Ambuja Cement

ACL:SEC: 20th February, 2020

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Dear Sirs,

Sub: Intimation under the Listing Regulations, 2015

This is to inform you that the Board of Directors at its meeting held today, i.e. on 20th February, 2020 which commenced at 2.00 p.m. and concluded at 5.45 p.m. have approved the following:-

1. Results for the Corporate Financial Year ended 31st December, 2019:

   The Board approved the Annual Audited Accounts for the Corporate Financial Year ended 31st December, 2019. The results together with a copy of the Press Release are enclosed. In terms of SEBI Circular CIRICFDICMDI5612016 dated May 27, 2016, we hereby declare and confirm that the Statutory Auditors of the Company viz. Deloitte Haskins & Sells LLP, Chartered Accountants, have issued an Unmodified Audit Report on Standalone and Consolidated Financial Results of the Company for the year ended December 31, 2019. A copy each of their reports on the Financial Results is attached.

2. Declaration of dividend

   The Board of Directors has recommended a dividend on Equity Shares at the rate of Rs. 1.50 per share subject to the approval of the shareholders at the ensuing Annual General Meeting.

3. Resignation of Mr Bimlendra Jha, MD & CEO

   The Board of Directors accepted the resignation of Mr Bimlendra Jha MD & CEO of the Company with effect from the close of business hours of 20th February 2020. The Board placed on record its sincere appreciation for the valuable contribution made by Mr Jha during his tenure as MD & CEO of the Company.

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4. Appointment of Mr Neeraj Akhoury as MD & CEO

The Board of Directors have appointed Mr Neeraj Akhoury as the new MD & CEO of the Company w.e.f. 21st February 2020. His appointment is subject to the approval of the Shareholders at the ensuing Annual General Meeting. A separate Media Release is attached herewith to this effect.

You are requested to kindly take note of the same.

Thanking you,

Yours faithfully,
For AMBUJA CEMENTS LIMITED

Rajiv N. Gandhi

RAJIV GANDHI
COMPANY SECRETARY
Membership No A11263

Deloitte
Haskins & Sells LLP

Chartered Accountants
Indiabulls Finance Centre
Tower 3, 27th-32nd Floor
Senapati Bapat Marg
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INDEPENDENT AUDITOR'S REPORT ON AUDIT OF ANNUAL STANDALONE FINANCIAL RESULTS AND REVIEW OF QUARTERLY FINANCIAL RESULTS

TO THE BOARD OF DIRECTORS OF AMBUJA CEMENTS LIMITED

Opinion / Conclusion

We have (a) audited the Standalone Financial Results for the year ended 31st December, 2019 and (b) reviewed the Standalone Financial Results for the quarter ended 31st December, 2019, being the balancing figure between audited figures in respect of the full financial year and the published year to date figures up to the third quarter of the current financial year (refer 'Other Matters' paragraph below) which were subjected to limited review by us, both included in the accompanying "Statement of Standalone Audited Financial Results for the Quarter and Year Ended 31st December, 2019" ("the Statement" of **AMBUJA CEMENTS LIMITED)**, ("the Company"), which includes a Joint Operation accounted on a proportionate basis, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the Listing Regulations).

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of audit reports received from the other auditors as referred in Other Matters section below, the Standalone Financial Results for the year ended 31st December, 2019:

a. are presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended;

b. give a true and fair view in conformity with the recognition and measurement principles laid down in the Indian Accounting Standards and other accounting principles generally accepted in India of the net profit and Total comprehensive income and other financial information of the Company for the year then ended.

With respect to the Standalone Financial Results for quarter ended 31st December, 2019, based on our review, nothing has come to our attention that causes us to believe that the accompanying Statement, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

Basis for Opinion on the audited Standalone Financial Results for the year ended 31st December, 2019

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act, 2013 (the Act). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Results for the year ended 31st December, 2019 section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Standalone Financial Results under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We

believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion.

Emphasis of Matter

We draw attention to Note 3 to the Statement for the quarter and year ended 31st December, 2019 which describe the following matters:

a. In terms of order dated 31st August, 2016, the Competition Commission of India (CCI) had imposed a penalty of Rs.1,163.91 crores for alleged contravention of the provisions of the Competition Act, 2002 (the Competition Act) by the Company. On the Company's appeal, National Company Law Appellate Tribunal (NCLAT), which replaced the Competition Appellate Tribunal (COMPAT) effective 26th May, 2017, in its order passed on 25th July, 2018 had upheld the CCI's Order. The Company's appeal against the said judgement of NCLAT before the Hon'ble Supreme Court was admitted vide its order dated 5th October, 2018 with a direction that the interim order passed by the Tribunal would continue.

b. In a separate matter, pursuant to a reference filed by the Government of Haryana, the CCI by its order dated 19th January, 2017, had imposed a penalty of Rs.29.84 crores on the Company for alleged contravention of the provisions of the Competition Act. On Company's filing an appeal together with application for interim stay against payment of penalty, COMPAT had stayed the penalty pending hearing of the application. This matter is listed before the NCLAT for hearing.

Based on the Company's assessment on the outcome of these appeals supported by the advice of external legal counsel, the Company is of the view that no provision is necessary in respect of these matters in the Standalone Financial Results.

Our opinion is not modified in respect of these matters.

Management's Responsibilities for the Statement

This Statement, which is the responsibility of the Company's Management and approved by the Board of Directors. The Standalone Financial Results for the year ended 31st December, 2019 have been compiled from the related audited Standalone Financial Statements. The Company's Board of Directors are responsible for the preparation and presentation of the Standalone Financial Results for the quarter and year ended 31st December, 2019 that give a true and fair view of the net profit and other comprehensive income and other financial information in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Results that give a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Results, the Board of Directors are responsible for assessing the Company's ability, to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the financial reporting process of the Company.

Auditor's Responsibilities

a) Audit of the Standalone Financial Results for the year ended 31st December, 2019

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Results as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this Standalone Financial Results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone Financial Results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Financial Results, including the disclosures, and whether the Standalone Financial Results represent the underlying transactions and events in a manner that achieves fair presentation.
- Perform procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the Listing Regulations to the extent applicable.

- Obtain sufficient appropriate audit evidence regarding the financial results/financial information of the Company and its joint operations to express an opinion on the Standalone Financial Results. We are responsible for the direction, supervision and performance of the audit of financial information of such entities or business activities included in the Standalone Financial Results of which we are the independent auditors. For the other entities or business activities included in the Standalone Financial Results, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion

Materiality is the magnitude of misstatements in the Standalone Financial Results that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone Financial Results may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Standalone Financial Results.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

b) Review of the Standalone Financial Results for quarter ended 31st December, 2019

We conducted our review of the Standalone Financial Results for the quarter ended 31st December, 2019 in accordance with the Standard on Review Engagements (SRE) 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the Institute of Chartered Accountants of India (ICAI). A review of interim financial information consists of making inquiries, primarily of the Company's personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Other Matters

We did not audit the financial statements of a joint operation included in the standalone Ind AS financial statements of the Company whose financial statements reflect total assets of Rs.0.68 crores as at 31st December, 2019 and total revenues of Rs.0.04 crores for the year ended on that date, as considered in the standalone Ind AS financial statements. The financial statements of this joint operation have been audited by the other auditors whose reports have been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of this joint operation, is based solely on the report of such other auditors.

Our opinion on the Statement is not modified in respect of this matter.

Deloitte
Haskins & Sells LLP

The Statement includes the Standalone Financial Results for the quarter ended 31st December, 2019 being the balancing figure between audited figures in respect of the full financial year and the published year to date figures up to the third quarter of the current financial year which were subject to limited review by us.

Our opinion on the Statement is not modified in respect of this matter.

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

SAIRA NAINAR
Partner
(Membership No. 040081)
(UDIN: 20040081AAAAAJ2355)

Place: Mumbai
Date: 20th February, 2020

Ambuja Cement

AMBUJA CEMENTS LIMITED

CIN: L26942GJ1981PLC004717

Registered office : Ambujanagar P.O., Taluka - Kodinar, District - Gir Somnath, Gujarat - 362 715

Tel No. : 022-4066 7000 • Website: www.ambujacement.com • E-mail: shares@ambujacement.com

Statement of Standalone Audited Financial Results for the quarter and year ended 31/12/2019

Particulars	3 months ended 31/12/2019	Preceding 3 months ended 30/09/2019	Corresponding 3 months ended 31/12/2018	Current year ended 31/12/2019	Previous year ended 31/12/2018
	(Refer Note 10)	(Unaudited)	(Refer Note 10)	(Audited)	(Audited)
					₹ in crore
1 Income					
a) Revenue from operations	**3,135.88**	2,626.11	2,863.33	**11,667.88**	11,356.76
b) Other income (Refer note 5)	**65.61**	62.76	84.95	**426.52**	374.98
Total Income	**3,201.49**	2,688.87	2,948.28	**12,094.40**	11,731.74
2 Expenses					
a) Cost of materials consumed	**255.32**	255.09	238.62	**994.42**	1,013.08
b) Purchase of stock-in-trade	**25.19**	30.11	1.73	**88.27**	5.96
c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	**82.75**	(71.43)	(25.21)	**42.80**	(72.87)
d) Employee benefits expense	**168.98**	167.75	170.90	**672.63**	679.57
e) Finance costs	**23.67**	21.57	18.20	**83.52**	82.33
f) Depreciation and amortisation expense	**148.66**	132.92	136.49	**543.83**	548.09
g) Power and fuel	**669.23**	598.81	705.52	**2,586.42**	2,545.84
h) Freight and forwarding expense:					
i) On finished products	**646.30**	514.64	650.20	**2,402.15**	2,531.37
ii) On internal material transfer	**191.42**	164.78	189.02	**692.05**	746.20
	837.72	679.42	839.22	**3,094.20**	3,277.57
i) Other expenses	**549.30**	526.54	528.67	**2,040.29**	2,016.15
Total Expenses	**2,760.82**	2,340.78	2,614.14	**10,146.38**	10,095.72
3 Profit before exceptional items and tax (1-2)	**440.67**	348.09	334.14	**1,948.02**	1,636.02
4 Exceptional items (Refer note 4)	**-**	-	129.95	**-**	129.95
5 Profit before tax (3-4)	**440.67**	348.09	204.19	**1,948.02**	1,506.07
6 Tax expense (Refer note 5 and 6)					
a) Current tax - charge / (credit)	**108.00**	113.00	(278.01)	**573.00**	105.99
b) Deferred tax - charge / (credit)	**(122.23)**	0.48	(55.17)	**(153.52)**	(86.93)
	(14.23)	113.48	(333.18)	**419.48**	19.06
7 Profit for the period (5-6)	**454.90**	234.61	537.37	**1,528.54**	1,487.01
8 Other comprehensive income					
Items not to be reclassified to profit or loss in subsequent periods					
Remeasurement gains / (losses) on defined benefit plans	**5.42**	(2.15)	(7.08)	**(6.97)**	2.82
Tax adjustment on above	**(1.75)**	0.75	2.47	**2.58**	(0.73)
Total other comprehensive income	**3.67**	(1.40)	(4.61)	**(4.39)**	2.09
9 Total comprehensive income for the period (7+8)	**458.57**	233.21	532.76	**1,524.15**	1,489.10
10 Paid-up equity share capital (Face value ₹ 2 each)	**397.13**	397.13	397.13	**397.13**	397.13
11 Other equity				**21,808.05**	20,615.40
12 Earnings per share of ₹ 2 each (not annualised) - in ₹					
a) Basic	**2.29**	1.18	2.71	**7.70**	7.49
b) Diluted	**2.29**	1.18	2.71	**7.70**	7.49

See accompanying notes to financial results

DELOITTE HASKINS & SELLS LLP MUMBAI

Ambuja Cement

Standalone Balance Sheet ₹ in crore

	Particulars	As at 31/12/2019 (Audited)	As at 31/12/2018 (Audited)
	ASSETS		
1	**Non-current assets**		
	a) Property, plant and equipment	**5,633.62**	5,563.19
	b) Capital work-in-progress	**1,108.70**	610.02
	c) Goodwill	**-**	-
	d) Other intangible assets	**178.83**	100.41
	e) Investments in subsidiaries and joint ventures	**11,789.01**	11,813.76
	f) Financial assets		
	i) Investments	**-**	-
	ii) Loans	**62.90**	60.34
	iii) Other financial assets	**372.94**	217.15
	g) Non-current tax assets (net) (Refer note 5)	**176.64**	207.65
	h) Other non-current assets	**819.99**	873.86
	Total - Non-current assets	**20,142.63**	19,446.38
2	**Current assets**		
	a) Inventories	**954.07**	1,277.76
	b) Financial assets		
	i) Trade receivables	**513.22**	470.26
	ii) Cash and cash equivalents	**4,512.29**	3,150.33
	iii) Bank balances other than cash and cash equivalents	**187.20**	179.64
	iv) Loans	**4.51**	4.29
	v) Other financial assets	**228.87**	238.57
	c) Other current assets	**423.19**	419.45
		6,823.35	5,740.30
	d) Non-current assets classified as held for sale	**24.75**	-
	Total - Current assets	**6,848.10**	5,740.30
	TOTAL - ASSETS	**26,990.73**	25,186.68
	EQUITY AND LIABILITIES		
	Equity		
	a) Equity share capital	**397.13**	397.13
	b) Other equity	**21,808.05**	20,615.40
	Total Equity	**22,205.18**	21,012.53
	Liabilities		
1	**Non-current liabilities**		
	a) Financial liabilities		
	i) Borrowings	**35.28**	39.68
	ii) Other financial liabilities	**0.62**	1.18
	b) Provisions	**50.34**	38.53
	c) Deferred tax liabilities (net) (Refer note 6)	**216.06**	372.16
	d) Other non-current liabilities	**35.83**	7.17
	Total - Non-current liabilities	**338.13**	458.72
2	**Current liabilities**		
	a) Financial liabilities		
	i) Trade payables		
	Total outstanding dues of micro and small enterprises	**1.09**	0.52
	Total outstanding dues of creditors other than micro and small enterprises	**934.89**	1,108.94
	ii) Other financial liabilities	**782.04**	616.17
	b) Other current liabilities	**1,737.81**	1,293.65
	c) Provisions	**85.37**	91.05
	d) Current tax liabilities (net) (Refer note 5)	**906.22**	605.10
	Total - Current liabilities	**4,447.42**	3,715.43
	Total Liabilities	**4,785.55**	4,174.15
	TOTAL - EQUITY AND LIABILITIES	**26,990.73**	25,186.68

DELOITTE HASKINS & SELLS LLP MUMBAI

AMBUJA CEMENTS LIMITED MUMBAI

Standalone Cash Flow Statement ₹ in crore

Particulars	For the year ended 31/12/2019 (Audited)	For the year ended 31/12/2018 (Audited)
A) Cash flow from operating activities		
Profit before tax	**1,948.02**	1,506.07
Adjustments to reconcile profit before tax to net cash flows		
Depreciation and amortisation expense	**543.83**	548.09
Loss on property, plant and equipment sold, discarded and written off (net)	**9.95**	14.60
Dividend income from subsidiary	**(131.58)**	(140.98)
Dividend income from joint venture	**(1.66)**	-
Gain on sale of current financial assets measured at FVTPL	**(27.84)**	(44.18)
Net gain on fair valuation of liquid mutual fund measured at FVTPL	**(2.74)**	(0.51)
Finance costs	**83.52**	82.33
Interest income	**(235.06)**	(153.27)
Provision / (reversal) for slow and non moving spares	**3.48**	(0.03)
Discounting income on interest free loan	**-**	(8.81)
Unrealised exchange loss (net)	**0.21**	0.60
Fair value movement in derivative instruments	**0.13**	0.09
Provision against loan to a subsidiary and interest thereon (Refer note 4)	**-**	48.54
Interest on income tax written back (Refer note 5)	**(27.49)**	(35.88)
Provisions no longer required written back	**(3.80)**	(7.56)
Impairment losses on financial assets (net)	**6.03**	-
Provision for employee stock option expenses	**0.53**	-
Inventories written off	**11.50**	2.41
Bad debts, sundry debit balances and claims written off / written back (net)	**0.08**	2.17
Profit on buy back of shares of joint venture	**-**	(0.16)
Operating profit before working capital changes	**2,177.11**	1,813.52
Changes in Working Capital		
Adjustments for Decrease / (Increase) in operating assets		
Decrease / (Increase) in Trade receivables, loans & advances and other assets	**(199.80)**	(356.05)
Decrease / (Increase) in Inventories	**308.71**	(227.64)
Adjustments for Decrease / (Increase) in operating liabilities		
Increase / (Decrease) in Trade payables, other liabilities and provisions	**278.77**	(32.92)
Cash generated from operations	**2,564.79**	1,196.91
Direct taxes paid (net of refunds) (Refer note 5)	**(80.75)**	(625.03)
Net cash flow from operating activities (A)	**2,484.04**	571.88
B) Cash flow from investing activities		
Purchase of property, plant and equipment, intangibles etc. (including capital work in progress and capital advances)	**(1,117.77)**	(597.33)
Proceeds from sale of property, plant and equipment	**6.34**	3.72
Proceeds from buyback of shares of joint venture	**-**	1.50
Inter corporate deposits and loans given to subsidiaries	**(0.26)**	(0.18)
Gain on sale of current financial assets measured at FVTPL	**27.84**	44.18
Investments in bank deposits (having original maturity of more than 3 months and upto 12 months)	**(4,307.85)**	(118.53)
Redemption of bank deposits (having original maturity of more than 3 months and upto 12 months)	**4,299.23**	124.16
Investments in bank deposits (having original maturity of more than 12 months)	**(0.91)**	(0.84)
Redemption of bank deposits (having original maturity of more than 12 months)	**5.87**	-
Dividend received from subsidiary	**131.58**	140.98
Dividend received from joint venture	**1.66**	-
Interest received	**216.24**	148.01
Net cash used in investing activities (B)	**(738.03)**	(254.33)
C) Cash flows from financing activities		
Proceeds from non-current borrowings	**-**	21.55
Interest paid	**(55.82)**	(51.30)
Net movement in earmarked balances with banks	**1.06**	1.16
Dividend paid on equity shares	**(297.85)**	(397.13)
Dividend distribution tax paid	**(34.18)**	(52.65)
Net cash used in financing activities (C)	**(386.79)**	(478.37)
Net increase / (decrease) in cash and cash equivalents (A + B + C)	**1,359.22**	(160.82)
Cash and cash equivalents		
Cash and cash equivalents at the end of the year	**4,512.29**	3,150.33
Adjustment for fair value gain on liquid mutual funds measured through profit and loss	**(2.74)**	(0.51)
	4,509.55	3,149.82
Cash and cash equivalents at the beginning of the year	**3,150.33**	3,310.64
Net increase / (decrease) in cash and cash equivalents	**1,359.22**	(160.82)

Notes to Standalone Audited Financial Results :

1. The above results have been approved and taken on record by the Board of Directors at their meeting held on 20th February 2020.

2. The Company has adopted Ind AS 115 'Revenue from Contracts with Customers', with effect from 1st January 2019. The adoption of Ind AS 115 did not have any significant impact on the overall results of the Company.

3. The Competition Commission of India (CCI), vide its Order dated 31st August 2016, had imposed a penalty of ₹ 1,163.91 crore on the Company. On Company's appeal, the Competition Appellate Tribunal (COMPAT), subsequently merged with National Company Law Appellate Tribunal (NCLAT), vide its interim Order had granted stay against the CCI's Order with a condition to deposit 10% of the penalty amount. NCLAT, vide its Order dated 25th July 2018, dismissed the Company's appeal and upheld the CCI's order. Against this, the Company appealed to the Hon'ble Supreme Court, which by its order dated 5th October 2018 admitted the appeal and directed to continue the interim order passed by the Tribunal, in the meantime.

   In a separate matter, pursuant to a reference filed by the Director, Supplies and Disposals, Government of Haryana, the CCI vide its Order dated 19th January 2017, had imposed a penalty of ₹ 29.84 crore on the Company. On Company's appeal, COMPAT has stayed the operation of CCI's order. The matter is pending for hearing before NCLAT.

   Based on the advice of external legal counsel, the Company believes it has good grounds on merit for a successful appeal in both the aforesaid matters. Accordingly, no provision is made in the above financial results.

4. Exceptional items for the previous quarter and year ended 31st December 2018 includes :

   a. ₹ 81.41 crore, on account of charge towards separation scheme for employees.

   b. Provision towards loans and interest thereon, due from Dirk India Private Limited (a wholly owned subsidiary of the Company), amounting to ₹ 37.94 crore and ₹ 10.60 crore respectively.

5. The Company was entitled to incentives from the Government for its plants located in the states of Himachal Pradesh and Uttarakhand, in respect of Income Tax assessment years 2006-07 to 2015-16. The Company contended in its income tax returns that the said incentives are in the nature of capital receipts, and hence not liable to income tax, although these were provided for in the books of account. The Income Tax department had consistently not accepted this position and appeals were filed by the Company against the orders of the Assessing Officer, with the Commissioner of Income Tax – Appeals (CIT-A).

   In view of the series of repeated favourable orders from the Income Tax department received by the Company and its subsidiary, ACC Limited, the Company had reviewed the matter and after considering the legal merits of the Company's claim, including inter-alia, the ratio of the decisions of the Hon'ble Supreme Court, and the pattern of favourable orders by the department including favourable disposal of the Company's appeals by the CIT-A during previous years, the Company reassessed its underlying exposure and concluded that the risk of an ultimate outflow of economic benefits for this matter is no longer probable. The Company had consequently reversed the income tax provisions and related interest provisions amounting to ₹ 372.01 crore and ₹ 35.87 crore respectively in the year ended 31st December 2018.

   Further, on receipt of Orders Giving Effect (OGEs) to the CIT-A orders for certain assessment years, the Company has recognised interest income on income tax refund and reversal of provision for interest on income tax, aggregating ₹ 132.58 crore during the year ended 31st December 2019. However, considering the uncertainty of its ultimate realisability, the Company has also made a provision of ₹ 81.00 crore, resulting in recognition of net income of ₹ 51.58 crore in other income during the year ended 31st December 2019 (₹ Nil in quarter ended 30th September 2019 and 31st December 2019).

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6. The Government of India has inserted section 115BAA in the Income Tax Act, 1961, which provides domestic companies an option to pay Corporate Tax at reduced rate effective 1st April 2019, subject to certain conditions. The Company has adopted the option of reduced rate and accordingly, opening deferred tax liability as on 1st January 2019, amounting to ₹ 103.28 crore has been reversed during the quarter and year ended 31st December 2019.

7. On 18th October 2019, the Board of Directors has approved the amalgamation of Dirk India Private Limited, a wholly owned subsidiary, with the Company, w.e.f. 1st January 2020, in terms of the scheme of amalgamation, subject to regulatory approvals.

8. The Company is exclusively engaged in the business of cement and cement related products.

9. The Board of Directors have recommended a dividend on equity shares of ₹ 1.50 per equity share.

10. The figures for the quarter ended 31st December 2019 and 31st December 2018 are the balancing figures between audited figures for the financial year ended 31st December 2019 and 31st December 2018 and the unaudited published year to date figures up to the third quarter of the respective financial years.

11. The figures for the previous period have been regrouped / reclassified wherever necessary to conform to the current period's presentation.

By the Order of the Board

Bimlendra Jha
Managing Director & Chief Executive Officer

DIN : 02170280

Mumbai

20th February 2020

DELOITTE HASKINS & SELLS LLP MUMBAI

AMBUJA CEMENTS LIMITED MUMBAI

Deloitte Haskins & Sells LLP

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INDEPENDENT AUDITORS' REPORT ON AUDIT OF ANNUAL CONSOLIDATED FINANCIAL RESULTS AND REVIEW OF QUARTERLY FINANCIAL RESULTS

TO THE BOARD OF DIRECTORS OF AMBUJA CEMENTS LIMITED

Opinion / Conclusion

1. We have (a) audited the Consolidated Financial Results for the year ended 31st December, 2019 and (b) reviewed the Consolidated Financial Results for the quarter ended 31st December, 2019 being the balancing figure between audited figures in respect of the full financial year and the published year to date figures up to the third quarter of the current financial year (refer 'Other Matters' paragraph 7 below) which were subjected to limited review by us, both included in the accompanying "Statement of Consolidated Audited Financial Results for the Quarter and Year Ended 31st December, 2019" ("the Statement") of **AMBUJA CEMENTS LIMITED**, ("the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group") and its share of the profit of its joint ventures and associates which includes five Joint Operations of the Group, consolidated on a proportionate basis, being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the Listing Regulations).

2. In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the reports of the other auditors on separate financial statements and the other financial information of the joint operations of the Group, subsidiaries, associates and joint ventures referred to in 'Other Matters' paragraph 7 below, the Consolidated Financial Results for the year ended 31 December 2019:

   a. include the results of the following entities:

Name of the Entity	Relationship
Ambuja Cements Limited	Parent Company
M.G.T. Cements Private Limited Chemical Limes Mundwa Private Limited Dang Cement Industries Private Limited, Nepal Dirk India Private Limited OneIndia BSC Private Limited ACC Limited ACC Mineral Resources Limited Lucky Minmat Limited National Limestone Company Private Limited Singhania Minerals Private Limited Bulk Cement Corporation (India) Limited	Subsidiaries
Counto Microfine Products Private Limited Aakaash Manufacturing Company Private Limited	Joint Ventures
Wardha Vaalley Coal Field Private Limited MP AMRL (Bicharpur) Coal Company Limited	Joint Operations

Name of the Entity	Relationship
MP AMRL (Semaria) Coal Company Limited MP AMRL (Marki Barka) Coal Company Limited MP AMRL (Morga) Coal Company Limited	
Alcon Cement Company Private Limited Asian Concretes and Cements Private Limited	Associates

b. are presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended;

c. give a true and fair view in conformity with the recognition and measurement principles laid down in the Indian Accounting Standards and other accounting principles generally accepted in India of the net profit, total comprehensive income and other financial information of the Group for the year ended 31st December, 2019.

With respect to the Consolidated Financial Results for quarter ended 31st December, 2019, based on our review, nothing has come to our attention that causes us to believe that the accompanying Statement, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

3. Basis for Opinion on the audited Consolidated Financial Results for the 31st December, 2019

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act, 2013 (the Act). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Results for the year ended 31st December, 2019 section of our report. We are independent of the Group, its associates and joint ventures in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Consolidated Financial Results under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion.

4. Emphasis of Matter

We draw attention to Note 3 to the Statement for the quarter and year ended 31st December, 2019 which describes the following matters:

a. In terms of the order dated 31st August, 2016, the Competition Commission of India (CCI) had imposed a penalty of Rs.2,311.50 crores for alleged contravention of the provisions of the Competition Act, 2002 (the Competition Act) by the Parent and ACC Limited (a subsidiary of the Parent). On appeal by the Parent and ACC Limited, National Company Law Appellate Tribunal (NCLAT), which replaced

the Competition Appellate Tribunal (COMPAT) effective 26th May, 2017, in its order passed on 25th July, 2018 had upheld the CCI's Order. The appeals by the Parent and ACC Limited against the said judgement of NCLAT before the Hon'ble Supreme Court were admitted vide its order dated 5th October, 2018 with a direction that the interim order passed by the Tribunal would continue.

b. In a separate matter, pursuant to a reference filed by the Government of Haryana, the CCI by its order dated 19th January, 2017 had imposed penalty of Rs.65.16 crores for alleged contravention of the provisions of the Competition Act by the Parent and ACC Limited. On appeal by the Parent and ACC Limited, together with application for interim stay against payment of penalty, COMPAT had stayed the penalty pending hearing of the application. This matter is listed before the NCLAT for hearing.

Based on the assessment of the Parent and ACC Limited on the outcome of these appeals supported by the advice of external legal counsel, both the companies are of the view that no provision is necessary in respect of these matters in the Consolidated Financial Results.

Our opinion is not modified in respect of these matters.

5. Management's Responsibilities for the Statement

This Statement, which is the responsibility of the Parent's Management and approved by the Parent's Board of Directors. The Consolidated Financial Results for the year ended 31st December, 2019 has been compiled from the related audited Consolidated Financial Statements. The Parent's Board of Directors are responsible for the preparation and presentation of the Consolidated Financial Results for the quarter and year ended 31st December, 2019 that give a true and fair view of the consolidated net profit and consolidated other comprehensive income and other financial information of the Group including its associates and joint ventures in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Financial Results that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Consolidated Financial Results, the Board of Directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the financial reporting process of the Group.

6. Auditor's Responsibilities

a) Audit of the Consolidated Financial Results for the year ended 31st December, 2019

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this Consolidated Financial Results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated Financial Results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Financial Results, including the disclosures, and whether the Consolidated Financial Results represent the underlying transactions and events in a manner that achieves fair presentation.
- Perform procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the Listing Regulations to the extent applicable.
- Obtain sufficient appropriate audit evidence regarding the financial results/financial information of the entities within the Group and its associates and joint ventures to express an opinion on the Consolidated Financial Results. We are responsible for the direction, supervision and performance of the audit of financial information of such branches or entities included in the Consolidated Financial Results of which we are the independent auditors. For the other branches or entities included in the Consolidated Financial Results, which have been audited by the branch auditors or other auditors, such branch auditors or other auditors remain responsible for the

direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the Consolidated Financial Results that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Consolidated Financial Results may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Consolidated Financial Results.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

b) Review of the Consolidated Financial Results for quarter ended 31st December, 2019

We conducted our review of the Consolidated Financial Results for the quarter ended 31st December,2019 in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India (ICAI). A review of interim financial information consists of making inquiries, primarily of Parent's personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under Section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Other Matters

7. We did not audit the financial statements of eight subsidiaries (which includes four joint operations of a subsidiary) and a joint operation of the Parent, included in the consolidated financial results, whose financial statements reflect total assets of Rs.123.55 crores as at 31st December, 2019, total revenues of Rs.43.49 crores, total net profit of Rs.4.34 crores and total comprehensive income of Rs.4.44 crores and net cash flows of Rs.10.54 crores for the year ended on that date, as considered in the consolidated financial results. The consolidated financial results also include the Group's share of net profit of Rs.19.97 crores and total comprehensive income of Rs.19.84 crores for the year ended 31st December, 2019, as considered in the consolidated financial results, in respect of two associates and two joint ventures, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial results, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, joint ventures and associates, is based solely on the reports of the other auditors.

Deloitte
Haskins & Sells LLP

Our opinion on the Statement is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

8. The Statement includes the Consolidated Financial Results for the quarter ended 31st December, 2019 being the balancing figure between audited figures in respect of the full financial year and the published year to date figures up to the third quarter of the current financial year which were subject to limited review by us.

   Our opinion on the Statement is not modified in respect of this matter.

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Saira Nainar
Partner
(Membership No.040081)
(UDIN: 20040081AAAAAK2112)

Place: Mumbai
Date: 20th February, 2020

Ambuja Cement

AMBUJA CEMENTS LIMITED

CIN: L26942GJ1981PLC004717

Registered office : Ambujanagar P.O., Taluka - Kodinar, District - Gir Somnath, Gujarat - 362 715

Tel No. : 022-4066 7000 • Website: www.ambujacement.com • E-mail: shares@ambujacement.com

Statement of Consolidated Audited Financial Results for the quarter and year ended 31/12/2019

Particulars	3 months ended 31/12/2019	Preceding 3 months ended 30/09/2019	Corresponding 3 months ended 31/12/2018	Current year ended 31/12/2019	Previous year ended 31/12/2018
	(Refer Note 10)	(Unaudited)	(Refer Note 10)	(Audited)	(Audited)
					₹ in crore
1 Income					
a) Revenue from operations	**7,126.44**	6,077.62	6,728.68	**27,103.55**	26,040.94
b) Other income (Refer note 5)	**95.21**	112.52	123.10	**580.74**	371.44
Total Income	**7,221.65**	6,190.14	6,851.78	**27,684.29**	26,412.38
2 Expenses					
a) Cost of materials consumed	**780.14**	759.07	906.86	**3,231.22**	3,346.50
b) Purchase of stock-in-trade	**81.31**	73.12	38.29	**308.82**	89.22
c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	**407.33**	(283.42)	5.58	**143.64**	(197.87)
d) Employee benefits expense	**410.02**	405.40	370.74	**1,570.75**	1,524.37
e) Finance costs	**53.00**	37.83	40.72	**169.87**	170.50
f) Depreciation and amortisation expense	**309.98**	284.67	292.30	**1,152.52**	1,153.94
g) Power and fuel	**1,410.52**	1,383.73	1,475.10	**5,722.19**	5,548.62
h) Freight and forwarding expense:					
i) On finished products	**1,514.66**	1,354.96	1,561.47	**5,940.10**	6,010.39
ii) On internal material transfer	**307.90**	275.83	306.17	**1,187.87**	1,262.02
	1,822.56	1,630.79	1,867.64	**7,127.97**	7,272.41
i) Other expenses	**1,097.23**	1,110.08	1,156.45	**4,401.97**	4,446.90
Total Expenses	**6,372.09**	5,401.27	6,153.68	**23,828.95**	23,354.59
3 Profit before share of profit of joint ventures and associates, exceptional items and tax (1-2)	**849.56**	788.87	698.10	**3,855.34**	3,057.79
4 Share of profit of joint ventures and associates	**6.30**	4.82	3.44	**19.97**	12.53
5 Profit before exceptional items and tax (3+4)	**855.86**	793.69	701.54	**3,875.31**	3,070.32
6 Exceptional items (Refer note 4)	**-**	-	104.40	**-**	151.78
7 Profit before tax (5-6)	**855.86**	793.69	597.14	**3,875.31**	2,918.54
8 Tax expense					
a) Current tax - charge / (credit) (Refer note 5)	**224.96**	259.35	(667.60)	**1,264.70**	64.05
b) Deferred tax - charge / (credit) (Refer note 7)	**(91.36)**	0.49	(113.14)	**(172.55)**	(118.20)
	133.60	259.84	(780.74)	**1,092.15**	(54.15)
9 Profit for the period (7-8)	**722.26**	533.85	1,377.88	**2,783.16**	2,972.69
10 Other comprehensive income					
Items not to be reclassified to profit or loss in subsequent periods					
i) Remeasurement gains / (losses) on defined benefit plans (Refer note 6)	**(19.21)**	(15.12)	(18.68)	**(82.78)**	(4.48)
ii) Share of remeasurement gains / (losses) on defined benefit plans of joint ventures and associates	**(0.20)**	0.38	0.01	**0.18**	0.01
Tax adjustment on above	**6.85**	5.11	6.56	**28.92**	1.86
Total other comprehensive income	**(12.56)**	(9.63)	(12.11)	**(53.68)**	(2.61)
11 Total comprehensive income for the period (9+10)	**709.70**	524.22	1,365.77	**2,729.48**	2,970.08
12 Profit for the period attributable to					
Owners of the Company	**591.54**	385.09	974.29	**2,095.00**	2,177.40
Non-controlling interest	**130.72**	148.76	403.59	**688.16**	795.29
13 Other comprehensive income attributable to					
Owners of the Company	**(4.66)**	(5.38)	(8.30)	**(29.09)**	(0.17)
Non-controlling interest	**(7.90)**	(4.25)	(3.81)	**(24.59)**	(2.44)
14 Total comprehensive income attributable to					
Owners of the Company	**586.88**	379.71	965.99	**2,065.91**	2,177.23
Non-controlling interest	**122.82**	144.51	399.78	**663.57**	792.85
15 Paid-up equity share capital (Face value ₹ 2 each)	**397.13**	397.13	397.13	**397.13**	397.13
16 Other equity				**23,680.86**	21,973.35
17 Earnings per share of ₹ 2 each (not annualised) - in ₹					
a) Basic	**2.98**	1.94	4.91	**10.55**	10.97
b) Diluted	**2.98**	1.94	4.91	**10.55**	10.96

See accompanying notes to financial results

AMBUJA CEMENTS LIMITED MUMBAI

DELOITTE HASKINS & SELLS LLP MUMBAI

Ambuja Cement

Consolidated Balance Sheet

₹ in crore

	Particulars	As at 31/12/2019 (Audited)	As at 31/12/2018 (Audited)
	ASSETS		
1	**Non-current assets**		
	a) Property, plant and equipment	**12,605.99**	12,616.48
	b) Capital work-in-progress	**1,554.43**	1,008.17
	c) Goodwill	**7,881.49**	7,881.49
	d) Other intangible assets	**213.86**	137.97
	e) Investments in joint ventures and associates	**145.87**	129.53
	f) Financial assets		
	i) Investments	**3.70**	3.70
	ii) Loans	**208.63**	231.32
	iii) Other financial assets	**841.68**	542.97
	g) Non-current tax assets (net) (Refer note 5)	**1,041.99**	887.51
	h) Deferred tax assets (net)	**4.16**	3.86
	i) Other non-current assets	**1,361.53**	1,490.88
	Total - Non-current assets	**25,863.33**	24,933.88
2	**Current assets**		
	a) Inventories	**2,096.50**	2,957.89
	b) Financial assets		
	i) Trade receivables	**1,068.56**	1,304.54
	ii) Cash and cash equivalents	**9,011.88**	6,093.11
	iii) Bank balances other than cash and cash equivalents	**342.67**	346.17
	iv) Loans	**32.28**	80.61
	v) Other financial assets	**496.62**	470.37
	c) Other current assets	**1,235.25**	1,142.61
		14,283.76	12,395.30
	d) Non-current assets classified as held for sale	**35.25**	11.55
	Total - Current assets	**14,319.01**	12,406.85
	TOTAL - ASSETS	**40,182.34**	37,340.73
	EQUITY AND LIABILITIES		
	Equity		
	a) Equity share capital	**397.13**	397.13
	b) Other equity	**23,680.86**	21,973.35
	Total - Equity attributable to owners of the company	**24,077.99**	22,370.48
	Non-controlling Interest	**5,736.76**	5,231.19
	Total Equity	**29,814.75**	27,601.67
	Liabilities		
1	**Non-current liabilities**		
	a) Financial liabilities		
	i) Borrowings	**35.28**	39.68
	ii) Other financial liabilities	**0.62**	1.18
	b) Provisions	**288.82**	181.49
	c) Deferred tax liabilities (net)(Refer note 7)	**936.73**	1,115.28
	d) Other non-current liabilities	**35.83**	7.17
	Total - Non-current liabilities	**1,297.28**	1,344.80
2	**Current liabilities**		
	a) Financial liabilities		
	i) Trade payables		
	Total outstanding dues of micro and small enterprises	**12.37**	8.54
	Total outstanding dues of creditors other than micro and small enterprises	**2,320.51**	2,997.66
	ii) Other financial liabilities	**1,719.63**	1,391.81
	b) Other current liabilities	**3,658.72**	3,089.86
	c) Provisions	**109.89**	119.24
	d) Current tax liabilities (net) (Refer note 5)	**1,249.19**	787.15
	Total - Current liabilities	**9,070.31**	8,394.26
	Total Liabilities	**10,367.59**	9,739.06
	TOTAL - EQUITY AND LIABILITIES	**40,182.34**	37,340.73

AMBUJA CEMENTS LIMITED MUMBAI

DELOITTE HASKINS & SELLS LLP MUMBAI

Ambuja Cement

Consolidated Cash Flow Statement ₹ in crore

Particulars	For the year ended 31/12/2019 (Audited)	For the year ended 31/12/2018 (Audited)
A) Cash flow from operating activities		
Profit before tax	3,875.31	2,918.54
Adjustments to reconcile profit before tax to net cash flows		
Depreciation and amortisation expense	1,152.52	1,153.94
Loss on property, plant and equipment sold, discarded and written off (net)	(16.92)	23.78
Gain on sale of current financial assets measured at FVTPL	(49.48)	(80.09)
Net gain on fair valuation of liquid mutual fund measured at FVTPL	(3.17)	(1.42)
Finance costs	169.87	170.50
Interest income	(500.43)	(254.03)
Provision for slow and non moving spares	10.04	4.37
Impairment losses on financial assets (net)	27.59	5.39
Discounting income on interest free loan	-	(8.81)
Unrealised exchange (gain) / loss (net)	0.33	(0.50)
Fair value movement in derivative instruments	0.13	1.28
Interest on income tax written back (Refer note 5)	(27.49)	(35.87)
Provisions no longer required written back	(13.33)	(32.27)
Provision for employee stock option expenses	1.16	-
Inventories written off	11.50	2.41
Bad debts, sundry debit balances and claims written off / written back (net)	0.08	0.04
Provisions / (Reversal) for doubtful advances (net)	0.05	2.17
Unrealised share of profit in associates and joint ventures	(19.97)	(12.53)
Amortisation of operating lease rental	(0.37)	2.78
Operating profit before working capital changes	4,617.42	3,859.68
Changes in Working Capital		
Adjustments for Decrease / (Increase) in operating assets		
Decrease / (Increase) in Trade receivables, loans & advances and other assets	(251.94)	(569.56)
Decrease / (Increase) in Inventories	839.85	(506.42)
Adjustments for Decrease / (Increase) in operating liabilities		
Increase / (Decrease) in Trade payables, other liabilities and provisions	63.24	49.90
Cash generated from operations	5,268.57	2,833.60
Direct taxes paid (net of refunds) (Refer note 5)	(529.87)	(1,130.19)
Net cash flow from operating activities (A)	4,738.70	1,703.41
B) Cash flow from investing activities		
Purchase of property, plant and equipment, intangibles etc. (including capital work in progress and capital advances)	(1,667.43)	(1,107.99)
Proceeds from sale of property, plant and equipment	60.39	16.17
Inter corporate deposits and loans given to joint ventures	-	(0.11)
Proceeds from buyback of shares of joint venture	-	1.50
Payment received against loans given to joint venture	0.12	-
Gain on sale of current financial assets measured at FVTPL	49.48	80.09
Investments in bank deposits (having original maturity of more than 3 months and upto 12 months)	(6,784.73)	(235.93)
Redemption of bank deposits (having original maturity of more than 3 months and upto 12 months)	6,780.96	249.65
Investments in bank deposits (having original maturity of more than 12 months)	(33.18)	(5.19)
Redemption of bank deposits (having original maturity of more than 12 months)	5.87	-
Investment in certificate of deposits	(600.00)	-
Redemption of certificate of deposits	600.00	-
Dividend received from joint venture	1.66	-
Dividend received from associates	1.69	1.09
Interest received	392.29	234.50
Net cash used in investing activities (B)	(1,192.88)	(766.22)
C) Cash flows from financing activities		
Proceeds from non-current borrowings	-	21.55
Interest paid	(113.04)	(92.18)
Net movement in earmarked balances with banks	1.06	1.16
Dividend paid on equity shares	(297.85)	(398.29)
Dividend paid to Non-controlling interest	(131.32)	(140.70)
Dividend distribution tax paid	(88.22)	(110.55)
Net cash used in financing activities (C)	(629.37)	(719.01)
Net increase / (decrease) in cash and cash equivalents (A + B + C)	2,916.45	218.18
Cash and cash equivalents		
Cash and cash equivalents at the end of the year	9,011.88	6,093.11
Cash and cash equivalents related to entity held for sale	0.85	-
Adjustment for fair value gain on liquid mutual funds measured through profit and loss	(3.17)	(1.42)
	9,009.56	6,091.69
Cash and cash equivalents at the beginning of the year	6,093.11	5,873.51
Net increase / (decrease) in cash and cash equivalents	2,916.45	218.18

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Notes to Consolidated Audited Financial Results :

1. The above results have been approved and taken on record by the Board of Directors at their meeting held on 20th February 2020.

2. The Group has adopted Ind AS 115 'Revenue from Contracts with Customers', with effect from 1st January 2019. The adoption of Ind AS 115 did not have any significant impact on the overall results of the Company.

3. The Competition Commission of India (CCI), vide its Order dated 31st August 2016, had imposed a penalty of ₹ 1,163.91 crore on the Company and ₹ 1,147.59 crore on its subsidiary, ACC Limited. On appeal by the Company and ACC Limited, the Competition Appellate Tribunal (COMPAT), subsequently merged with National Company Law Appellate Tribunal (NCLAT), vide its interim Order had granted stay against the CCI's Order with a condition to deposit 10% of the penalty amount. NCLAT, vide its Order dated 25th July 2018, dismissed the appeal by the Company and ACC Limited, and upheld the CCI's order. Against this, the Company and ACC Limited appealed to the Hon'ble Supreme Court, which by its order dated 5th October 2018, admitted the appeal and directed to continue the interim order passed by the Tribunal, in the meantime.

   In a separate matter, pursuant to a reference filed by the Director, Supplies and Disposals, Government of Haryana, the CCI vide its Order dated 19th January 2017, had imposed a penalty of ₹ 29.84 crore on the Company and ₹ 35.32 crore on ACC Limited. On appeal by the Company and ACC Limited, COMPAT has stayed the operation of CCI's order. The matter is pending for hearing before NCLAT.

   Based on the advice of external legal counsel, both companies believe that they have good grounds on merit for a successful appeal in both the aforesaid matters. Accordingly, no provision is made in the above financial results.

4. Exceptional items for the previous quarter and year ended 31st December 2018 pertain to charge towards separation schemes for employees.

5. The Company and its subsidiary ACC Limited (ACC) were entitled to incentives from the Government for their plants located in the states of Himachal Pradesh and Uttarakhand, in respect of Income Tax assessment years 2006-07 to 2015-16. The Company and ACC, contended in their income tax returns that the said incentives are in the nature of capital receipts, and hence not liable to income tax, although these were provided for in the books of account. The Income Tax department had consistently not accepted this position and appeals were filed by the Company and ACC against the orders of the Assessing Officer, with the Commissioner of Income Tax – Appeals (CIT-A).

   In view of the series of repeated favourable orders from the Income Tax department received by the Company and ACC, both the companies had reviewed the matter and after considering the legal merits of the claim, including inter-alia, the ratio of the decisions of the Hon'ble Supreme Court, and the pattern of favourable orders by the department including favourable disposal of the appeals by the CIT-A during previous years, both the companies reassessed their underlying exposure and concluded that the risk of an ultimate outflow of economic benefits for this matter is no longer probable. Both the companies had consequently reversed the income tax provisions and related interest provisions amounting to ₹ 872.64 crore and ₹ 35.87 crore respectively in the year ended 31st December 2018.

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Further, on receipt of Orders Giving Effect (OGEs) to CIT-A orders for certain assessment years, the Company and ACC Limited have recognised interest income on income tax refund and reversal of provision for interest on income tax, aggregating ₹ 409.24 crore during the year ended 31st December 2019. However, considering the uncertainty of its ultimate realisability, the Company and ACC have also made a provision of ₹ 258.18 crore, resulting in recognition of net income of ₹ 151.06 crore in other income during the year ended 31st December 2019 (₹ Nil in quarter ended 30th September 2019 and 31st December 2019).

6. Ambuja Cement Limited Staff Provident Fund Trust and The provident fund trust of ACC Limited, had invested in the bonds of IL&FS Financial Services Limited, IL&FS Transportation Networks Limited and Dewan Housing Finance Corporation Limited. In view of uncertainties regarding recoverability of these investments, the Group have provided ₹ 4.60 crore and ₹ 58.05 crore for the quarter and year ended 31st December 2019 respectively, being the change in the re-measurement of the defined benefit plans, in Other Comprehensive Income, towards probable incremental employee benefit liability that may arise on the Group on account of any likely shortfall in the respective trusts in meeting their obligations.

7. The Government of India has inserted section 115BAA in the Income Tax Act, 1961, which provides domestic companies an option to pay Corporate Tax at reduced rate effective 1st April 2019, subject to certain conditions. The Company has adopted the option of reduced rate and accordingly, opening deferred tax liability as on 1st January 2019, amounting to ₹ 103.28 crore has been reversed during the quarter and year ended 31st December 2019. However, subsidiary of the Company, ACC Limited is currently in the process of evaluating this option.

8. The Company is exclusively engaged in the business of cement and cement related products.

9. The Board of Directors have recommended a dividend on equity shares of ₹ 1.50 per equity share.

10. The figures for the quarter ended 31st December 2019 and 31st December 2018 are the balancing figures between audited figures for the financial year ended 31st December 2019 and 31st December 2018 and the unaudited published year to date figures up to the third quarter of the respective financial years.

11. The figures for the previous period have been regrouped / reclassified wherever necessary to conform to the current period's presentation.

By the Order of the Board

Bimlendra Jha
Managing Director & Chief Executive Officer

DIN: 02170280

Mumbai

20th February 2020

AMBUJA CEMENTS LIMITED MUMBAI

DELOITTE HASKINS & SELLS MUMBAI

Ambuja Cement

20th February 2020

Media Release

Operating EBITDA increased by 36% for the quarter and 14% for the full year
Quarter 4 standalone Profit before Tax up by 32%
Full Year standalone Profit before Tax up by 19%

Standalone audited financial results for the quarter and year ended 31st December 2019

		Oct-Dec'19 Quarter	Oct-Dec'18 Quarter		Jan-Dec'19 12 months	Jan-Dec'18 12 months
Sales Volume	Mio t	**6.54**	6.13		**23.96**	24.18
Net Sales	₹ Cr	**3,038**	2,765		**11,353**	10,977
EBITDA	₹ Cr	**548**	404		**2,149**	1,891
Profit before tax and exceptional	₹ Cr	**441**	334		**1,948**	1,636
PAT*	₹ Cr	**352**	250		**1,426**	1,200

** Adjusted for*

a. Reversal of deferred tax of ₹ 103 crore on account of change in income tax rate, in Q4 2019 and in full year 2019, Write-back of tax provision in 2018 of ₹ 372 crore in Q4 2018 and in previous year 2018

b. Exceptional item ₹ 85 crore in Q4 2018 and in previous year 2018

"Ambuja continued its growth momentum and delivered yet another strong quarter, driven by a robust top-line performance, good traction in power & fuel and logistics costs reduction. We also launched a range of speciality products in construction solutions segment to enhance customer reach and value.

Our greenfield project at Marwar Mundwa, Rajasthan, is well on track and will add 4.5 Mn tonnes to cement volumes in our key growth markets." **said Bimlendra Jha, Managing Director & CEO.**

Financial Performance for the Quarter ended December 2019

Cement volumes grew ~7% year on year, Cement realisation registered a growth of ~3% year on year, which led to a top-line growth of 10%. The quarter saw reduction in key costs i.e. power & fuel and logistics on account of low cost of fuel, operational efficiencies and optimisation in supply chain. For the quarter, operating EBITDA stood at ₹ 548 crore against ₹ 404 crore in the corresponding quarter of the previous year.

A new provision, Section 115BAA, has been inserted in the Income Tax Act under which existing domestic companies have been provided with a non-reversible option to pay corporate tax at prescribed rates with effect from 1st April 2019 subject to certain conditions. The company has evaluated the new provision and considers it beneficial to be covered under the option provided. In view of the same, the company's tax charge and payments during the year is at the reduced rate of 25.17%.

Ambuja Cement

Dividend

The Board of Directors has recommended payment of dividend of ₹ 1.50 per share of ₹ 2 aggregating to ₹ 298 Crores.

Consolidated Financial Results for the quarter and year ended December 2019

Q4 2019

- Profit before Tax up by 22%
- EBITDA higher by 23%
- EBITDA Margin at 16%; up by 210 bps

		Consolidated			
		Oct-Dec'19 Quarter	Oct-Dec'18 Quarter	Jan-Dec'19 12 months	Jan-Dec'18 12 months
Sales Volume	Mio t	**14.33**	13.63	**52.85**	52.58
Net Sales	₹ Cr	**6,963**	6,545	**26,539**	25,419
EBITDA	₹ Cr	**1,117**	908	**4,597**	4,011
Profit before tax and exceptional	₹ Cr	**856**	701	**3,875**	3,070
PAT *	₹ Cr	**619**	573	**2,680**	2,199

** Adjusted for*

a. Reversal of deferred tax of ₹ 103 crore on account of change in income tax rate, in Q4 2019 and full year 2019, Write-back of tax provision in 2018 of ₹ 873 crore in Q4 2018 and in previous year 2018

b. Exceptional item ₹ 68 crore in Q4 2018 and ₹ 99 crore in previous year 2018

Performance of Material Subsidiary – ACC Limited

Net Sales during the quarter increased by 5% to ₹ 3,970 crore compared to ₹ 3,789 crore for the same quarter last year supported by sales and marketing initiatives. Operating EBITDA for the quarter registered a growth of 11% to ₹ 541 crore as against ₹ 488 crore during the previous year's quarter on the back of internal efficiencies.

Outlook

Higher budgetary allocations to Government's core rural schemes on affordable housing, infrastructure and farm income augur well for cement demand. Continued focus on development of transport infrastructure, railways, metro, airports along with the recently announced Rs.102 lakh crores under the National Infrastructure Pipeline (NIP) in the next 5 years, is also expected to drive demand.

Ambuja Cement

PRESS RELEASE

(Ambuja Cements Limited)

Ambuja Cements Limited announces the appointment of Mr. Neeraj Akhoury as the new Managing Director and Chief Executive Officer pursuant to the resignation of Mr. Bimlendra Jha.

Ambuja Cements Limited announced today the appointment of Mr. Neeraj Akhoury as its new Managing Director and Chief Executive Officer with effect from 21st February, 2020. Mr. Akhoury will be taking over the position from Mr. Bimlendra Jha who has resigned with effect from 20th February, 2020 to pursue other interests.

Mr. Akhoury has twenty-seven years of strong leadership experience across multiple roles including sales and marketing, logistics, corporate affairs including corporate social responsibility, strategy and business development. Mr Akhoury was the Managing Director and Chief Executive Officer of ACC Limited since February, 2017. During Mr. Akhoury's tenure with ACC Limited, he was instrumental in the expansion, distribution growth, market share and profitability amongst other aspects.

Mr. N.S. Sekhsaria, Chairman of the Board, Ambuja Cements Limited stated, "*We are pleased to have Neeraj take over the position of Managing Director and Chief Executive Officer. Neeraj, a cement industry veteran, has years of experience in this business in India and abroad. We are confident that Neeraj will lead Ambuja further to higher levels.*

We wish to respect Bimlendra's personal decision and thank him for his valuable contribution to the Company and wish him all the best for the future."

Place: Mumbai

Date: 20th February, 2020

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