

Notice

AMBUJA CEMENTS LIMITED

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

CIN: L26942GJ1981PLC004717

Phone no : 07925555555 • **Email :** investors.relation@adani.com • **Website :** www.ambujacement.com

NOTICE IS HEREBY GIVEN THAT THE FORTIETH ANNUAL GENERAL MEETING OF THE MEMBERS OF **AMBUJA CEMENTS LTD. ('the Company')** is scheduled and will be held on Thursday, July 20, 2023 at 11:00 a.m.(IST) through Video Conferencing (VC)/Other Audio Visual Means ('OAVM') to transact the following business:-

The venue of the meeting shall be deemed to be the Registered Office of the Company at Adani Corporate House, Shantigram, Near Vaishno Devi Circle, S.G. Highway, Khodiyar, Ahmedabad – 382 421, Gujarat.

ORDINARY BUSINESS

1. To receive, consider and adopt:

- (a) The Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Directors and the Auditors there on; and
- (b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023 and the Report of the Auditors there on.

2. To declare a Dividend on equity shares for the financial year ended March 31, 2023.

3. To appoint a Director in place of Mr. Karan Adani (DIN: 03088095), Non-Executive Director, who retires by rotation and being eligible, offers himself for re-appointment.

Explanation: Based on the terms of appointment, Executive Directors and the Non-Executive Directors (other than Independent Directors) are subject to retirement by rotation. Mr. Karan Adani, who has been a Director (Category – Non-Executive) since 16th September 2022 and whose office is liable to retire at this AGM, being eligible, seeks re-appointment. Based on the performance evaluation and the recommendation of the Nomination and

Remuneration Committee, the Board recommends his re-appointment, as a director.

Therefore, the Members are requested to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Karan Adani (DIN: 03088095), who retires by rotation, be and is hereby re-appointed as a Director, liable to retire by rotation."

SPECIAL BUSINESS

4. Ratification of remuneration to the Cost Auditors

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:-

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. P.M. Nanabhoy & Co., Cost Accountants (Firm Registration No. 000012), appointed as the Cost Auditors of the Company by the Board of Directors for the conduct of the audit of the cost records of the Company for the financial year 2023-24 starting from April 01, 2023 at a remuneration of ₹ 9,50,000 (Rupees Nine Lakhs Fifty Thousand Only) per annum plus reimbursement of the travelling and other out- of-pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed;

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution;

Date: May 02, 2023
Place: Ahmedabad

Registered office:

Adani Corporate House, Shantigram,
Near Vaishnav Devi Circle, S. G. Highway,
Khodiyar, Ahmedabad, Gujarat 382421 India

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

AJAY KAPUR

Whole Time Director & CEO
DIN: 03096416

Notes:

1. Pursuant to the General Circular No. 20/ 2020 dated 5th May 2020 read with other relevant circulars including 10/ 2022 dated 28th December 2022 issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as '**MCA Circulars**'), the Company is convening the Annual General Meeting ('AGM') through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM'), without the physical presence of the Members. The deemed venue for the AGM will be Registered Office of the Company.
2. An Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013, relating to special business set out under Item No. 4, of the accompanying Notice are annexed hereto. And details under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and paragraph 1.2.5 of the Secretarial Standard on General Meeting issued by The Institute of Company Secretaries of India, in respect of the director being reappointed at the AGM are annexed hereto;
3. Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with in line with the MCA Circulars and the SEBI Circulars. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Attendance of members will be recorded in software provided by link in time.
4. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-Voting, pursuant to Section 113 of the Act. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address at atul@mehta-mehta.com with a copy marked at evoting@nsdl.co.in.
5. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date of Thursday, July 13, 2023
6. Dividend on Equity shares as recommended by the Board of Directors for the year ended March 31, 2023 if approved at the AGM, will be payable, to those Members of the Company who hold shares:
 - (i) In Dematerialized ('**Demat**') mode, based on the beneficial ownership details to be received from National Securities Depository Limited and Central Depository Services (India) Limited as at the close of business hours on 7th July 2023

(ii) In physical mode, if their names appear in the Company's Register of Members or its Registrar and Transfer Agents' the on 7th July 2023

(iii) The dividend will be payable on and/or after 25th July 2023.

7. Under the Act, dividends that are unclaimed/unpaid for a period of seven years from the date of their transfer to the unclaimed/unpaid dividend account are required to be transferred to the Investor Education and Protection Fund ('**IEPF**') administered by the Central Government. An amount of ₹ 2,00,97,892/- (Rupees Two Crores Ninety Seven Thousand Eight Hundred and Ninety Two Only) being unclaimed/unpaid Final dividend of the Company for the financial year ended 31.12.2014 and ₹ 1,06,31,004/- (Rupees One Crore Six Lakhs Thirty One Thousand and Four Only) being unclaimed/unpaid Interim dividend of the Company for the financial year ended 31.12.2015 were transferred on 23.05.2022 and 21.09.2022 respectively to IEPF.

The last date for claiming unpaid dividend relating to last seven years are as follows

Dividend Year	Date of declaration of Dividend	Tentative date for transfer to EPF
INTERIM DIVIDEND 2016	26.07.2016	29.08.2023
FINAL DIVIDEND 2016	20.02.2017	29.04.2024
INTERIM DIVIDEND 2017	24.07.2017	29.08.2024
FINAL DIVIDEND 2017	20.02.2018	15.07.2025
FINAL DIVIDEND 2018	18.02.2019	29.04.2026
INTERIM DIVIDEND 2019	12.05.2020	11.06.2027
INTERIM DIVIDEND 2020	22.10.2020	25.10.2027
FINAL DIVIDEND 2020	18.02.2021	13.06.2028
FINAL DIVIDEND 2021	29.04.2022	30.06.2029

Members who have not encashed their dividend warrants so far in respect of the aforesaid periods, are requested to make their claims to Link Intime India Pvt. Ltd, Registrar and Share Transfer Agent of the Company ('**RTA**') or Company Secretary of the Company, at the Company's Registered Office, well in advance of the above due dates. Pursuant to the provisions of IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ('**IEPF Rules**'), the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on April 29, 2022 (date of the last AGM) on the website of the Company at www.ambujacement.com and also on the website of the Ministry of Corporate Affairs at www.mca.gov.in.

Further, pursuant to the provisions of Section 124 of the Act read with the relevant Rules made thereunder, shares on which dividend has not been paid or claimed for seven (7) consecutive years or more shall be transferred to the IEPF Authority as notified by the Ministry of Corporate Affairs.

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In accordance with the IEPF Rules, the Company has sent notices to all the Shareholders whose shares are due for transfer to the IEPF and has also published the details thereof in notices published in newspapers.

The Members whose dividend/shares are transferred to the IEPF may claim the dividend/shares by making an application to the IEPF Authority in the prescribed Form No. IEPF-5 by following the procedure as detailed in the IEPF Rules and as enumerated on the website of IEPF <http://www.iepf.gov.in/IEPF/refund.html>.

8. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant ('DP') and holdings should be verified from time to time
9. As per provisions of Section 72 of the Act, facility for making nominations is now available to Individuals holding shares in the Company. Members holding shares in physical form who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members may download the Nomination Form from the Company's website <https://ambujacement.com> or Link InTime. Members holding shares in Demat mode should file their nomination with their Depository Participants for availing this facility.
10. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Link InTime, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
11. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
12. As per Regulation 40 of the Listing Regulations, securities of the listed companies can only be transferred in Demat form with effect from April 1, 2019, except in case of request for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holding to Demat form. Members can contact the Company or Link InTime for assistance in this regard.

13. SEBI has made it mandatory for all Companies to use the bank account details furnished by the Depositories and the bank account details maintained by the RTA for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through Electronic Clearing Service (ECS)/National Electronic Clearing Service (NECS)/ Real Time Gross Settlement (RTGS)/ Direct Credit/ IMPS/ NEFT etc.

In order to receive the dividend without loss of time, the Members holding shares in physical form are requested to submit particulars of their bank accounts along with the original cancelled cheque bearing the name of the Member to Link InTime/ Company to update their bank account details and all the eligible shareholders holding shares in Demat mode are requested to update with their respective DPs before Friday, June 30, 2023, their correct Bank Account Number, including 9 Digit MICR Code and 11 digit IFSC Code, e-mail ID and Mobile No(s)

Members holding shares in physical form may communicate these details to the RTA viz. Link InTime India Pvt Ltd having address at C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083, before Friday, June 30, 2023 by quoting the reference folio number and attaching photocopy of the cheque leaf of their active bank account and a self-attested copy of their Permanent Account Number ('PAN') card.

This will facilitate the remittance of the dividend amount as directed by SEBI in the bank account electronically. Updating of e-mail IDs and Mobile No(s) will enable the Company in sending communication relating to credit of dividend, un-encashed dividend, etc.

The Company or Link InTime can not act on any request received directly from the Members holding shares in Demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in electronic mode.

14. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Link InTime having address at C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083, in case the shares are held by them in physical form.

15. Members who hold shares in physical form are requested to ensure that all events of change of address, change in bank particulars, etc., are intimated to Company or Share Transfer Agent promptly. Such requests shall be submitted to Link InTime by way of duly filled form ISR-1 along with supporting documents as specified in the form. The form can be accessed through the Company's website <https://ambujacement.com>.
16. Members seeking any information with regard to the Accounts or any matter to be placed at the AGM, Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act and relevant documents referred to in the accompanying Notice and in the Explanatory Statement are requested to write to the Company on or before Wednesday, 12th July 2023 through e-mail on investors.relation@adani.com. The same will be replied by the Company suitably.

All documents referred to in the Notice will also be available electronically for inspection, without any fee, by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to investors.relation@adani.com.
17. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of the AGM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/DPs, members are requested to get their email id registered. Members may note that the Notice of the AGM and the Annual Report for the Financial Year 2022-23 will also be available on the Company's website at www.ambujacement.com, websites of the Stock Exchanges, i.e. BSE Limited and The National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at www.evoting@nsdl.co.in. Members may also note that pursuant to Sections 101 and 136 of the Act read with the Rules framed there under, the Notice calling the AGM along with the Annual Report for the Financial Year 2022-23 are being sent by electronic mode to those Members whose e-mail addresses are registered with the DPs or the Company/Link InTime, unless the Members have requested for a physical copy of the same.
18. Attendance of the Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
19. Members are requested to send all communications relating to shares and unclaimed dividends, change of address, bank details, e-mail address etc. to the RTA at the following address:

Link In Time India Pvt. Ltd.
C-101, 247 Park, LBS Marg, Vikhroli (West),
Mumbai 400083

If the shares are held in electronic form, then change of address and change in the bank accounts etc. should be furnished to their respective DPs.
20. **Members are requested to**
 - i. Intimate to Link InTime changes, if any, in their registered addresses, in case of shares held in physical form.
 - ii. Intimate to the respective DPs, changes, if any, in their registered addresses, in case of shares held in Demat form.
 - iii. Quote their folio numbers/ Client ID/ DP ID in all correspondence.
 - iv. Consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names.
 - v. Register their PAN with their DPs, in case of shares held in Demat form and Link InTime/ Company, in case of shares held in physical form, as directed by SEBI.
21. Members may please note that SEBI has made PAN as the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions. Accordingly members who hold shares in physical form are requested to update their PAN with the RTA.

Members who hold shares in Demat erialised form are requested to correspond with the Depository Participant with whom they have opened Demat Account(s) for updating of details.
22. Pursuant to the Income-tax Act, 1961, as amended by the Finance Act, 2021, dividend income is taxable in the hands of shareholders with effect from April 1, 2021 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2021 and amendments thereof. The shareholders are requested to update their PAN with Link InTime (in case of shares held in physical mode) and DPs (in case of shares held in Demat mode).

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For Resident Shareholders: Tax shall be deducted at source under section 194 of the Income-tax Act, 1961 @ 10% on the amount of Dividend declared and paid by the Company during the Financial Year ("FY") 2023-24 provided a valid PAN is provided by the shareholder. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20% excluding surcharge & cess as per section 206AA of the Income-tax Act, 1961.

For Non-Resident Shareholders: Tax shall be deducted in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable.

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with Multilateral Instrument, whichever is more beneficial, subject to the submission of the above documents.

The Company will issue soft copy of the TDS certificate to its shareholders through e-mail registered with Link InTime post payment of the dividend. Shareholders will be able to download Form 26AS from the Income Tax Department's website: <https://incometaxindiaefiling.gov.in>

A Resident individual shareholder with PAN can submit a yearly declaration in Form No. 15G (applicable to any person other than a Company or a Firm) /15H (applicable to an Individual above the age of 60 years), to avail the benefit of non-deduction of tax at source provided that the eligibility conditions are being met. The declaration can be sent by e-mail to investors.relation@adani.com or rnt.helpdesk@linkintime.co.in latest by 30th June 2023.

on-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents, i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an e-mail to investors.relation@adani.com or rnt.helpdesk@linkintime.co.in latest by 30th June 2023.

Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by the Non-Resident shareholder.

In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the shareholder, such shareholder will be responsible to indemnify the Company and also, provide the Company with all information/ documents and co-operation in any appellate proceedings.

In case TDS is deducted at a higher rate, an option is still available with the shareholder to file the return of income and claim an appropriate refund.

23. Since the AGM will be held through VC/OAVM, the Route Map is not annexed with this Notice

24. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on Monday, 17th July 2023 at 9:00 A.M. and ends on Wednesday, 19th July 2023 at 5:00 P.M. The dividend, if approved by the Members at the AGM of the Company will be made payable to those Members whose names stand on the Register of Members as on 07th July, 2023. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 13th July, 2023.

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in Demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their Demat accounts.

Login method for Individual shareholders holding securities in Demat mode is given below:

1. Individual Shareholders holding securities in Demat mode with NSDL

1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. LINK INTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://>

eservices.nsdl.com Select «Register Online for IDeAS Portal» or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> 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 i.e. LINK INTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in Demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
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 the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINK INTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are 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.
3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending

OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

3. Individual Shareholders (holding securities in Demat mode) login through their depository participants

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 the company name or e-Voting service provider name i.e. Link Intime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholding securities in Demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in Demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL Demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL Demat account shall provide 16 Digit Beneficiary ID.

B. PAN:

Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI:

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format).

D. Bank Account Number:

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

**Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

**Shareholders holding shares in NSDL form, shall provide 'D' above*

- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - ▶ Click "confirm" (Your password is now generated).
3. Click on 'Login' under 'SHARE HOLDER' tab.
 4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
4. After selecting the desired option i.e. **Favour / against**, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on '**No**' and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution / authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: -Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in Demat mode:

Individual Shareholders holding securities in Demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
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 evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No +Folio Number registered with the Company

Individual Shareholders holding securities in Demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participant's website.

- ▶ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ▶ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ▶ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Date: May 02, 2023

Place: Ahmedabad

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

Registered office:

Adani Corporate House, Shantigram,
Near Vaishnav Devi Circle, S. G. Highway,
Khodiyar, Ahmedabad, Gujarat 382421 India

AJAY KAPUR

Whole Time Director & CEO
DIN: 03096416

Section Name I

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EXPLANATORY STATEMENT (Pursuant to Section 102 of the Companies Act, 2013)

The following Explanatory Statement sets out all the material facts relating to the Item No.4 of the accompanying Notice dated May 2, 2023.

In respect of item No.4

In accordance with the provisions of Section 148 of the Companies Act, 2013 ("the Act") and the Companies (Audit and Auditors) Rules, 2014 ("the Rules"), the Company is required to appoint a cost auditor to audit the cost records of the Company.

On the recommendation of the Audit Committee, the Board of Directors of the Company has approved the appointment of M/s. P.M. Nanabhoy & Co., Cost Accountants as the Cost Auditor of the Company for the financial year 2023-24 starting from 1st April, 2023 at a

remuneration of ₹ 9,50,000/- (Rupees Nine Lakhs Fifty Thousand Only) per annum plus reimbursement of all out of pocket expenses incurred, if any, in connection with the cost audit. The remuneration of the cost auditor is required to be ratified subsequently by the Members, in accordance with the provisions of the Act and Rule 14 of the Rules.

None of the Directors, Key Managerial Personnel and their respective relatives are concerned or interested, financially or otherwise, in the Resolution at Item No.4 of the Notice.

Accordingly, the Board recommends the Ordinary Resolution at item no.4 of this Notice for the approval of the Members.

Date: May 02, 2023

Place: Ahmedabad

Registered office:

Adani Corporate House, Shantigram,
Near Vaishnav Devi Circle, S. G. Highway,
Khodiyar, Ahmedabad, Gujarat 382421 India

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

AJAY KAPUR

Whole Time Director & CEO
DIN: 03096416

Details of Director seeking re-appointment as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, for item no.3 mentioned in the Notice:

Name of the Director	Mr. Karan Adani		
Director Identification Number	03088095		
Date of Birth	07/04/1987		
Nationality	Indian		
Qualification	Degree in Economics from Purdue University, USA		
Date of Appointment on Board	16 th September, 2022		
Shareholding in Ambuja including shareholding as a beneficial owner	NIL		
Brief Profile of the Director	Mr. Karan Adani holds a degree in economics from Purdue University, USA. He is technologically savvy with a global outlook and believes in setting the highest benchmarks in all areas of business. He is responsible for the strategic development of the Adani Group and overlooks its day to day operations. He aims to build the Adani Group's identity around an integrated business model, backed by his sound understanding of new processes, systems and macro-economic issues, coupled with his growing experience.		
Expertise in specific functional areas	Strategic development, Logistics, New system and processes, Macroeconomic issues etc.		
List of Directorships held in other companies (excluding foreign, private and Section 8 Companies)	1. Adani Ports and Special Economic Zone Limited 2. ACC Limited 3. Adani Airport Holdings Limited		
Name of Listed Companies from which the Director has resigned in the past three years	NIL		
Memberships/Chairmanships across Listed Entities			
	Name of the Company Name of the Committee Member/ Chairman	Name of the Company Name of the Committee Member/ Chairman	Name of the Company Name of the Committee Member/ Chairman
	Adani Ports and Special Economic Zone Limited	Stakeholders' Relationship Committee	Member
		Mergers & Acquisitions Committee	Member
		Legal, Regulatory & Tax Committee	Member
		Reputation Risk Committee	Member
	ACC Limited	Stakeholders' Relationship Committe	Member
		Reputation Risk Committee	Member
		Mergers & Acquisitions Committee	Member
	Ambuja Cements Limited	Stakeholders' Relationship Committee	Member
		Corporate Social Responsibility Committee	Member
		Mergers & Acquisitions Committee	Member
		Commodity Price Risk Committee	Member
		Reputation Risk Committee	Member
Details of Board/Committee Meetings attended by the Directors during the year	Four (4) Board Meetings were held during the year, after his appointment and all were attended by him.		

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