, cost-effective, and uninterrupted power supply across manufacturing units. Depending on generation capacity and consumption needs at different locations, power is transferred between group entities to facilitate better planning of energy resources and support compliance with regulatory and grid requirements.</p> <p><b><i>Purchase / Sale of cut and torn materials</i></b></p> <p>The use of cut and torn materials under the MSAs between PCIL and ACC aligns with our commitment to sustainable and cost-effective operations by enabling efficient resource utilization and waste minimization. This results</p>

Sr. No.	Particulars	RPTs between the Company and Penna Cement Industries Limited	RPTs between Penna Cement Industries Limited and ACC Limited
		<p>management practices. This approach not only optimizes operational efficiency but also reinforces sustainability goals and regulatory requirements, thereby delivering both economic and environmental benefits.</p> <p><b><i>Avail/ Render services</i></b></p> <p>It is proposed to avail and render services as per terms and conditions covered under MSAs between the Company and PCIL. Such services will be related to various functions including but not limited to Finance, Tax, Treasury, Common Procurement Services, Administration, Secretarial and any other services that may be agreed upon from time to time.</p> <p><b><i>Reimbursement of expenses including deputation charges</i></b></p> <p>The proposed transaction(s) pertains to the reimbursement and recovery of expenses incurred by PCIL on behalf of the Company, including deputation charges related to the transfer of employees between the two entities. Such inter-company reimbursements are a standard and well-established practice within group companies to ensure fair allocation of costs and resources and transparent and compliant accounting of</p>	<p>into reducing raw material wastage and disposal costs while supporting environmental compliance through responsible waste management practices. This approach not only optimizes operational efficiency but also reinforces sustainability goals and regulatory requirements, thereby delivering both economic and environmental benefits.</p> <p><b><i>Avail/ Render services</i></b></p> <p>It is proposed to avail and render services as per terms and conditions covered under MSAs between PCIL and ACC. Such services will be related to various functions including but not limited to Finance, Tax, Treasury, Common Procurement Services, Administration, Secretarial and any other services that may be agreed upon from time to time.</p> <p><b><i>Reimbursement of expenses including deputation charges</i></b></p> <p>The proposed transaction(s) pertains to the reimbursement and recovery of expenses incurred by PCIL on behalf of ACC, including deputation charges related to the transfer of employees between the two entities. Such inter-</p>

Sr. No.	Particulars	RPTs between the Company and Penna Cement Industries Limited	RPTs between Penna Cement Industries Limited and ACC Limited
		<p>inter-company expenses. The transaction includes the settlement of accrued employee benefits such as gratuity and leave encashment, which are customary components of employee transfer arrangements.</p> <p>All the above mentioned transaction(s) are / shall be at arm's length and in the ordinary course of business, as confirmed by an opinion obtained from an independent reputed external firm, a copy of which is available on the website of the Company at <a href="http://www.ambujacement.com">www.ambujacement.com</a></p>	<p>company reimbursements are a standard and well-established practice within group companies to ensure fair allocation of costs and resources and transparent and compliant accounting of inter-company expenses. The transaction includes the settlement of accrued employee benefits such as gratuity and leave encashment, which are customary components of employee transfer arrangements.</p> <p>All the above-mentioned transaction(s) are / shall be at arm's length and in the ordinary course of business, as confirmed by an opinion obtained from an independent reputed external firm, a copy of which is available on the website of the Company at <a href="http://www.ambujacement.com">www.ambujacement.com</a></p>
7	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p><b>Explanation:</b> Indirect interest shall mean interest held through any person over which an individual has control.</p>		

<b>Sr. No.</b>	<b>Particulars</b>	<b>RPTs between the Company and Penna Cement Industries Limited</b>	<b>RPTs between Penna Cement Industries Limited and ACC Limited</b>
a)	Name of the Promoter / Director / KMP	<p>Ambuja Cements Limited (Ambuja) is the holding Company of PCIL.</p> <p>Mr. Gautam Adani is Chairman of Ambuja and Mr. Karan Adani, a non-executive director, is son of Mr. Gautam Adani.</p> <p>Mr. Vinod Bahety is the Wholetime Director and Chief Executive Officer of the Company.</p> <p>Mr. Rakesh Tiwary is the Chief Financial Officer of the Company.</p>	<p>Ambuja Cements Limited (Ambuja) is the holding Company of both, ACC and PCIL.</p> <p>Mr. Gautam Adani is Chairman of Ambuja. Mr. Karan Adani, Chairman of ACC, is son of Mr. Gautam Adani.</p> <p>Mr. Vinod Bahety is the Wholetime Director and Chief Executive Officer of ACC.</p> <p>Mr. Rakesh Tiwary is the Chief Financial Officer of ACC.</p>
b)	Shareholding of the director / KMP, whether direct or indirect, in the related party	PCIL is subsidiary of Ambuja (99.96% shareholding).	ACC is subsidiary of Ambuja (50.05% shareholding).
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	The transactions at present do not contemplate any valuation. Valuation Report shall be obtained, if required.	The transactions at present do not contemplate any valuation. Valuation Report shall be obtained, if required.
9	Other information relevant for decision making.	The Company has obtained arm's length opinion from an independent reputed external firm. The said report confirms that proposed terms of MSAs meets the arm's length testing criteria. The transaction(s) under the MSAs also qualifies as transaction(s) in the ordinary course of business. The said report is available for inspection of the members of the Company as mentioned in the "Notes" section forming part of the Notice and is	An arm's length opinion has been obtained from an independent reputed external firm. The said report confirms that proposed terms of the MSAs meets the arm's length testing criteria. The transaction(s) under the MSAs also qualifies as transaction(s) in the ordinary course of business. The said report is available for inspection of the members of the Company as mentioned in the "Notes" section forming part of the Notice and is uploaded on the

Sr. No.	Particulars	RPTs between the Company and Penna Cement Industries Limited	RPTs between Penna Cement Industries Limited and ACC Limited
		uploaded on the website of the Company at <a href="http://www.ambujacement.com">www.ambujacement.com</a>	website of the Company at <a href="http://www.ambujacement.com">www.ambujacement.com</a>
<b>B(1)</b>	<b>Details for specific transactions</b>		
B1	Sale, purchase or supply of goods or services or any other similar business transactions and trade advances	As per section A.5 (2) above	As per section A.5 (2) above
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	This arrangement is made with an objective of achieving group synergies, timely delivery, consistent product quality, competitive / consistent pricing and customer / price confidentiality, to ensure standardized service arrangements and processes, maintain confidentiality, operational alignment, and commercial efficiency. The Company and PCIL rely on each other to meet customers' demand at various locations in a timely and cost-effective manner.	This arrangement is made with an objective of achieving group synergies, timely delivery, consistent product quality, competitive / consistent pricing and customer / price confidentiality, to ensure standardized service arrangements and processes, maintain confidentiality, operational alignment, and commercial efficiency. PCIL and ACC rely on each other to meet customers' demand at various locations in a timely and cost-effective manner.
2	Basis of determination of price.	<p><b><i>Purchase/Sale of Cement:</i></b></p> <p>The price is fixed at weighted average selling price based on the Company's market price of prior month minus 2% discount (discount % is mutually negotiated between the parties).</p> <p><b><i>Purchase/Sale of Clinker:</i></b></p> <p>The price is fixed at selling company ('Ambuja/PCIL') plant's variable cost of</p>	<p><b><i>Purchase/Sale of Cement:</i></b></p> <p>The price is fixed at weighted average selling price based on ACC's market price of prior month minus 2% discount (discount % is mutually negotiated between the parties).</p> <p><b><i>Purchase/Sale of Clinker:</i></b></p> <p>The price is fixed at selling company ('ACC/PCIL') plant's variable cost of</p>

Sr. No.	Particulars	RPTs between the Company and Penna Cement Industries Limited	RPTs between Penna Cement Industries Limited and ACC Limited
		<p>production of immediately preceding quarter plus 35% markup.</p> <p><b><i>Purchase / Sale of Raw Materials related to Cement /Clinker:</i></b></p> <p>The price is fixed at selling company's (Ambuja/PCIL) landed cost plus carrying cost of 10% per annum for holding period.</p> <p><b><i>Purchase / Sale of spare parts related to Cement /Clinker:</i></b></p> <p>The price is fixed at selling company's (Ambuja/PCIL) landed cost plus carrying cost of 10% per annum for holding period.</p> <p><b><i>Purchase / Sale of Power:</i></b></p> <p>Supply of power will be made at prevailing market rates / Indian Energy Exchange rates in respective consumption areas / locations after deducting actual charges incurred by respective units which is consuming the said power.</p> <p><b><i>Purchase / Sale of cut and torn materials:</i></b></p> <p>Supply of cut and torn material will be made at average market rates based on sales made to third parties.</p>	<p>production of immediately preceding quarter plus 35% markup.</p> <p><b><i>Purchase / Sale of Raw Materials related to Cement /Clinker:</i></b></p> <p>The price is fixed at selling company's (ACC/PCIL) landed cost plus carrying cost of 10% per annum for holding period.</p> <p><b><i>Purchase / Sale of spare parts related to Cement /Clinker:</i></b></p> <p>The price is fixed at selling company's (ACC/PCIL) landed cost plus carrying cost of 10% per annum for holding period.</p> <p><b><i>Purchase / Sale of Power:</i></b></p> <p>Supply of power will be made at prevailing market rates / Indian Energy Exchange rates in respective consumption areas / locations after deducting actual charges incurred by respective units which is consuming the said power.</p> <p><b><i>Purchase / Sale of cut and torn materials:</i></b></p>

Sr. No.	Particulars	RPTs between the Company and Penna Cement Industries Limited	RPTs between Penna Cement Industries Limited and ACC Limited
		<p><b><i>Avail/ Render services:</i></b></p> <p>Cost of providing common support services shall be allocated on a cost-to-cost basis allocated on the basis of net sales as per last audited standalone financial statement.</p> <p><b><i>Reimbursement of expenses including deputation charges:</i></b></p> <p>The reimbursement including deputation charges will be made on cost-to-cost basis.</p>	<p>Supply of cut and torn material will be made at average market rates based on sales made to third parties.</p> <p><b><i>Avail/ Render services:</i></b></p> <p>Cost of providing common support services shall be allocated on a cost-to-cost basis allocated on the basis of net sales as per last audited standalone financial statement.</p> <p><b><i>Reimbursement of expenses including deputation charges:</i></b></p> <p>The reimbursement including deputation charges will be made on cost-to-cost basis.</p>
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:		
a)	Amount of Trade advance	Not Applicable	Not Applicable
b)	Tenure	Not Applicable	Not Applicable
c)	Whether same is self-liquidating?	Not Applicable	Not Applicable

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