

FORM NO. MGT-7

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



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L26942GJ1981PLC004717

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACG0569P

(ii) (a) Name of the company

AMBUJA CEMENTS LIMITED

(b) Registered office address

Adani Corporate House, Shantigram, Near Vaishnav Devi Circ
le, S. G. Highway , Khodiyar NA
Ahmedabad
Ahmedabad
Gujarat
382421



(c) *e-mail ID of the company

investors.relation@adani.com

(d) *Telephone number with STD code

7926565555

(e) Website

www.ambujacement.com

(iii) Date of Incorporation

20/10/1981

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☒ Yes

☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE LIMITED	1
2	NATIONAL STOCK EXCHANGE OF INDIA LIMITED	1,024

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

MUFG INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikh
roli (West), NA

(vii) *Financial year From date 01/04/2024 (DD/MM/YYYY) To date 31/03/2025 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM 02/06/2025

(b) Due date of AGM 31/08/2025

(c) Whether any extension for AGM granted ☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C13	Other manufacturing including jewellery, musical instruments, medical instruments,	100

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

*No. of Companies for which information is to be given 17

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Holderind Investments Limited		Holding	57.06
2	ENDEAVOUR TRADE AND INVE		Holding	0.03

3	Harmonia Trade And Investme +		Holding	9.65
4	ACC LIMITED	L26940GJ1936PLC149771	Subsidiary	50.05
5	M G T CEMENTS PRIVATE LIMIT +	U26943GJ1990PTC061530	Subsidiary	100
6	CHEMICAL LIMES MUNDWA PF +	U14107GJ2007PTC061529	Subsidiary	100
7	AMBUJA SHIPPING SERVICES L +	U61100GJ2023PLC138017	Subsidiary	100
8	FOXWORTH RESOURCES AND I +	U26990GJ2023PLC138087	Subsidiary	100
9	AMBUJA CONCRETE WEST PRIN +	U23952GJ2023PTC144827	Subsidiary	100
10	AMBUJA CONCRETE NORTH PF +	U23952GJ2023PTC144662	Subsidiary	100
11	LOTIS IFSC PRIVATE LIMITED	U66190GJ2023PTC144630	Subsidiary	100
12	SANGHI INDUSTRIES LIMITED	L18209TG1985PLC005581	Subsidiary	60.44
13	ONEINDIA BSC PRIVATE LIMITE +	U74900KA2015PTC082264	Subsidiary	50
14	COUNTO MICROFINE PRODUC +	U70200GA1996PTC002240	Joint Venture	50
15	WARDHA VAALLEY COAL FIEL +	U10300DL2010PTC197802	Joint Venture	27.27
16	PENNA CEMENT INDUSTRIES L +	U26942TG1991PLC013359	Subsidiary	99.94
17	ORIENT CEMENT LIMITED	L26940OR2011PLC013933	Associate	46.66

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

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	40,017,500,000	2,463,449,998	2,463,123,478	2,463,123,478
Total amount of equity shares (in Rupees)	80,035,000,000	4,926,899,996	4,926,246,956	4,926,246,956

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity				
Number of equity shares	40,017,500,000	2,463,449,998	2,463,123,478	2,463,123,478
Nominal value per share (in rupees)	2	2	2	2

Total amount of equity shares (in rupees)	80,035,000,000	4,926,899,996	4,926,246,956	4,926,246,956
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(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	150,000,000	0	0	0
Total amount of preference shares (in rupees)	1,500,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
preference shares				
Number of preference shares	150,000,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	1,500,000,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	8,469,552	2,189,206,421	2197675987	4,395,351,925	4,395,351,925	
Increase during the year	0	265,447,491	265447491	530,894,982	530,894,982	110,657,095
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	265,447,491	265447491	530,894,982	530,894,982	110,657,095
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0

ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify				0	0	
Others						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
Others						
At the end of the year	8,469,552	2,454,653,9	2463123478	4,926,246,9	4,926,246,	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify				0	0	
Other						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
Other						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE079A01024

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

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

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

☐ Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☐

No

☐

Not Applicable

Separate sheet attached for details of transfers

☒

Yes

☐

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input type="text"/>	
Date of registration of transfer (Date Month Year)		<input type="text"/>	
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

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

(i) Turnover

486,056,518,746

(ii) Net worth of the Company

188,566,311,492

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others Foreign Body Corporate	1,663,381,052	67.57	0	
	Total	1,663,381,052	67.57	0	0

Total number of shareholders (promoters)

3

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	126,202,946	5.13	0	
	(ii) Non-resident Indian (NRI)	11,611,267	0.47	0	
	(iii) Foreign national (other than NRI)	20,759	0	0	
2.	Government				
	(i) Central Government	83,724	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	174,592,294	7.09	0	
4.	Banks	79,613	0	0	
5.	Financial institutions	59,037,061	2.4	0	
6.	Foreign institutional investors	211,835,960	8.6	0	
7.	Mutual funds	192,276,973	7.81	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	13,405,400	0.54	0	
10.	Others IEPR, Director or Director's f	9,272,497	0.38	0	

	Total	798,418,494	32.42	0	0
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Total number of shareholders (other than promoters)

644,692

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

644,695

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

9

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
ILF MAURTITIUS ,				24,900	0
I L F MAURITIUS ,				20,025	
PICTET UMBRELLA TRU +				5,850	
JARDINE FLEMING INT +				3,000	
BARCLAYS DE ZOETE V +				2,250	
MORG STAN ASS MGT +				1,500	
TEMPLETON WORLD F +				1,500	
GT MANAGEMENT (AS +				1,500	
STATE STREET BANK A +				750	

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	3	3
Members (other than promoters)	542,768	644,692
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	2	0	2	0	0

B. Non-Promoter	1	4	1	4	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	4	0	4	0	0
C. Nominee Directors representing	0	1	0	1	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	1	0	1	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	7	1	7	0	0

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

11

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

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Mr. Gautam S. Adani	00006273	Director	0	
Mr. Karan Adani	03088095	Director	0	
Mr. Maheswar Sahu	00034051	Director	2,000	
Mr. Rajnish Kumar	05328267	Director	0	
Mr. Ameet Desai	00007116	Director	0	
Mrs. Purvi Sheth	06449636	Director	0	
Mr. Mangalam Ramaswamy	03628755	Nominee director	0	
Mr. Ajay Kapur	03096416	Whole-time director	564,900	
Mr. Ajay Kapur	ADYPK9189P	CEO	0	
Mr. Vinod Bahety	AGBPB4230A	CFO	0	
Mr. Manish Mistry	ALQPM6555M	Company Secretary	0	

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

1

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Manish Mistry	ALQPM6555M	Company Secretary	01/04/2024	Appointment

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

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

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	26/06/2024	618,830	77	0.01

B. BOARD MEETINGS

*Number of meetings held

12

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	15/04/2024	12	12	100
2	01/05/2024	12	12	100
3	01/05/2024	12	12	100
4	13/06/2024	12	12	100
5	27/06/2024	12	11	91.67
6	31/07/2024	12	12	100
7	12/09/2024	12	12	100
8	22/10/2024	12	12	100
9	28/10/2024	12	12	100
10	17/12/2024	12	12	100
11	29/01/2025	12	12	100
12	28/03/2025	12	12	100

C. COMMITTEE MEETINGS

Number of meetings held

25

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	01/05/2024	4	4	100
2	Audit Committee	27/06/2024	4	4	100
3	Audit Committee	31/07/2024	4	4	100
4	Audit Committee	16/08/2024	4	4	100
5	Audit Committee	27/09/2024	4	4	100
6	Audit Committee	28/10/2024	4	4	100
7	Audit Committee	17/12/2024	4	4	100
8	Audit Committee	16/01/2025	4	4	100
9	Audit Committee	29/01/2025	4	4	100
10	Audit Committee	28/03/2025	4	4	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	02/06/2025
								(Y/N/NA)
1	Mr. Gautam S	12	12	100	0	0	0	Yes
2	Mr. Karan Ada	12	12	100	6	6	100	Yes
3	Mr. Maheswar	12	12	100	21	21	100	Yes
4	Mr. Rajnish Ku	12	12	100	21	21	100	Yes
5	Mr. Ameet De	12	12	100	23	23	100	Yes
6	Mrs. Purvi She	12	11	91.67	11	10	90.91	Yes
7	Mr. Mangalam	12	12	100	0	0	0	Yes
8	Mr. Ajay Kapu	12	12	100	8	8	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL☐ Nil

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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Ajay Kapur	Wholetime Director	114,500,000	0	0	0	114,500,000
	Total		114,500,000	0	0	0	114,500,000

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Vinod Bahety	Chief Financial Officer	81,443,286	0	0	27,500,000	108,943,286
2	Manish Mistry	Company Secretary	4,940,000	0	0	440,000	5,380,000
	Total		86,383,286	0	0	27,940,000	114,323,286

Number of other directors whose remuneration details to be entered

7

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Gautam S. Adani	Chairperson	0	0	0	0	0
2	Karan Adani	Non-Executive - Independent Director	0	0	0	0	0
3	Maheswar Sahu	Independent Director	0	3,000,000	0	2,875,000	5,875,000
4	Rajnish Kumar	Independent Director	0	3,000,000	0	2,545,000	5,545,000
5	Ameet Desai	Independent Director	0	3,000,000	0	2,630,000	5,630,000
6	Purvi Sheth	Independent Director	0	3,000,000	0	2,085,000	5,085,000
7	Mangalam Ramasubramanian	Non-Executive - Independent Director	0	3,000,000	0	850,000	3,850,000
	Total		0	15,000,000	0	10,985,000	25,985,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

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

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

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

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

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

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment☐ Yes ☒ No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

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

Name

Atul Mehta

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

2486

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...

16

dated

16/09/2022

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

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

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

03096416

To be digitally signed by

- ☒ Company Secretary
- ☐ Company secretary in practice

Membership number

8373

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach

Attach

Attach

Attach

List of attachments

Remove attachment

Modify

Check Form

Prescrutiny

Submit

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

Details of Committee meetings					
S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
11.	Nomination and Remuneration Committee	30/04/2024	5	5	100
12.	Nomination and Remuneration Committee	30/07/2024	5	5	100
13.	Nomination and Remuneration Committee	26/10/2024	5	5	100
14.	Nomination and Remuneration Committee	28/01/2025	5	5	100
15.	Nomination and Remuneration Committee	28/03/2025	5	5	100
16.	Stakeholders' Relationship Committee	30/04/2024	4	4	100
17.	Stakeholders' Relationship Committee	30/07/2024	4	4	100
18.	Stakeholders' Relationship Committee	26/10/2024	4	4	100
19.	Stakeholders' Relationship Committee	28/01/2025	4	4	100
20.	Corporate Social Responsibility Committee	30/04/2024	2	2	100
21.	Corporate Social Responsibility Committee	28/01/2025	2	2	100
22.	Risk Management Committee	30/04/2024	4	4	100
23.	Risk Management Committee	30/07/2024	4	4	100
24.	Risk Management Committee	26/10/2024	4	4	100
25.	Risk Management Committee	28/01/2025	4	3	75

Ambuja Cements Limited
Registered Office:

Adani Corporate House
Shantigram, Near Vaishno Devi Circle,
S. G. Highway, Khodiyar,
Ahmedabad – 382 421, Gujarat, India
Ph +91 79-2656 5555
www.ambujacement.com
CIN: L26942GJ1981PLC004717

Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **AMBUJA CEMENTS LIMITED** ("the Company") as required to be maintained under the Companies Act, 2013 ("the Act") and the rules made there under **for the financial year ended on March 31, 2025**. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under in respect of:
 - 1. its status under the Act;
 - 2. maintenance of registers/records & making entries therein within the time prescribed thereof;
 - 3. filing of forms and returns as stated in the annual return with the Registrar of Companies, ~~Regional Director, Central Government, the Tribunal, Court or other authorities~~ within the prescribed time **except the e-form AOC 4 XBRL, MGT 14, MGT-6, MSME, IEPF-1, IEPF-2, IEPF-5, IEPF-7 were filed with additional fees;**
 - 4. calling/convening/holding meetings of Board of Directors or its Committees, ~~if any~~, and the meetings of the members of the Company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
 - 5. closure of Register of Members/Security holders, as the case may be;

6. advances/loans to its Directors and/or persons or firms or companies referred in section 185 of the Act; **(during the financial year under review not applicable to the Company)**
7. contracts/arrangements with related parties as specified in section 188 of the Act;
8. ~~issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/alteration or reduction of share capital/~~conversion of shares/securities and issue of security certificates in all instances;
9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act **(during the financial year under review not applicable to the Company);**
10. declaration/payment of dividend/transfer of unpaid/unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with 125 under The Companies Act, 2013 except ***there was delay in transfer of unpaid / unclaimed dividend to Investor Education and Protection Fund (IEPF) on account of technical issue faced by the Company. Subsequently the Company deposited the funds to IEPF and filed requisite E form with MCA.***
11. signing of audited financial statement as per the provisions of section 134 of the Act and report of Directors is as per sub-sections (3), ~~(4)~~ and (5) thereof;
12. constitution/appointment/~~re-appointments/~~resignation/~~filling up casual vacancies/~~disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13. appointment/reappointment/ratification/filling up casual vacancies of auditors as per the provisions of Section 139 of the Act **(during the financial year under review not applicable to the Company);**
14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act **(during the financial year under review not applicable to the Company);**
15. acceptance/renewal/repayment of deposits **(during the financial year under review not applicable to the Company);**

16. ~~borrowings from its directors, members, public financial institutions, banks and others and creation/modification/satisfaction of charges in that respect, wherever applicable;~~
17. loans and investments or guarantee given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;
18. alteration of the provisions of the Memorandum and/or Articles of Association of the Company **(during the financial year under review not applicable to the Company).**

For **Mehta & Mehta,**
Company Secretaries,
(ICSI Unique Code P1996MH007500)

Partner

FCS No :
CP No. :
PR No. : 3686/2023

Place : Mumbai
Date :

UDIN :