AMBUJA CEMENTS LIMITED

Registered Office: P. O. Ambujanagar, Taluka: Kodinar, District: Gir Somnath, Gujarat - 362 715
Corp. Office : Elegant Business Park, MIDC Cross Road "B", Off Andheri Kurla Road, Andheri (East), Mumbai 400 059,
CIN : L26942GJ1981PLC004717 Email:shares@ambujacement.com Website:www.ambujacement.com

Notice

NOTICE is hereby given that the THIRTY THIRD ANNUAL GENERAL MEETING of the Members of the Company will be held on Thursday , 14th April, 2016 at 10.30 a.m. at the Registered Office of the Company at P.O. Ambujanagar, Taluka: Kodinar, District: Gir Somnath, Gujarat - 362 715, to transact the following business:-

Ordinary Business

1. To receive, consider and adopt

   (a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st December, 2015, together with the Reports of the Directors and the Auditors thereon; and

   (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st December, 2015 and the Report of the Auditors thereon.

2. To declare dividend on equity shares.

3. To appoint a Director in place of Ms. Usha Sangwan (DIN:02609263), who retires by rotation and being eligible, offers herself for re-appointment.

4. Appointment of Statutory Auditors

   To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:-

   "RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. SRBC & CO. LLP, Chartered Accountants, Mumbai (Membership No. 324982E), the retiring Statutory Auditors of the Company, who hold office up to the date of this Annual General Meeting and have confirmed their eligibility to be appointed as Auditors in terms of the provisions of Section 141 of the Act and the relevant Rules and offered themselves for re-appointment, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company, at such remuneration plus reimbursement of out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the said Auditors."

   "RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

Special Business

5. Appointment of Mr. Eric Olsen (DIN:07238383) as a Director

   To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:-

   "RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Eric Olsen (DIN:07238383), appointed as an Additional Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and being eligible, offer himself for appointment and in respect of whom the Company has received a notice in writing from a member, pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Eric Olsen for the office of Director, be and is hereby appointed as a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation, with effect from the date of this Meeting."

   "RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

6. Appointment of Mr. Christof Hassig (DIN:01680305) as a Director

   To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:-

   "RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Christof Hassig (DIN: 01680305), appointed as an Additional Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of

the Company and who holds office up to the date of this Annual General Meeting, and being eligible, offer himself for appointment and in respect of whom the Company has received a notice in writing from a member, pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Christof Hassig for the office of Director, be and is hereby appointed as a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation, with effect from the date of this Meeting."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

7. Appointment of Mr. Martin Kriegner (DIN:00077715) as a Director

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Martin Kriegner (DIN: 00077715), appointed as an Additional Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and being eligible, offer himself for appointment and in respect of whom the Company has received a notice in writing from a member, pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Martin Kriegner for the office of Director, be and is hereby appointed as a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation, with effect from the date of this Meeting."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

8. Revision in Remuneration of Mr. B. L. Taparia, Director (DIN :00016551)

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of SEBI(Listing Obligation and Disclosure Requirement) Regulations, 2015, the consent of the Company be and is hereby accorded for increase in the remuneration in the form of Advisory Service fee to Mr. B. L. Taparia, Director from Rs. 11,00,000/- per month to Rs. 12,00,000/- per month for the period from 1st November, 2015 till 31st October, 2016 in partial modification to the Agreement and Supplementary Agreement dated 5th November, 2012 and 13th January, 2015 respectively entered into by the Company with Mr. Taparia."

"RESOLVED FURTHER that the Board of Directors of the Company (including any Committee thereof) and/or the Company Secretary of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

9. Ratification of Remuneration to the Cost Auditors

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. P. M. Nanabhoy & Co., Cost Accountants appointed as the Cost Auditors of the Company by the Board of Directors, for the conduct of the audit of the cost records of the Company for the financial year 2016 at a remuneration of Rs. 6,00,000/- (Rupees Six Lacs Only) plus reimbursement of the travelling and other out-of-pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

10. Adoption of new set of Articles of Association

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the necessary registration approvals, consents, permissions and sanctions required, if any, by the Registrar of Companies, and any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, which terms, conditions, amendments or modifications, the Board of Directors (hereinafter referred to as "the Board", and shall include any of its duly authorised Committees) is authorised to accept as it may deem fit, the existing Articles of Association of the Company be and is hereby replaced, altered, modified and revised with the new Articles of Association, and the new set of Articles of Association be

and is hereby approved and adopted as the Articles of Association of the Company in the place and in exclusion and substitution of the existing Articles of Association of the Company with effect from the date of this meeting."

RESOLVED FURTHER THAT the Board of Directors and/ or Company Secretary of the Company be and are hereby authorised to do all acts, deeds, things and take all such steps as may be necessary, proper expedient or incidental for the purpose of giving effect to this aforesaid resolution."

By Order of the Board of Directors

Place : Mumbai
Date : 25th February, 2016

Rajiv Gandhi
Company Secretary

Notes:

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), concerning the Special Business in the Notice is annexed hereto and forms part of this Notice. The profile of the Directors seeking appointment/re-appointment, as required in terms of Regulation 36(3) of the SEBI(Listing Obligation and Disclosure Requirement) Regulations, 2015 ("Listing Regulations, 2015) is annexed.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE VALID MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF MEETING.**

   A PERSON CAN ACT AS PROXY FOR ONLY 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBER HOLDING MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER.

3. Corporate Members intending to send their authorised representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorising their representatives to attend and vote at the AGM.

4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

5. Members / Proxies / Authorised Representatives should bring the enclosed Attendance Slip, duly filled in, for attending the Meeting. Copies of the Annual Report or Attendance Slips will not be distributed at the Meeting.

6. The Register of Members and the Share Transfer Books of the Company shall remain closed from **Wednesday, the 24th February, 2016 to Monday, the 29th February, 2016 (both days inclusive) for payment of final dividend.**

7. The Final dividend, as recommended by the Board, if approved at the AGM, in respect of equity shares held in electronic form will be payable to the beneficial owners of shares as on 23rd February, 2016 as per the downloads furnished to the Company by Depositories for this purpose. In case of shares held in physical form, dividend will be paid to the shareholders, whose names shall appear on the Register of Members as on 29th February, 2016.

8. a) Members holding the shares in electronic mode may please note that their dividend would be paid through National Electronic Clearing System (NECS) or Electronic Clearing Services (ECS) at the available RBI locations. The dividend would be credited to their bank account as per the mandate given by the members to their DPs. In the absence of availability of NECS/ECS facility, the dividend would be paid through warrants and the Bank details as furnished by the respective Depositories to the Company will be printed on their dividend warrants as per the applicable Regulations.

   b) Members are requested to send their Bank Account particulars (viz. Account No., Name & Branch of the Bank and the MICR Code) to their DPs in case the shares are held in electronic mode or to the Registrar and Share Transfer Agents in case the shares are held in physical mode for printing on dividend warrant to ensure that there is no fraudulent encashment of the warrants.

9. GREEN INITIATIVE :- SEBI & the Ministry of Corporate Affairs encourages paperless communication as a contribution to greener environment.

   Members holding shares in physical mode are requested to register their e-mail ID's with the Sharepro Services (India) Pvt. Ltd., the Registrars & Share Transfer Agents of the Company and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs) in case the same is still not registered.

   If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Registrars & Share Transfer Agents of the Company in respect of shares held in physical form and to their respective Depository Participants in respect of shares held in electronic form.

   Members who wish to register their email ID can download the 'Green Initiative' form from the Company's website viz. www.ambujacement.com.

10. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the copy of the Annual Report including Financial statements, Board's report etc. and this Notice are being sent by electronic mode, to those members who have registered their email ids with their respective depository participants or with the share transfer agent of the Company, unless any member has requested for a physical copy of the same. In case you wish to get a physical copy of the Annual Report, you may send your

request to shares@ambujacement.com mentioning your Folio/DP ID & Client ID.

11. Members may also note that the Notice of this Annual General Meeting and the Annual Report for the year 2015 will also be available on the Company's website www.ambujacement.com for their download.

    All the documents referred to in the accompanying Notice and Explanatory Statement are available for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public holidays) between 11.00 a.m and 1.00 p.m. up to the date of Annual General Meeting.

12. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.

13. Members are requested to send all communications relating to shares, bonds and unclaimed dividends, change of address etc. to the Registrar and Share Transfer Agents at the following address:

    SHAREPRO SERVICES (INDIA) PVT. LTD. (Unit : Ambuja Cements Ltd.), 13 AB Samhita Warehousing Complex, 2nd floor, Near Sakinaka Telephone Exchange, Andheri – Kurla Road, Andheri (East), Mumbai - 400 072.Tel. No. (022) 67720300, (022) 67720400.

    If the shares are held in electronic form, then change of address and change in the Bank Accounts etc. should be furnished to their respective Depository Participants (DPs).

14. Unclaimed/Unpaid Dividend:

    Members are informed that the final dividend amount for the year ended 31st December, 2008 and the interim dividend amount for the year ended 31st December, 2009, remaining unclaimed shall become due for transfer on 6th May, 2016 and 28th August, 2016 respectively to the Investor Education and Protection Fund established by the Central Government in terms of Section 205C(2) (a) of the Companies Act, 1956 on expiry of 7 years from the date of its declaration.

    Members are requested to note that no claim shall lie against the Company or the aforesaid fund in respect of any amount of dividend remaining unclaimed / unpaid for a period of 7 years from the dates they became first due for payment. Any member, who has not claimed final dividend in respect of the financial year ended 31st December, 2008 onwards is requested to approach the Company/the Registrar and Share Transfer Agents of the Company for claiming the same as early as possible but not later than 31st March, 2016 for final dividend of F.Y. 2008 and 30th June, 2016 for interim dividend of F.Y. 2009. The Company has already sent reminders to all such members at their registered addresses in this regard.

15. Voting:-

    All persons whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date namely 7th April, 2016 only shall be entitled to vote at the General Meeting by availing the facility of remote e-voting or by voting at the General Meeting.

    (I) VOTING THROUGH ELECTRONIC MEANS

    1. Pursuant to Section 108 and Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company has provided e-voting facility to the members using the Central Depository Services Ltd. (CDSL) platform. All business to be transacted at the Annual General Meeting can be transacted through the electronic voting system. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ("remote e-voting").

    2. A member can opt for only one mode of voting i.e. either in person or through proxy at the meeting or through e-voting or by ballot. If a member casts votes by all the three modes, then voting done through e-voting shall prevail and voting through other means shall be treated as invalid.

    3. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

    4. The Company has appointed Mr. Surendra Kanstiya, Practicing Company Secretary, to act as the Scrutinizer to scrutinise the poll and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.

    5. The Results shall be declared within 48 hours after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the company's website www.ambujacement.com and on the website of CDSL www.evotingindia.com and the same shall also be communicated to BSE Limited and NSE, where the shares of the Company are listed.

    6. Any person who becomes a member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. 7th April, 2016 may obtain the User ID and password in the manner as mentioned at points (ii) to (v) given below.

       The instructions for shareholders voting electronically are as under:

       (i) The voting period begins on Sunday, 10th April, 2016 at 10.00 a.m. and ends on Wednesday, 13th April, 2016 at 5.00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of 7th April, 2016,

may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders.

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is over printed on your ballot form. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the existing password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

(II) VOTING THROUGH BALLOT :-

The Company is providing the facility of ballot form in terms of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, 2015 to those shareholder, who do not have access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this Notice. The Ballot form and the instruction are enclosed along with the Annual Report. The last date for receiving the ballot form will be 5th April, 2016 at 5.00 p.m. Ballot forms received after this date shall not be considered.

(III) VOTING AT AGM :-

The members who have not casted their votes either electronically or through Ballot Form, can exercise their voting rights at the AGM through ballot paper.

16. Members holding shares in more than one folio in the same name(s) are requested to send the details of their folios along with share certificates so as to enable the Company to consolidate their holding into one folio.

17. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the AGM.

18. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market for transaction of transfer, transmission/transposition and deletion of name of deceased holder. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar & Share Transfer Agents, M/s. Sharepro Services (India) Pvt. Ltd. Accordingly, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to Sharepro.

19. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.

20. Route Map showing directions to reach to the venue of the 33rd AGM is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meeting."

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

The following Explanatory Statement sets out all the material facts relating to the Special Business under Item No. 5 to 10 of the accompanying Notice dated 25th February, 2016.

In respect of Item No. 5

The Board of Directors (based on the representation from Holcim India Private Ltd. and recommendation of Nomination and Remuneration Committee) had appointed Mr. Eric Olsen as an Additional Director from 27th July, 2015.

Mr. Eric Olsen (DIN : 07238383), is currently the CEO of LafargeHolcim Ltd, the ultimate holding company of Ambuja Cements Ltd. He is a Certified Public Accountant from Chicago and a MBA from HEC International Business School in Paris.

Prior to the global merger of Lafarge and Holcim, he served as the Executive Vice President – Operations of Lafarge and a member of its Executive Committee. He joined Lafarge group in 1999 as Senior Vice President for Strategy & Development of Lafarge, North America. Since 2001, he served as President, north-east cement region and Senior Vice President, purchasing. Since 2004, Mr. Olsen served as the CFO and Senior Vice President for Lafarge North America, a NYSE listed company. Prior to joining Lafarge group, Mr. Olsen has worked with Deloitte & Touche, Banque Paribas and was a partner of Trinity Associates.

The other details of Mr. Olsen in terms of Regulation 36(3) of the Listing Regulation, is annexed to this Notice.

In terms of Section 161(1) of the Companies Act, 2013 read with Article 130 of the present Articles of Association of the Company, Mr. Olsen holds office as an Additional Director only up to the date of the forthcoming Annual General Meeting.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 along with the deposit of the requisite amount from one of the members signifying his intention to propose the appointment of Mr. Olsen as a Director.

The Board of Directors is of the opinion that his vast knowledge and varied experience will be of great value to the Company and hence recommends the Resolution at Item No. 5 of this Notice for your approval.

Notice received under Section 160 of the Companies Act, 2013 is available for inspection by the members at the Registered Office of the Company during the business hours on any working day up to the date of the Annual General Meeting.

Except, Mr. Eric Olsen, no Director, Key Managerial Personnel or their relative are interested or concerned in the Resolution at Item No. 5 of the Notice.

In respect of Item No. 6

The Board of Directors (based on the representation from Holcim India Private Ltd. and recommendation of Nomination and Remuneration Committee) had appointed Mr. Christof Hassig as an Additional Director from 9th December, 2015.

Mr. Christof Hassig (DIN01680305) is currently the Head of the Corporate Strategy and Mergers & Acquisitions function at LafargeHolcim Ltd. He was a professional banker and has a Masters in Banking and the Advanced Management Program at Harvard Business School.

Before joining the erstwhile Holcim Ltd., Mr. Hassig worked for over twenty years at UBS in different functions including global relationship manager and investment banker. In erstwhile Holcim, he has worked in corporate finance & treasury functions for over fifteen years. In 2013, he took over the additional responsibility as Head of Mergers & Acquisitions.

The other details of Mr. Hassig in terms of Regulation 36(3) of the Listing Regulations, 2015 is annexed to this Notice.

In terms of Section 161(1) of the Companies Act, 2013 read with Article 130 of the present Articles of Association of the Company, Mr. Hassig holds office as an Additional Director only up to the date of the forthcoming Annual General Meeting.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 along with the deposit of the requisite amount from one of the members signifying his intention to propose the appointment of Mr. Hassig as a Director.

The Board of Directors is of the opinion that his vast knowledge and varied experience in the field of banking, finance, M & A will be of great value to the Company and hence recommends the Resolution at Item No. 6 of this Notice for your approval.

Notice received under Section 160 of the Companies Act, 2013 is available for inspection by the members at the Registered Office of the Company during the business hours on any working day up to the date of the Annual General Meeting.

Except, Mr. Christof Hassig, no Director, Key Managerial Personnel or their relative are interested or concerned in the Resolution at Item No. 6 of the Notice.

In respect of Item No. 7

The Board of Directors (based on the representation from Holcim India Private Ltd. and recommendation of Nomination and Remuneration Committee) has appointed Mr. Martin Kriegner as an Additional Director from 11th February, 2016.

Mr. Martin Kriegner (DIN 00077715) who was till recently the Area Manager of Central Europe region of LafargeHolcim has been now appointed as the Area Manager of India. He is a Doctorate of Law and MBA from Austrian Universities. He joined the Lafarge group in 1990 and became the CEO of Lafarge Perlmooser AG, Austria in 1998. He moved to India as CEO of the Lafarge Cement activity in 2002. After this assignment, he served as Regional President Cement tor Asia, based in Kuala Lumpur. During this period he also supervised, among other Asian countries, the Cement activities in India. In 2012, he was appointed CEO of Lafarge India for the Cement, RMX and Aggregates, a role which he held until June 21, 2015 when be assumed the role of Area Manager of Central Europe.

The other details of Mr. Kriegner in terms of Regulation 36(3) of the Listing Regulation, is annexed to this Notice.

In terms of Section 161(1) of the Companies Act, 2013 read with Article 130 of the present Articles of Association of the Company, Mr. Krienger holds office as an Additional Director only up to the date of the forthcoming Annual General Meeting.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 along with the deposit of the requisite amount from one of the members signifying his intention to propose the appointment of Mr. Kriegner as a Director.

The Board of Directors is of the opinion that his vast knowledge and varied experience will be of great value to the Company and hence recommends the Resolution at Item No. 7 of this Notice for your approval.

Notice received under Section 160 of the Companies Act, 2013 is available for inspection by the members at the Registered Office of the Company during the business hours on any working day up to the date of the Annual General Meeting.

None of the Directors, Key Managerial Personnel and relatives thereof other than Mr. Martin Kriegner is concerned or interested in the Resolution at Item No. 7 of the Notice.

Except, Mr. Martin Kriegner, no Director, Key Managerial Personnel or their relative are interested or concerned in the Resolution at Item No. 7 of the Notice.

In respect of Item No. 8

Mr. B. L. Taparia was appointed as Non-Executive Director on the Board of the Company w. e. f. 1st September, 2012. The Board at the same time also decided to avail his professional services on part time basis. His initial appointment and payment of remuneration was first approved by the shareholders at the 30th Annual General Meeting for a period of 3 years from 1st November, 2012 to 31st October, 2015. As an advisor, Mr. Taparia has been representing the Company before Law Firms, Consultants, Courts, Statutory and Regulatory Bodies / Authorities as and when required and also undertakes such other assignments as may be given to him from time to time.

The Board has now extended his term for a period of one year from 1st November, 2015 to 31st October, 2016 and also approved the increase in the Advisory service fees from Rs.11,00,000/-(Rupees Eleven Lacs Only) to Rs.12,00,000/-(Rupees Twelve Lacs Only) p.m. The recommendation of all fees and compensation to Non-executive Directors is required to be approved by the shareholders in general meeting as stipulated under the Regulation 17(6) of the Listing Regulations, 2015.

The letter dated 2nd November, 2015 for renewal of the contract and revision in Advisory Service Fees is available for inspection at the Registered Office of the Company during business hours on all working days upto the date of this Annual General Meeting.

The Board of Directors recommend the Resolution at item no. 8 of the Notice for your approval.

Except, Mr. B.L.Taparia, no Director, Key Managerial Personnel or their relative are interested or concerned in the Resolution at Item No. 8 of the Notice.

In respect of Item No. 9

In accordance with the provisions of Section 148 of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (the Rules), the Company is required to appoint a cost auditor to audit the cost records of the Company.

On the recommendation of the Audit Committee, the Board of Directors of the Company has approved the appointment of M/s. Nanabhoy & Co., Cost Accountants as the Cost Auditor of the Company for the financial year 2016 at a remuneration of Rs.6,00,000/- per annum plus reimbursement of all out of pocket expenses incurred, if any, in connection with the cost audit. The appointment and the remuneration of the cost auditor is required to be ratified subsequently in accordance to the provisions of the Act and Rule 14 of the Rules.

Accordingly, the Directors recommend the Resolution at item no. 9 of this notice for your approval.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the Resolution at Item No. 9 of the Notice.

In respect of Item no. 10

The current Articles of Association of Company were framed at the time of formation of the Company in the year 1981, as per the provisions of the erstwhile Companies Act, 1956. The Articles have been amended from time to time depending upon the need for changes in line with the regulatory / administrative requirements.

With the enactment of the Companies Act, 2013, various provisions of the Companies Act, 1956 have been repealed and some new provisions have been added. In view of the same the existing Articles of Association of the Company need to be re-aligned as per the provisions of the new Act and felt that it is expedient to replace the existing Articles of Association with the new Articles of Association.

In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for adoption of new set of Articles of Association of the Company.

The draft Articles of Association are available for inspection by the Members at the registered office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 11:00 AM to 1:00 PM. upto the date of this Annual General Meeting and the same is also available on the Company website www.ambujacement.com

The Board of Directors recommends the resolution set out at Item No. 10 of the Notice for your approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested in the said resolution.

By Order of the Board of Directors

Place : Mumbai
Date : 25th February, 2016

Rajiv Gandhi
Company Secretary

ANNEXURE TO ITEMS 3, 5, 6 & 7 OF THE NOTICE

Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting
(Pursuant to Regulation 36(3) of the SEBI(Listing Obligation and Disclosure Requirement) Regulations, 2015

Name of the Director	**Ms. Usha Sangwan (3)**	**Mr.Eric Olsen (5)**	**Mr.Christof Hassig (6)**	**Mr. Martin Kriegner (7)**
Date of Birth	1st October, 1958	8th March, 1964	25th April, 1958	6th September, 1961
Nationality	Indian	French & American	Swiss	Austrian
Date of Appointment on the Board	24th April, 2014	27th July, 2015	9th December, 2015	11th February, 2016
Qualifications	Master's Degree in Economics and a Post Graduate Diploma in Human Resource Management.	Certified Public Accountant from Chicago, MBA from HEC International Business School, Paris	Masters in Banking, Advanced Management Program from Harvard Business School.	Doctorate of Law and MBA from Austrian University
Expertise in specific functional area	Marketing, Personnel, Operations, Housing Finance, Group Business, Direct Marketing, International Operations and Corporate Communication	Operations, Strategy & Development and Finance	M & A, Corporate Finance & Treasury	Operations, Finance and General Management
Number of shares held in the Company	Nil	Nil	Nil	Nil
List of the directorships held in other companies*	Axis Bank Ltd. Voltas Limited LICHFL Care Home Ltd. BSE Limited	ACC Ltd.	ACC Ltd.	ACC Ltd.
Chairman/ Member in the Committees of the Boards of companies in which he is Director*	Chairman Nil Member Nil	Chairman Nil Member Nil	Chairman Nil Member Nil	Chairman Nil Member Audit Committee Stakeholders Relationship Committee
Relationships between Directors inter-se	Nil	Nil	Nil	Nil

* Directorship includes Directorship of other Indian Public Companies and Committee memberships includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Company (whether Listed or not).

Route Map - AGM

1. **From Diu - Airport to Ambujanagar**

   The approximate distance from Diu Airport to Ambujanagar is 45-50 KM by road. Ample Taxis are available at the Airport. Time taken is approximately 1 hour.

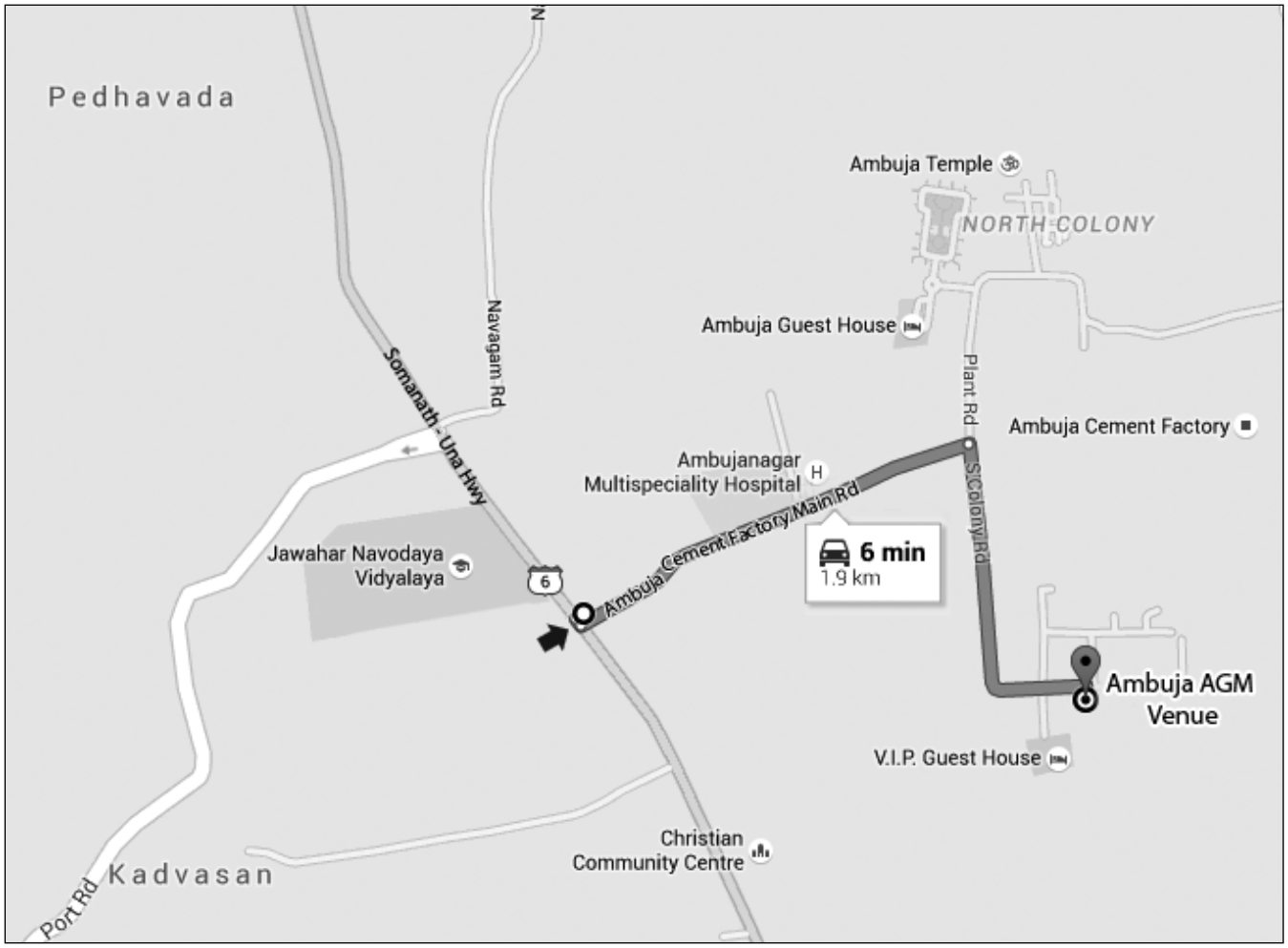
2. **Veraval Railway station to Ambujanagar**

   The approximate distance from Veraval to Ambujanagar is about 45/50 KM by road. Local taxies are available at the Railway station. State transport buses are also available. Time taken is approximately 1 hour.

3. **Kodinar to Ambujanagar**

   The distance from Kodinar to Ambujanagar is about 8 KM by road. Ample public transport is available from Kodinar to Ambujanagar. Time taken is approximately 15/20 Minutes.

4. **Road Map from Highway entry point - Ambujanagar to Meeting Venue**



Ambuja Cement

AMBUJA CEMENTS LIMITED

CIN L26942GJ1981PLC004717

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

Corporate Office: Elegant Business Park, MIDC Cross Road "B", Off Andheri Kurla Road, Andheri (East), Mumbai - 400 059

Tel. 022-4066 7000, E mail - shares@ambujacement.com, Website: www.ambujacement.com

ATTENDANCE SLIP

(To be presented at the entrance)

Annual General Meeting of the Company held on Thursday, the 14th April, 2016 at 10.30 a.m.

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

Folio No. .....DP ID No..... Client ID No.....

Name of the Member..... Signature.....

Name of the Proxyholder ..... Signature.....

1. Only Member/Proxyholder can attend the Meeting
2. Member/Proxyholder should bring his/her copy of the Annual Report for reference at the Meeting

TEAR HERE

TEAR HERE

Ambuja Cement

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Tel. 022-4066 7000, E mail - shares@ambujacement.com, Website: www.ambujacement.com

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s) : .....

Registered address : .....

..... E-mail Id : .....

Folio No. / Client ID No. : ..... DP ID No. .....

I/We, being the member(s) of ..... number shares of Ambuja Cements Limited, hereby appoint

1. Name :	.....
Address :	.....
	.....
E-mail ID :	..... Signature : .....

or failing him

2. Name :	.....
Address :	.....
	.....
E-mail ID :	..... Signature : .....

or failing him

3. Name :	.....
Address :	.....
	.....
E-mail ID :	..... Signature : .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Thursday, the 14th April, 2016 at 10.30 a.m. at P. O. Ambujanagar, Taluka: Kodinar, District: Gir Somnath, Gujarat - 362 715 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No. (☐)

1		6	
2		7	
3		8	
4		9	
5		10	

Signed this ..... day of 2016

Affix Revenue Stamp

Signature of Shareholder ..... Signature of Proxyholder.....

NOTES:

1 This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company at P. O. Ambujanagar, Taluka: Kodinar, District: Gir Somnath, Gujarat - 362 715 not less than 48 hours before the commencement of the Meeting.

2 Those Members who have multiple folios with different joint holders may use copies of this Attendance Slip/Proxy.

AMBUJA CEMENTS LIMITED

CIN : L26942GJ1981PLC004717

Regd. Off. : P. O. Ambujanagar, Taluka: Kodinar, District: Gir Somnath, Gujarat - 362 715

Corp. Office : Elegant Business Park, MIDC Cross Road "B", Off Andheri Kurla Road, Andheri (East), Mumbai 400 059,

Tel.: 022-4066 7000, E-mail : shares@ambujacement.com, Website : www.ambujacement.com

BALLOT FORM

(in lieu of e-voting)

Sr. No.

1. Name(s) of Shareholder(s) (including joint holders, if any)

2. Registered address of the Sole/First named Shareholder

3. Folio No. / DPID No. / Client ID No.*

4. No. of Shares held

5. I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed for the business stated in the Notice dated 25th February, 2016 convening the Annual General Meeting of the Company to be held on 14th April, 2016 by conveying my/our assent or dissent to the said Resolution(s) by placing the tick (✓) mark in the appropriate box below:

Item No.	Description	Type of resolution	No. of equity Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	To consider and adopt the Annual Accounts for the year ended 31st December, 2015 & Reports of the Directors and Auditors thereon.	Ordinary			
2.	To declare a dividend on Equity Shares.	Ordinary			
3.	To re-appoint Ms. Usha Sangwan as a Director.	Ordinary			
4.	To re-appoint M/s. SRBC & CO. LLP, Chartered Accountants as Statutory Auditors.	Ordinary			
5.	To appoint Mr. Eric Olsen as a Director.	Ordinary			
6.	To appoint Mr. Christof Hassig as a Director.	Ordinary			
7.	To appoint Mr. Martin Kriegner as a Director.	Ordinary			
8.	To approve revision in Remuneration of Mr. B. L. Taparia.	Ordinary			
9.	To ratify the payment of remuneration to the Cost Auditors, M/s. P.M. Nanabhoy & Co., Cost Accountants.	Ordinary			
10.	To adopt new set of Articles of Association.	Special			

Seq. No.

Place :

Date :

(Signature of the Shareholder)

Note : Kindly read the instructions printed overleaf carefully before filling the form.

Valid Ballot Forms received by the scrutinizer by 5.00 p.m. on 5th April, 2016 shall only be considered.

www.sapprints.com

INSTRUCTIONS

1. Members may fill up the Ballot Form printed overleaf and submit the same in a sealed envelope to Mr. Surendra Kanstiya, Company Secretary in Practice, The Scrutiniser, Ambuja Cements Ltd., Secretarial Department, Elegant Business Park, Behind Kotak Mahindra Bank, MIDC Cross Road 'B', Off Andheri Kurla Road, Andheri (E), Mumbai - 400 059 so as to reach by 5.00 pm on 5th April, 2016. Ballot Form received thereafter will strictly be treated as if not received.
2. The Company will not be responsible if the envelope containing the Ballot Form is lost in transit.
3. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutiniser on the validity of the forms will be final.
4. In the event member casts his votes through both the processes, i.e. E-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.
5. The right of voting by Ballot Form shall not be exercised by a proxy.
6. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/ demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company (i.e. M/s. Sharepro Services (India) Pvt. Ltd.). Members are requested to keep the same updated.
7. There will be only one Ballot Form for every Folio/DP ID/Client ID irrespective of the number of joint members.
8. In case of joint holders, the Ballot Form should be signed by the first named shareholder and in his/her absence by the next named shareholders. Ballot Form signed by a joint holder shall be treated valid if signed as per records available with the Company and the Company shall not entertain any objection on such Ballot Form signed by other joint holders.
9. Where the Ballot Form has been signed by an authorized representative of the body corporate/Trust/ Society, etc. a certified copy of the relevant authorization/Board resolution to vote should accompany the Ballot Form.
10. Instructions for E-voting procedure are available in the Notice of the Annual General Meeting and are also placed on the website of the Company, www.ambujacement.com

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