

Ambuja Cement

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we give below the compliance report on Corporate Governance as under:

Name of the Company: Ambuja Cements Limited
Quarter ending on: 30th June, 2020

Title (Mr/Mrs)	Name of the Director	PAN & DIN	Category-1 (Chairperson/ Executive/ Non-Independent / Nominee)	Category-2 of Directors	Category-3 of Directors	Date of Appointment in Current Term	Date of Cessation	Tenure (in months)	No. of Directorships in listed entity including this listed entity	Number of Independent Directors in Listed Entities Including this Listed Entity	Number of Membership in Audit/ Stakeholder Committee(s) including this listed entity	No. of post of Chair Person on Audit/ Stakeholder Committee (s) including this listed entity
Mr.	Narotam S. Sekhsaria	AALPS0205L00276351	Non-Executive/ Non-Independent	Chairperson	Shareholder Director	10.11.1982		N.A.	3	0	0	0
Mr.	Jan Jenisch	BUMPJ2301Q07957196	Non-Executive/ Non Independent	N.A	Shareholder Director	24.10.2017		N.A.	2	0	0	0
Mr.	Nasser Munjee	AAFPM7588N00010180	Non-Executive/ Independent	N.A	Shareholder Director	01.04.2019		70	6	5	5	3

Mr.	Rajendra Chitale	AABPC4812B 00015986	Non-Executive/ Independent	N.A	Shareholder Director	01.04.2019		70	2	2	6	3
Mr.	Shailesh Haribhakti	AAAPH0574L 00007347	Non-Executive/ Independent	N.A	Shareholder Director	01.04.2019		70	7	7	10	5
Mr.	Omkar Goswami	AESPG3729A 00004258	Non-Executive/ Independent	N.A	Shareholder Director	01.04.2019		70	4	4	5	0
Ms.	Shikha Sanjaya Sharma	ALFPS9244J 00043265	Non-Executive/ Independent	N.A	Shareholder Director	01.04.2019		15	5	5	5	0
Mr.	Christof Hassig	BAGPH2781E 01680305	Non-Executive/ Non Independent	N.A	Shareholder Director	09.12.2015		N.A.	1	0	0	0
Mr.	Martin Kreigner	AKPPK7394A 00077715	Non-Executive/ Non Independent	N.A	Shareholder Director	11.02.2016		N.A.	2	0	2	0
Mr.	Roland Kohler	IXFPK6388K 08069722	Non-Executive/ Non Independent	N.A	Shareholder Director	20.02.2018		N.A.	1	0	0	0

Ms.	Then Hwee Tan	BTJPT8765L 08354724	Non-Executive/ Non Independent	N.A	Shareholder Director	18.02.2019		N.A.	1	0	0	0
Mr.	Mahendra Kumar Sharma	AAPPS4589K 00327684	Non-Executive/ Non Independent	N.A	Shareholder Director	01.04.2019		N.A.	5	4	6	4
Mr.	Ranjit Shahani	AHQPS0542Q 00103845	Non-Executive/ Non Independent	N.A	Shareholder Director	01.04.2019		N.A.	2	1	1	1
Mr.	Praveen Kumar Molri	AARPM0971F 07810173	Non-Executive/ Non Independent	N.A	Shareholder Director	01.04.2019		N.A.	2	0	0	0
Mr.	Neeraj Akhoury	AAWPA5310M 07419090	Executive	N.A.	MD-CEO	21.02.2020		N.A.	2	0	2	0

II. Composition of Committees						
Name of Committee	DIN	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of appointment on the Committee	Date of cessation on the Committee	Remarks
Audit Committee	00015986	Mr. Rajendra Chitale	Chairperson/Non-Executive/Independent	04-07-2002		Mr. Rajendra Chitale was appointed as the Chairman of the Audit Committee w.e.f 4 th May, 2013
	00010180	Mr. Nasser Munjee	Non-Executive/Independent	05-04-2013		
	00077715	Mr. Martin Kriegner	Non-Executive/Non-Independent	11-02-2016		
	00043265	Ms. Shikha Sharma	Non-Executive/Independent	03-04-2019		
Nomination & Remuneration Committee	00010180	Mr. Nasser Munjee	Chairperson/Non-Executive/Independent	22-05-2002		Mr. Nasser Munjee was appointed as the Chairman of the Nomination and Remuneration Committee w.e.f 22 nd April 2014.
	00276351	Mr. Narotam.S Sekhsaria	Non-Executive/Non-Independent	04-08-1999		Mr. N.S. Sekhsaria was the Chairman of the Nomination and Remuneration Committee from 5 th April 2013 to 22 nd April, 2014. Effective 22 nd April, 2014, he ceased to be the Chairman of the Committee. However, he continues to be member.
	00007347	Mr. Shailesh Haribhakti	Non-Executive/Independent	25-04-2008		
	00077715	Mr. Martin Kriegner	Non-Executive/Non-Independent	11-02-2016		
Stakeholders' Relationship Committee	00103845	Mr. Ranjit Shahani	Chairperson/Non-Executive / Non-Independent	03-04-2019		
	07419090	Mr. Neeraj Akhoury	Executive	21-02-2020		
	00004258	Dr. Omkar Goswami	Non-Executive /Independent	03-04-2019		

	00015986	Mr. Rajendra Chitale	Non-Executive /Independent	22-04-2009		Mr. Chitale was appointed as the member of the Stakeholders Relationship Committee w.e.f. 22 nd April, 2009. He was the Chairman from 5 th April, 2013 to 3 rd April, 2019. Presently he continues to be the member of the Committee.
Risk Management Committee	00015986	Mr. Rajendra Chitale	Chairperson/Non-Executive /Independent	24-04-2014		
	00010180	Mr. Nasser Munjee	Non- Executive /Independent	24-04-2014		
	00007347	Mr. Shailesh Haribhakti	Non - Executive /Independent	24-04-2014		
	08069722	Mr. Roland Kohler	Non-Executive/Non-Independent	03-04-2019		
	07419090	Mr. Neeraj Akhoury	Executive	21-02-2020		
CSR & Sustainability Committee	00276351	Mr. Narotam.S Sekhsaria	Chairperson/Non-Executive/Non-Independent	03-05-2013		
	000010180	Mr. Nasser Munjee	Non-Executive /Independent	03-05-2013		
	00015986	Mr. Rajendra Chitale	Non - Executive /Independent	24-04-2014		
	00077715	Mr. Martin Kriegner	Non - Executive/Non-Independent	11-02-2016		
	00327684	Mr. Mahendra Kumar Sharma	Non - Executive/Non-Independent	03-04-2019		
	07419090	Mr. Neeraj Akhoury	Executive	21-02-2020		
Compliance Committee	000010180	Mr. Nasser Munjee	Chairperson/Non-Executive /Independent	03-04-2019		
	00004258	Dr. Omkar Goswami	Non- Executive /Independent	01-02-2008		

	00007347	Mr. Shailesh Haribhakti	Non- Executive /Independent	01-02-2008		
	08354724	Ms. Then Hwee Tan	Non-Executive /Non-Independent	03-04-2019		
	07419090	Mr. Neeraj Akhoury	Executive	21-02-2020		
Management Committee	00015986	Mr. Rajendra Chitale	Chairperson/Non-Executive /Independent	05-04-2013		
	00007347	Mr. Shailesh Haribhakti	Non- Executive /Independent	22-04-2009		
	07419090	Mr. Neeraj Akhoury	Executive	21-02-2020		

III. Meeting of Board of Directors				
Date(s) of Meeting (if any) in the Previous Quarter	Dates(s) of Meeting (if any) in the Relevant Quarter	Maximum gap between Two consecutive meetings (in number of days)	Number of Directors Present	No. of Independent Directors attending the meeting
20 th February, 2020	10 th April, 2020	49 days	14	5
	27 th April, 2020	16 days	15	5
	12 th May, 2020	14 days	14	5

IV. Meeting of Committees				
Date(s) of Meeting (if any) in the Previous Quarter	Dates(s) of Meeting (if any) in the Relevant Quarter	Maximum gap between Two consecutive meetings (in number of days)	Number of Directors Present	No. of Independent Directors attending the meeting
Audit Committee				
20 th February, 2020	27 th April, 2020	66 days	4	3
Nomination & Remuneration Committee				
20 th February, 2020	10 th April, 2020	49 days	4	2
V. Related Party Transactions				
Subject		Compliance Status		
Whether prior approval of Audit Committee obtained		Yes		
Whether shareholder approval obtained for material RPT		NA		
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Yes		

VI. Affirmations		
Sr. No.	Subject	Compliance Status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here.	-
<p>The quarterly compliance report for the quarter ended 31st March, 2020 and 30th June, 2020 will be taken on record by the Board of Directors at the Board Meeting scheduled on 24th July, 2020.</p> <p>Rajiv Gandhi Company Secretary ACS 11263</p>		

Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year

Affirmations		
Broad heading	Regulation no.	Compliance Status (Yes/No/NA)
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	NA As per the extension given vide MCA circular dated 21 st April, 2020 and SEBI circular dated 23 rd April, 2020, Annual General Meeting of the Company is scheduled on 10 th July, 2020.
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	NA As per the extension given vide MCA circular dated 21 st April, 2020 and SEBI circular dated 23 rd April, 2020, Annual General Meeting of the Company is scheduled on 10 th July, 2020.
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	NA As per the extension given vide MCA circular dated 21 st April, 2020 and SEBI circular dated 23 rd April, 2020, Annual General Meeting of the Company is scheduled on 10 th July, 2020.
Whether "Corporate Governance Report" disclosed in Annual Report.	34(3) read with para C of Schedule V	Yes
Rajiv Gandhi Company Secretary ACS 11263		