

20th May, 2024

To,

**National Stock Exchange of
India Limited**

Scrip Code: AMBUJACEM

BSE Limited

**Scrip Code:
500425**

**Luxembourg Stock
Exchange**

Code: US02336R2004

Dear Sir/ Madam,

Sub: Voting Results and scrutinizer's report on Postal Ballot

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith, details of voting results and scrutinizer's report on the Postal Ballot conducted by the Company.

The Company had provided e-voting facility to Members through Central Depository Services (India) Limited. The e-voting period commenced from Friday, April 19, 2024 at 9:00 A.M. (IST) and ended on Saturday, May 18, 2024 at 5:00 P.M. (IST).

Request you to please take the same on your records.

Thanking you,

Yours Faithfully,

For Ambuja Cements Limited

Manish Mistry

Company Secretary & Compliance Officer

Encl:a/a

Registered Office:

Adani Corporate House
Shantigram, S. G. Highway, Khodiyar,
Ahmedabad – 382 421, Gujarat, India
Ph +91 79-2656 5555
www.ambujacement.com
CIN: L26942GJ1981PLC004717

Result of Postal Ballot

Pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), also read with the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022 and 9/2023 dated 25th September, 2023, issued by the Ministry of Corporate Affairs, Government of India ('MCA Circulars'), the approval of shareholders was sought by postal ballot as per details furnished in the Postal Ballot Notice dated April 15, 2024, sent to all shareholders of the Company, on the following proposals for passing Ordinary Resolutions by way of postal ballot only by voting through electronic means.

Sr.	Particulars	Type of Resolution
1.	Approval of Material Related Party Transactions with ACC Limited for Financial Years 2024-25 and 2025-26.	Ordinary Resolution
2.	Approval of Material Related Party Transactions with Sanghi Industries Limited for Financial Year 2024-25	Ordinary Resolution

Mr. Chirag Shah, a Practicing Company Secretary who was appointed as the scrutinizer for conducting postal ballot process in a fair and transparent manner, submitted his report on the postal ballot.

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, details regarding postal ballot are as follows:

1.	Date of Annual General Meeting/Extra Ordinary General Meeting	Not Applicable
2.	Date of Postal Ballot Notice	April 15, 2024
3.	Total number of shareholders on record date Total number of shareholders on record date	5,56,110
4.	Number of shareholder present in the meeting either in person or through proxy:	
	Promoters and Promoter Group:	Not Applicable

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	Public:	Not Applicable
5.	Number of shareholders attended meeting through video conferencing:	
	Promoters and Promoter Group:	Not Applicable
	Public:	Not Applicable

On the basis of the report received from Mr. Chirag Shah, Practicing Company Secretary and scrutinizer, since **~99.40 %** and **~97.30%** of total votes polled are in favour of the above-mentioned Resolution no. 1 and 2 respectively, the said resolutions are duly passed as Ordinary Resolutions as mentioned in the notice dated April 15, 2024 with requisite majority, as per **Annexure I**.

Thanking you,

Yours Faithfully.

For Ambuja Cements Limited

Manish Mistry
Company Secretary & Compliance Officer

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CHIRAG SHAH & ASSOCIATES

Company Secretaries

1213-1214 Ganesh Glory, Nr. Jagatpur Crossing

Besides Ganesh Genesis,

Off. S.G. Highway, Ahmedabad - 382 481.

Ph.: 079-40020304, 6358790040/41/42

E-mail : chi118_min@yahoo.com

Scrutinizer Report on Remote E-Voting in Respect of Resolutions Proposed through Postal Ballot
[Pursuant to Sections 108 & 110 of the Companies Act, 2013 read with Rules 20 and 22 of the
Companies (Management and Administration) Rule 2014]

To,

The Chairperson

AMBUJA CEMENTS LIMITED

Adani Corporate House, Shantigram, Near Vaishno Devi

Circle, S. G. Highway, Khodiyar, Ahmedabad 382421.

Dear Sir,

Re : Report of Scrutinizer on passing of resolutions through Postal Ballot only by way of remote E-voting of Ambuja Cement Limited ("the Company")

1. The Board of Directors of the Company, by Resolution passed on March 28, 2024 has appointed us as Scrutinizer for conducting the postal ballot (e-voting process) for passing the resolutions as set out in the Notice of Postal Ballot dated April 15, 2024.
2. In terms of the Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.20/2020 dated 5 May, 2020, General Circular No.22/2020 dated 15 June, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No.3/2022 dated May 5, 2022, General Circular No.11/2022 dated December 28, 2022 and General Circular No 09/2023 dated September 25, 2023 (collectively referred to as the "MCA Circulars") the Company had sent the postal ballot notice in electronic form only. The hard copy of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelopes were not sent to the members for the postal ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the members would take place through the remote evoting system only. To facilitate such members to receive the postal ballot notice electronically and cast their vote electronically, the Company had made arrangement for registration of email addresses in terms of the MCA Circulars. The Notice had also been placed on website of the Company at www.ambujacement.com and e-voting website at <https://www.evotingindia.com> and also available on the website of stock exchange at www.bseindia.com and www.nseindia.com.



3. We submit our report as under:
4. The Notice of Postal Ballot dated April 15, 2024 alongwith the statement under Section 102 of the Companies Act, 2013 setting out all material facts in respect of the resolutions mentioned therein was sent electronically by email to the members whose names appear in the register of members/ list of beneficial owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on April 12, 2024 in compliance with the above referred MCA Circulars.
5. The Company has completed the dispatch of Postal Ballot Notice by email on April 18, 2024. In accordance with the MCA Circulars, no physical ballot notice was dispatched to the Members. The Company has also published Newspaper Advertisement in Financial Express (English) and Financial Express (Gujarati) respectively, regarding dispatch of Notice of Postal Ballot alongwith Remote E-voting Information and containing all the matters required under Companies Act, 2013 and relevant rules on, April 20, 2024.
6. The Company has offered E-voting through Central Depository Services (India) Limited (CDSL) and the report contains the details of E-voting only.
7. The facility of E-voting remained open from 9.00 a.m. on Friday April 19, 2024 and ended at 5.00 p.m. on Saturday May 18, 2024.
8. We have unblocked the votes cast through remote E-voting in the presence of Mr. Raimeen Maradiya and Ms. Charmi Shah who are not in the employment of the Company. Thereafter, the details containing, inter-alia the list of members who voted "For" or "Against" the resolutions were derived from the report generated from the evoting website of Central Depository Services (India) Limited i.e. <https://www.evotingindia.com>.
9. A Summary of postal ballot through E-voting is given below

Resolution No. 1 :

Approval of Material Related Party Transactions with ACC Limited for Financial Years 2024-25 and 2025-26.

Particulars		No. of Postal Ballot Forms / E-voting	No. of shares	% of Total Paid Up Equity Capital	% of total votes polled
a)	Voting exercised through E-Voting	1934	494875875	20.09%	100.00%
b)	E-Voting ballot with assent (favour) for the Resolution	1862	491908546	19.97%	99.40%
c)	E-Voting ballot dissent (against) for the Resolution	72	2967329	0.12%	0.60%



d)	E-Voting ballot Abstained from voting	0	0	0.00%	0.00%
e)	Total valid votes exercised (b+c)	1934	494875875	20.09%	100.00%
Total Ballot with ASSENT in Electronic mode		1862	491908546	19.97%	99.40%
Total Ballot with DISSENT in Electronic mode		72	2967329	0.12%	0.60%
Since total votes polled in favour of the resolution is 99.40 % and total votes polled against the resolution is 0.60 %, resolution has been passed as Ordinary Resolution					

Resolution No. 2 :

Approval of Material Related Party Transactions with Sanghi Industries Limited for Financial Year 2024-25.

Particulars		No. of Postal Ballot Forms / E-voting	No. of shares	% of Total Paid Up Equity Capital	% of total votes polled
a)	Voting exercised through E-Voting	1934*	494875850	20.09%	100.00%
b)	E-Voting ballot with assent (favour) for the Resolution	1817	481517020	19.55%	97.30%
c)	E-Voting ballot dissent (against) for the Resolution	122	13358830	0.54%	2.70%
d)	E-Voting ballot Abstained from voting	1	25	0.00%	-
e)	Total valid votes exercised (b+c)	1939	494875850	20.09%	100.00%
Total Ballot with ASSENT in Electronic mode		1817	481517020	19.55%	97.30%
Total Ballot with DISSENT in Electronic mode		122	13358830	0.54%	2.70%
Since total votes polled in favour of the resolution is 97.30% and total votes polled against the resolution is 2.70%, resolution has been passed as Ordinary Resolution					

*out of the aforesaid equity shareholders who voted for the resolution and against the resolution, respectively, 6 equity shareholders have partially voted for the resolution and partially against the resolution. Therefore, for the purpose of numbers the said 6 equity shareholders have been considered only once. Thus, 1934 equity shareholders in number (1817+122+1=1940 - 6 = 1934) voted during the remote e-voting.



10. You may accordingly declare the results of the voting by postal ballot only by way remote E-voting.
11. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairperson considers, approves and signs the Minutes of the aforesaid Resolutions passed by way of Postal Ballot and the same will be handed over to the Company Secretary of the Company for safe keeping.

Thanking you,
For, Chirag Shah and Associates
Company Secretaries



Chirag Shah
Partner
FCS No.5545, CP No. 3498

Place: Ahmedabad
Date: 18/05/2024
UDIN : F005545F000399532
Peer Review Cer. No. 704/2020

Counter Signed by
For Ambuja Cements Limited

Manish Mistry
Company Secretary and Compliance Officer
Mem No. FCS 8373

Ambuja Cements Limited.

Resolution Required :Ordinary			1 - Approval of Material Related Party Transactions with ACC Limited for Financial Year 2024-2025 and Financial Year 2025-26					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	1465889561	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0	0.0000
Public Institutions	E-Voting	561533941	494160977	88.0020	491207824	2953153	99.4024	0.5976
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		494160977	88.0020	491207824	2953153	99.4024	0.5976
Public Non Institutions	E-Voting	170252485	714898	0.4199	700722	14176	98.0171	1.9829
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		714898	0.4199	700722	14176	98.0171	1.9829
Total		2197675987	494875875	22.5181	491908546	2967329	99.4004	0.5996

For,
Ambuja Cements Limited

Manish Mistry
Company Secretary

Ambuja Cements Limited.

Resolution Required :Ordinary		2 - Approval of Material Related Party Transactions with Sanghi Industries Limited for Financial Year 2024-2025						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={{[2]/[1]}*100	[4]	[5]	[6]={{[4]/[2]}*100	[7]={{[5]/[2]}*100
Promoter and Promoter Group	E-Voting	1465889561	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	561533941	494160977	88.0020	480821615	13339362	97.3006	2.6994
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		494160977	88.0020	480821615	13339362	97.3006	2.6994
Public Non Institutions	E-Voting	170252485	714873	0.4199	695405	19468	97.2767	2.7233
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		714873	0.4199	695405	19468	97.2767	2.7233
Total		2197675987	494875850	22.5181	481517020	13358830	97.3006	2.6994

For,
Ambuja Cements Limited

Manish Mistry
Company Secretary