

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, 2022

| 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 Director - ships 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 | | 90 | 3 | 3 | 5 | 1 |

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|-----|-----------------------|------------------------|--------------------------------------|------|-------------------------|------------|--|------|---|---|----|---|
| Mr. | Rajendra Chitale | AABPC4812B 00015986 | Non-Executive/ Independent | N.A | Shareholder Director | 01.04.2019 | | 90 | 2 | 2 | 7 | 3 |
| Mr. | Shailesh Haribhakti | AAAPH0574L 00007347 | Non-Executive/ Independent | N.A | Shareholder Director | 01.04.2019 | | 90 | 7 | 7 | 10 | 4 |
| Mr. | Omkar Goswami | AESPG3729A 00004258 | Non-Executive/ Independent | N.A | Shareholder Director | 01.04.2019 | | 90 | 2 | 2 | 3 | 0 |
| Ms. | Shikha Sanjaya Sharma | ALFPS9244J 00043265 | Non-Executive/ Independent | N.A | Shareholder Director | 01.04.2019 | | 36 | 5 | 5 | 4 | 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. | Ramanathan Muthu | ADXPR3189H 01607274 | Non-Executive/ Non Independent | N.A. | Shareholder Director | 23.12.2020 | | N.A. | 1 | 0 | 0 | 0 |

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|-----|-----------------------|------------------------|-----------------------------------|------|----------------------|------------|------------|------|---|---|---|---|
| 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. | 2 | 2 | 3 | 1 |
| Mr. | Ranjit Shahani | AHQPS0542Q 00103845 | Non-Executive/ Non Independent | N.A | Shareholder Director | 01.04.2019 | | N.A. | 3 | 2 | 3 | 1 |
| Mr. | Praveen Kumar Molri | AARPM0971F 07810173 | Non-Executive/ Nominee | N.A | Shareholder Director | 01.04.2019 | 17.03.2022 | N.A. | 1 | 0 | 0 | 0 |
| Mr. | Neeraj Akhoury | AAWPA5310M 07419090 | Executive | N.A. | MD-CEO | 21.02.2020 | | N.A. | 2 | 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 | | |
| | 00004258 | Dr. Omkar Goswami | Non-Executive /Independent | 18-02-2021 | | |
| | 00327684 | Mr. Mahendra Kumar Sharma | Non - Executive/Non-Independent | 18-02-2021 | | |
| 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 | | |

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| Stakeholders' Relationship Committee | 00103845 | Mr. Ranjit Shahani | Chairperson/Non-Executive / Non-Independent | 03-04-2019 | | |
| | 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. |
| | 07419090 | Mr. Neeraj Akhoury | Executive | 21-02-2020 | | |
| 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 | | |
| | 07419090 | Mr. Neeraj Akhoury | Executive | 21-02-2020 | | |
| CSR Committee | 00276351 | Mr. Narotam.S Sekhsaria | Chairperson/Non-Executive/Non-Independent | 03-05-2013 | | In order to maintain the fine balance between the business and the sustainability initiatives, its periodic review and to get regular guidance from a standalone committee of the Board, CSR & Sustainability Committee was bifurcated into CSR Committee and the separate Sustainability Committee of the Board was constituted w.e.f 1st January, 2022. |
| | 00010180 | 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 | | |

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| Compliance Committee | 00010180 | 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 | | |
| Sustainability Committee | 00077715 | Mr. Martin Kriegner | Chairperson/Non-Executive/Non-Independent | 01.01.2022 | | In order to maintain the fine balance between the business and the sustainability initiatives, its periodic review and to get regular guidance from a standalone committee of the Board, CSR & Sustainability Committee was bifurcated into CSR Committee and the separate Sustainability Committee of the Board was constituted w.e.f 1st January, 2022. |
| | 00276351 | Mr. Narotam.S Sekhsaria | Non-Executive/Non-Independent | 01.01.2022 | | |
| | 00103845 | Mr. Ranjit Shahani | Non-Executive / Non-Independent | 01.01.2022 | | |
| | 00327684 | Mr. Mahendra Kumar Sharma | Non - Executive/Non-Independent | 01.01.2022 | | |
| | 00010180 | Mr. Nasser Munjee | Non-Executive /Independent | 01.01.2022 | | |
| | 07419090 | Mr. Neeraj Akhoury | Executive | 01.01.2022 | | |

| 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 |
| 26 th October, 2021 | 17 th February, 2022 | 62 days | 14 | 5 |
| 16 th December, 2021 | | | | |
| IV. Meeting of Committees | | | | |
| Date(s) of Meeting (if any) in the Previous Quarter | Dates(s) of Meeting (if any) in the Relevant sQuarter | Maximum gap between Two consecutive meetings (in number of days) | Number of Directors Present | No. of Independent Directors attending the meeting |
| Audit Committee | | | | |
| 26 th October, 2021 | 17 th February, 2022 | 64 days | 6 | 4 |
| 14 th December, 2021 | | | | |
| CSR Committee | | | | |
| 25 th October, 2021 | 16 th February, 2022 | - | 6 | 2 |
| 14 th December, 2021 | | | | |
| Stakeholders Relationship Committee | | | | |
| 25 th October, 2021 | 16 th February, 2022 | - | 4 | 2 |
| Nomination & Remuneration Committee | | | | |
| 17 th November, 2021 | 17 th March, 2022 | - | 5 | 4 |
| 15 th December, 2021 | | | | |

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|---------------------------------|---------------------------------|---|---|---|
| Compliance Committee | | | | |
| 25 th October, 2021 | 16 th February, 2022 | - | 5 | 3 |
| Management Committee | | | | |
| - | 7 th February, 2022 | - | 3 | 2 |
| Sustainability Committee | | | | |
| NA | 30 th March, 2022 | - | 5 | 0 |

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| 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 | |

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| 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 |

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| 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 December, 2021 was taken on record by the Board of Directors at the Board Meeting held on 17th February, 2022</p> <p>The quarterly compliance report for the quarter ended 31st March, 2022 will be placed before the Board of Directors at the forthcoming Board Meeting scheduled to be held in April 2022.</p> <p>Rajiv Gandhi Company Secretary & Compliance Officer ACS 11263</p> | | |