Ambuja Cement

ACL:SEC: 08th October, 2022

Bombay Stock Exchange Limited
Phiroz Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 023
Scrip Code: 500425

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

Deutsche Bank
Trust Company Americas
Winchester House
1 Great Winchester Street
London EC2N 2DB,
Ctas Documents
<ctas.documents@db.com

Societe de la Bourse de Luxembourg,
Avenue de la Porte Neuve
L-2011 Luxembourg,
B.P 165
"Luxembourg Stock Ex-Group ID "
<ost@bourse.lu

Sub: Proceedings and Outcome of the Extraordinary General Meeting of the Company held on 8th October, 2022 -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 Extraordinary General Meeting (EGM) of the Members of Ambuja Cements Limited was held on Saturday, 8th Ocotber, 2022 **at 10.00 a.m. through** Video Conferencing ("VC") *I* Other Audio Visual Means ("OAVM") and concluded at 10.30 a.m.

We are enclosing the following information by way of Annexures in connection with the Proceedings and Voting Results of the EGM 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 EGM of the Company pursuant to Regulation 30, Part A of Schedule - III of the SEBI (Listing Obligations and Disclosure Requirements), 2015 - **Annexure A.**

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2. Details regarding the Voting Results of the business transacted at the EGM of the Company in the format prescribed pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) - **Annexure B**.

3. Report of the Scrutinizer dated 8th October, 2022 pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of The Companies (Management and Administration) Rules 2014 - **Annexure C.**

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 Link Intime India Pvt Ltd www.instavote.linkintime.co.in

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

Thanking you,

Yours faithfully,
For **AMBUJA CEMENTS LTD.**

Rajiv Natwarlal Gandhi

Digitally signed by Rajiv Natwarlal Gandhi
DN: c=IN, o=Personal, postalCode=400066, st=Maharashtra, 2.5.4.20=3a36d8d8fd05f407f18f6a649feacb1989d875e5637db5833405b4ecc4279621d, pseudonym=6A43529A8E74B5A6BD242F442CFE1788A57DAF3, serialNumber=5CEA5EEBCBE31424ACBF25F4A7A9BED6240D05279F90B86B6375C7066E31A3BFA, cn=Rajiv Natwarlal Gandhi
Date: 2022.10.08 21:56:27 +05'30'

RAJIV GANDHI
COMPANY SECRETARY
Membership No. A11263

Ambuja Cement

Annexure – A

Proceedings of the Extra Ordinary General Meeting of the Company held on 8th October, 2022

The Extra Ordinary General Meeting ("EGM") of the Company was held through Video Conference / Other Audio Visual Mode on Saturday, 8th October, 2022 which commenced at 10.00 A.M. IST and concluded at 10.30 A.M. IST.

The summary of the proceedings is as under:

1. Cut-off date for e-voting : 1st October, 2022

2. Total number of shareholders as on cut-off date: 507482

3. No. of shareholders who attended the Meeting through video conference: 78

In the absence of Mr. Gautam S. Adani, Chairman of the Board who could not attend the Extraordinary General Meeting, the Directors elected Mr. Karan Adani as the Chairman of the Meeting.

Mr. Karan Adani extended a warm welcome to all the shareholders, auditors and other invitees joining over video conferencing.
The Company Secretary then informed the members as under:-

- The Company had provided to the members, facility to cast their vote electronically on the Instavote platform, on all resolutions set forth in the Notice.
- The members who have not casted their votes earlier through remote e-voting on the Instavote, can exercise their vodting rights during the EGM.
- All the Independent Directors, LIC Nominee Director, Mr. Ajay Kapur, WTD & CEO and Mr. Vinod Bahety, CFO were also present at the meeting.
- The representative of the Statutory Auditors M/s. SRBC & Co. LLP also joined the meeting through Video conferencing.
- The Company has received two letters from corporate shareholders appointing authorized representatives under section 113 of the Companies Act, 2013 in respect of 125,38,53,505 (one twenty five crores thirty eight lacs fifty three thousand five hundred five only) equity shares representing 63.15 % of the paid-up equity share capital of the Company.
- Since this EGM was held electronically, physical attendance of the Members had been dispensed with and also the requirement of appointing proxy was not applicable.

Since the notice of the Extraordinary General Meeting was circulated, the same was taken as read.

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 EGM process in a fair and transparent manner.

- The e-voting period commenced on Tuesday, 4th October, 2022 at 09.00 A.M. and ended on Friday, 07th October, 2022 at 5.00 P.M.

Thereafter, the Chairman of the meeting initiated the Question & Answer session, whereby the registered speaker shareholders expressed their views and sought clarifications on the proposed resolutions, which were replied by the CFO.

The Chairman of the meeting thanked the Directors and Members for participating in the Meeting and wished everyone for their good health and safety.

The Company Secretary 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 Extraordinary General Meeting, the scrutinizer unblocked votes cast through remote e-voting and e-voting at the EGM and submitted his Report. As per the report submitted by the Scrutinizer, all the Resolutions mentioned in the Notice of Extraordinary General Meeting were passed with requisite majority as given below:

Item no.	Particulars of Resolution	Type of Resolution
1.	Appointment of Mr. Gautam S. Adani (DIN: 00006273) as Non-Executive, Non-Independent Director	Ordinary
2.	Appointment of Mr. Karan Adani (DIN: 03088095) as Non-Executive, Non-Independent Director	Ordinary
3.	Appointment of Mr. M. R. Kumar (DIN: 03628755) as Non-Executive, Non-Independent Director (representing Life Insurance Corporation of India)	Ordinary

4.	Appointment of Mr. Maheswar Sahu (DIN: 00034051) as an Independent Director	Special
5.	Appointment of Mr. Rajnish Kumar (DIN: 05328267) as an Independent Director	Special
6.	Appointment of Mr. Ameet Desai (DIN: 00007116) as an Independent Director	Special
7.	Appointment of Ms. Purvi Sheth (DIN: 06449639) as an Independent Director	Special
8.	Appointment of Mr. Ajay Kapur (DIN: 03096416) as a Director	Ordinary
9.	Appointment of Mr. Ajay Kapur (DIN: 03096416) as a Whole-Time Director & CEO and Approval of the terms of remuneration thereof	Ordinary
10.	Amendment to the Articles of Association	Special
11.	Change of registered office of outside the local limits but within the same jurisdiction of registrar of companies	Special
12.	Issue of securities on a preferential basis	Special

For **AMBUJA CEMENTS LTD.**

Rajiv Natwarlal Gandhi

Digitally signed by Rajiv Natwarlal Gandhi
DN: c=IN, o=Personal, postalCode=400066, st=Maharashtra, 2.5.4.20=3a36db83fd05f407f18fda649feacb1989d875e5637db583340b4ecc46796210, pseudonym=9A43S294AE7485A68D242F442CFE17808AE7DAF3, serialNumber=5CEA5EE8CBE3142AACBF25F4A7A9BEDc24DB5527F908b6863752C706E31A3BFA, cn=Rajiv Natwarlal Gandhi
Date: 2022.10.08 21:57:25 +05'30'

RAJIV GANDHI
COMPANY SECRETARY
Membership No. A11263

Ambuja Cement

Ambuja Cements Limited. ANNEXURE B

Resolution Required : (Ordinary)	**1 - APPOINTMENT OF MR. GAUTAM S. ADANI (DIN: 00006273) AS NON-EXECUTIVE, NON-INDEPENDENT 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	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	1253853505	1253853505	100.0000	1253853505	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		**1253853505**	**100.0000**	**1253853505**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	546753832	406385212	74.3269	348296705	58088507	85.7060	14.2940
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**406385212**	**74.3269**	**348296705**	**58088507**	**85.7060**	**14.2940**
Public Non Institutions	E-Voting	185037892	2384101	1.2884	2369217	14884	99.3757	0.6243
	Poll		38277	0.0207	38277	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**2422378**	**1.3091**	**2407494**	**14884**	**99.3856**	**0.6144**
Total		**1985645229**	**1662661095**	**83.7340**	**1604557704**	**58103391**	**96.5054**	**3.4946**

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Resolution Required : (Ordinary)	**2 - APPOINTMENT OF MR. KARAN ADANI (DIN: 03088095) AS NON-EXECUTIVE, NON-INDEPENDENT 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	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	1253853505	1253853505	100.0000	1253853505	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		**1253853505**	**100.0000**	**1253853505**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	546753832	413582650	75.6433	413000053	582597	99.8591	0.1409
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**413582650**	**75.6433**	**413000053**	**582597**	**99.8591**	**0.1409**
Public Non Institutions	E-Voting	185037892	2384101	1.2884	2369149	14952	99.3728	0.6272
	Poll		38277	0.0207	37902	375	99.0203	0.9797
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**2422378**	**1.3091**	**2407051**	**15327**	**99.3673**	**0.6327**
Total		**1985645229**	**1669858533**	**84.0965**	**1669260609**	**597924**	**99.9642**	**0.0358**

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Resolution Required : (Ordinary)	3 - APPOINTMENT OF MR. M. R. KUMAR (DIN: 03628755) AS NON-EXECUTIVE, NON-INDEPENDENT DIRECTOR (REPRESENTING LIFE INSURANCE CORPORATION OF INDIA)
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	1253853505	1253853505	100.0000	1253853505	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		**1253853505**	**100.0000**	**1253853505**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	546753832	413582650	75.6433	412965242	617408	99.8507	0.1493
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**413582650**	**75.6433**	**412965242**	**617408**	**99.8507**	**0.1493**
Public Non Institutions	E-Voting	185037892	2384151	1.2885	2367910	16241	99.3188	0.6812
	Poll		38277	0.0207	38277	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**2422428**	**1.3092**	**2406187**	**16241**	**99.3296**	**0.6704**
Total		**1985645229**	**1669858583**	**84.0965**	**1669224934**	**633649**	**99.9621**	**0.0379**

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Ambuja Cements Limited.								ANNEXURE B
Resolution Required : (Special)			4 - APPOINTMENT OF MR. MAHESWAR SAHU (DIN: 00034051) AS AN INDEPENDENT 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	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	1253853505	1253853505	100.0000	1253853505	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		**1253853505**	**100.0000**	**1253853505**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	546753832	406428648	74.3349	405760785	667863	99.8357	0.1643
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**406428648**	**74.3349**	**405760785**	**667863**	**99.8357**	**0.1643**
Public Non Institutions	E-Voting	185037892	2384143	1.2885	2367866	16277	99.3173	0.6827
	Poll		38277	0.0207	37902	375	99.0203	0.9797
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**2422420**	**1.3092**	**2405768**	**16652**	**99.3126**	**0.6874**
Total		**1985645229**	**1662704573**	**83.7362**	**1662020058**	**684515**	**99.9588**	**0.0412**

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Ambuja Cements Limited.								ANNEXURE B
Resolution Required : (Special)			5 - APPOINTMENT OF MR. RAJNISH KUMAR (DIN: 05328267) AS AN INDEPENDENT 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	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	1253853505	1253853505	100.0000	1253853505	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		**1253853505**	**100.0000**	**1253853505**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	546753832	413582650	75.6433	412914787	667863	99.8385	0.1615
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**413582650**	**75.6433**	**412914787**	**667863**	**99.8385**	**0.1615**
Public Non Institutions	E-Voting	185037892	2384094	1.2884	2367800	16294	99.3166	0.6834
	Poll		38277	0.0207	38277	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**2422371**	**1.3091**	**2406077**	**16294**	**99.3274**	**0.6726**
Total		**1985645229**	**1669858526**	**84.0965**	**1669174369**	**684157**	**99.9590**	**0.0410**

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Ambuja Cements Limited.								ANNEXURE B
Resolution Required : (Special)			6 - APPOINTMENT OF MR. AMEET DESAI (DIN: 00007116) AS AN INDEPENDENT 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	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	1253853505	1253853505	100.0000	1253853505	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		**1253853505**	**100.0000**	**1253853505**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	546753832	413582650	75.6433	304629020	108953630	73.6561	26.3439
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**413582650**	**75.6433**	**304629020**	**108953630**	**73.6561**	**26.3439**
Public Non Institutions	E-Voting	185037892	2384143	1.2885	2368447	15696	99.3417	0.6583
	Poll		38277	0.0207	37902	375	99.0203	0.9797
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**2422420**	**1.3092**	**2406349**	**16071**	**99.3366**	**0.6634**
Total		**1985645229**	**1669858575**	**84.0965**	**1560888874**	**108969701**	**93.4743**	**6.5257**

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Ambuja Cements Limited. ANNEXURE B

Resolution Required : (Special)	**7 - APPOINTMENT OF MS. PURVI SHETH (DIN: 06449639) AS AN INDEPENDENT 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**	**[7]={[5]/[2]}*100**
Promoter and Promoter Group	E-Voting	1253853505	1253853505	100.0000	1253853505	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		**1253853505**	**100.0000**	**1253853505**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	546753832	413582650	75.6433	373995131	39587519	90.4281	9.5719
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**413582650**	**75.6433**	**373995131**	**39587519**	**90.4281**	**9.5719**
Public Non Institutions	E-Voting	185037892	2384151	1.2885	2368452	15699	99.3415	0.6585
	Poll		38277	0.0207	37902	375	99.0203	0.9797
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**2422428**	**1.3092**	**2406354**	**16074**	**99.3365**	**0.6635**
Total		**1985645229**	**1669858583**	**84.0965**	**1630254990**	**39603593**	**97.6283**	**2.3717**

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Ambuja Cements Limited. ANNEXURE B

Resolution Required : (Ordinary)	**8 - APPOINTMENT OF MR. AJAY KAPUR (DIN: 03096416) 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	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	1253853505	1253853505	100.0000	1253853505	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		**1253853505**	**100.0000**	**1253853505**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	546753832	413582650	75.6433	413172507	410143	99.9008	0.0992
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**413582650**	**75.6433**	**413172507**	**410143**	**99.9008**	**0.0992**
Public Non Institutions	E-Voting	185037892	2384150	1.2885	2368017	16133	99.3233	0.6767
	Poll		38277	0.0207	38277	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**2422427**	**1.3092**	**2406294**	**16133**	**99.3340**	**0.6660**
Total		**1985645229**	**1669858582**	**84.0965**	**1669432306**	**426276**	**99.9745**	**0.0255**

Ambuja Cement

Ambuja Cements Limited. ANNEXURE B

Resolution Required : (Ordinary)	**9 - APPOINTMENT OF MR. AJAY KAPUR (DIN: 03096416) AS A WHOLE-TIME DIRECTOR & CEO AND APPROVAL OF THE TERMS OF REMUNERATION THEREOF**
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	1253853505	1253853505	100.0000	1253853505	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		**1253853505**	**100.0000**	**1253853505**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	546753832	413582650	75.6433	383332171	30250479	92.6857	7.3143
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**413582650**	**75.6433**	**383332171**	**30250479**	**92.6857**	**7.3143**
Public Non Institutions	E-Voting	185037892	2384150	1.2885	2367872	16278	99.3172	0.6828
	Poll		38277	0.0207	38277	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**2422427**	**1.3092**	**2406149**	**16278**	**99.3280**	**0.6720**
Total		**1985645229**	**1669858582**	**84.0965**	**1639591825**	**30266757**	**98.1875**	**1.8125**

Ambuja Cement

Ambuja Cements Limited. ANNEXURE B

Resolution Required : (Special)	**10 - AMENDMENT TO THE ARTICLES OF ASSOCIATION**
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	1253853505	1253853505	100.0000	1253853505	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		**1253853505**	**100.0000**	**1253853505**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	546753832	413582650	75.6433	413582650	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		**413582650**	**75.6433**	**413582650**	**0**	**100.0000**	**0.0000**
Public Non Institutions	E-Voting	185037892	2384166	1.2885	2368423	15743	99.3397	0.6603
	Poll		38277	0.0207	38277	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**2422443**	**1.3092**	**2406700**	**15743**	**99.3501**	**0.6499**
Total		**1985645229**	**1669858598**	**84.0965**	**1669842855**	**15743**	**99.9991**	**0.0009**

Ambuja Cement

Ambuja Cements Limited.								ANNEXURE B
Resolution Required : (Special)			11 - CHANGE OF REGISTERED OFFICE OF OUTSIDE THE LOCAL LIMITS BUT WITHIN THE SAME JURISDICTION OF REGISTRAR OF COMPANIES					
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	1253853505	1253853505	100.0000	1253853505	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		**1253853505**	**100.0000**	**1253853505**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	546753832	413582650	75.6433	413582650	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		**413582650**	**75.6433**	**413582650**	**0**	**100.0000**	**0.0000**
Public Non Institutions	E-Voting	185037892	2384151	1.2885	2367930	16221	99.3196	0.6804
	Poll		38277	0.0207	38277	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**2422428**	**1.3092**	**2406207**	**16221**	**99.3304**	**0.6696**
Total		**1985645229**	**1669858583**	**84.0965**	**1669842362**	**16221**	**99.9990**	**0.0010**

Ambuja Cement

Ambuja Cements Limited. ANNEXURE B

Resolution Required : (Special)			12 - ISSUE OF SECURITIES ON A PREFERENTIAL BASIS					
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	1253853505	1253853505	100.0000	1253853505	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		**1253853505**	**100.0000**	**1253853505**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	546753832	413582650	75.6433	269423133	144159517	65.1437	34.8563
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**413582650**	**75.6433**	**269423133**	**144159517**	**65.1437**	**34.8563**
Public Non Institutions	E-Voting	185037892	2384172	1.2885	2364364	19808	99.1692	0.8308
	Poll		38277	0.0207	37900	377	99.0151	0.9849
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**2422449**	**1.3092**	**2402264**	**20185**	**99.1668**	**0.8332**
Total		**1985645229**	**1669858604**	**84.0965**	**1525678902**	**144179702**	**91.3658**	**8.6342**

ANNEXURE C

SURENDRA KANSTIYA ASSOCIATES
Company Secretaries

A/304, Rahul Society
Opposite Poinsur Gymkhana
New Saibaba Nagar, Kandivli (West)
MUMBAI 400067
E mail: kanstiyask@rediffmail.com
Cell: 9820194752

Report of Scrutinizer

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

Mr. Karan Adani
Chairman of
Extraordinary General Meeting of the shareholders of
Ambuja Cements Limited (CIN: L26942GJ1981PLC004717)
Held through Video Conferencing (VC) / Other Audio Visual Means (OAVM)
On Saturday, the 8th October 2022 at 10.00 a.m.

Sub.: Consolidated Results of remote e-voting and e-voting at the Meeting
Reference: Extraordinary General Meeting (the EGM) of the Company held on Saturday, the 8th October 2022 at 10.00 a.m.

Dear Sir,

I, Surendra U Kanstiya, Practising Company Secretary, appointed as Scrutinizer for the purpose of scrutinizing e-voting process (remote e-voting) and electronic voting (e-voting) during the EGM 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 Extraordinary General Meeting of the shareholders of the Company held on Saturday, the 8th October 2022 at 10:00 a.m. through VC/OAVM, submit my report as under:

1. The e-voting facility both for e-voting prior to the EGM (remote e-voting) and voting at the EGM by electronics means (e-voting) was provided by Link Intime India Private Limited (Linkintime Instavote).

2. The shareholders of the Company as on the 'cut-off' date i.e. Saturday, the 1st October 2022 were entitled to vote on the resolutions stated in the Notice of the Extraordinary General Meeting of the Company.

3. The remote e-voting opened on Tuesday, the 4th October 2022 at 9:00 a.m. and closed on Friday, the 7th October 2022 at 5:00 p.m.

4. After declaration of voting by the Chairman, the shareholders present at the EGM through VC voted through e-voting facility provided by Linkintime Instavote at the EGM.

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

6. After closure of e-voting at the EGM, the votes cast through e-voting at the EGM and through remote e-voting prior to the date of EGM were finalised and downloaded from the e-voting website of Linkintime Instavote.

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 EGM. 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 EGM.

8. Based on the data downloaded from Linkintime Instavote e-voting system, the total votes cast in favour or against all the resolutions proposed in the Notice of the EGM are as under:

ORDINARY BUSINESS

Resolution No. 1: Ordinary Resolution: Appointment of Mr. Gautam S. Adani (DIN: 00006273) as Non-Executive, Non-Independent Director.

Voted **in favour** of the resolution

Type of voting	Number of members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at EGM	757	1604557704	96.51

Voted **against** the resolution

Type of voting	Number of members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at EGM	255	58103391	3.49

Invalid votes

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

Resolution No. 2: Ordinary Resolution: Appointment of Mr. Karan Adani (DIN: 03088095) as Non-Executive, Non-Independent Director.

Voted **in favour** of the resolution

Type of voting	Number of members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at EGM	966	1669260609	99.96

Voted **against** the resolution

Type of voting	Number of members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at EGM	48	597924	0.04

Invalid votes

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

Resolution No. 3: Ordinary Resolution: Appointment of Mr. M. R. Kumar (DIN: 03628755) as Non-Executive, Non-Independent Director (representing Life Insurance Corporation of India).

Voted **in favour** of the resolution

Type of voting	Number of members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at EGM	974	1669224934	99.96

Voted **against** the resolution

Type of voting	Number of members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at EGM	40	633649	0.04

Invalid votes

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

Resolution No. 4: Special Resolution: Appointment of Mr. Maheswar Sahu (DIN: 00034051) as an Independent Director.

Voted **in favour** of the resolution

Type of voting	Number of members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at EGM	963	1662020058	99.96

Voted **against** the resolution

Type of voting	Number of members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at EGM	46	684515	0.04

Invalid votes

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

Resolution No. 5: Special Resolution: Appointment of Mr. Rajnish Kumar (DIN: 05328267) as an Independent Director.

Voted **in favour** of the resolution

Type of voting	Number of members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at EGM	965	1669174369	99.96

Voted **against** the resolution

Type of voting	Number of members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at EGM	46	684157	0.04

Invalid votes

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

Resolution No. 6: Special Resolution: Appointment of Mr. Ameet Desai (DIN: 00007116) as an Independent Director.

Voted **in favour** of the resolution

Type of voting	Number of members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at EGM	784	1560888874	93.47

Voted **against** the resolution

Type of voting	Number of members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at EGM	236	108969701	6.53

Invalid votes

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

Resolution No. 7: Special Resolution: Appointment of Ms. Purvi Sheth (DIN: 06449639) as an Independent Director.

Voted **in favour** of the resolution

Type of voting	Number of members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at EGM	929	1630254990	97.63

Voted **against** the resolution

Type of voting	Number of members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at EGM	85	39603593	2.37

Invalid votes

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

Resolution No. 8: Ordinary Resolution: Appointment of Mr. Ajay Kapur (DIN: 03096416) as a Director.

Voted **in favour** of the resolution

Type of voting	Number of members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at EGM	979	1669432306	99.97

Voted **against** the resolution

Type of voting	Number of members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at EGM	35	426276	0.03

Invalid votes

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

Resolution No. 9: Ordinary Resolution: Appointment of Mr. Ajay Kapur (DIN: 03096416) as a Whole-Time Director & CEO and approval of the terms of remuneration thereof.

Voted **in favour** of the resolution

Type of voting	Number of members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at EGM	907	1639591825	98.19

Voted **against** the resolution

Type of voting	Number of members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at EGM	112	30266757	1.81

Invalid votes

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

Resolution No. 10: Special Resolution: Amendment to the Articles of Association.

Voted **in favour** of the resolution

Type of voting	Number of members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at EGM	980	1669842855	100.00

Voted **against** the resolution

Type of voting	Number of members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at EGM	32	15743	0.00

Invalid votes

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

Resolution No. 11: Special Resolution: Change of Registered Office outside the local limits but within the same jurisdiction of Registrar of Companies.

Voted **in favour** of the resolution

Type of voting	Number of members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at EGM	983	1669842362	100.00

Voted **against** the resolution

Type of voting	Number of members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at EGM	30	16221	0.00

Invalid votes

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

Resolution No. 12: Special Resolution: Issue of securities on a preferential basis.

Voted **in favour** of the resolution

Type of voting	Number of members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at EGM	566	1525678902	91.37

Voted **against** the resolution

Type of voting	Number of members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at EGM	447	144179702	8.63

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 EGM have been handed over to the Company Secretary for safe keeping.

Surendra U Kanstiya
Practising Company Secretary
FCS 2777. CP 1744
UDIN: F002777D001163486

Place: MUMBAI
Date: 8th October 2022