

# 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:** 31<sup>st</sup> December, 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 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.	Gautam S. Adani	ABKPA0965H 00006273	Non-Executive/ Non Independent	Chairperson relate to promoter		16.09.2022	-	N.A.	7	0	0	0
Mr.	Karan Adani	AIQPA6672F 03088095	Non-Executive/ Non Independent	N.A		16.09.2022	-	N.A.	3	0	3	0
Mr.	Maheswar Sahu	ADKPS6835Q 00034051	Non-Executive/ Independent	N.A	Shareholder Director	16.09.2022	-	3.5	3	3	7	2

Mr.	Rajnish Kumar	AIJPK9858M 05328267	Non-Executive/ Independent	N.A	Shareholder Director	16.09.2022	-	3.5	3	3	3	2
Mr.	Ameet Desai	ADKPD8381N 00007116	Non-Executive/ Independent	N.A	Shareholder Director	16.09.2022	-	3.5	2	2	3	0
Ms.	Purvi Sheth	AALPS8544C 06449636	Non-Executive/ Independent	N.A	Shareholder Director	16.09.2022	-	3.5	4	4	0	0
Mr.	M.R.Kumar	AAAPK7351G 03628755	Non-Executive/ Nominee	N.A		16.09.2022	-	N.A.	1	0	0	0
Mr.	Ajay Kapur	ADYPK9189P 03096416	Executive	N.A	MD	17.09.2022	-	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	05328267	Mr. Rajnish Kumar	Chairperson/Non-Executive/Independent	16.09.2022	-	
	00034051	Mr. Maheswar Sahu	Non-Executive/Independent	16.09.2022	-	
	05328267	Mr. Ameet Desai	Non-Executive/Independent	16.09.2022	-	

Nomination & Remuneration Committee	06449636	Ms. Purvi Sheth	Chairperson/Non Executive/Independent	16.09.2022	-
	05328267	Mr. Rajnish Kumar	Non-Executive/Independent	16.09.2022	-
	00034051	Mr. Maheswar Sahu	Non-Executive/Independent	16.09.2022	-
	00007116	Mr. Ameet Desai	Non-Executive/Independent	16.09.2022	-
Stakeholders' Relationship Committee	00034051	Mr. Maheswar Sahu	Chairperson/Non-Executive/Independent	16.09.2022	-
	00007116	Mr. Ameet Desai	Non-Executive/Independent	16.09.2022	-
	03088095	Mr. Karan Adani	Non-Executive/Independent	16.09.2022	-
	03096416	Mr. Ajay Kapur	Executive	17.09.2022	-
Risk Management Committee	00007116	Mr. Ameet Desai	Chairperson/Non-Executive/Independent	16.09.2022	-
	06449636	Ms. Purvi Sheth	Non- Executive/Independent	16.09.2022	-
	05328267	Mr. Rajnish Kumar	Non-Executive/Independent	16.09.2022	-
	03096416	Mr. Ajay Kapur	Executive	17.09.2022	-
Corporate Social Responsibility Committee	05328267	Mr. Rajnish Kumar	Chairperson/Non-Executive/Independent	16.09.2022	-
	00034051	Mr. Maheswar Sahu	Non-Executive/Independent	16.09.2022	-
	06449636	Ms. Purvi Sheth	Non- Executive/Independent	16.09.2022	-
	03088095	Mr. Karan Adani	Non-Executive/Non - Independent	16.09.2022	-

<b>III. Meeting of Board of Directors</b>					
<b>Date(s) of Meeting (if any) in the Previous Quarter</b>	<b>Dates(s) of Meeting (if any) in the Relevant Quarter</b>	<b>Maximum gap between Two consecutive meetings (in number of days)</b>	<b>Total number of Directors as on date of the Meeting</b>	<b>Number of Directors Present</b>	<b>No. of Independent Directors attending the meeting</b>
19 <sup>th</sup> July, 2022	21 <sup>st</sup> October, 2022	34 days	8	7	4
16 <sup>th</sup> September, 2022					
16 <sup>th</sup> September, 2022					
<b>IV. Meeting of Committees</b>					
<b>Date(s) of Meeting (if any) in the Previous Quarter</b>	<b>Dates(s) of Meeting (if any) in the Relevant Quarter</b>	<b>Maximum gap between Two consecutive meetings (in number of days)</b>	<b>Total number of Directors as on date of the Meeting</b>	<b>Number of Directors Present</b>	<b>No. of Independent Directors attending the meeting</b>
<b>Audit Committee</b>					
19 <sup>th</sup> July, 2022	21 <sup>st</sup> October, 2022	34 days	3	3	3
5 <sup>th</sup> August, 2022					
16 <sup>th</sup> September, 2022					
<b>Risk Management Committee</b>					
-	2 <sup>nd</sup> December, 2022	-	4	2	2

<b>V. Related Party Transactions</b>		
<b>Subject</b>	<b>Compliance Status</b>	
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	

<b>VI. Affirmations</b>		
<b>Sr. No.</b>	<b>Subject</b>	<b>Compliance Status (Yes/No)</b>
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 <b>a. Audit Committee</b>	Yes
3	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; Remuneration committee</b>	Yes
4	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <b>c. Stakeholders Relationship committee</b>	Yes
5	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk Management Committee (applicable to the top 100 listed entities)</b>	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 30 <sup>th</sup> September, 2022 was taken on record by the Board of Directors at the Board Meeting held on 21 <sup>st</sup> October, 2022.		
The quarterly compliance report for the quarter ended 31 <sup>st</sup> December, 2022 will be placed before the Board of Directors at the forthcoming Board Meeting scheduled to be held in February, 2023.		
<b>Vinod Bahety</b> <b>Chief Financial Officer</b>		