

**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 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December 2021, 3/2022 dated 5th May 2022, 11/2022 dated 28th December 2022, 9/2023 dated 25th September 2023, 9/2024 dated 19th September 2024 and 03/2025 dated 22nd 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 resolutions 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 resolutions 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 resolutions 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 Wednesday, April 01, 2026 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 two (2) 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 resolutions, 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. **Wednesday, April 1, 2026.**

#### **Special Business:**

##### **Item No. 1**

#### **Approval of Material Related Party Transactions with ACC Limited for Financial Year 2026-27**

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 SEBI Circular 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 Circular on RPTs Industry Standards**") as amended from time to time, read with the Company's Policy on Related Party Transactions and based on the approval of the 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 related party transaction(s) and / or carrying out and / or continuing with existing contracts / arrangements / transactions or modification(s) of contracts / arrangements / transactions or as fresh and independent transaction(s) or otherwise {whether individually or series of transaction(s) taken together or otherwise}, with **ACC Limited ("ACC")**, Subsidiary Company, a related party of the Company, during the financial year 2026-27, 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 an arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board (including its committee thereof) 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 / 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 with Orient Cement Limited for financial year 2026-27**

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 SEBI Circular 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 Circular on RPTs Industry Standards**") as amended from time to time, read with the Company's Policy on Related Party Transactions and based on the approval of the 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 related party transaction(s) and / or carrying out and / or continuing with existing contracts / arrangements / transactions or modification(s) of contracts / arrangements / transactions or as fresh and independent transaction(s) or otherwise {whether individually or series of transaction(s) taken together or otherwise}, with **Orient Cement Limited ("Orient" or "OCL")**, Subsidiary Company, a related party of the Company, during the financial year 2026-27, 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 an arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board (including its committee thereof) 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 / master service agreement) and to settle all questions, difficulties or doubts that may arise in this regard”.

**Registered Office:**

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

**By Order of the Board of Directors  
For Ambuja Cements Limited**

**Manish Mistry  
Company Secretary**

Place: Ahmedabad

Date: January 30, 2026

**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, February 27, 2026 (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 MUFG Intime India Private Limited, the Registrar and Share Transfer Agent of the Company, (Formerly known as Link Intime India Private Limited) (“**RTA**”) 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, February 27, 2026, 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 **Tuesday, March 3, 2026 (9:00 a.m. IST)** and ends on **Wednesday, April 1, 2026 (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 **Wednesday, April 1, 2026**. 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 ACC Limited and between the Company and Orient Cement 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 **Tuesday, March 3, 2026 (9:00 a.m. IST)** and ends on **Wednesday, April 1, 2026 (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, February 27, 2026 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. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. 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> | <ol style="list-style-type: none"> <li>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 users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li> <li>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</li> </ol> |

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|  | <p>option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>   |
| <p>Individual Shareholders Holding securities in demat mode with NSDL Depository</p> | <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.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, 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> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL:</p> <p><a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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> <p>4) For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.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</p> |

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|  | your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.   |
| Individual Shareholders (holding securities in demat mode) login <b>through their Depository Participants (DP)</b> | 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 redirected to e-voting service provider website for casting your vote during the remote e-voting period. |

**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   | <p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>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.</p> |
| Dividend Bank Details <b>OR</b> Date of Birth (DOB)   | <p>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.</p> <p>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.</p>                 |

- (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, Central Depository Services (India) Limited (CDSL), 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<br>Registered Office: Adani Corporate House, Shantigram,<br>Nr. Vaishno Devi Circle, S.G. Highway, Khodiyar,<br>Ahmedabad - 382421, Gujarat, India<br>Phone: +91 79 2656 5555<br>Email: <a href="mailto:investors.relation@adani.com">investors.relation@adani.com</a>   |
| Registrar and Transfer Agent         | MUFG Intime India Private Limited<br>(Formerly Link Intime India Private Limited)<br>Regd. office: C-101, 247 Park, L B S Marg, Vikhroli (West),<br>Mumbai – 400 083.<br>Tel: 8108116767<br>Fax: +91-22-49186060<br>E mail ID: <a href="mailto:rnt.hespdesk@in.mpms.mufg.com">rnt.hespdesk@in.mpms.mufg.com</a><br>or <a href="https://swayam.linkintime.co.in/">https://swayam.linkintime.co.in/</a> |
| e-voting Agency                      | Central Depository Services (India) Limited<br>Email: <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a><br>Toll Free: 1800 21 09911<br>Phone: 022-23058738, 022-23058543   |
| Scrutinizer                          | CS Chirag Shah<br>Practicing Company Secretary<br>E mail: <a href="mailto:pcschirag@gmail.com">pcschirag@gmail.com</a>  |
| QR Code of accessing the information |    |

**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 Circular on RPTs Industry Standards**"), the following statement sets out the material facts relating to agenda items, as set out in this Notice.

**Item No. 1**

The provisions of the 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.

As per the amended SEBI Listing Regulations effective from December 18, 2025, a transaction by the Company 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) ₹ 2,752 crore.

The Members of the Company, through postal ballot notice dated January 29, 2025 (approved on March 30, 2025), granted their approval for entering into material RPTs with ACC Limited ("**ACC**"), subsidiary company and a related party of the Company for Rs.10,000 crore in FY 2025-26 in the ordinary course of business of the Company and on arm's length basis under Master Supply Agreement and Master Service Agreement (collectively "**MSAs**"/"**Contracts**"/"**Arrangements**").

The Audit Committee of the Company (comprising of 100% Independent Directors) and the Board of Directors of the Company at their meetings held on January 30, 2026 on the basis of relevant details provided by the management in line with the SEBI Circular on RPTs Industry Standards, have reviewed and accorded their consent 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 ACC, in the ordinary course of business and at arms' length basis for the aforesaid periods, subject to the approval of the Members of the Company.

In addition to transactions under the MSAs, it is also proposed to enter into transaction with respect to financial assistance in the form of inter-corporate deposits with ACC. It may be noted that the Board of Directors, at its meeting held on December 22, 2025, approved the Scheme of Amalgamation between ACC Limited ("**Amalgamating Company**") and Ambuja

Cements Limited (“Amalgamated Company”) with an appointed date of January 1, 2026. Subject to receipt of required approvals, the effective date of the Scheme is expected to occur in FY27. As per the Scheme, during this transition period, all business activities, assets, profits, liabilities, and tax obligations of the Amalgamating Company are to be treated as those of the Amalgamated Company, whether held, incurred, or exercised, and all related actions are deemed to be performed on behalf of the Amalgamated Company. Considering the impending amalgamation of ACC with the Company, the proposed transactions relating to financial assistance is temporary arrangement to optimise the use surplus funds without undertaking any external borrowing risk.

The Company and ACC have benefited from such transactions in the past and in order to maximize synergies between the Company and ACC, the Audit Committee and the Board of Directors of the Company recommend passing of the Ordinary Resolution 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 resolution.

Mr. Karan Adani, Non-Executive Director, Mr. Vinod Bahety, Wholetime Director & Chief Executive Officer and Mr. Rohit Soni, Chief Financial Officer, being common Director(s) and/or Key Managerial Personnel of the Company/ACC, 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 read with SEBI Master Circular bearing reference no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 issued on July 11, 2023 (as updated on January 30, 2026) and SEBI Circular on RPTs Industry Standards are as follows:

| <b>Sr. No.</b> | <b>Particulars</b>  | <b>Details</b>   |
|----------------|---|--|
| <b>A1</b>      | <b>Basic details of the related party</b>   |  |
| 1              | Name of the related party   | ACC Limited (ACC), the Subsidiary Company.   |
| 2              | Country of incorporation of the related party   | India  |
| 3              | Nature of business of the related party   | ACC is engaged in the business of manufacturing and selling cement, cement related products and power. |
| <b>A2</b>      | <b>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 | Subsidiary Company   |

| Sr. No.   | Particulars   | Details          |
|-----------|---|------------------|
|           | nature of its concern (financial or otherwise) and the following:   |                  |
| A         | Shareholding of the listed entity / subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.   | 50.05%           |
| 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   |
| C         | Shareholding of the related party, whether direct or indirect, in the listed entity / subsidiary (in case of transaction involving the subsidiary).<br><br><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. | Nil              |
| <b>A3</b> | <b>Details of previous transactions with the related party</b>  |                  |
| 1         | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.<br><br><b>Explanation:</b> Details need to be disclosed separately for listed entity and its subsidiary.  | ₹ 6,895.06 crore |
|           | <b>FY 2024-25</b>   |                  |
|           | <b>Nature of Transaction</b>  |                  |
|           | Purchase of goods and Fuel  | ₹ 3,279.40 crore |
|           | Purchase of Property, plant and equipment   | ₹ 0.14 crore     |
|           | Sale of goods   | ₹ 3122.57 crore  |
|           | Sale of Property, plant and equipment   | ₹ 0.13 crore     |
|           | Rendering of services   | ₹ 258.19 crore   |
|           | Receiving of services   | ₹ 112.38 crore   |
|           | Dividend received   | ₹ 70.49 crore    |

| Sr. No.   | Particulars   | Details  |
|-----------|---|--|
|           | Reimbursement of expenses received/receivable   | ₹ 42.37 crore  |
|           | Reimbursement of expenses paid/payable  | ₹ 9.39 crore   |
|           | <b>Total</b>  | <b>₹ 6,895.06 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 - December 25) immediately preceding the quarter in which the approval is sought. | ₹ 6,283.84 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 defaults made   |
| <b>A4</b> | <b>Amount of the proposed transactions</b>  |  |
| 1         | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.  | <p>The Company is seeking consolidated approval of ₹ 27,500 crore which includes the transactions as under:</p> <p>(i) Approval of ₹ 22,000 crore for the following transactions covered under Master Supply Agreement and Master Service Agreement (collectively referred to as MSAs) during FY 2026-27:</p> <ul style="list-style-type: none"> <li>• Purchase / Sale of Cement; Clinker; raw material related to cement &amp; clinker; Ready-Mix Concrete (RMC); Power; Admixture &amp; Building material solutions; Aggregates; stores &amp; spares;</li> <li>• Rendering / Receiving Services;</li> <li>• Availing / providing lease;</li> <li>• Reimbursement of expenses and deputation charges;</li> <li>• Other residual RPTs.</li> </ul> <p>Since the merger of Sanghi Industries Limited and Penna Cement Industries Limited with Ambuja will take effect in</p> |

| Sr. No. | Particulars  | Details   |
|---------|--|---|
|         |  | <p>near future, all transactions between these entities and ACC that occur during FY26 will be consolidated into Ambuja and hence, the limit is set at Rs.22,000 crore.</p> <p><i>Transactions outside MSAs:</i></p> <p>(ii) Financial assistance in the form of inter-corporate deposits (ICDs) for an amount not exceeding ₹ 5,500 crore (including interest)</p> |
| 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   |
| 3       | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.   | <p>Transactions proposed are 81.61% which are bifurcated as under:</p> <p>(i) 65.29% of transactions under MSAs.</p> <p>(ii) 16.32% of transactions relating to inter-corporate deposits.</p>   |
| 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  |
| 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 preceding financial year, if available. | <p>Transactions proposed are 132.28% which are bifurcated as under:</p> <p>(i) 105.82% of transactions under MSAs.</p> <p>(ii) 26.46% of transactions relating to inter-corporate deposits.</p>   |
| 6       | Financial performance of the related party for the immediately preceding financial year (FY 2024-25):  |   |

| Sr. No.   | Particulars   | Details   |
|-----------|---|---|
|           | <b>Explanations:</b><br>The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.  |   |
|           | Standalone Turnover   | ₹ 20,709.78 crore   |
|           | Standalone Profit / (Loss) After Tax  | ₹ 2,424.56 crore  |
|           | Standalone Net Worth  | ₹ 18,270.93 crore   |
| <b>A5</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 A4(1) above  |
| 2         | Details of each type of the proposed transaction  | As per A4(1) above  |
| 3         | Tenure of the proposed transaction (tenure in number of years or months to be specified)  | Financial Year 2026-27  |
| 4         | Whether omnibus approval is being sought?   | Yes   |
| 5         | Value of the proposed transaction during a financial year.<br><br>If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. | As per A4(1) above  |
| 6         | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.  | <b><i>Purchase / Sale of Cement</i></b><br><br>Ambuja and ACC, both are engaged in the manufacture and sale of cement and related products. The proposed arrangements are intended to support the expansion of their distribution network and strengthen market presence, thereby contributing to the planned increase in total cement manufacturing capacity to 155 MTPA by FY 2027-28. Further, MSAs between Ambuja and ACC ensure reliable and efficient supply of cement and other materials across key markets. These arrangements will enhance geographical reach, improve customer |

| Sr. No. | Particulars | Details  |
|---------|-------------|--|
|         |             | <p>service efficiency and support business continuity. It 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 ACC enables to purchase / sale of 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 could affect production costs and continuity.</p> <p>The proposed arrangement will ensure a steady and flexible supply of key raw materials across various manufacturing units, enabling better production planning and responsiveness to demand fluctuations. This results into improved operational efficiency, reduced procurement lead times, and optimized logistics and inventory costs, thereby strengthening cost competitiveness and uninterrupted plant operations.</p> <p><b><i>Purchase / Sale of Ready-Mix Concrete (RMC):</i></b></p> |

| Sr. No. | Particulars | Details  |
|---------|-------------|--|
|         |             | <p>The RMC industry is vital to infrastructure and construction growth, with rising expectations for consistent quality, timely delivery, and sustainable practices. To address these demands and strengthen market leadership, enhanced market reach is essential. The proposed arrangement will ensure a reliable and efficient supply of RMC across key markets, strengthen geographical presence, improve customer service efficiency, and supports business continuity. It also enables logistics optimization, better asset utilization, and reduced lead times, thereby enhancing customer satisfaction.</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 accounting for 30-32% of the total cost of sales of cement players. This proposed transaction is 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 Admixture &amp; Building material solutions:</i></b></p> <p>The admixture and building material solutions business is an essential part of modern construction, with growing demand for enhanced performance, consistent quality, and sustainable practices. The proposed arrangement</p> |

| Sr. No. | Particulars | Details  |
|---------|-------------|--|
|         |             | <p>will ensure a reliable and efficient supply across key markets, strengthen geographical reach, improve customer service efficiency, and support business continuity. It will also enable logistics optimization, better asset utilization, and reduced lead times, thereby enhancing customer satisfaction and overall market competitiveness.</p> <p><b><i>Purchase / Sale of Aggregates:</i></b></p> <p>The aggregates and building materials segment are key input for infrastructure and construction activities, with growing demand driven by infrastructure development and urbanization. The proposed arrangement will ensure a reliable and efficient supply across key markets, strengthen geographical reach, improve customer service efficiency, and support business continuity. It will also enable logistics optimization, better asset utilization, and reduced lead times, thereby enhancing customer satisfaction and market competitiveness.</p> <p><b><i>Purchase / Sale of stores &amp; spares:</i></b></p> <p>The cement industry 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/assets across plants based on operational needs. This ensures timely availability of essential components, reduces procurement lead</p> |

| Sr. No. | Particulars | Details  |
|---------|-------------|--|
|         |             | <p>times, avoids stockouts or overstocking, and helps optimize working capital.</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 ACC and Ambuja. 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 pertains to the reimbursement and recovery of expenses incurred by ACC 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 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><b><i>Availing / Providing lease:</i></b></p> <p>It is proposed to enter into a lease transaction to enable efficient utilization of group assets, ensure operational continuity, and achieve cost and administrative efficiencies. The arrangement will provide access to strategically located assets without</p> |

| Sr. No. | Particulars   | Details  |
|---------|---|--|
|         |   | <p>significant upfront capital expenditure while generating stable returns, thereby supporting the Group's overall financial and operational objectives.</p> <p><b>Other Residual RPTs</b></p> <p>The transactions will be purely on the basis of day to day business requirements.</p> <p><b>Transactions outside MSAs:</b></p> <p><i>Financial assistance in the form of inter-corporate deposits</i></p> <p>The proposed arrangement will facilitate optimal deployment of surplus funds within the cement vertical, ensure liquidity management, and support the working capital requirements without resorting to external borrowings. Further, it will help in efficient utilization of resources, enhances financial stability, and contributes to the overall operational and strategic objectives of the cement vertical.</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:</p> <p><a href="https://www.ambujacement.com/investors/shareholders-information">https://www.ambujacement.com/investors/shareholders-information</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> |  |
| a       | Name of the Promoter / Director / KMP   | Ambuja Cements Limited (Ambuja) is one of the Promoter of ACC Limited.   |

| Sr. No.   | Particulars   | Details  |
|-----------|---|--|
|           |   | <p>Mr. Gautam Adani is Chairman of the Company and Mr. Karan Adani, Chairman of the ACC Limited, is son of Mr. Gautam Adani.</p> <p>Mr. Vinod Bahety is the Wholetime Director and Chief Executive Officer of the Company and of ACC Limited.</p> <p>Mr. Rohit Soni is the Chief Financial Officer of the Company and of ACC Limited.</p>  |
| b         | Shareholding of the director / KMP, whether direct or indirect, in the related party                              | Ambuja is holding Company of ACC and holds 50.05% of its shareholding. The Promoter / Promoter Group Shareholding (including Ambuja) in ACC is 56.69%.   |
| 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.   |
| 9         | Other information relevant for decision making.   | <p>The Company has obtained arm's length opinion from an independent reputed external firm. The said report confirms that proposed terms of the contract 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 website of the Company at:</p> <p><a href="https://www.ambujacement.com/investors/shareholders-information">https://www.ambujacement.com/investors/shareholders-information</a></p> |
| <b>B1</b> | <b>Sale, purchase or supply of goods or services or any other similar business transaction and trade advances</b> |  |
| 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,   |

| Sr. No. | Particulars                      | Details  |
|---------|----------------------------------|--|
|         |                                  | and commercial efficiency. Ambuja 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 proposed price is fixed at ex-plant price of previous month of Ambuja / ACC based on net selling price charged to third parties less 2% discount (discount % is mutually negotiated between the parties).</p> <p><b><i>Purchase / Sale of Clinker:</i></b></p> <p>The pricing is fixed at Selling Company (Ambuja/ACC) plant's variable cost of production of immediately preceding quarter plus 35% markup.</p> <p><b><i>Purchase / Sale of Raw Materials:</i></b></p> <p>The price is fixed at selling company's (Ambuja/ACC) landed cost plus carrying cost of 10% per annum for holding period.</p> <p><b><i>Purchase / Sale of Ready-Mix Concrete (RMC):</i></b></p> <p>The pricing will be based on prevailing regions market price.</p> <p><b><i>Purchase / Sale of Power:</i></b></p> <p>The grid power / other power charges will be charged at an average prevailing market prices for the month in the respective consumption areas / location after deduction of actual charges incurred by respective unit which is consuming the said power.</p> <p><b><i>Purchase / Sale of Admixture &amp; Building material solutions:</i></b></p> |

| Sr. No. | Particulars | Details  |
|---------|-------------|--|
|         |             | <p>The pricing is fixed at raw material cost plus production expense of Selling Company's (Ambuja/ACC) plant plus 5% mark-up.</p> <p><b><i>Purchase / Sale of Aggregates:</i></b></p> <p>The pricing will be based on prevailing region market price.</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/ACC) landed cost plus carrying cost of 10% per annum for holding period.</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> <p><b><i>Availing / providing lease:</i></b></p> <p>A benchmark analysis by an independent and recognized valuation expert will be conducted for determination of price from time to time.</p> <p><i>[Note: In order to ensure arm's length margin, true-up/true-down entries, as applicable, shall be passed before the end of next month for applicable transactions]</i></p> |

| Sr. No.   | Particulars   | Details   |
|-----------|---|---|
| 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   | As per MSAs   |
| b         | Tenure  | As per MSAs   |
| c         | Whether same is self-liquidating?   | As per MSAs   |
| <b>B5</b> | <b>Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary.</b>   |   |
| 1         | Material covenants of the proposed transaction  | Financial assistance to be availed will be in the form of inter-corporate deposits                  |
| 2         | Interest rate ( <i>in terms of numerical value or base rate and applicable spread</i> )   | At prevailing market rate from date of disbursement   |
| 3         | Cost of borrowing<br><br>Note: This shall include all costs associated with the borrowing   | As per Sr. No. B5(2) above  |
| 4         | Maturity / due date   | Not exceeding one year  |
| 5         | Repayment schedule & terms  | As per the agreement between the parties (not exceeding one year)                                   |
| 6.        | Whether secured or unsecured  | Unsecured   |
| 7.        | If secured, the nature of security & security coverage ratio  | Not applicable  |
| 8.        | The purpose for which the funds will be utilized by the listed entity / subsidiary  | For business purpose including expansion, working capital requirements and other business purposes. |
| <b>C4</b> | <b>Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary</b>  |   |
| 1         | Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements.<br><br>Note:<br>This shall not be applicable to listed banks / NBFC / insurance companies / housing finance companies.            |   |
|           | a. Before transaction   | Not applicable  |
|           | b. After transaction  | 0.12  |
| 2         | Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements.<br><br>Note:<br>This shall not be applicable to listed banks / NBFC / insurance companies / housing finance companies.     |   |

| Sr. No. | Particulars           | Details |
|---------|-----------------------|---------|
|         | a. Before transaction | 11.9    |
|         | b. After transaction  | 5.39    |

All relevant information pertaining to the proposed Related Party Transactions (RPTs) were placed before the Audit Committee in the format prescribed under SEBI Circular on RPTs Industry Standards. Furthermore, the Company has obtained certificates from the Chief Executive Officer (CEO) and Chief Financial Officer (CFO), as required under the said SEBI circular, confirming that the proposed transactions are in the best interest of the Company, which was also placed before the Audit Committee meeting held on January 30, 2026.

## Item No. 2

The provisions of the 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.

As per the amended SEBI Listing Regulations effective from December 18, 2025, 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) ₹ 2,752 crore.

The Members of the Company at their annual general meeting held on June 26, 2025 granted their approval for entering into material RPTs with Orient Cement Limited ("**OCL**" or "**Orient**"), then associate and a related party of the Company for Rs.1,424 crore in FY 2025-26 in the ordinary course of business of the Company and on arm's length basis under Master Supply Agreement and Master Service Agreement (collectively "MSAs"/"Contracts"/"Arrangements").

The Audit Committee of the Company (comprising of 100% Independent Directors) and the Board of Directors of the Company at their meetings held on January 30, 2026 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" ("**SEBI Circular on RPTs Industry Standards**"), have reviewed and accorded their consent 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 **Orient**, in the ordinary course of business and at arms' length basis for the aforesaid periods, subject to the approval of the Members of the Company.

In addition to transactions under the MSAs, it is also proposed to enter into transaction with respect to financial assistance in the form of inter-corporate deposits with Orient. It may be noted that the Board of Directors, at its meeting held on December 22, 2025, approved the Scheme of Amalgamation between Orient Cement Limited ("Transferor Company") and

Ambuja Cements Limited ("Transferee Company") with an appointed date of May 1, 2025. Subject to receipt of required approvals, the effective date of the Scheme is expected to occur in FY27. As per the Scheme, during this transition period, all business activities, assets, profits, liabilities, and tax obligations of the Transferor Company are to be treated as those of the Transferee Company, whether held, incurred, or exercised, and all related actions are deemed to be performed on behalf of the Transferee Company. Considering the impending amalgamation of Orient with the Company, the proposed transactions relating to financial assistance is temporary arrangement to optimise the use surplus funds without undertaking any external borrowing risk.

The Company and Orient have benefited from such transactions in the past and in order to maximize synergies between the Company and Orient, the Audit Committee and the Board of Directors of the Company recommend passing of the Ordinary Resolution 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 resolution.

Mr. Vinod Bahety, Whole-time Director & Chief Executive Officer and Mr. Rohit Soni, Chief Financial Officer of the Company, being Director(s) of Orient; and their relatives, may be deemed to be concerned or interested in this resolution.

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 Resolution set out in the 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 Master Circular bearing reference no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 issued on July 11, 2023 (as updated on January 30, 2026) and SEBI Circular on RPTs Industry Standards are as follows:

| Sr. No.   | Particulars   | Details  |
|-----------|---|--|
| <b>A1</b> | <b>Basic details of the related party</b>   |  |
| 1         | Name of the related party   | Orient Cement Limited ("Orient" or "OCL")  |
| 2         | Country of incorporation of the related party   | India  |
| 3         | Nature of business of the related party   | Orient is engaged in the business of manufacturing and selling of cement, cement related products. |
| <b>A2</b> | <b>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   |

| Sr. No.   | Particulars   | Details          |
|-----------|---|------------------|
| A         | Shareholding of the listed entity / subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.   | 72.66%           |
| 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   |
| C         | Shareholding of the related party, whether direct or indirect, in the listed entity / subsidiary (in case of transaction involving the subsidiary).<br><br><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. | Nil              |
| <b>A3</b> | <b>Details of previous transactions with the related party</b>  |                  |
| 1         | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.<br><br><b>Explanation:</b> Details need to be disclosed separately for listed entity and its subsidiary.  | Nil              |
| 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 - December 25) immediately preceding the quarter in which the approval is sought.   | ₹ 696.27 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 defaults made |

| Sr. No.   | Particulars   | Details  |
|-----------|---|--|
| <b>A4</b> | <b>Amount of the proposed transactions</b>  |  |
| 1         | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.  | <p>The Company is seeking consolidated approval of ₹ 4100 crore which includes transactions as under:</p> <p>(i) Approval of ₹ 3,000 crore for the following transactions covered under Master Supply Agreement and Master Service Agreement (collectively referred to as "MSAs") during FY 2026-27:</p> <ul style="list-style-type: none"> <li>• Purchase / Sale of Cement; Clinker; raw material related to cement &amp; clinker; Ready Mix Concrete (RMC); Power; Admixture &amp; Building material solutions; Aggregates; stores &amp; spares;</li> <li>• Rendering / Receiving Services;</li> <li>• Availing / providing lease;</li> <li>• Reimbursement of expenses and deputation charges;</li> <li>• other residual RPTs.</li> </ul> <p>Since the merger of Sanghi Industries Limited and Penna Cement Industries Limited with Ambuja will take effect in near future, all transactions between these entities and Orient that occur during FY26 will be consolidated into Ambuja and hence, the limit is set at Rs.3,000 crore.</p> <p><i>Transactions outside MSAs:</i></p> <p>(ii) Financial assistance in the form of inter-corporate deposits (ICDs) for an amount not exceeding ₹ 1,100 crore (including interest)</p> |
| 2         | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the | Yes  |

| Sr. No.   | Particulars  | Details  |
|-----------|--|--|
|           | proposed transaction a material RPT?   |  |
| 3         | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.   | Transactions proposed are 12.16% which are bifurcated as under:<br><br>(i) 8.90% of transactions under MSAs;<br>(ii) 3.26% of transactions relating to inter-corporate deposits.     |
| 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   |
| 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 preceding financial year, if available. | Transactions proposed are 151.36% which are bifurcated as under:<br><br>(i) 110.75% of transactions under MSAs;<br>(ii) 40.61% of transactions relating to inter-corporate deposits. |
| 6         | Financial performance of the related party for the immediately preceding financial year (FY 2024-25):<br><br><b>Explanations:</b><br><br>The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis               |  |
|           | Standalone Turnover  | ₹ 2,708.83 crore   |
|           | Standalone Profit / (Loss) After Tax   | ₹ 91.25 crore  |
|           | Standalone Net Worth   | ₹ 1807.91 crore  |
| <b>A5</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 A4(1) above   |
| 2         | Details of each type of the proposed transaction   | As per A4(1) above   |

| Sr. No. | Particulars   | Details  |
|---------|---|--|
| 3       | Tenure of the proposed transaction (tenure in number of years or months to be specified)  | Financial Year 2026-27   |
| 4       | Whether omnibus approval is being sought?   | Yes  |
| 5       | Value of the proposed transaction during a financial year.<br><br>If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. | As per A4(1) above   |
| 6       | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.  | <p><b><i>Purchase/Sale of Cement</i></b></p> <p>Ambuja and Orient, both are engaged in the manufacture and sale of cement and related products. The proposed arrangements are intended to support the expansion of their distribution network and strengthen market presence, thereby contributing to the planned increase in total cement manufacturing capacity to 155 MTPA by FY 2027–28. Further, MSAs between Ambuja and Orient ensures reliable and efficient supply of cement across key markets, strengthens the geographical reach, improves customer service efficiency and supports business continuity. It 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 Orient enables to purchase / sale of clinker on</p> |

| Sr. No. | Particulars | Details  |
|---------|-------------|--|
|         |             | <p>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 could affect production costs and continuity.</p> <p>The proposed arrangement will ensure a steady and flexible supply of key raw materials across various manufacturing units, enabling better production planning and responsiveness to demand fluctuations. This results into improved operational efficiency, reduced procurement lead times, and optimized logistics and inventory costs, thereby strengthening cost competitiveness and uninterrupted plant operations.</p> <p><b><i>Purchase / Sale of Ready-Mix Concrete (RMC):</i></b></p> <p>The RMC industry is vital to infrastructure and construction growth, with rising expectations for consistent quality, timely delivery, and sustainable practices. To address these demands and strengthen market leadership, enhanced market reach is essential. The proposed arrangement will ensure a reliable and efficient supply of RMC across key markets, strengthen geographical presence, improve customer service efficiency, and supports business continuity. It also enables logistics optimization, better asset utilization, and reduced lead times, thereby enhancing customer satisfaction.</p> |

| Sr. No. | Particulars | Details   |
|---------|-------------|---|
|         |             | <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 accounting for 30-32% of the total cost of sales of cement players. This proposed transaction is 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 Admixture &amp; Building material solutions:</i></b></p> <p>The admixture and building material solutions business is an essential part of modern construction, with growing demand for enhanced performance, consistent quality, and sustainable practices. The proposed arrangement will ensure a reliable and efficient supply across key markets, strengthen geographical reach, improve customer service efficiency, and support business continuity. It will also enable logistics optimization, better asset utilization, and reduced lead times, thereby enhancing customer satisfaction and overall market competitiveness.</p> <p><b><i>Purchase / Sale of Aggregates:</i></b></p> <p>The aggregates and building materials segment are key input for infrastructure and construction activities, with growing demand driven by infrastructure development and</p> |

| Sr. No. | Particulars | Details   |
|---------|-------------|---|
|         |             | <p>urbanization. The proposed arrangement will ensure a reliable and efficient supply across key markets, strengthen geographical reach, improve customer service efficiency, and support business continuity. It will also enable logistics optimization, better asset utilization, and reduced lead times, thereby enhancing customer satisfaction and market competitiveness.</p> <p><b><i>Purchase / Sale of stores &amp; spares:</i></b></p> <p>The cement industry 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/assets across plants based on operational needs. This ensures timely availability of essential components, reduces procurement lead times, avoids stockouts or overstocking, and helps optimize working capital.</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 Ambuja and Orient. 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> |

| Sr. No. | Particulars | Details   |
|---------|-------------|---|
|         |             | <p>The proposed transaction pertains to the reimbursement and recovery of expenses incurred by Orient 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 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><b><i>Availing / Providing lease:</i></b></p> <p>It is proposed to enter into a lease transaction to enable efficient utilization of group assets, ensure operational continuity, and achieve cost and administrative efficiencies. The arrangement will provide access to strategically located assets without significant upfront capital expenditure while generating stable returns, thereby supporting the Group's overall financial and operational objectives.</p> <p><b>Other Residual RPTs</b></p> <p>The transactions will be purely on the basis of day to day business requirements.</p> <p><b>Transactions outside MSAs:</b></p> <p><b><i>Financial assistance in the form of inter-corporate deposits:</i></b></p> <p>The proposed arrangement will facilitate optimal deployment of surplus funds within the cement vertical, ensure liquidity management,</p> |

| Sr. No. | Particulars   | Details  |
|---------|---|--|
|         |   | <p>and support the working capital requirements without resorting to external borrowings. Further, it will help in efficient utilization of resources, enhances financial stability, and contributes to the overall operational and strategic objectives of the cement vertical.</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:</p> <p><a href="https://www.ambujacement.com/investors/shareholders-information">https://www.ambujacement.com/investors/shareholders-information</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> |  |
| a       | Name of the Promoter / Director / KMP   | <p>Ambuja Cements Limited (Ambuja), holding Company and Promoter of Orient.</p> <p>Mr. Vinod Bahety, Wholetime Director and Chief Executive Officer of the Company is a Non-Executive Director of Orient.</p> <p>Mr. Rohit Soni, Chief Financial Officer of Ambuja is a Non-Executive Director of Orient.</p>  |
| b       | Shareholding of the director / KMP, whether direct or indirect, in the related party.   | Ambuja holds 72.66% of Equity Shares of Orient.  |
| 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.   |
| 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 the contract meet the arm's length testing  |

| Sr. No.   | Particulars   | Details  |
|-----------|---|--|
|           |   | <p>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 website of the Company at:</p> <p><a href="https://www.ambujacement.com/investors/shareholders-information">https://www.ambujacement.com/investors/shareholders-information</a></p>  |
| <b>B1</b> | <b>Sale, purchase or supply of goods or services or any other similar business transaction and trade advances</b> |  |
| 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. Ambuja and Orient 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 proposed price is fixed at ex-plant price of previous month of Orient / Ambuja based on net selling price charged to third parties less 2% discount (discount % is mutually negotiated between the parties).</p> <p><b><i>Purchase / Sale of Clinker:</i></b></p> <p>The pricing is fixed at Selling Company ('Orient/Ambuja') plant's variable cost of production of immediately preceding quarter plus 35% markup.</p> <p><b><i>Purchase / Sale of Raw Materials:</i></b></p> <p>The price is fixed at selling company's (Ambuja/Orient) landed cost plus</p> |

| Sr. No. | Particulars | Details   |
|---------|-------------|---|
|         |             | <p>carrying cost of 10% per annum for holding period.</p> <p><b><i>Purchase / Sale of Ready-Mix Concrete (RMC):</i></b></p> <p>The pricing will be based on prevailing regions market price.</p> <p><b><i>Purchase / Sale of Power:</i></b></p> <p>The grid power / other power charges will be charged at an average prevailing market prices for the month in the respective consumption areas / location after deduction of actual charges incurred by respective unit which is consuming the said power.</p> <p><b><i>Purchase / Sale of Admixture &amp; Building material solutions:</i></b></p> <p>The pricing is fixed at raw material cost plus production expense of Selling Company's (Orient/Ambuja) plant plus 5% mark-up.</p> <p><b><i>Purchase / Sale of Aggregates:</i></b></p> <p>The pricing will be based on prevailing region market price.</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/Orient) landed cost plus carrying cost of 10% per annum for holding period.</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> |

| Sr. No.   | Particulars   | Details  |
|-----------|---|--|
|           |   | <p><i>Reimbursement of expenses including deputation charges:</i></p> <p>The reimbursement including deputation charges will be made on cost-to-cost basis.</p> <p><i>Availing / providing lease:</i></p> <p>A benchmark analysis by an independent and recognized valuation expert will be conducted for determination of price from time to time.</p> <p><i>[Note: In order to ensure arm's length margin, true-up/true-down entries, as applicable, shall be passed before the end of next month for applicable transactions]</i></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   | As per MSAs  |
| b         | Tenure  | As per MSAs  |
| c         | Whether same is self-liquidating?   | As per MSAs  |
| <b>C4</b> | <b>Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary</b>  |  |
| 1         | Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements.<br><br>Note:<br>This shall not be applicable to listed banks / NBFC / insurance companies / housing finance companies.            |  |
|           | a. Before transaction   | Not applicable   |
|           | b. After transaction  | 0.02   |
| 2         | Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements.<br><br>Note:   |  |

| <b>Sr. No.</b> | <b>Particulars</b>   | <b>Details</b> |
|----------------|--|----------------|
|                | This shall not be applicable to listed banks / NBFC / insurance companies / housing finance companies. |                |
|                | a. Before transaction  | 11.9           |
|                | b. After transaction   | 9.61           |

All relevant information pertaining to the proposed Related Party Transactions (RPTs) were placed before the Audit Committee in the format prescribed by the SEBI Circular on RPTs Industry Standards. Furthermore, the Company has obtained certificates from the Chief Executive Officer (CEO) and Chief Financial Officer (CFO), as required under the said SEBI circular, confirming that the proposed transactions are in the best interest of the Company, which was also placed before the Audit Committee meeting held on January 30, 2026.

**Registered Office:**

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

Place: Ahmedabad

Date: January 30, 2026

**By Order of the Board of Directors  
For Ambuja Cements Limited**

**Manish Mistry  
Company Secretary**

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