

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: 31st March, 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		72	6	5	5	3

Mr.	Rajendra Chitale	AABPC4812B 00015986	Non-Executive/ Independent	N.A	Shareholder Director	01.04.2019		72	2	2	6	3
Mr.	Shailesh Haribhakti	AAAPH0574L 00007347	Non-Executive/ Independent	N.A	Shareholder Director	01.04.2019		72	7	7	10	5
Mr.	Omkar Goswami	AESPG3729A 00004258	Non-Executive/ Independent	N.A	Shareholder Director	01.04.2019		72	4	4	4	0
Ms.	Shikha Sanjaya Sharma	ALFPS9244J 00043265	Non-Executive/ Independent	N.A	Shareholder Director	01.04.2019		12	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
Mr.	Bimlendra Jha	ACEPJ7946A 02170280	Executive	N.A	MD-CEO	01.03.2019	20.02.20 20	N.A.	1	0	1	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		
	02170280	Mr. Bimlendra Jha	Executive	01-03-2019	20-02-2020	Cessed to be a member of the Stakeholders Relationship Committee on his resignation from the Board on 20 th February, 2020.
	07419090	Mr. Neeraj Akhoury	Executive	21-02-2020		Mr. Neeraj Akhoury has been appointed as a Member of the Committee w.e.f. 21 st February, 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		
	02170280	Mr. Bimlendra Jha	Executive	01-03-2019	20-02-2020	Cessed to be a member of the Risk Management Committee on his resignation from the Board on 20 th February, 2020.
	07419090	Mr. Neeraj Akhoury	Executive	21-02-2020		Mr. Neeraj Akhoury has been appointed as a member of the Committee w.e.f. 21 st February, 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		

	02170280	Mr. Bimlendra Jha	Executive	01-03-2019	20-02-2020	Cessed to be a member of the CSR & Sustainability Committee on his resignation from the Board w.e.f. 20 th February, 2020.
	07419090	Mr. Neeraj Akhoury	Executive	21-02-2020		Mr. Neeraj Akhoury has been appointed as a member of the Committee w.e.f. 21 st February, 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		
	02170280	Mr. Bimlendra Jha	Executive	01-03-2019	20-02-2020	Cessed to be a member of the Compliance Committee on his resignation from the Board on 20 th February, 2020.
	07419090	Mr. Neeraj Akhoury	Executive	21-02-2020		Mr. Neeraj Akhoury has been appointed as a member of the Committee w.e.f. 21 st February, 2020.
Management Committee	00015986	Mr. Rajendra Chitale	Chairperson/Non-Executive /Independent	05-04-2013		
	00007347	Mr. Shailesh Haribhakti	Non- Executive /Independent	22-04-2009		
	02170280	Mr. Bimlendra Jha	Executive	01-03-2019	20-02-2020	Cessed to be a member of the Management Committee on his resignation from the Board on 20 th February, 2020.
	07419090	Mr. Neeraj Akhoury	Executive	21-02-2020		Mr. Neeraj Akhoury has been appointed as a member of the Committee w.e.f. 21 st February, 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
18 th October, 2019	20 th February, 2020	71 days	14	5
10 th December, 2019				

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				
18 th October, 2019	20 th February, 2020	75 days	4	3
6 th December, 2019				
Stakeholders Relationship Committee				
18 th October, 2019	20 th February, 2020	124 days	4	2
Nomination & Remuneration Committee				
9 th December, 2019	20 th February, 2020	72 days	4	2
Risk Management Committee				
6 th December, 2019	N.A.	Not Applicable		

CSR & Sustainability Committee				
10 th December, 2019	N.A.	Not Applicable		
Compliance Committee				
18 th October, 2019	20 th February, 2020	75 days	5	3
Management Committee				
18 th October, 2019	24 th February, 2020	79 days	3	2
6 th December, 2019				
Independent Directors Meeting				
9 th December, 2019	N.A.	Not Applicable	4	4

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.	-
The quarterly compliance report for the quarter ended 31 st December, 2019 was taken on record by the Board of Directors at the Board Meeting held on 20 th February, 2020.		
Rajiv Gandhi Company Secretary ACS 11263		