Ambuja Cement

ACL:SEC:

August 11, 2014

Bombay Stock Exchange Limited
Phiroz Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 023
Fax No. 22723719/22723121/22722037 /
22722039 / 22722041/ 22722061
corp.relations@bseindia.com

National Stock Exchange of India Ltd.,
Plot No.C/1 'G' Block
Bandra – Kurla Complex
Bandra East,
Mumbai 400 051
Fax No.26598237 / 38
cmlist@nse.co.in

Deutsche Bank
Trust Company Americas
Winchester House
1 Great Winchester Street
London EC2N 2DB, Fax No.+44207547
6073
Ctas Documents
<ctas.documents@db.com

Societe de la Bourse de Luxembourg,
Avenue de la Porte Neuve
L-2011 Luxembourg,
B.P 165
FAX NO.00352 473298
"Luxembourg Stock Ex-Group ID "
<ost@bourse.lu

Dear Sirs,

Sub: EOGM/ Postal Ballots

In continuation of our letter dated 1st August, 2014, we are enclosing 3 copies of the Notice of the EOGM to be held on 11th September, 2014 at the Registered Office of the Company at Ambujanagar and Postal Ballots being mailed to the members containing Resolutions proposed to be passed along with Explanatory Statement and self addressed postage prepaid envelopes.

The result of the Postal Ballot would be declared on 11th September, 2014.

We would also place on record that we have noticed a printing mistake in the last line on page No.6 of the EGM Notice enclosed. No. of shares held in the Company by Mr.Ajay Kapur have been shown as "Nil" instead of 1,85,500. We are arranging to publish an advertisement in Financial Express (All India edition) and in a vernacular language (in Gujarathi) giving the required corrigendum.

Kindly take both the notices on your records.

Thanking you

Yours faithfully,
For AMBUJA CEMENTS LTD.

Rajiv n. Gandhi

RAJIV GANDHI
COMPANY SECRETARY

Encl: As above.

Ambuja Cement

AMBUJA CEMENTS LIMITED

CIN : L26942GJ1981PLC004717.

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

Corp. Offce: 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

Date : 1st August, 2014.

Dear Member,

You are cordially invited to attend the Extraordinary General Meeting (the 'EGM') of the members of Ambuja Cements Ltd. (the 'Company') to be held on Thursday, 11th September, 2014 at 10:30 a.m. at P. O. Ambujanagar, Taluka: Kodinar, District: Gir Somnath, Gujarat - 362 715.

The Notice of the meeting, containing the business to be transacted, is enclosed. As per Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Clause 35B of the Listing Agreement, the Company is pleased to provide its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice. The instructions for e-voting are also enclosed.

We are also enclosing a Ballot Form (in lieu of E-voting) if you desire to cast your vote in physical form instead of availing the electronic facility. The ballot form may be reached to us using the enclosed postage pre-paid business reply envelope.

Thanking you,

Rajiv Gandhi

Company Secretary

Enclosures:

1. *Notice of the EGM*
2. *Attendance slip*
3. *Proxy form*
4. *Instructions for e-voting*
5. *Ballot Form In lieu of E-Voting*

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extraordinary General Meeting of the Equity shareholders of Ambuja Cements Limited will be held on Thursday, 11th September, 2014 at 10.30 a.m. at P.O. Ambujanagar, Taluka Kodinar, District: Gir Somnath, Gujarat 362 715, to transact the following business:

Special Business:

1. **Appointment of Mr. Ajay Kapur as Managing Director and CEO**

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 Sections 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment there to or re-enactment thereof for the time being in force) and subject to such other approval/permissions, if any as may be required and as per the recommendation of the Nomination & Remuneration Committee of Directors, approval of the Members be and is hereby accorded to the appointment of Mr. Ajay Kapur as the Managing Director and Chief Executive Officer for a period of 5 (Five) years commencing from 25th April, 2014 on the following terms and conditions:

A. Remuneration:

In consideration of the performance of his duties, the Company shall pay to Mr. Ajay Kapur gross remuneration (other than the Gratuity) of Rs. 4,53,76,000/- (Rs. Four Crore Fifty Three Lacs Seventy Six Thousand only) per annum with such increments as may be approved by the Board of Directors (which includes any Committee thereof) from time to time. The break-up of the gross remuneration is as follows:-

(a) Salary:

Rs.1,95,36,000/- (Rs. One Crore Ninety Five Lac Thirty Six Thousand only) per annum, Rs.16,28,000/- (Rs. Sixteen Lac Twenty Eight Thousand only) per month.

(b) Perquisites & Allowances:

The Company follows the Flexible Allowances Structure for all its employees that enables its employees to decide the salary components other than the basic salary within the gross remuneration of the employee concerned.

In line with the above structure and within the over all remuneration of Rs.4,53,76,000/- p.a., Mr. Ajay Kapur would be paid Rs.2,34,95,700/- (Rs. Two Crore Thirty Four Lac Ninety Five Thousand Seven Hundred Only) per annum on account of other allowances & perquisites like House Rent Allowance (HRA), Soft Furnishing Allowance, Leave Travel Concession (LTC), Medical Reimbursement, Super Annuation, Special Allowance etc. as may be decided by him following the flexible allowance structure of the Company.

c) Contribution to Provident Fund

The Company's contribution to Provident Fund as per the applicable laws, which presently is 12% of Basic Salary.

In addition to the above, Mr. Ajay Kapur would be paid the following perquisites:-

(i) Club Membership

Reimbursement of membership fee for two club in India including admission and annual membership fee.

(ii) Mediclaim and Personal Accident Insurance

Mediclaim and Personal Accident Insurance Policy for such amount as per the rules of the Company.

(iii) Gratuity

Gratuity at the rate of 4.81% of basic salary earned for each completed year of service.

(iv) Leave

Entitled for leave with full pay or encashment thereof as per the rules of the Company.

(v) Other perquisites

Subject to overall ceiling on remuneration mentioned hereinbelow, Mr. Ajay Kapur may be given any other allowances, benefits and perquisites as the Board of Directors (which includes any Committee thereof) may from time to time decide.

Explanation:

Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in absence of any such rule, perquisites shall be evaluated at actual cost.

(d) Performance Incentive:

Performance Incentive of such amount, not exceeding 30% of the Earned Gross Remuneration for each Corporate Financial year or part thereof as may be decided by the Board of Directors (which includes any committee thereof).

(e) Amenities:

(i) Conveyance facilities

The Company shall provide suitable conveyance facility to the Managing Director & CEO. All the repairs, maintenance and running expenses including drivers salary shall be reimbursed by the Company.

(ii) Telephone, telefax, internet and other communication facilities

The Company shall provide telephone, telefax, internet and other communication facilities at the Managing Director & CEO's residence. All the expenses incurred shall be paid or reimbursed by the Company.

(iii) Gas and Electricity expenses

The Company shall reimburse Mr. Ajay Kapur the actual gas and electricity expenses incurred by him at his residence.

B. Overall remuneration:

The aggregate of salary, allowances, perquisites and performance bonus in any one financial year shall not exceed the limits prescribed under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act or any modifications or re-enactment for the time being in force.

C. Minimum remuneration:

In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of the Managing Director & CEO, the payment of salary, performance bonus, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 as may for the time being be in force.

"RESOLVED FURTHER that as the Managing Director & CEO, Mr. Ajay Kapur, shall be liable to retire by rotation under Section 152 of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof) however, if re-appointed as a Director immediately on retirement by rotation, he shall continue to hold his office of Managing Director & CEO and such re-appointment as Director shall not be deemed to constitute a break in his appointment as the Managing Director & CEO."

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

2. **Appointment of Mr. Nasser Munjee as an Independent 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 149,150 and 152 and any other applicable provisions of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV of the Act (including any statutory modification or re-enactment thereof, for the time being in force), Mr. Nasser Munjee (DIN 00010180), Director of the Company who is liable to retirement by rotation (under the erstwhile Companies Act, 1956) and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Munjee as a candidate for the office of director, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto 31st March, 2019, and shall not be liable to retire by rotation."

3. **Appointment of Mr. Rajendra Chitale as an Independent 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 149,150 and 152 and any other applicable provisions of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV of the Act (including any statutory modification or re-enactment thereof, for the time being in force), Mr. Rajendra Chitale (DIN 00015986), Director of the Company who is liable to retirement of by rotation(under the erstwhile Companies Act, 1956) and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr.Chitale as a candidate for the office of director, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto 31st March, 2019, and shall not be liable to retire by rotation."

4. **Appointment of Mr. Shailesh Haribhakti as an Independent 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 149,150 and 152 and any other applicable provisions of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV of the Act (including any statutory modification or re-enactment thereof, for the time being in force), Mr. Shailesh Haribhakti (DIN 00007347), Director of the Company who is liable to retirement by rotation(under the erstwhile Companies Act, 1956) and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr.Haribhakti as a candidate for the office of director, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto 31st March, 2019, and shall not be liable to retire by rotation."

5. **Appointment of Dr. Omkar Goswami as an Independent 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 149,150 and 152 and any other applicable provisions of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV of the Act (including any statutory modification or re-enactment thereof, for the time being in force), Dr. Omkar Goswami (DIN 00004258), Director of the Company who is liable to retirement by rotation(under the erstwhile Companies Act, 1956) and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Dr. Goswami as a candidate for the office of director, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto 31st March, 2019, and shall not be liable to retire by rotation."

6. **Appointment of Mr. Haigreve Khaitan as an Independent 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 149,150 and 152 and any other applicable provisions of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV of the Act (including any statutory modification or re-enactment thereof, for the time being in force), Mr. Haigreve Khaitan (DIN 00005290), Director of the Company who is liable to retirement rotation(under the erstwhile Companies Act, 1956) and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr.Khaitan as a candidate for the office of director, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto 31st March, 2019, and shall not be liable to retire by rotation."

7. Increase in Advisory Service Fee to Mr. B. L. Taparia

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 197 and all other applicable provisions, if any, of the Companies Act, 2013 (Act) (including any statutory modifications or re-enactment thereof) and subject to the approval of the shareholders, 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, Non-Executive Director from Rs.9,00,000/- p.m. to Rs.11,00,000/- per month for the period from 1st January, 2014 till 31st October, 2015 in partial modification to the Agreement dated 5th November, 2012 entered into by the Company with Mr. Taparia."

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

By Order of the Board
For **Ambuja Cements Limited**

Date : 1st August, 2014
Place : Mumbai

Rajiv Gandhi
Company Secretary

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts relating to the business stated under item Nos. 1 to 7 is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS PRIOR TO THE COMMENCEMENT OF THE MEETING.**
3. The notice of the EGM is being sent by electronic mode to all members whose email addresses are registered with the Company/Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the notice is being sent by permitted mode.
4. Members may also note that the Notice of EGM will be available on the Company's website, www.ambujacement.com. The notice will also be available at the Company's Registered Office for inspection during normal business hours on working days. Members may write to us at shares@ambujacement.com, if they have any queries or require communication in physical form in addition to electronic communication.
5. Additional information pursuant to Clause 49 of the Listing Agreement with the stock exchanges in respect of the Directors seeking appointment at the EGM is furnished herewith and forms a part of the Notice.
6. The voting through electronic means will commence on Thursday, 4th September, 2014 at 10:00 a.m and will end on Saturday, 6th September, 2014 at 6:00 p.m. The Members will not be able to cast their vote electronically beyond the date and time mentioned above and the e-voting system shall be disabled for voting thereafter. The instruction for e-voting form part of this notice.
7. The Company is also providing the facility of ballot form for the benefit of members, who do not have access to e-voting facility. The last date for receiving the ballot form will be 6th September, 2014, at 6.00 p.m. Ballot forms received after this date shall not be considered.
8. 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.
9. The Company has appointed Mr. Surendra Kanstiya Practicing Company Secretary, to act as the Scrutinizer. The Scrutinizer shall within a period not exceeding three (3) Working days from the conclusion of the e-voting period unblock the votes and make a Scrutinizer's Report of the votes cast in favour or against, if any, fourthwith to the Chairman.
10. The Results shall be declared at or after the Extraordinary 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 within two (2) days of passing of the resolution at the Extra Ordinary General Meeting of the Company and the same shall also be communicated to BSE Limited and National Stock Exchange of India Limited where the shares of the Company are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

In respect of Item no.1

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) had appointed Mr. Ajay Kapur as the Managing Director & CEO w.e.f. 25th April, 2014.

Prior to his appointment as Managing Director & CEO, Mr. Kapur was holding the position of the Deputy MD & CEO of the Company. Pursuant to Mr. Onne van der Weijde stepping down as the Managing Director of the Company, Mr. Kapur was appointed as the "Managing Director & CEO" w.e.f 25th April, 2014 for a period of 5 years. As the Managing Director & CEO, Mr. Ajay Kapur is responsible for the day to day operations and performance of all the regions, execution of capex projects and overseeing key corporate functions.

Mr. Ajay Kapur, aged 48 years, is an Economics Graduate from St. Xavier's College, and MBA from Somaiya Institute of Management Studies And Research – both University of Mumbai. He has also completed the Wharton Advanced Management Program from University of Pennsylvania, USA. He joined the Company in 1993 from Citibank, and for the first eight years was the Executive Assistant to the then Managing Director, Mr. N.S. Sekhsaria. Among several areas, his main focus that time was on Marketing Strategies, Brand and Promotion, Logistics Management and Commercial issues. In 2007, he was made all India Head – Marketing and Commercial Services at Corporate Office and was also inducted as Executive Committee member. In the year 2009, he was made Business Head of West & South region. Mr. Kapur was elevated to the post of CEO in May, 2012 and as a Dy. Managing Director & CEO w.e.f. 1st August, 2013.

The other details of Mr. Ajay Kapur in terms of Clause 49 of the Listing Agreement, is annexed to this Notice.

The Board of Directors recommend passing of the Ordinary Resolution at item no.1.

The copy of the Agreement dated 5th May, 2014 recording the terms and conditions of his appointment as the Managing Director & CEO is available for inspection at the Registered Office of the Company during business hours on all working days.

Except, Mr. Ajay Kapur, no Director, Key Managerial Personnel or their relatives are interested or concerned in the resolution relating to appointment of Mr. Ajay Kapur.

In respect of Item no. 2 to 6

Mr. Nasser Munjee, Mr. Rajendra Chitale, Mr. Shailesh Haribhakti, Dr. Omkar Goswami and Mr. Haigreve Khaitan are Independent Directors of the Company (appointed pursuant to Clause 49 of the Listing Agreement), who were liable to retire by rotation under the applicable provisions of the erstwhile Companies Act, 1956.

According to the provisions of Section 149 of the Companies Act, 2013, every listed company is required to have atleast one-third of the total number of directors as independent directors, who are not liable to retire by rotation. In compliance with the provisions of the said section read with Schedule IV of the Act, it is now proposed to appoint the above named Directors as Independent Directors under the Companies Act, 2013.

The Directors have given a declaration to the Board that they meet the criteria of independence as provided in Section 149(6) of the Act. Pursuant to the declaration of independence, the present composition of the Board of Directors is in conformity with the provisions of Section 149 of the Companies Act, 2013. The Company has also received from the above directors:- (i) the consent in writing to act as director and (ii) intimation that they are not disqualified under section 164(2) of the Companies Act, 2013.

The above non-executive Independent Directors are experienced, competent and highly renowned persons from the fields of finance, taxation, legal and governance. They take active part at the Board and Committee Meetings and play critical role on strategic issues, which enhances the transparency and add value in the decision making process of the Board of Directors. The Board considers that the continued services of the above Independent Directors would be of immense benefit to the Company and it is desirable to continue to avail their services.

The Nomination & Remuneration Committee of Directors have recommended the appointment of these directors as Independent Directors for a term upto 31st March, 2019 and in the opinion of the Board, each of these directors fulfil the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the management.

The Company has received notices in writing pursuant to Seciton 160 of the Companies Act, 2013 from members along with a deposit of Rs.1,00,000/- each proposing the candidature of Mr. Nasser Munjee, Mr. Rajendra Chitale, Mr. Shailesh Haribhakti, Dr. Omkar Goswami and Mr. Haigreve Khaitan for the office of Independent Directors.

Appointment of these directors as Independent Director is recommended by the Board and is now placed before the Members for their approval.

A copy of the draft letter for the appointment of the above directors as Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day and the same has also been put up on the Company website www.ambujacement.com.

Other details of the Independent Directors whose appointment is proposed at item nos. 2 to 6 of the accompanying Notice, have been given in the annexure attached.

Mr. Nasser Munjee, Mr. Rajendra Chitale, Mr. Shailesh Haribhakti, Dr. Omkar Goswami and Mr. Haigreve Khaitan respectively, are concerned or interested in the resolutions of the accompanying notice relating to their own appointment. These directors do not hold any shares of the Company.

None of the other Directors, Key Managerial Personnel and relatives thereof are concerned or interested in the Resolutions at item no.2 to 6.

Item No. 7

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 and pay monthly remunerations of Rs.9 Lacs and other perquisites. A suitable agreement dated 5th November, 2012 was entered into between the company and Mr. Taparia for this purpose. His initial appointment and payment of remuneration was first approved by the shareholders at the 30th Annual General Meeting held on 4th April, 2013.

As an advisor, Mr. Taparia has been representing the Company before Law Firms, Consultants, Courts, Statutory and Regulatory Bodies / Authorities as and when required. Mr. Taparia, apart from providing advisory services mentioned above, also undertakes other assignments as may be given to him by the Managing Director & CEO.

The Shareholders had at the last Annual General Meeting held on 10th April, 2014 approved the revision in the Advisory fee payable to Mr. Taparia from Rs. 9 lacs per month to Rs.11 lacs per month with effect from 1st January, 2014. The same was subject to the approval of Central Government.

The Central Government approval for revision in the advisory fees is not required under the provisions of the Companies Act, 2013. However, it is thought appropriate to seek a fresh approval of the shareholders under the provisions of new Companies Act, 2013.

The copy of the Supplementary Agreement dated 13th January, 2014 for revision in remuneration is available for inspection at the Registered Office of the Company during business hours on all working days upto the date of the Extra Ordinary General Meeting.

The Board of Directors recommend passing of the Resolution at item no.7.

Except, Mr. B.L.Taparia, no Director, Key Managerial Personnel or their relative are interested or concerned in the resolution relating to revision in advisory fee of Mr. B.L.Taparia.

By Order of the Board
For **Ambuja Cements Limited**

Date : 1st August, 2014
Place : Mumbai

Rajiv Gandhi
Company Secretary

Details of Directors Seeking Appointment / Re-appointment
(in pursuance of clause 49 of the listing Agreement)

Director	Dr. Omkar Goswami	Mr. Haigreve Khaitan	Mr. Shailesh Haribhakti	Mr. Nasser Munjee	Mr. Rajendra Chitale	Mr. Ajay Kapur
Date of Birth	August 29, 1956	July 13, 1970	March 12, 1956	November 18, 1952	April 10, 1961	November 11, 1965
Date of Appointment	July 20, 2006	July 27, 2012	May 3, 2006	August 16, 2001	July 4, 2002	July 25, 2013
Qualifications	Master's in Economics, D. Phil (Ph. D.) from Oxford University.	Law Graduate (LL.B.)	Chartered Accountant, Cost Accountant, Certified Internal Auditor.	M. Sc (Economics)	B.Com, LL.B, F.C.A	Degree in economics, MBA in Marketing.
Expertise in specific functional areas	Rich Experience in the field of Economics	Rich Experience in Mergers & Acquisitions, Corporate Restructuring,Demergers.	Deeply involved in Auditing, Risk Advisory Services and Tax Services.	Banking and Finance, Infrastructure Development.	Rich Experience in the field of Audit, Taxation and Finance.	Experience in the field of Marketing and Commercial Services
Directorships held in other companies (excluding foreign companies)	• Infosys Ltd • Dr. Reddy's Laboratories Ltd. • IDFC Limited • Crompton Greaves Limited • Cairn India Limited • Godrej Consumer Products Ltd. • Bajaj Finance Limited • Max Healthcare Institute Ltd. • Infosys BPO Ltd.	• Bajaj Corp Limited • Ceat Limited • Firstsource Solutions Limited • Harrisons Malayalam Limited • Inox Leisure Limited • Jindal Steel & Power Limited • Karam Chand Thapar & Bros (Coal Sales) Limited • National Engineering Industries Limited • Sterlite Technologies Limited • Torrent Pharmaceuticals Limited • Xpro India Limited • AVTEC Limited • Great Eastern Energy Corporation Limited • Bharat Fritz Werner Limited	• Torrent Pharmaceuticals Limited • L&T Finace Holdings Limited • Raymond Limited • Future Lifestyle Fashions Limited • Blue Star Limited • Mahindra Life Space Developers Limited • NSDL e-Governace Infrastructure Limited • J K Paper Limited • Milestone Capital Advisors Limited • ACC Limited • Karam Chand Thapar & Bros. (Coal Sales) Ltd.	• ABB India Limited • Britannia Industries Ltd. • Cummins India Limited • DCB Bank Ltd. • HDFC Limited • Go Airlines (India) Ltd. • Tata Chemicals Limited • Tata Motors Limited • Tata Motors Finance Ltd. • Unichem Laboratories Ltd. • Voltas Limited	• Hinduja Ventures Limited • Hinduja Global Solutions Limited • JM Financial Asset Management Ltd. • Reliance Capital Limited • Reliance General Insurance Co. Limited • Reliance Life Insurance Co. Limited • NSE. IT. Limited	• Holcim Services (South Asia) Limited
Memberships/ Chairmanships of committees of other companies (includes only Audit Committee and Stakeholder's Relationship Committee)	**Audit Committee** • Dr. Reddy's Laboratories Ltd. • IDFC Limited • Crompton Greaves Limited • Cairn India Limited • Godrej Consumer Products Ltd. • Bajaj Finance Limited • Infosys BPO Ltd. **Stakeholder's Relationship Committee** • Infosys Ltd • Cairn India Limited	**Audit Committee** • Harrisons Malayalam Limited • Inox Leisure Limited • Jindal Steel & Power Limited • National Engineering Industries Limited • Sterlite Technologies Limited • Torrent Pharmaceuticals Limited • AVTEC Limited **Stakeholder's Relationship Committee** • National Engineering Industries Limited	**Audit Committee** • Torrent Pharmaceuticals Limited • L&T Finance Holdings Limited • Raymond Limited • Future Lifestyle Fashions Limited* • Blue Star Limited* • Mahindra Life Space Developers Limited • NSDL e-Governace Infrastructure Limited **Stakeholder's Relationship Committee** • ACC Limited	**Audit Committee** • ABB India Ltd. • Britannia Industries Ltd. • Cummins India Limited • Tata Chemicals Limited* • Tata Motors Limited • Unichem Laboratories Ltd. • Voltas Limited	**Audit Committee** • Hinduja Ventures Limited • Hinduja Global Solutions Limited • Reliance Capital Limited • Reliance General Insurance Co. Limited • Reliance Life Insurance Co. Limited • NSE. IT. Limited **Stakeholder's Relationship Committee** • Reliance Capital Limited	**Nil**
Number of shares held in the Company	Nil	Nil	Nil	Nil	Nil	Nil

AMBUJA CEMENTS LIMITED

Ambuja Cement

CIN L26942GJ1981PLC004717

Regd. Off. : 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)

Extraordinary General Meeting of the Company held on Thursday, the 11th September, 2014 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 to refernce at the Meeting.

TEAR HERE

AMBUJA CEMENTS LIMITED

Ambuja Cement

CIN L26942GJ1981PLC004717

Regd. Off. : 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

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 .....Shares of Ambuja Cements Limited, hereby appoint

1. Name :..... E-mail ID :.....
   Address :.....
   ..... Signature :.....
   or failing him
2. Name :..... E-mail ID :.....
   Address :.....
   ..... Signature :.....
   or failing him
3. Name :..... E-mail ID :.....
   Address :.....
   ..... Signature :.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on Thursday, the 11th September, 2014 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 :

1. Appointment of Mr. Ajay Kapur as Managing Director and CEO
2. Appointment of Mr. Nasser Munjee as an Independent Director
3. Appointment of Mr. Rajendra Chitale as an Independent Director
4. Appointment of Mr. Shailesh Haribhakti as an Independent Director
5. Appointment of Dr. Omkar Goswami as an Independent Director
6. Appointment of Mr. Haigreve Khaitan as an Independent Director
7. Increase in Advisory Service Fee to Mr. B. L. Taparia

Affix revenue stamp

Signed this..... day of.....2014

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 Attendence slip/Proxy.

The instructions for shareholders voting electronically are as under:

(i) The voting period begins on Thursday 4th September, 2014 at 10.00 a.m. and ends on Saturday 6th September, 2014, at 6.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 31st July, 2014, 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 folio number in the PAN field. • 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 number of shares in the Dividend Bank details field.

(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 same 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 they have to create 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.

CRYSTAL • + 91 22 6614 0900

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 Jointholders, 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 dated1st, August, 2014 convening the Extra-ordinary General Meeting of the Company to be held on 11th September, 2014 by conveying my/our assent or dissent to the said Resolution(s) by placing the tick (✓) mark at 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.	Appointment of Mr. Ajay Kapur as Managing Director and CEO	Ordinary Resolution			
2.	Appointment of Mr. Nasser Munjee as an Independent Director	Ordinary Resolution			
3.	Appointment of Mr. Rajendra Chitale as an Independent Director	Ordinary Resolution			
4.	Appointment of Mr. Shailesh Haribhakti as an Independent Director	Ordinary Resolution			
5.	Appointment of Dr. Omkar Goswami as an Independent Director	Ordinary Resolution			
6.	Appointment of Mr. Haigreve Khaitan as an Independent Director	Ordinary Resolution			
7.	Increase in Advisory Service Fee to Mr. B. L. Taparia	Special Resolution			

Place:

Date:

(Signature of the Shareholder)

Note : Kindly read the instructions printed overleaf before filing the form.
Valid Ballot Forms received by the scrutinizer by 6.00 p.m. on 6th September, 2014 shall only be considered.

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 Scrutinizer, 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 6.00 pm on 6th September, 2014. 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 Scrutinizer 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 Extra-ordinary General Meeting and are also placed on the website of the Company, www.ambujacement.com

❖ ❖ ❖ ❖ ❖ ❖

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

NOTICE OF POSTAL BALLOT

NOTICE is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the "Act") if any, read together with the Companies (Management and Administration) Rules, 2014 thereof for the time being in force, that the Resolutions appended below are proposed to be passed as a Special Resolution by way of Postal Ballot.

1. **Alteration to the Objects Clause of Memorandum of Association of the Company**

To consider, and if thought fit, to pass, the following Resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 13, 110(1)(a) read with Companies (Management and Administration) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 including any amendment there to or re-enactment thereof for the time being in force, the consent of the Commpany be and is hereby accorded to alter the Main Objects clause of the Memorandum of Association [III (A)], by insertion of new clause 3 and 4 after clause 2 as set our hereunder:

The new clauses i.e clause 3 and 4 be inserted after the existing clause 2 of Main Objects of the Memorandum of Association of the Company.

"3. To carry on the business of providing services for waste management and/or undertake such waste treatment activities or operating pre-treatment system, by co-processing, incineration, thermal, chemical or biological or through any other process of liquid / solid/ gaseous, hazardous / non-hazardous, municipal, agricultural, medical/clinic waste etc. from industrial / non-industrial sources, body corporate, agencies of local, state or central government or from any other sources and includes generation, collection, transportation and storage of wastes and disposal of the same, conducting trial runs, emission monitoring and entering in to agreements for this purpose, receive tipping fees / or pay charges for the material."

"4. To impart professional training, technical training, business support and problem solving solution and/or other support services and to provide material library, reference portal, professional support, hands on experience and/or function as a excellence centre that promotes & offer solution for application of cement, concrete and other construction materials etc. to engineers, masons, architects, consultants, dealers, wholesellers, retailers, channel partners, and other construction industry etc. and for this purpose, to convene, hold or conduct seminars, conferences, workshops, technical lectures and manuals, video screenings, panel discussions and to promote, establish knowledge centers for skill advancement and competency development."

"**RESOLVED FURTHER THAT** the existing Memorandum of Association of the Company, duly modified as aforesaid and accepted by the members, be adopted as the Memorandum of Association of the Company."

"**RESOLVED FURTHER THAT** the approval of the members of the Company be and is hereby accorded for commencing and carrying on new business and activities as included in the Object Clause of the Company as altered above at such time or times as the Board may in its absolute discretion deem fit."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any/or all questions/ matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this Resolution, take such further steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company."

By Order of the Board
For **Ambuja Cements Limited**
Sd/-
Rajiv Gandhi
Company Secretary

Date: 1st August, 2014
Place: Mumbai

Notes:

1. An Explanatory Statement as required under Section 102 read with Section 110 of the Companies Act, 2013 is given hereunder;
2. The Notice is being sent to all the Members by post/ courier (and electronically by email to those Members who have registered their email IDs with the company or Depository Participant), whose name appear in the register of Members / Record of Depositories as on 31st July, 2014 and these will be considered for voting;
3. The voting through Postal Ballot/ e-voting will start on Monday, 11th August, 2014 at 10.00 a.m. and will close on Tuesday 9th September, 2014 at 6.00 p.m;
4. Resolution passed by the Members through Postal Ballot are deemed to have been passed effectively at the general meeting of the Members.
5. In Compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the companies (Management and Administration) Rules, 2014, the company has also extended e-voting facility as an alternate, for its Member to enable them to cast their votes electronically instead of through Postal Ballot Form/s. The procedure and instructions for the same are given on the reverse of the Ballot forms.
6. The Board of Directors of the Company has appointed Mr. Surendra Kanstiya (FCS No. F2777 and CP No. 1744), Company Secretary in whole-time practice, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner and to receive and scrutinize the completed ballot paper from the Members. After completion of his scrutiny, Scrutinizer will submit his report to the Chairman and in his absence to the Company Secretary of the Company;
7. You are requested to carefully read the instructions printed in the Form attached hereto, fill up the Form, give your assent or dissent on the Resolution at the end of the Form and return the duly completed and signed Form (no other form or photocopy thereof is permitted) in the enclosed self-addressed postage prepaid envelope so as to reach the Scrutinizer on or before the close of working hours (i.e. 6.00 p.m. IST) on 9th September, 2014. The Ballot received after the stipulated day and time will be strictly treated as if no reply has been received from the Member.
8. The Instruction for Member for opting to voting electronically are as under:-

A In Case of Members receiving e-mail:

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

(i) Click on Shareholders.
(ii) 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.
(iii) Next enter the Image Verification as displayed and Click on Login.
(iv) 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.
(v) 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 folio number in the PAN field. • 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 number of shares in the Dividend Bank details field.

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

(vii) 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.

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

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

(x) 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.

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

(xii) 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.

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

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

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

(xvi) 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 they have to create 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.

(xv) 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

B In case of members receiving the physical copy:

(a) Please follow all steps from sr. no. (i) to sr. no. (xv) above to cast vote.

(b) The voting period begins on 11th August, 2014 at 10.00 a.m. and ends on 9th September, 2014 at 6.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 31st July, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com or shares@ambujacement.com

9. Members have option to vote either through e-voting or through Ballot Form. If a member has opted for e-voting, then he/she should not vote by Postal Ballot also and vice-a-versa. However, in case members cast their vote both via physical ballot and e-voting, then voting done through valit e-voting shall prevail and voting done by physical ballot shall be treated as invalid.

10. In line with the "Green Initiative in the Corporate Governance" launched by the Ministry of Corporate Affairs allowing paperless compliances by recognizing emails as one of the modes of service of Notice/documents on the Shareholders and pursuant to section 108, 110 of the Companies Act 2013, and (Management and Administration) Rules 2014 and clause 35B of the Listing agreement, the Company is sending this Notice electronically on the e.mail addresses as obtained from the Depositories / other sources to the Members. Such individual Member may exercise their voting electronically as per the procedure given above. In case a Member does not want to avail the electronic voting facility organized through CDSL, such Member may send a request for obtaining the Notice and Postal Ballot Form in physical form from M/s. Sharepro Services (India) Pvt. Ltd., Registrar and Share Transfer Agents, 13,AB Samhita Warehousing Complex, 2nd floor, Near Sakinaka Telephone Exchange, Andheri – Kurla Road, Sakinaka, Andheri (East), Mumbai 400 072. On receipt of such request, the Registrar and Share Transfer Agents will dispatch the same in physical form to enable the Member to send back the duly signed Postal Ballot by 9th September, 2014.

11. Upon completion of scrutiny of the Postal Ballot voting, the Scrutinizer will submit his report to the Chairman. The results will be announced by the Chairman or any other Director of your Company on 11th September, 2014 at the Registered Office of your Company and the Resolution will be taken as passed effectively on the date of such declaration, if assented by the requisite majority. The date of declaration of the result by the Chairman or such other Director shall be deemed to be the date of the General Meeting convened in that behalf. The result of the Postal Ballot will be communicated to the Stock Exchanges where your Company's shares are listed and shall be published through a public notice in newspapers. The result will also be put up on the website of the Company i.e. www.ambujacement.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

In respect of Item no.1

The Main Object clause of the present Memorandum of Association (MOA) [III (A)] of the Company covers activities associated with the manufacturing of cement and related activities.

Of late the Company has undertaken number of initiatives in the fields of sourcing cost effective and energy efficient Alternate Fuel and Raw Materials by co-processing industrial and non industrial waste under the guidance of Holcim which has built knowledge and expertise in this field under the brand name "Geocycle". The waste management services will not only cater to the needs of the Company but will also be undertaken on commercial basis by offering waste management solutions & services to the third parties as well.

Similarly, the Company has set up Ambuja Knowledge Centre (AKC) at various locations to provide value added services to Architects, Masons, Engineers, Contractors etc. in the fields of modern constructions techniques, better application of cement and concrete, commercial services, customer support etc. Some of these activities are now proposed to be undertaken on commercial basis.

Since these activities are not presently covered under the object clause of the Company's Memorandum of Association, it is proposed to include the same by altering the Main Object clause of the Memorandum of Association.

Section 13, 110 of the Companies Act 2013 read with Companies (Management and Administration) Rules, 2014 stipulates that the object clause of Memorandum of Association can be altered by special resolution passed by the shareholders of the company by means of Postal Ballot. Accordingly, it is proposed to obtain the shareholders approval by way of postal ballot for the Alteration of the Main Object clause of the Memorandum of Association by inserting new clause i.e. clause 3 and 4 after the existing clause 2.

The Board of Directors recommend passing of the Special Resolution at item no.1.

None of the Directors, Key Managerial Personnel and relatives thereof are concerned or interested in the Resolution at item no.1.

By Order of the Board
For **Ambuja Cements Limited**
Sd/-
Rajiv Gandhi
Company Secretary

Date: 1st August, 2014
Place: Mumbai

Encl: 1. Postal Ballot Form
2. Postage- prepaid envelope

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

POSTAL BALLOT FORM

BALLOT NO.

1. Name(s) of Shareholder (s) (including Jointholders, 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 Ordinary Resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company, dated 1st August 2014, by conveying my/our assent or dissent to the said Resolutions by placing the tick (✓) mark in the appropriate box below:

Item No.	Description of the Resolution	No. of shares	I/We assent to the resolution	I/We dissent to the resolution
1.	Alteration to the Objects Clause of Memorandum of Association of the Company			

Place:

Date:

(Signature of the Shareholder)

Note : Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

INSTRUCTION TO MEMBERS OPTING FOR VOTING IN PAPER MODE

1. A shareholder desiring to exercise vote by postal ballot may complete this Postal Ballot Form (no other form or photo copy thereof is permitted to be used for the purpose) and send it to the Scrutinizer in the attached self-addressed envelope, Postage will be borne and paid by the Company. Envelopes containing postal ballots, if deposited with the Company in person or if sent by courier at the expense of the shareholder, will also be accepted.
2. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
3. This postal ballot form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in this absence, by the next named shareholder. Unsigned/ incomplete postal ballot forms will be rejected.
4. There will be only one Postal Ballot Form for every folio, irrespective of the number of joint shareholders.
5. The right of voting by Postal Ballot shall not be exercised by a Proxy.
6. Where the postal ballot form has been signed by an authorized representative of a body corporate, a certificated copy of the relevant authorized to vote on the Postal Ballot should accompany the postal Ballot form. Where the form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the postal ballot form. A Member may sign the form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the postal ballot form.
7. A shareholder need not use all his votes nor he needs to cast all his votes in the same way.
8. Duly completed postal ballot forms should reach the Scrutinizer not later than 6.00 p.m on Tuesday, 9th September, 2014. Any postal ballot form received after this date will be treated as if the reply from the shareholder has not been received.
9. A shareholder may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the date specified at item 8 above.
10. Shareholders are requested not to send any other paper or share certificated or other documents along with the postal ballot form in the enclosed self-addressed postage prepaid envelope in as much as all such envelope will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
11. Postal Ballot Form received by fax will be rejected as if reply from shareholder has not been received unless the original Postal Ballot Form is received within prescribed time period.
12. The Scrutinizer's decision on the validity of the Postal Ballot Form will be final.

INSTRUCTIONS TO MEMBERS OPTING FOR E-VOTING

The Company is pleased to offer e-voting facility as an alternate, for all its Members to enable them to cast their vote electronically instead of despatching Postal Ballot. The e-voting facility is made available using the Central Depository Services Ltd. (CDSL) platform. The procedure for the same is as under.

(i) The voting period begins on 11th August, 2014 at 10.00 a.m. and ends on 9th September, 2014 at 6.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 31st July, 2014, 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 folio number in the PAN field. • 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 number of shares in the Dividend Bank details field.

(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 same 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 they have to create 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

General

a) Voting by Postal Ballot, both in physical form and e-voting, can be exercised only by the shareholder or his/her duly constituted attorney or, in case of bodies corporate, the duly authorized person. It cannot be exercised by a proxy.

b) Voting rights shall be reckoned on the paid up value of share registered in the name of the shareholder on the cut-off date viz 31st July, 2014.

c) Voting period commences on and from 11th August, 2014 at 10.00 a.m. and ends on 9th September, 2014 at 6.00 p.m.

d) The date of declaration of result of the postal ballot (i.e. 11th September, 2014 shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.