

2nd May 2025

To

National Stock Exchange of India Limited	BSE Limited	Luxembourg Stock Exchange
Scrip Code: AMBUJACEM	Scrip Code: 500425	Code: US02336R2004

Dear Sir / Madam,

Sub.: Outcome of the Meeting of the Equity Shareholders of Ambuja Cements Limited ("the Company") pursuant to the Order passed by the Hon'ble National Company Law Tribunal, Ahmedabad Bench ("Hon'ble Tribunal")

Dear Sir/ Madam,

A meeting of the Equity Shareholders of the Company was held on **Friday, May 2, 2025 at 11:00 a.m.** (1100 hours) IST through Video Conferencing/Other Audio Visual Means as per the directions of the Hon'ble Tribunal pursuant to the Order dated March 28, 2025 ("**NCLT Convened Meeting**") to consider and if thought fit, approve the Scheme of Amalgamation of Adani Cementation Limited with the Company ("**Scheme**").

We hereby submit the below mentioned documents:

1. Summary of proceedings of the NCLT Convened Meeting as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure I**;
2. Voting results in the format prescribed under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with Scrutinizer's Reports as under:
 - a) In terms of the Companies Act, 2013 and NCLT Order – **Annexure II**;
 - b) In terms of SEBI Master Circular dated June 20, 2023 – **Annexure III**.

The proposed Resolution approving the Scheme was passed with requisite majority by the Equity Shareholders (including Public Shareholders) of the Company, as required in terms of the Companies Act and the NCLT Order and SEBI Master Circular dated June 20, 2023.

We request you to take the above information on record.

Thanking you,

Yours Sincerely,
For Ambuja Cements Limited

Manish Mistry
Company Secretary & Compliance Officer

Encl.: as above

AMBUJA CEMENTS LIMITED

**SUMMARY OF PROCEEDINGS OF
NCLT CONVENED MEETING OF THE EQUITY SHAREHOLDERS
FRIDAY, 2ND MAY 2025, 11.00 A.M. (IST)
THROUGH VC/OAVM**

A Meeting of the Equity Shareholders of Ambuja Cements Limited (the "**Company**") convened pursuant to the Order dated March 28, 2025 passed by the Hon'ble National Company Law Tribunal, Ahmedabad Bench ("**NCLT**") read with various Circulars of Ministry of Corporate Affairs and SEBI, was held on **Friday, May 2, 2025** at **11:00 a.m.** IST through Video Conferencing/Other Audio Visual Means ("**VC/OAVM**").

Justice (Retd.) Kalpesh Jhaveri, former Chief Justice of High Court of Orissa, Chairman appointed by NCLT, chaired the Meeting.

The following Directors were present in person or through VC:

- Mr. Ajay Kapur, Managing Director
- Mr. Vinod Bahety, Wholetime Director & Chief Executive Officer
- Mr. Rajnish Kumar, Independent Director
- Ms. Purvi Sheth, Independent Director
- Mr. Ameet Desai, Independent Director
- Mr. Praveen Garg, Independent Director
- Mr. M. R. Kumar, LIC Nominee Director

Mr. Gautam S Adani, Chairman of the Board of Directors of the Company and Mr. Karan Adani, Non-executive Director have not been able to attend the meeting due to some personal commitments

Mr. Rakesh Tiwary, Chief Financial Officer and Mr. Manish Mistry, Company Secretary were also present at the meeting.

The Alternate Chairman, Hon'ble Justice S.H. Vora, former judge of the High Court of Gujarat, was also present.

The senior officials of Ambuja, representatives of the Statutory Auditors & Secretarial Auditors, legal counsel M/s Singhi & Co., and Scrutinizers, were also present at the Meeting in person or through VC.

The requisite quorum being present, the Chairman declared the Meeting to be in order and welcomed the Members.

The Company has received 3 authorizations from promoters/promoters group holding appx. 166.33 crore shares representing 67.57% of the paid-up share capital of the Company.

He further explained that since the meeting was conducted via VC/OAVM, the facility for appointing proxies by equity shareholders (including public shareholders) was not applicable. Consequently, the register of proxies did not need to be maintained, and therefore, the question of inspection does not arise.

With the consent of the Members, the Notice convening the meeting, the Explanatory Statement under Section 230 read with Section 102 of the Companies Act, 2013, and the relevant annexures, having been circulated to the equity shareholders by the permissible mode, were taken as read. He trusted that the members were aware of the resolution proposed to be passed at that meeting. The said documents were also available on the website of Ambuja.

The Scheme of Amalgamation of Adani Cementation Limited with Ambuja Cements Limited ("Scheme") was placed before the Equity Shareholders for consideration and approval.

The Chairman informed the Equity Shareholders that the documents as detailed in the Explanatory Statement annexed to the Notice of the Meeting dated March 29, 2025 were open for inspection.

The Company made all feasible efforts to enable equity shareholders to participate and vote on the matters considered at the meeting, which was recorded. The meeting and live webcast were available on a first-come-first-serve basis, with participants placed on mute by default to avoid disturbances. Registered speakers were unmuted by the Moderator when called upon. Technical assistance was available via helpline numbers provided in the Notice. The Company had engaged Central Depository Services (India) Limited to facilitate joining the meeting through video conference and to provide remote e-voting and e-voting facilities.

The Chairman further informed that the remote e-voting facility commenced on **Monday, April 28, 2025 (9.00 a.m. IST)** and ended on **Thursday, May 1, 2025 (5.00 p.m. IST)**. The Chairman also informed that the Company shall provide the facility for e-voting for 30 (thirty) minutes immediately after the closure of the meeting to facilitate the equity shareholders who had attended the meeting and had not voted through remote e-voting facility, to cast their vote.

The Chairman then invited the Equity Shareholders to express their views/ask questions pertaining to the Agenda of the Meeting.

Mr. Vinod Bahety, Wholetime Director & Chief Executive Officer had provided requisite clarification/response and information on the various queries raised by the Equity Shareholders.

The Chairman informed that Mr. Raimeen Maradiya, Partner, Chirag Shah and Associates, Practicing Company Secretary has been appointed as the scrutinizer by NCLT to scrutinize the e-voting during the Meeting and remote e-voting process in a fair and transparent manner.

The Chairman authorised the Company Secretary of the Company to declare the voting results.

The Chairman then thanked the Members for their support and co-operation and declared the Meeting as closed at 12:00 Noon.

Basis the consolidated Scrutinizer's reports dated May 2, 2025, the resolution as set out in the Notice of the Meeting dated March 29, 2025 was passed by the Members:

- with requisite statutory majority under Section 230 of the Companies Act, 2013;
- with requisite statutory majority of Public Shareholders under the Master Circular on (i) Scheme of Arrangement by Listed Entities and (ii) Relaxation under Sub-rule (7) of rule 19 of the Securities Contracts (Regulation) Rules, 1957 dated June 20, 2023.

Ambuja Cements Limited.								
Resolution Required :Special			1 - To consider and approve the Scheme of Amalgamation of Adani Cementation Limited (Transferor Company) with Ambuja Cements Limited (Transferee Company) – to be approved by requisite Statutory Majority.					
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	1663381052	1590508125	95.6190	1590508125	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		1590508125	95.6190	1590508125	0	100.0000	0.0000
Public Institutions	E-Voting	639312269	564148355	88.2430	564148355	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		564148355	88.2430	564148355	0	100.0000	0.0000
Public Non Institutions	E-Voting	160430157	1066171	0.6646	1050968	15203	98.5741	1.4259
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1066171	0.6646	1050968	15203	98.5741	1.4259
Total		2463123478	2155722651	87.5199	2155707448	15203	99.9993	0.0007



CHIRAG SHAH & ASSOCIATES

Company Secretaries

1213-1214 Ganesh Glory, Nr. Jagatpur Crossing

Besides Ganesh Genesis,

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

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

E-mail : chi118_min@yahoo.com

Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of Companies (Management and Administration) rules, 2014]

To,

Justice (Retd.) Kalpesh Jhaveri

The Chairman of NCLT convened meeting

of the Equity Shareholders of

Ambuja Cements Limited

having its Registered Office at

Adani Corporate House, Shantigram,

Near Vaishno Devi Circle, S. G. Highway,

Khodiyar, Ahmedabad – 382 421.

Sub: Combined Scrutinizers' Report on the resolution passed through remote e-voting and e-voting at Meeting of the Equity Shareholders of Ambuja Cements Limited convened as per directions of Hon'ble National Company Law Tribunal ("NCLT"), Ahmedabad Bench.

Dear Sir,

I, Raimeen Maradiya, Practicing Company Secretary, have been appointed by the Hon'ble National Company Law Tribunal, Ahmedabad Bench ("NCLT") vide its order dated March 28, 2025 as "the Scrutinizer" for the purpose of scrutinizing remote e-voting process and e-voting at the NCLT Convened Meeting ("meeting") of the Equity Shareholders of Ambuja Cements Limited (hereinafter referred to as "the Company") convened by order of NCLT and held through VC/OAVM on Friday, May 2, 2025 at 11:00 a.m. (IST), pursuant to Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and read with the General Circulars No. 14/2020 dated April 8, 2020; No. 17/2020 dated April 13, 2020; No. 20/2020 dated May 5, 2020; No. 22/2020 dated June 15, 2020; No. 33/2020 dated September 28, 2020; No. 39/2020 dated December 31, 2020; No. 10/2021 dated June 23, 2021; No. 20/2021 dated December 8, 2021; No. 21/2021 dated December 14, 2021; No. 2/2022 dated May 5, 2022; No. 10/2022 dated



December 28, 2022; No. 9/2023 dated September 25, 2023; and No. 9/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (hereinafter referred to as the "MCA Circulars") and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by Securities and Exchange Board of India, on the resolution seeking approval of the Equity Shareholders to the Scheme of Amalgamation of Adani Cementation Limited with Ambuja Cements Limited ("the Scheme") under Sections 230-232 and other applicable provisions of the Act read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (herein after referred to as the "Rules"), in terms of the Notice dated March 29, 2025, convening the said meeting.

As mentioned in the Notice, the proceedings of the meeting were deemed to be conducted at the Registered Office of the Company located at Adani Corporate House, Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad – 382421 and the same was deemed to be the venue of NCLT Convened meeting.

I do hereby submit my report as under :

- (i) The company had appointed Central Depository Services (India) Limited ("CDSL") as the Agency for providing remote e-voting and e-voting facility to the Equity Shareholders of the Company for participating in the Meeting through VC / OAVM.
- (ii) CDSL had provided a system for recording the votes of the Equity Shareholders electronically through remote e-voting as well as at the meeting on the item of the business sought to be transacted at the meeting of the Equity Shareholders of the Company, which was held on Friday, May 2, 2025 at 11:00 a.m. (IST).
- (iii) The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting done through the remote e-voting and e-voting at the meeting on the resolution contained in the Notice of the Meeting.
- (iv) The Company had provided remote e-voting facility and e-voting facility during the Meeting through CDSL to its Equity Shareholders as on the cut-off date i.e. Friday, April 25, 2025.
- (v) Our responsibility as a Scrutinizer for the voting process (through remote e-voting and e-voting at the meeting) was restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast in **favour or against** the resolution stated in the Notice, based on the reports generated from the e-voting system provided by CDSL.
- (vi) The Company had published Newspaper Advertisements in English in the Financial Express (All editions) on Sunday, March 30, 2025 and translation thereof in Gujarati



language (Ahmedabad edition) on Monday, March 31, 2025 (regarding holding of meeting containing all the matters required under the Act and rules.

- (vii) The remote e-voting period had commenced on Monday, April 28, 2025 at 9:00 A.M. (IST) and has been closed on Thursday, May 1, 2025 at 5:00 P.M. (IST).
- (viii) At the meeting of the Equity Shareholders of the Company held through VC/OAVM, on Friday, May 2, 2025, after considering the item of business, the facility to vote electronically was provided to facilitate those Equity Shareholders who were attending the meeting through VC/OAVM but could not exercise their vote through remote e-voting, to cast their votes electronically.
- (ix) The remote e-voting module was disabled and blocked by CDSL for voting on Thursday, May 1, 2025 at 5:00 P.M. (IST).
- (x) The votes cast through the e-voting module of CDSL was unblocked on Friday, May 2, 2025 at around 12:00 noon in the presence of two witnesses, Mr. Chirag Shah and Ms. Neha Soni who are not in the employment of the Company.
- (xi) Thereafter, I as a Scrutinizer duly compiled details of the remote e-voting carried out by the equity shareholders and the e-voting done at the meeting.
- (xii) The consolidated result of the voting seeking approval of the Equity Shareholders of the Company to the Scheme is as under :

Resolution : For approving the Scheme of Amalgamation of Adani Cementation Limited (Transferor Company) with Ambuja Cements Limited (Transferee Company) under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 :

Consolidated Report on result of voting through Remote E-voting and e-voting facility at Meeting through VC/OAVM of the meeting of Equity Shareholders.

i. Total Valid Votes:

Voting Description	Number of Members who voted	Nos. of valid Votes
E-voting at the meeting	8	5,71,268
Remote E- voting	1,200	2,15,51,51,383
Total	1,208	2,15,57,22,651



ii. Voted **in favour** of the resolution:

Voting Description	Number of Members who voted	Number of shares for which votes casted.	% of total number of valid votes casted
E-voting at the meeting	8	5,71,268	100%
Remote E- voting	1,167	215,51,36,180	99.9993%
Total	1,175	215,57,07,448	99.9993%
Detailed Report of Voted in favour is enclosed and marked as ANNEXURE – A			

iii. Voted **against** the resolution:

Voting Description	Number of Members who voted	Number of shares for which votes casted.	% of total number of valid votes casted
E-voting at the meeting	0	0	0%
Remote E- voting	33	15,203	0.0007%
Total	33	15,203	0.0007%
Detailed Report of Voted in against is enclosed and marked as ANNEXURE – B			

iv. **Invalid/Abstain** Votes:

Voting Description	Number of Members who voted	Number of shares for which votes casted.
E-voting at the meeting	0	0
Remote E- voting	0	0
Total	0	0

(xiii) Out of 51 Equity Shareholders who attended the meeting:

- 38 Equity Shareholders holding 1,59,05,21,867 value and who attended the meeting through VC/OAVM had already cast their vote by remote e-voting and therefore were not entitled to vote through e-voting at the meeting as per **"Annexure C"**
- 5 Equity Shareholders holding 1052 value, who attended the meeting through VC/OAVM, did not cast their votes as per **"Annexure D"**.
- 8 Equity Shareholders holding 5,71,268 value, cast their vote through e-voting facility at Meeting through VC/OAVM as per **"Annexure E"**.



- iv. 5 equity shareholders holding 51,59,771 equity shares had less voted 14,13,996 equity shares through remote e-voting as per "Annexure F".
- (xiv) List of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for resolution has been sent to Mr. Manish Mistry, Company Secretary of the Company for records.
- (xv) All relevant records of the voting conducted through remote e-voting and e-voting at the meeting are handed over to the Company Secretary for safe keeping.

Thanking you,
Yours faithfully,



Scrutinizer
CS Raimeen Maradiya
Practicing Company Secretary
FCS : 11283; CP : 17554
Place : Ahmedabad
Date : May 2, 2025.
UDIN : F011283G000254119



Countersigned:
For, Ambuja Cement Limited



Mr. Manish Mistry
(Company Secretary and Person Authorised by the
Chairman)

Ambuja Cements Limited.								
Resolution Required :Special			1 - To consider and approve the Scheme of Amalgamation of Adani Cementation Limited (Transferor Company) with Ambuja Cements Limited (Transferee Company) – to be approved by requisite Statutory Majority.					
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	1663381052	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Institutions	E-Voting	639312269	564148355	88.2430	564148355	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		564148355	88.2430	564148355	0	100.0000	0.0000
Public Non Institutions	E-Voting	160430157	1066171	0.6646	1050968	15203	98.5741	1.4259
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1066171	0.6646	1050968	15203	98.5741	1.4259
Total		2463123478	565214526	22.9471	565199323	15203	99.9973	0.0027



CHIRAG SHAH & ASSOCIATES

Company Secretaries

1213-1214 Ganesh Glory, Nr. Jagatpur Crossing

Besides Ganesh Genesis,

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

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

E-mail : chi118_min@yahoo.com

Report of Scrutinizer

To,

Mr. Manish Mistry,

Company Secretary

(Person Authorised by the Chairman)

Ambuja Cements Limited

having its Registered Office at

Adani Corporate House, Shantigram,

Near Vaishno Devi Circle, S. G. Highway,

Khodiyar,

Ahmedabad – 382 421.

Sub: Scrutinizer Report with respect to voting by public shareholders of Ambuja Cements Limited through remote e-Voting and e-voting at Meeting in terms of the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/93 dated June 20, 2023

Dear Sir,

I, Raimeen Maradiya, Practicing Company Secretary, have been appointed by the Hon'ble National Company Law Tribunal, Ahmedabad Bench ("NCLT") vide its order dated March 28, 2025 as "the Scrutinizer" for the purpose of scrutinizing remote e-voting process and e-voting at the NCLT Convened Meeting ("meeting") of the Equity Shareholders of Ambuja Cements Limited (hereinafter referred to as "the Company") convened by order of NCLT and held through VC/OAVM on Friday, May 2, 2025 at 11:00 a.m. (IST), pursuant to Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and read with the General Circulars No. 14/2020 dated April 8, 2020; No. 17/2020 dated April 13, 2020; No. 20/2020 dated May 5, 2020; No. 22/2020 dated June 15, 2020; No. 33/2020 dated September 28, 2020; No. 39/2020 dated December 31, 2020; No. 10/2021 dated June 23, 2021; No. 20/2021 dated December 8, 2021; No. 21/2021 dated December 14, 2021; No. 2/2022 dated May 5, 2022; No. 10/2022 dated December 28, 2022; No. 9/2023 dated September 25, 2023; and No. 9/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (hereinafter referred to as the "MCA Circulars") and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by Securities and Exchange Board of India, on the resolution seeking approval of the Equity Shareholders to the Scheme of Amalgamation of Adani Cementation Limited with Ambuja Cements Limited ("the Scheme") under Sections 230-232 and other applicable provisions of the Act read with the Companies (Compromises, Arrangements and



Amalgamations) Rules, 2016 (herein after referred to as the "Rules"), in terms of the Notice dated March 29, 2025, convening the said meeting.

As mentioned in the Notice, the proceedings of the meeting were deemed to be conducted at the Registered Office of the Company located at Adani Corporate House, Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad – 382421 and the same was deemed to be the venue of NCLT Convened meeting.

I submit my report with regard to the result of the Remote e-voting and e-voting at Meeting in respect of public shareholders as under :

- (i) The company had appointed Central Depository Services (India) Limited ("CDSL") as the Agency for providing remote e-voting and e-voting facility to the Equity Shareholders of the Company for participating in the Meeting through VC / OAVM.
- (ii) CDSL had provided a system for recording the votes of the Equity Shareholders electronically through remote e-voting as well as at the meeting on the item of the business sought to be transacted at the meeting of the Equity Shareholders of the Company, which was held on Friday, May 2, 2025 at 11:00 a.m. (IST).
- (iii) The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting done through the remote e-voting and e-voting at the meeting on the resolution contained in the Notice of the Meeting.
- (iv) The Company had provided remote e-voting facility and e-voting facility during the Meeting through CDSL to its Equity Shareholders as on the cut-off date i.e. Friday, April 25, 2025.
- (v) Our responsibility as a Scrutinizer for the voting process (through remote e-voting and e-voting at the meeting) was restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast in **favour or against** the resolution stated in the Notice, based on the reports generated from the e-voting system provided by CDSL.
- (vi) The Company had published Newspaper Advertisements in English in the Financial Express (All editions) on Sunday, March 30, 2025 and translation thereof in Gujarati language (Ahmedabad edition) on Monday, March 31, 2025 (regarding holding of meeting containing all the matters required under the Act and rules.



- (vii) The remote e-voting period had commenced on Monday, April 28, 2025 at 9:00 A.M. (IST) and has been closed on Thursday, May 1, 2025 at 5:00 P.M. (IST).
- (viii) At the meeting of the Equity Shareholders of the Company held through VC/OAVM, on Friday, May 2, 2025, after considering the item of business, the facility to vote electronically was provided to facilitate those Equity Shareholders who were attending the meeting through VC/OAVM but could not exercise their vote through remote e-voting, to cast their votes electronically.
- (ix) The remote e-voting module was disabled and blocked by CDSL for voting on Thursday, May 1, 2025 at 5:00 P.M. (IST).
- (x) The votes cast through the e-voting module of CDSL was unblocked on Friday, May 2, 2025 at around 12:00 noon in the presence of two witnesses, Mr. Chirag Shah and Ms. Neha Soni who are not in the employment of the Company.
- (xi) Thereafter, I as a Scrutinizer duly compiled details of the remote e-voting carried out by the equity shareholders and the e-voting done at the meeting.
- (xii) The consolidated result of the voting seeking approval of the Equity Shareholders of the Company to the Scheme is as under :

Resolution : For approving the Scheme of Amalgamation of Adani Cementation Limited (Transferor Company) with Ambuja Cements Limited (Transferee Company) under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 :

Mode		Number of Members who voted	Total Shares held	Favour		Against		Invalid Voted	
				Number of Members who voted	Votes	Number of Members who voted	Votes	Number of Members who voted	Votes
Public Shareholders	E-voting at the meeting	8	5,71,268	8	5,71,268	0	0	0	0
	Remote E-voting	1,197	56,60,57,254	1,164	56,46,28,055	33	15,203	0	0
Total		1,205	56,66,28,522*	1,172	56,51,99,323	33	15203	0	0

This resolution is passed as votes cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against proposal

*5 equity shareholders holding 51,59,771 equity shares had less voted 14,13,996 equity shares through remote e-voting



- (xiii) List of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for resolution has been sent to Mr. Manish Mistry, Company Secretary of the Company for records.
- (xiv) All other relevant records with respect to public shareholders were handed over to the Company Secretary of the Company for safe keeping.

Thanking you,
Yours faithfully,



Scrutinizer
CS Raimeen Maradiya
Practicing Company Secretary
FCS : 11283; CP : 17554
Place : Ahmedabad
Date : May 2, 2025.
UDIN : F011283G000254075



Countersigned:
For, **Ambuja Cement Limited**



Mr. Manish Mistry
(Company Secretary and Person
Authorised by the Chairman)