

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, 2018

I. Composition of Board of Directors												
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 years)	No. of Directorships in listed entity 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	Remarks
Mr	Narotam S. Sekhsaria	AALPS0205L00276351	Non-Executive/ Non Independent	Chairperson	Shareholder Director	10.11.1982			2	0	0	
Mr.	Jan Jenisch	ZZZZZ9999Z07957196	Non-Executive/Non Independent Director	N.A	Shareholder Director	24.10.2017			2	0	0	
Mr	Shailesh Haribhakti	AAAPH0574L00007347	Non-Executive/ Independent Director	N.A	Shareholder Director	11-09.2014		5	7	5	5	

Mr	Nasser Munjee	AAFPM7588N 00010180	Non-Executive/ Independent Director	N.A	Shareholder Director	11.09.2014		5	6	1	5	
Mr	Rajendra Chitale	AABPC4812B 00015986	Non-Executive/ Independent Director	N.A	Shareholder Director	11.09.2014		5	4	4	5	
Mr	Omkar Goswami	AESPG3729A 00004258	Non-Executive/ Independent Director	N.A	Shareholder Director	11.09.2014		5	7	7	0	
Mr	Haigreva Khaitan	AEVPK7531H 00005290	Non-Executive/ Independent Director	N.A	Shareholder Director	11.09.2014		5	6	5	3	
Mrs	Usha Sangwan	AAKPS4806L 02609263	Non-Executive/ Non Independent Director	N.A	Shareholder Director	24.04.2014			4	2	0	
Mr	Christof Hassig	ZZZZZ9999Z 01680305	Non- Executive/Non Independent Director	N.A	Shareholder Director	09.12.2015			2	0	0	
Mr	Martin Kreigner	AKPPK7394A 00077715	Non- Executive/Non Independent Director	N.A	Shareholder Director	11.02.2016			2	2	0	
Mr	Roland Kohler	ZZZZZ9999Z 08069722	Non- Executive/Non Independent Director	N.A	Shareholder Director	20.02.2018			1	0	0	
Mr	Bhanwarlal Taparia	AAAPT1903H 00016551	Non- Executive/Non Independent Director	N.A	Shareholder Director	01.09.2012			2	1	1	
Mr	Ajay Kapur	ADYPK9189P 03096416	Executive Director	N.A	MD-CEO	25.07.2013			1	2	0	

II. Composition of Committees		
Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
Audit Committee	Mr.Rajendra Chitale	Chairperson/Non-Executive/Independent
	Mr.Nasser Munjee	Non-Executive/Independent
	Dr.Omkar Goswami	Non-Executive/Independent
	Mr.Martin Kriegner	Non-Executive/Non Independent
Nomination & Remuneration Committee	Mr. Nasser Munjee	Chairperson/Non-Executive/Independent
	Mr.Narotam.S Sekhsaria	Non-Executive/Non Independent
	Mr. Martin Kriegner	Non-Executive/Non Independent
	Mr. Shailesh Haribhakti	Non-Executive/Independent
Stakeholders' Relationship Committee	Mr.Rajendra Chitale	Chairperson/Non-Executive /Independent
	Mr. Haigreve Khaitan	Non-Executive /Independent
	Mr. Ajay Kapur	Executive
	Mr. B.L.Taparia	Non - Executive/Non Independent
CSR Committee	Mr.Narotam.S Sekhsaria	Chairperson/Non-Executive/Non Independent
	Mr.Nasser Munjee	Non-Executive /Independent
	Mr.Martin Kriegner	Non - Executive/Non Independent
	Mr.Rajendra Chitale	Non - Executive /Independent
	Mr. B.L.Taparia	Non - Executive/Non Independent
	Mr. Ajay Kapur	Executive

Risk Management Committee	Mr.Rajendra Chitale	Chairperson/Non-Executive /Independent
	Mr.Nasser Munjee	Non- Executive /Independent
	Mr. Shailesh Haribhakti	Non - Executive /Independent
	Dr. Omkar Goswami	Non- Executive /Independent
	Mr. Ajay Kapur	Executive
Compliance Committee	Mr. Haigreve Khaitan	Chairperson/Non-Executive /Independent
	Dr. Omkar Goswami	Non- Executive /Independent
	Mr. Shailesh Haribhakti	Non- Executive /Independent
	Mr. B.L.Taparia	Non - Executive/Non Independent
	Mr. Ajay Kapur	Executive
Management Committee	Mr. Rajendra Chitale	Chairperson/Non-Executive /Independent
	Mr. Shailesh Haribhakti	Non- Executive /Independent
	Mr. B.L.Taparia	Non- Executive /Independent
	Mr. Ajay Kapur	Non- Executive /Independent

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)
24th October, 2017	February 20, 2018	73 days (08.12.2017 – 20.02.2018)
8th December, 2017	February 26, 2018	

IV. Meeting of Committees

Date(s) of Meeting of the Committee (if any) in the Relevant Quarter.	Whether the requirement of Quorum is met (Details)	Dates(s) of Meeting of the Committee (if any) in the Previous Quarter	Maximum gap between Two consecutive meetings (in number of days)
Audit Committee			
February 19, 2018	Yes	24 th October, 2017	73 days (07.12.2017-19.02.2018)
		29 th November, 2017	

February 26, 2018		7 th December, 2017	
Stakeholders Relationship Committee			
February 19, 2018	Yes	24 th October, 2017	
		8 th December, 2017	
Nomination & Remuneration Committee			
February 20, 2018	Yes	24 th October, 2017	
		8 th December, 2017	
CSR Committee			
February 19, 2018	Yes	7 th December, 2017	
Compliance Committee			
February 19, 2018	Yes	24 th October, 2017	
Management Committee			
February 19, 2018	Yes	8 th December, 2017	
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 December 2017 was taken on record by the Board of Directors at the Board Meeting held on 20th February, 2018.</p> <p>The quarterly compliance report for the quarter ended 31st March, 2018 will be placed before the Board of Directors at the forthcoming Board Meeting to be held in May 2018.</p> <p>Rajiv Gandhi Company Secretary</p>		