

Ambuja Cement

ACL:SEC:

10th July, 2020

The Secretary
Bombay Stock Exchange Limited
Phiroz Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 023

National Stock Exchange of India
Ltd.,
Plot No.C/1 'G' Block
Bandra – Kurla Complex
Bandra East,
Mumbai 400 051

Deutsche Bank
Trust Company Americas
Winchester House
1 Great Winchester Street
London EC2N 2DB

Societe de la Bourse de Luxembourg,
Avenue de la Porte Neuve
L-2011 Luxembourg,
B.P 165

Sub: Proceedings and Outcome of the 37th Annual General Meeting of the Company held on 10th July, 2020 -Regulation 30 and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

This is to inform you that the **37th** Annual General Meeting (AGM) of the Members of Ambuja Cements Limited was held on Friday, 10th July, 2020 **at 10.30 a.m. through** Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") and concluded at 11.45 a.m.

We are enclosing the following information by way of Annexures in connection with the Proceedings and Voting Results of the AGM held pursuant to Regulation 30 and Regulation 44(3) of the Listing Regulations and Rule 20 of The Companies (Management and Administration) Rules, 2014 :-

1. Proceedings of the AGM of the Company pursuant to Regulation 30, Part A of Schedule - III of the SEBI (Listing Obligations and Disclosure Requirements), 2015 : **Annexure A.**
2. The Chairman's speech as read out during the AGM - **Annexure B**
3. Details regarding the Voting Results of the business transacted at the AGM of the Company in the format prescribed pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) - **Annexure C.**

AMBUJA CEMENTS LIMITED

Elegant Business Park, MIDC Cross Road 'B', Off Andheri Kurla Road, Andheri (E), Mumbai 400059.
Tel.: 022- 4066 7000 / 6616 7000, Fax: 022 - 6616 7711 / 4066 7711. Website: www.ambujacement.com
Regd. Off. : P. O. Ambujanagar, Taluka - Kodinar, Dist. Gir Somnath, Gujarat.
CIN: L26942GJ1981PLC004717



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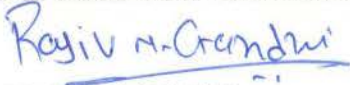
4. Report of the Scrutinizer dated 10th July, 2020 pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of The Companies (Management and Administration) Rules 2014 - **Annexure D.**
5. Media release as **Annexure E.**

The voting results along with the Scrutinizer's Report are also being made available on the Company's website at www.ambujacement.com and on the website of Central Depository Services (India) Ltd. www.evotingindia.com.

We would request you to kindly take the same on your records.

Thanking you,

Yours faithfully,
For AMBUJA CEMENTS LTD.


RAJIV GANDHI
COMPANY SECRETARY
Membership No. A11263



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**Proceedings of the Annual General Meeting of the Company held on 10th
July, 2020**

The 37th Annual General Meeting (“AGM”) of the Company was held through Video Conference / Other Audio Visual Mode on Friday, 10th July, 2020 which commenced at 10.30 A.M. IST and concluded at 11.45 A.M. IST.

The summary of the proceedings is as under:

1. Cut-off date for e-voting : 3rd July, 2020
2. Total number of shareholders as on cut-off date: 193519
3. No. of shareholders who attended the Meeting through video conference (excluding webcast): 103

In the absence of Mr. N S Sekhsaria, Chairman of the Board who could not attend the Annual General Meeting due to personal reasons, the Directors elected Mr. Martin Kriegner as the Chairman of the Meeting and Mr. Nasser Munjee as the Vice-Chairman of this meeting for the smooth conduct of the proceedings of the meeting, in case of any connectivity issue at the end of Mr. Martin Kriegner, Chairman of the meeting.

Mr. Kriegner thanked the Board Chairman and the Principal Founder, Mr. Narotam Sekhsaria for his leadership and continuous support to the Company.

Mr. Kriegner extended a warm welcome to all the shareholders, auditors and other invitees joining over video conferencing.



He then informed as under:-

- The Company had provided members the facility to cast their vote electronically on the CDSL platform, on all resolutions set forth in the Notice.
- The members who have not casted their votes earlier through remote e-voting on the CDSL, can exercise their voting rights during the AGM. Further, the shareholders who have not voted earlier can exercise the voting right during the course of the meeting.
- Mr. Neeraj Akhoury, MD & CEO, Ms. Sonal Shrivastava, CFO and Mr. Rajiv Gandhi, Company Secretary have also joined the meeting from Cement House, Mumbai.
- The Directors present were requested to introduce themselves.
- Mr. Neeraj Akhoury, who has been appointed as the M.D. & CEO of the company by the Board in February, 2020 was then introduced.
- The Executive Committee members of the Company, representatives of the Statutory Auditors M/s. Deloitte Haskins & Sells and the Secretarial Auditors, M/s. Rathi & Associates have also joined the meeting through Video conferencing.
- The Company has received five letters from corporate shareholders appointing authorized representatives under section 113 of the Companies Act, 2013 in respect of 129,01,34,915 (one hundred twenty nine crores one lac thirty four thousand nine hundred fifteen) equity shares representing 65% of the paid-up equity share capital of the Company.
- Since this AGM is being held electronically, physical attendance of the Members has been dispensed with and also the requirement of appointing proxy is not applicable.
- The Register of Directors & KMP and their shareholding, the Register of Contracts or Arrangements in which a Director is interested and Agreement with the MD & CEO are open for inspection by the Members during the continuance of the meeting on the Investor tab of the Company's website.



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Since the notice of the Annual General Meeting was circulated, the same was taken as read. Further as the report of the Statutory Auditors and the Secretarial Auditors were unqualified and without any adverse observations or comments, the same was also taken as read.

Mr. Kriegner then addressed the meeting. He also briefed the Members on the performance of the Company and related matters thereto.

The Company Secretary then informed the members that

- the Board of Directors have appointed Mr. Surendra Kanstiya, a Company Secretary in whole time practice as the scrutinizer to scrutinize the remote e-voting and voting during the AGM process in a fair and transparent manner.
- The e-voting period commenced on Monday, 6th July, 2020 at 10.00 A.M. and ended on Thursday, 9th July, 2020 at 5.00 P.M.

Thereafter, Mr. Kriegner initiated Question and Answer session, whereby the registered speaker shareholders expressed their views and sort clarifications on the performance of the Company and related matters one by one, which was later responded by the Mr. Kriegner, Mr. Neeraj Akhoury and Mr. Rajiv Gandhi.

Mr. Kriegner thanked the Directors and Members for participating in the Meeting and wished everyone for good health and safety in the year ahead.

Mr. Kriegner then concluded the meeting and informed the members that the e-voting process will continue for the next 15 minutes and will be disabled automatically.

After the completion of the Annual General Meeting, the scrutinizer unblocked votes cast through remote e-voting and e-voting at the AGM and submitted his

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Report. As per the report submitted by the Scrutinizer, all the Resolutions mentioned in the Notice of 37th Annual General Meeting were passed with requisite majority as given below:

Item no.	Particulars of Resolution	Type of Resolution
1.	To consider and adopt: a. the Audited Standalone Financial Statement of the Company for the Financial Year ended December 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon; and b. the Audited Consolidated Financial Statement of the Company for the Financial Year ended December 31, 2019, together with the Report of the Auditors thereon;	Ordinary
2.	To confirm the payment of Interim Dividend @ Rs 1.50/- per equity share for the Financial Year ended on 31st December, 2019.	Ordinary
3.	To appoint a Director in place of Mr. Jan Jenisch (DIN: 07957196), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary
4.	To appoint a Director in place of Mr. Martin Kriegner (DIN: 00077715), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary
5.	To appoint a Director in place of Mr. Christof Hassig (DIN: 01680305), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary
6.	To approve the payment of Commission based on net profits of the Company to the Non-Executive Directors.	Ordinary
7.	Appointment of Mr. Neeraj Akhoury (DIN: 07419090) as a Director.	Ordinary
8.	Appointment of Mr. Neeraj Akhoury (DIN: 07419090) as the Managing Director & CEO	Ordinary
9.	To ratify the payment of remuneration to the Cost Auditors, M/s. P.M. Nanabhoy & Co., Cost Accounts.	Ordinary



**SPEECH OF MR. MARTIN KRIEGNER, CHAIRMAN OF THE
37TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF
AMBUJA CEMENTS LIMITED**

Thank you all Directors for choosing me as the Chairperson of today's meeting. Good Morning and warm welcome to all shareholders and Directors to this 37th Annual General Meeting being conducted through video conferencing mode on account of the Coronavirus situation. The meeting is being live streamed through webcast.

I thank all of you for participating in today's meeting and sincerely wish that all of you and in your family are safe & healthy.

This is the first time in the history of Ambuja that the AGM is being held through virtual mode. I kindly ask all of us to be patient and work together to make this AGM a successful event.

As the requisite quorum is present, I call the meeting to Order.

Firstly, I would like to thank the Founder of AMBUJA and our Chairman, Mr. Narotam Sekhsaria for his leadership and continuous support to Ambuja. His guidance and foresight have always strongly determined the positive evolution of AMBUJA. I'm really privileged to chair the Company's 37th AGM on his behalf.

I have with me in the Nani Palkhiwala Hall at Cement House, Mumbai, Mr. Neeraj Akhoury, MD & CEO, Ms. Sonal Shrivastava, CFO and Mr. Rajiv Gandhi, Company Secretary.

I now call upon all the Directors who are on video conference to introduce themselves and confirm their participation in the meeting.

I would like to express my gratitude to the Board of Directors of Ambuja Cements

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for their leadership, strategic guidance and valuable contributions which shaped a very solid performance during the year 2019. I would like to put on record and thank each member of the Board for their support and participation during the lockdown. The Board has been fully and effectively functional during these times.

I am very pleased to introduce Mr. Neeraj Akhoury who took charge as the MD & CEO of the Company on 21st February, 2020. Prior to joining Ambuja, Mr Akhoury was the MD & CEO of ACC Ltd., our related Company, since February 2017 and a Member of LafargeHolcim Senior Leadership Group. During his tenure at ACC, Mr Akhoury has been instrumental in shaping ACC results and driving the company to demonstrate very strong operational & financial performance. On behalf of the Board of Directors, I am happy to welcome him as the MD & CEO of Ambuja.

Representatives of the Statutory Auditors M/s Deloitte Haskins & Sells and the Secretarial Auditors, M/s Rathi & Associates are also present at this meeting.

We also have the Executive Committee members of the Company present for this meeting.

The Company has received five letters from corporate shareholders appointing authorized representatives under section 113 of the Companies Act, 2013 in respect of 129,01,34,915 (one hundred twenty nine crores one lac thirty four thousand nine hundred fifteen) equity shares representing 65% of the paid-up equity share capital of the Company.

Since this AGM is being held electronically, physical attendance of the Members has been dispensed with and also the requirement of appointing proxy is not applicable. The Register of Directors & KMP and their shareholding, the Register of Contracts or Arrangements in which a Director is interested and Agreement with the MD & CEO are open for inspection by the Members during the continuance of the meeting on the Investor tab of the Company's website.

Members who did not vote earlier through remote e-voting may vote electronically



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during the course of the meeting.

As the Notice of the AGM is already circulated to all the Members, with your permission, I take the Notice of the meeting as read.

Further, as the report of the Statutory Auditors and the Secretarial Auditors were unqualified and without any adverse observations or comments in their respective reports, with your permission I take the Auditors' Report and the Report of the Secretarial Auditors as read.

The Board had recommended a final dividend @ Rs.1.50/- per share for the financial year 2019 which had to be recalled due to deferment of AGM. Keeping the interest of our large shareholders base, the Company has paid Interim Dividend at same rate as of final dividend (Rs.1.50/- per share) resulting in total outgo of Rs.298 crores.

Dear Members – We are in midst of an incomparable times of Covid-19. At Ambuja, we started to recognise this health crisis very early and we assure you that we have acted with greatest concern and priority for the health of our employees, their families and our partners.

In keeping with Ambuja Cements overarching value of Health & Safety, your Company strictly followed the guidelines prescribed by health authorities and the government. We also worked very closely with LafargeHolcim Group, sharing the best practices and creating new standard operating procedures to ensure that health remains our key focus.

A Business Resilience Team was activated at the beginning of the pandemic to ensure the company is at high level of preparedness to respond to the evolving challenge and secure the health & safety of its employees and stakeholders. This team, which meets every day, continues to monitor the unfolding situation, putting in place robust precautionary measures, and mitigating the impact on operations through strong business continuity planning.

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Management and Board of Directors remain focused on our 3 priorities of Health, Cost and Cash.

I am confident that we can be proud with the agility with which your Company has managed to navigate the pandemic over the last few months, both on health priority and business continuity.

On receiving approval from Government to restart operations on lifting of lockdown, phase-wise operations resumed. Today, all five integrated plants and eight grinding units are operating to serve our customers while ensuring that very stringent health and safety standards and protocols are followed.

Your company firmly embraced the use of technology to stay connected – whether to enable working from home or to virtually engage with contractors, customers and other stakeholders. Ambuja ran multiple campaigns that connected as many as 20,000 contractors and over 5000 channel partners to underscore the customer value proposition of our unique products, services, and solutions. More than 5000 contractors underwent virtual training sessions designed to enhance their knowledge of construction best practices and concrete mix design. In addition, around 1500 professionals - from architects and structural engineers to key customers - attended webinars and training sessions. We used this time to also organise a series of knowledge and skill up-gradation programs for our employees.

In recognition of our digital prowess, our integrated digital platform “**Ambuja Brahmaand**” won the ‘Best Customer Relationship Platform’ and ‘Best Marketing Technology Stack’ at the MarTech Leadership Awards.

Ambuja Cements has a long history of reaching out to communities and people in need. With the advent of Covid-19, your Company stepped up its Corporate Social Responsibility efforts to assist hundreds of thousands of impacted people - daily-wagers, slum-dwellers, and migrant labourers stranded across the country on account of the lockdown.

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Your Company's model of engaging with community stakeholders through the Ambuja Cement Foundation (ACF) enabled us to reach out to nearly 700,000 people in 2000 villages across the country, to help fighting the pandemic.

Almost overnight, around 3500 women from Ambuja-supported Self Help Groups rose from their communities to support ACF on a series of initiatives. They kick-started a micro-enterprise to produce and distribute over 2,30,000 cotton face masks. Women health workers 'Sakhis' fanned out in villages disseminating customised messages using visuals and recordings. Others volunteered to distribute food provision kits to migrants and daily wage labourers.

Your Company has also partnered with three reputed NGOs to support migrants of Mumbai and Delhi with food packets and rations. Ventilators were donated to government hospitals in Maharashtra, and hundreds of PPE kits and masks were given to healthcare workers. Your Company has also offered its 50-bed Ambujanagar Multi-speciality Hospital in Gujarat for the treatment of Covid-19 patients.

In 2019, our Corporate Responsibility activities impacted around 2.6 million lives including 0.2 million new beneficiaries during the year. Through ACF, your Company has been promoting water resource management, enhancing livelihoods and imparting employable skills to thousands of young people.

I believe you can be very proud of all the work that your company has done to address the coronavirus pandemic as well as the support provided to the communities.

I will now share highlights of your Company's performance for the year ended, 31st December, 2019.

The economic environment in India during the year 2019 was challenged on account of global headwinds and domestic volatility, with a muted GDP growth of ~ 5%. Cement demand growth was subdued at ~2% amid low infrastructure spend and muted private sector participation in the housing and construction sector. However, your company, despite of economic turbulence, delivered a strong operational and

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financial performance.

Compared to the previous year, in 2019 Net Sales increased by 3.4% to Rs.11,353 crore despite sales volumes decreasing marginally by 0.9% to 23.96 million tonnes. Average sales realization increased by 4.4% and operating expenditure was controlled at the same level as 2018.

Your Company's strategy of taking strong measures to enhance overall efficiency and productivity, as well as fuel mix optimization and strategic sourcing helped mitigate rising input costs such as raw materials and fuel. Ambuja is digitizing its entire supply chain to improve visibility of the process, deliver quality customer service, and optimize cost. The Transport Analytics Centre set up to improve operational efficiencies and distribution safety is yielding positive results in our logistics costs.

Thus, absolute EBITDA registered healthy growth of 13.6% at Rs.2,149 crore and Net Profit After Tax after adjustments improved 19% to Rs.1,426 crore.

Your Company is further enhancing its 'New Products and Solutions vertical' by developing application-based offerings. An example is Ambuja Wall Solution which is a product basket offered as a complete package comprising Ambuja Cool Wall Block, Ambuja Block Jointing Mortar, Ambuja Plazto Ready mix Plaster and Ambuja ColorSave Wall Putty.

In December 2019, your Company launched a stronger, denser and water-resistant cement product – Ambuja KAWACH, which was developed through its strong in-house manufacturing and product innovation capabilities.

Besides responding to customer needs, these diverse offerings also allow our retail partners to expand their business. Your company continues to nurture loyalty and build long-term relations with its customers and partners. In recognition of this, at the Customer FEST Leadership Awards 2020, Ambuja Cement was presented the coveted 'Best Loyalty Program in B2B Sector' and the prestigious 'Best Customer Service Initiative' award for its unique home building service 'Ambuja Certified Technology' –a complete package of products & solutions that offers an end-to-end

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value proposition to consumers during the construction journey.

The Master Supply Agreement between Ambuja Cement and ACC is progressing well and the synergy projects are delivering expected supply chain benefits. We are working to take more advantage of the synergy potentials through this agreement.

In order to further support the growth of your company, we are pleased to update that our greenfield expansion project at Marwar-Mundwa is on track and is expected to commence operations by next year. This project will add about 3 million tonnes of Clinker to produce 4.5 million tonnes more of Cement.

Your Company is in the enviable position of being a debt free company with adequate cash reserves and a comfortable liquidity position. It embarked on a robust program in 2019 to reduce costs and conserve cash, with successful outcomes. This sustained performance can be attributed to the determination of Ambuja's employees who are the bedrock of the organisation.

Ambuja Cement continues to work closely with its parent, LafargeHolcim, and is receiving the benefit of best practices from across the globe in areas such as technical operations support, engineering and design, innovation, product development and digital technology which enables it to significantly enhance our performance.

Your Company is committed to ensuring that Sustainability is closely aligned to the triple bottom line and has made big strides in achieving its Sustainable Development 2030 Plan targets that focus on Climate & Energy, Circular Economy, Environment and Community. This Plan was updated in 2019 to strengthen sustainable development in our business value chain.

Ambuja has consistently implemented new initiatives and innovations to reduce emissions from its value chain and continues to adopt strategies to address global warming and ensure a low carbon growth path for its operations. It has reduced CO2 emissions by a significant 31.26% as of December, 2019 (against 1990 levels).

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Our clinker factor is 64.9%; Thermal Substitution Rate is 5.36% and ratio of blended products at 89% gives us an opportunity to establish our role as a company that cares for the planet.

Its strong renewable energy portfolio includes biomass power plants, wind power stations, solar power plants and a waste heat recovery (WHR) system, which will be further strengthened in the future.

Your Company provides sustainable waste management solutions through its partner Geocycle, processing industrial, municipal and agricultural waste in its cement kilns. In 2019, your Company became over two-times plastic negative which means it co-processed more than twice the amount of plastic in its cement kilns than used in cement bags packaging. Out of the total waste of over 4.14 lakh tonnes generated in our operations only 0.01% went to landfill. All others were reused, recycled or co-processed in our cement kilns.

Unrelenting focus on water conservation and water harvesting has made your Company 8 times water positive, retaining its spot among the leading water-positive companies in the country. In fact, Ambuja Cement Foundation received the National Water Mission Award 2019 for its focus on drinking water, water harvesting and water use efficiency interventions.

You will be very proud to know that as a result of all these efforts, Ambuja Cement has moved up one spot to 4th rank globally in the Construction Material Category of the internationally renowned Dow Jones Sustainability Index - 2019, setting yet another benchmark in sustainable development.

At the end, I would like to reiterate that we are very optimistic about our future and believe that despite the Covid 19 pandemic, our country will continue on its growth trajectory soon. The recent initiatives by the Government will help resurgence of rural demand and infrastructure projects including affordable housing. Our country has a strong record of growth and sound economic policies and hence we remain confident that current business impact are at best temporary.

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Dear Shareholders, once again, the Ambuja Cement team has performed well in 2019 in challenging times. On behalf of the Board of Directors, I express my sincere appreciation for the efforts and hard work from employees at all levels and wish them all the best for the success of the Company in this year.

I would also like to thank our customers and channel partners for their consistent loyalty and support.

Last, but not the least, I thank you dear Shareholders, for your continued support. My best wishes to you and your families.

Thank you,

Martin Kriegner

Chairman of 37th Annual General Meeting



ANNEXURE - C

Ambuja Cements Limited.

Resolution Required : (Ordinary)		1 - To receive, consider and adopt: (a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st December, 2019, together with the Reports of the Directors and the Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st December, 2019 and the Report of the Auditors thereon.						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
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	1253156361	1253156361	100.0000	1253156361	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1253156361	100.0000	1253156361	0	100.0000	0.0000
Public Institutions	E-Voting	597055623	403084645	67.5121	403084645	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		403084645	67.5121	403084645	0	100.0000	0.0000
Public Non Institutions	E-Voting	135433245	19729076	14.5674	19725209	3867	99.9804	0.0196
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		19729076	14.5674	19725209	3867	99.9804	0.0196
Total		1985645229	1675970082	84.4043	1675966215	3867	99.9998	0.0002



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Resolution Required : (Ordinary)

2 - To confirm the payment of Interim Dividend @ 1.50/- per equity share for the Financial Year ended on 31st December, 2019.

Whether promoter/ promoter group are interested in the agenda/resolution?

NO

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
Promoter and Promoter Group	E-Voting	1253156361	1253156361	100.0000	1253156361	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1253156361	100.0000	1253156361	0	100.0000	0.0000
Public Institutions	E-Voting	597055623	410234481	68.7096	410234481	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		410234481	68.7096	410234481	0	100.0000	0.0000
Public Non Institutions	E-Voting	135433245	19729081	14.5674	19726429	2652	99.9866	0.0134
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		19729081	14.5674	19726429	2652	99.9866	0.0134
Total		1985645229	1683119923	84.7644	1683117271	2652	99.9998	0.0002



Ambuja Cements Limited.

Resolution Required : (Ordinary)			3 - To appoint a Director in place of Mr. Jan Jenisch (DIN: 07957196), who retires by rotation and being eligible, offers himself for re-appointment.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
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
Promoter and Promoter Group	E-Voting	1253156361	1253156361	100.0000	1253156361	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1253156361	100.0000	1253156361	0	100.0000	0.0000
Public Institutions	E-Voting	597055623	410234481	68.7096	369646327	40588154	90.1061	9.8939
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		410234481	68.7096	369646327	40588154	90.1061	9.8939
Public Non Institutions	E-Voting	135433245	19728676	14.5671	19724485	4191	99.9788	0.0212
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		19728676	14.5671	19724485	4191	99.9788	0.0212
Total		1985645229	1683119518	84.7644	1642527173	40592345	97.5883	2.4117



ANNEXURE - C

Ambuja Cements Limited.

Resolution Required : (Ordinary)		4 - To appoint a Director in place of Mr. Martin Kriegner (DIN: 00077715), who retires by rotation and being eligible, offers himself for re-appointment.						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
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	1253156361	1253156361	100.0000	1253156361	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1253156361	100.0000	1253156361	0	100.0000	0.0000
Public Institutions	E-Voting	597055623	410234481	68.7096	365861481	44373000	89.1835	10.8165
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		410234481	68.7096	365861481	44373000	89.1835	10.8165
Public Non Institutions	E-Voting	135433245	19728976	14.5673	19724773	4203	99.9787	0.0213
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		19728976	14.5673	19724773	4203	99.9787	0.0213
Total		1985645229	1683119818	84.7644	1638742615	44377203	97.3634	2.6366



ANNEXURE - C

Ambuja Cements Limited.

Resolution Required : (Ordinary)		5 - To appoint a Director in place of Mr. Christof Hassig (DIN: 01680305), who retires by rotation and being eligible, offers himself for re-appointment						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
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
Promoter and Promoter Group	E-Voting	1253156361	1253156361	100.0000	1253156361	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1253156361	100.0000	1253156361	0	100.0000	0.0000
Public Institutions	E-Voting	597055623	410234481	68.7096	369646327	40588154	90.1061	9.8939
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		410234481	68.7096	369646327	40588154	90.1061	9.8939
Public Non Institutions	E-Voting	135433245	19729076	14.5674	19725175	3901	99.9802	0.0198
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		19729076	14.5674	19725175	3901	99.9802	0.0198
Total		1985645229	1683119918	84.7644	1642527863	40592055	97.5883	2.4117



ANNEXURE - C

Ambuja Cements Limited.

Resolution Required : (Ordinary)		6 - Payment of Commission to Non-Executive Directors						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
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
Promoter and Promoter Group	E-Voting	1253156361	1253156361	100.0000	1253156361	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1253156361	100.0000	1253156361	0	100.0000	0.0000
Public Institutions	E-Voting	597055623	410234481	68.7096	406623992	3610489	99.1199	0.8801
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		410234481	68.7096	406623992	3610489	99.1199	0.8801
Public Non Institutions	E-Voting	135433245	19729076	14.5674	19711331	17745	99.9101	0.0899
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		19729076	14.5674	19711331	17745	99.9101	0.0899
Total		1985645229	1683119918	84.7644	1679491684	3628234	99.7844	0.2156



ANNEXURE - C

Ambuja Cements Limited.

Resolution Required : (Ordinary)		7 - Appointment of Mr. Neeraj Akhoury (DIN: 07419090) as a Director						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
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]	$[6]=\{[4]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	1253156361	1253156361	100.0000	1253156361	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1253156361	100.0000	1253156361	0	100.0000	0.0000
Public Institutions	E-Voting	597055623	410234481	68.7096	395492764	14741717	96.4065	3.5935
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		410234481	68.7096	395492764	14741717	96.4065	3.5935
Public Non Institutions	E-Voting	135433245	19729076	14.5674	19725083	3993	99.9798	0.0202
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		19729076	14.5674	19725083	3993	99.9798	0.0202
Total		1985645229	1683119918	84.7644	1668374208	14745710	99.1239	0.8761



ANNEXURE - C

Ambuja Cements Limited.

Resolution Required : (Ordinary)		8 - Appointment of Mr. Neeraj Akhoury (DIN: 07419090) as the Managing Director & CEO						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
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
Promoter and Promoter Group	E-Voting	1253156361	1253156361	100.0000	1253156361	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1253156361	100.0000	1253156361	0	100.0000	0.0000
Public Institutions	E-Voting	597055623	410234481	68.7096	395769776	14464705	96.4740	3.5260
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		410234481	68.7096	395769776	14464705	96.4740	3.5260
Public Non Institutions	E-Voting	135433245	19729076	14.5674	19723535	5541	99.9719	0.0281
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		19729076	14.5674	19723535	5541	99.9719	0.0281
Total		1985645229	1683119918	84.7644	1668649672	14470246	99.1403	0.8597



ANNEXURE - C

Ambuja Cements Limited.								
Resolution Required : (Ordinary)			9 - Ratification of Remuneration to the Cost Auditor.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
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	1253156361	1253156361	100.0000	1253156361	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1253156361	100.0000	1253156361	0	100.0000	0.0000
Public Institutions	E-Voting	597055623	410234481	68.7096	410234481	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		410234481	68.7096	410234481	0	100.0000	0.0000
Public Non Institutions	E-Voting	135433245	19726489	14.5655	19721721	4768	99.9758	0.0242
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		19726489	14.5655	19721721	4768	99.9758	0.0242
Total		1985645229	1683117331	84.7643	1683112563	4768	99.9997	0.0003



SURENDRA KANSTIYA ASSOCIATES

COMPANY SECRETARIES

Surendra U. Kanstiya
B.Com., LL.B., F.C.S.
Company Secretary

A/304, Rahul Society,
Opp. Poinsur Gymkhana,
New Saibaba Nagar,
Kandivli (West),
Mumbai - 400 067.
• Phone : 2861 29 83; • Cell : 9820 1947 52
• E-mail : kanstiyask@rediffmail.com

Report of Scrutinizer

[Pursuant to section 108 of the Companies Act, 2013]

Mr Martin Kriegner
Chairman of
37th Annual General Meeting of the shareholders of
Ambuja Cements Limited (CIN: L26942GJ1981PLC004717)
Held through Video Conferencing (VC) / Other Audio Visual Means (OAVM)
On Friday the 10th July 2020 at 10.30 a.m.

Sub.: Consolidated Results of remote e-voting and e-voting at the Meeting
Reference: 37th Annual General Meeting (the AGM) of the Company held on Friday the 10th July 2020

Dear Sir,

I, Surendra Kanstiya, Practising Company Secretary, appointed as Scrutinizer for the purpose of of scrutinizing e-voting process (remote e-voting) and electronic voting (e-voting) during the AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and other applicable provisions, in respect of the resolutions proposed at the 37th Annual General Meeting of the shareholders of the Company held on Friday the 10th July 2020 at 10.30 a.m. through VC/OAVM, submit my report as under:

1. The e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronics means (e-voting) was provided by Central Depository Services Limited (CDSL).
2. The shareholders of the Company as on the 'cut-off' date i.e. Friday the 3rd July, 2020 were entitled to vote on the resolutions stated in the Notice of the 37th Annual General Meeting of the Company.
3. The remote e-voting opened on Monday the 6th July 2020 at 10:00 a.m. and closed on Thursday the 9th July 2020 at 5:00 p.m.
4. After declaration of voting by the Chairman, the shareholders present at the AGM through VC voted through e-voting facility provided by CDSL at the AGM.
5. As per the information given by the Company the names of the shareholders who had voted by remote e-voting through the facility provided by CDSL had been blocked and



only those members who were present at the AGM through VC/OAVM and who had not voted on remote e voting were allowed to cast their votes through e-voting system during the AGM.

6. After closure of e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked and downloaded from the e-voting website of CDSL.
7. My responsibility as the Scrutinizer is restricted to ascertaining the voting processes and to make Scrutinizer's Report of the votes cast in favour or against the resolutions contained in the notice of AGM. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules made thereunder relating to voting on the resolutions contained in the notice of the AGM.
8. Based on the data downloaded from CDSL e-voting system, the total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:

ORDINARY BUSINESS

Resolution No. 1: To receive, consider and adopt: (a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st December, 2019, together with the Reports of the Directors and the Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st December, 2019 and the Report of the Auditors thereon.

Voted in favour of the resolution

Type of voting	Number of members voted	Total number of votes case by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	647	1675966215	100%
Total	647	1675966215	100%

Voted against the resolution

Type of voting	Number of members voted	Total number of votes case by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	6	3867	0.00
Total	6	3867	0.00

Invalid votes

Total number of members whose votes were declared invalid	Number of votes cast by them
0	0



Resolution No. 2: To confirm the payment of Interim Dividend @ Rs.1.50/- per equity share for the Financial Year ended on 31st December, 2019.

Voted in favour of the resolution

Type of voting	Number of members voted	Total number of votes case by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	654	1683117271	100%
Total	654	1683117271	100%

Voted against the resolution

Type of voting	Number of members voted	Total number of votes case by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	5	2652	0.00
Total	5	2652	0.00

Invalid votes

Total number of members whose votes were declared invalid	Number of votes cast by them
0	0

Resolution No. 3: To appoint a Director in place of Mr. Jan Jenisch (DIN: 07957196), who retires by rotation and being eligible, offers himself for re-appointment.

Voted in favour of the resolution

Type of voting	Number of members voted	Total number of votes case by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	556	1642527173	97.59%
Total	556	1642527173	97.59%

Voted against the resolution

Type of voting	Number of members voted	Total number of votes case by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	103	40592345	2.41%
Total	103	40592345	2.41%

Invalid votes

Total number of members whose votes were declared invalid	Number of votes cast by them
0	0



Resolution No. 4: To appoint a Director in place of Mr. Martin Kriegner (DIN: 00077715), who retires by rotation and being eligible, offers himself for re-appointment.

Voted in favour of the resolution

Type of voting	Number of members voted	Total number of votes case by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	542	1638742615	97.36%
Total	542	1638742615	97.36%

Voted against the resolution

Type of voting	Number of members voted	Total number of votes case by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	117	44377203	2.64%
Total	117	44377203	2.64%

Invalid votes

Total number of members whose votes were declared invalid	Number of votes cast by them
0	0

Resolution No. 5: To appoint a Director in place of Mr. Christof Hassig (DIN: 01680305), who retires by rotation and being eligible, offers himself for re-appointment.

Voted in favour of the resolution

Type of voting	Number of members voted	Total number of votes case by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	557	1642527863	97.59%
Total	557	1642527863	97.59%

Voted against the resolution

Type of voting	Number of members voted	Total number of votes case by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	103	40592055	2.41%
Total	103	40592055	2.41%

Invalid votes

Total number of members whose votes were declared invalid	Number of votes cast by them
0	0



SPECIAL BUSINESS

Resolution No. 6: Payment of Commission to Non-Executive Directors

Voted in favour of the resolution

Type of voting	Number of members voted	Total number of votes case by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	612	1679491684	99.78%
Total	612	1679491684	99.78%

Voted against the resolution

Type of voting	Number of members voted	Total number of votes case by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	46	3628234	0.22%
Total	46	3628234	0.22%

Invalid votes

Total number of members whose votes were declared invalid	Number of votes cast by them
0	0

Resolution No. 7: Appointment of Mr. Neeraj Akhoury (DIN: 07419090) as a Director

Voted in favour of the resolution

Type of voting	Number of members voted	Total number of votes case by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	614	1668374208	99.12%
Total	614	1668374208	99.12%

Voted against the resolution

Type of voting	Number of members voted	Total number of votes case by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	45	14745710	0.88%
Total	45	14745710	0.88%

Invalid votes

Total number of members whose votes were declared invalid	Number of votes cast by them
0	0



Resolution No. 8: Appointment of Mr. Neeraj Akhoury (DIN: 07419090) as the Managing Director & CEO

Voted in favour of the resolution

Type of voting	Number of members voted	Total number of votes case by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	619	1668649672	99.14%
Total	619	1668649672	99.14%

Voted against the resolution

Type of voting	Number of members voted	Total number of votes case by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	40	14470246	0.86%
Total	40	14470246	0.86%

Invalid votes

Total number of members whose votes were declared invalid	Number of votes cast by them
0	0

Resolution No. 9: Ratification of remuneration to the Cost Auditors

Voted in favour of the resolution

Type of voting	Number of members voted	Total number of votes case by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	639	1683112563	100%
Total	639	1683112563	100%

Voted against the resolution

Type of voting	Number of members voted	Total number of votes case by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	11	4768	0.00
Total	11	4768	0.00

Invalid votes

Total number of members whose votes were declared invalid	Number of votes cast by them
0	0



The electronic data containing records of the voting by the members present through Remote e-voting and E-voting at AGM have been handed over to the Company Secretary for safe keeping.



Surendra U Kanstiya
Practising Company Secretary
FCS 2777. CP 1744
UDIN: F002777B000436056



Place: MUMBAI
Date: 10.07.2020

Ambuja Cement very successfully conducts its first -ever virtual AGM

The Company is optimistic about future and remains confident that the COVID-19 impact is temporary

Ambuja Cements Ltd, one of the leading cement manufacturers in India and part of the LafargeHolcim group, the global leader in building materials & solutions, today held its 37th Annual General Meeting (AGM) via video conferencing.

This is the first-ever virtual AGM held by Ambuja Cement against the backdrop of the COVID-19 situation. Social distancing norms were observed while conducting this AGM and all relevant guidelines and circulars of the Ministry of Corporate Affairs (MCA) were followed.

Mr. Martin Kriegner, Director of the Company, successfully chaired the meeting while other Board of Directors and shareholders joined via video conference. Shareholders exercised their voting rights electronically through remote e-voting services administered by Central Depository Services Limited (CDSL).

Apart from approving the audited standalone as well as consolidated Annual Financial Statements for the year 2019, shareholders confirmed the payment of interim dividend @ Rs.1.50/- per equity share. The shareholders also approved the appointment of Mr. Neeraj Akhoury as the MD & CEO of the Company.

Mr. Kriegner informed the shareholders about the steps undertaken by the Company to deal with the COVID-19 situation emphasising the importance of the Health & Safety of employees, their family members and business partners.

Mr. Kriegner hailed the commendable work undertaken by the Company's CSR arm, the Ambuja Cement Foundation (ACF), during this pandemic. ACF's model of engaging with community stakeholders has enabled the Company to reach out to nearly 700,000 people in about 2000 villages across the country's rural areas. ACF is also actively engaging with reputed NGOs to distribute food packets and rations to migrant labourers in Mumbai and Delhi.



Ambuja Cement

Highlighting Ambuja Cement's performance in 2019, Mr. Kriegner mentioned that the Company delivered robust operational as well as financial performance, notwithstanding a challenging economic environment. Net Sales increased by 3.4% to Rs.11,353 crore. Absolute Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA) registered healthy growth of 13.6% at Rs.2,149 crore aided by strong measures to enhance overall efficiency and productivity, as well as fuel mix optimization and strategic sourcing. The Net Profit After Tax after adjustments improved by 19% to Rs.1,426 crore. New Products and Services were introduced with sharp value propositions to meet the needs of the customers across India.

To mitigate the impact of the coronavirus situation, Ambuja Cement has executed a robust business continuity plan focused on Health, Cost, and Cash. Currently, all Ambuja Cement plants and grinding units are operating while continuing to maintain strict Health & Safety protocols.

Ambuja Cement is a debt-free Company and has sufficient cash reserves to meet its financial obligations, with a very comfortable liquidity position.

The Company's Greenfield expansion project at Marwar Mundwa in Rajasthan is progressing as per schedule and is expected to commence operations by next year. This project will add about 3 million tonnes of Clinker to produce 4.5 million tonnes more of Cement.

The shareholders were also briefed about various sustainability initiatives undertaken by the Company. Significant amongst these were the Company achieving eight times water positive and being ranked # 4th in the construction material category of the globally acclaimed "Dow Jones Sustainability Index".

While summing up, Mr. Kriegner reiterated that the Company is very optimistic about its future despite the Covid 19 situation. The recent initiatives by the Government will help resurgence of rural demand and infrastructure projects including affordable housing. Ambuja Cement is confident that the current business impact is only temporary.

The full results of the Annual General Meeting along with the Chairman's Speech are available on the Company's website www.ambujacement.com and website of the stock exchanges.



Ambuja Cement

About Ambuja Cements Ltd:

Ambuja Cements Ltd., a part of the global conglomerate LafargeHolcim, is one of the leading cement companies in India. Operating for over 35 years, Ambuja Cement has proved to be the best cement for construction and the best cement manufacturing company in India with its uniquely sustainable development projects. Its environment-friendly initiatives have played a key role in India's efforts to become a green state. The sustainable constructions and renewable energy projects undertaken by it have a lion's share in creating a blueprint for sustainable development in India's bright future. Currently, Ambuja Cement has a cement capacity of 29.65 million tonnes with five integrated cement manufacturing plants and eight cement grinding units across the country.

For media queries, please write to:
corporate.communications@ambujacement.com

