

ACL:SEC:

25<sup>th</sup> February, 2020

|                                                                                                                                                                                                           |                                                                                                                                                                                                                                                       |
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| National Stock Exchange of India Ltd.,<br>Plot No.C/1 'G' Block<br>Bandra – Kurla Complex<br>Bandra East,<br>Mumbai 400 051<br>Fax No.26598237 / 38<br><a href="mailto:cmli@nse.co.in">cmli@nse.co.in</a> | Bombay Stock Exchange Limited<br>Phiroz Jeejeebhoy Towers,<br>Dalal Street, Mumbai – 400 023<br>Fax No. 22723719/22723121/22722037 /<br>22722039 / 22722041/ 22722061<br><a href="mailto:corp.relations@bseindia.com">corp.relations@bseindia.com</a> |
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**Ref: SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019 read with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Sub: Annual Secretarial Compliance Report for the financial year ended December 31, 2019**

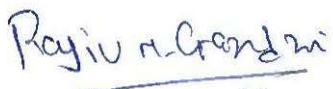
Dear Sir/Madam,

With reference to the captioned subject, we would like to submit herewith Annual Secretarial Compliance Report of the Company for financial year ended December 31, 2019, issued by Heena Jaysinghani & Co., Practicing Company Secretaries.

This is for your information and record.

Thanking you,

Yours faithfully,  
For AMBUJA CEMENTS LIMITED



RAJIV GANDHI  
COMPANY SECRETARY  
Membership No A11263



**Heena Jaysinghani & Co.**  
**Company Secretaries**

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To,  
The Board of Directors  
**Ambuja Cements Limited**  
Elegant Business Park, MIDC Cross Road 'B',  
Off. Andheri – Kurla Road, Andheri (East),  
Mumbai – 400 059

Dear Sir / Madam,

**Sub: Annual Secretarial Compliance Report for the Year ended 2019**

We have been engaged by Ambuja Cements Limited (hereinafter referred to as the Company') bearing (CIN: L26942GJ1981PLC004717) whose equity shares are listed on National Stock Exchange of India Limited and BSE Limited to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI's Circular No. CIR/CFD/CMDI/27/2019 DATED 08TH February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with the provisions of all the applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose. Annual Secretarial Compliance Report is enclosed.

For Heena Jaysinghani & Co.

*Heena Jaysinghani*

**Heena Jaysinghani**  
**Company Secretaries**

**Membership No. A36515**

**COP: 20242**

**UDIN: A036515B000140465**

**Date: 13/02/2020**



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**Contact Details**

**Add:** Off. 5,15/B, Sopariwala Estate, Prasad Chambers, Opera House, Charni Road.  
Mumbai- 400004

**Email Id:** csheenajaysinghani@gmail.com; **Phone No:** +91 9769273834



**Heena Jaysinghani & Co.**  
**Company Secretaries**

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**Secretarial Compliance Report**  
**(Pursuant to SEBI-CIR/CFD/CMD/1/27/2019 Dated February 08, 2019)**  
**of**  
**Ambuja Cements Limited**  
**(CIN: L26942GJ1981PLC004717)**  
**For the year ended 31<sup>st</sup> December, 2019**

To,  
The Board of Directors  
**Ambuja Cements Limited**  
Elegant Business Park, MIDC Cross Road 'B',  
Off. Andheri – Kurla Road, Andheri (East),  
Mumbai – 400 059

Dear Sirs / Madam,

We, Heena Jaysinghani & Co., Company Secretaries have examined:

- (a) all the Documents and records made available to us and explanation provided by Ambuja Cements Limited ("the listed entity")
- (b) The Filings / Submissions made by the listed entity to the stock exchanges
- (c) Website of the listed entity
- (d) Any other document / filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31<sup>st</sup> December, 2019 ("Review Period") in respect of compliance with the provisions of:
  - (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and



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**Contact Details**

**Add:** Off. 5,15/B, Sopariwala Estate, Prasad Chambers, Opera House, Charni Road,  
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- (b) The Securities Contract (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The Specific Regulations, whose provisions and the circular / guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;- **Not Applicable as there was no reportable event during the period under review;**
- (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;- **Not Applicable as there was no reportable event during the period under review;**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;- **Not Applicable as there was no reportable event during the period under review;**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable as there was no reportable event during the period under review;**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable as there was no reportable event during the period under review;**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;







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- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, to the extent applicable on the Company

and circulars guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review period;

- (a) The listed entity has complied with the provisions of the above Regulations and circulars / guidelines issued thereunder, except in respect of matters specified below

| Sr. No. | Compliance Requirement<br>(Regulations/Circulars/Guidelines<br>including specific clause) | Deviation | Observations/<br>Remarks of the<br>Practicing<br>Company<br>Secretary |
|---------|-------------------------------------------------------------------------------------------|-----------|-----------------------------------------------------------------------|
| None    |                                                                                           |           |                                                                       |

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars / guidelines issued thereunder in so far as it appears from my / our examination of those records.

- (c) The following are the details of actions taken against the listed entity / its promoters / directors / material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars / guidelines issued thereunder:

| Sr. No. | Action Taken by | Details of violation | Details of action taken<br>E.g. fines,<br>warning letter,<br>debarment, etc. | Observations/<br>Remarks of the<br>Practicing<br>Company<br>Secretary |
|---------|-----------------|----------------------|------------------------------------------------------------------------------|-----------------------------------------------------------------------|
| None    |                 |                      |                                                                              |                                                                       |





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**Company Secretaries**

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The listed entity has taken the following actions to comply with the Observations made in the previous reports: **This being the first reporting since this notification of this requirements to submit the report, reporting on actions to comply with the observations made in the previous report do not arise.**

| Sr. No. | Observations of the Practicing Company Secretary in the previous report | Observations made in the secretarial compliance report for the year ended 31 <sup>st</sup> December, 2019 | Action taken by the listed entity, if any | Comments of the Practising Company Secretary on the actions taken by the listed entity |
|---------|-------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|-------------------------------------------|----------------------------------------------------------------------------------------|
|         | None                                                                    |                                                                                                           |                                           |                                                                                        |

For Heena Jaysinghani & Co.

*H. Jaysinghani*

**Heena Jaysinghani**  
**Company Secretaries**

**Membership No. A36515**

**COP: 20242**

**UDIN: A036515B000140465**

**Date: 13/02/2020**

