Ambuja Cement

ACL:SEC: September 7, 2016

The Secretary
Bombay Stock Exchange Limited
Phiroz Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 023
Fax No. 22723719/22723121/22722037 /
22722039 / 22722041/ 22722061

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

Dear Sir,

Re: Postal Ballot Notice

We are sending a copy of the Postal Ballot Notice dated 1ST September, 2016 along with Postal ballot Form as is being sent to the shareholders, for your kind perusal and records.

Kindly place the same on your records.

Yours faithfully
For AMBUJA CEMENTS LTD.

Rajiv M. Gandhi

RAJIV GANDHI
COMPANY SECRETARY

AMBUJA CEMENTS LIMITED

Regd. Off. : P. O. Ambujanagar, Taluka: Kodinar, District: Gir Somnath, Gujarat-362 715
Corporate Off.: 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 CIN No. L26942GJ1981PLC004717

NOTICE OF POSTAL BALLOT

To,

The Members of the Company

NOTICE IS HEREBY GIVEN pursuant to Section 110 read with Section 108 of the Companies Act, 2013 (the "Act") and the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the Company proposes to pass the following Resolutions by way of Postal Ballot and electronic voting (e-voting).

1. **Revision in the terms of payment of remuneration to Mr.Ajay Kapur, Managing Director & CEO (DIN 03096416)**

   To consider, and if thought fit, to pass, the following Resolution as an Ordinary Resolution:

   "RESOLVED THAT in partial modification of Resolution No 1 passed at the Extraordinary General Meeting of the Company held on 11th September 2014 for the appointment and terms of remuneration of Mr. Ajay Kapur, Managing Director and Chief Executive Officer (MD & CEO) and in accordance with the provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013, Schedule V and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, the Company hereby approves the variation in the terms of remuneration of Mr. Ajay Kapur, MD & CEO for the remainder of the tenure of his contract as set out in the draft Supplemental Agreement, signed by the Company Secretary for the purpose of identification.

   "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."

2. **Extension of Services availed from 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 consent of the Company be and is hereby accorded for extension of the Corporate Advisory Services Agreement dated 5th November, 2012 (including Supplemental Agreement dated 13th January, 2015 and the Letter of Extension dated 2nd November, 2015) entered into by the Company with Mr. B. L. Taparia, Director for a period of one year from 1st November, 2016 till 31st October, 2017 on the existing Terms & Conditions, including the payment of Advisory Service fee of Rs.12,00,000/- (Rupees Twelve Lacs) per month."

"RESOLVED FURTHER that the Board of Directors of the Company (based on the recommendation of the Nomination & Remuneration Committee) be and is hereby authorized to further extend the tenure of the aforesaid Corporate Advisory Service Agreement (including Supplemental Agreement and Letter of Extension) with Mr. Taparia from time to time on the existing terms & conditions including payment of Advisory Service fee."

"RESOLVED FURTHER that the Board of Directors of the Company (including any Committee thereof) 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."

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

Rajiv Gandhi
Company Secretary

Date: 1st September,2016
Place: Mumbai

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Explanatory Statements as required under Section 102(1) of the Companies Act, 2013 sets out all material facts relating to the business mentioned in the Notice of the Postal Ballot dated 1st September,2016.

Item No 1

The Members of the Company, at the Extraordinary General Meeting held on 11th September 2014 had approved the terms of appointment and remuneration of Mr. Ajay Kapur as the Managing Director & Chief Executive Officer of the Company (MD &CEO) for a period of five years with effect from 25th April, 2014 on the terms and conditions which, inter alia, comprised salary, perquisites, allowances, performance incentives and amenities. Pursuant thereto, the Company had, on 5th May, 2014 entered into an Agreement with Mr. Kapur, formalizing the terms and conditions of his appointment and remuneration.

The following structural changes are now proposed to be made in Clause 3 A (Remuneration) of the said Agreement.

3. A. (c) Performance Incentive (Bonus) / Shares of LafargeHolcim Ltd (Performance Shares):

i. Performance Incentive (Bonus)
Currently, as per the terms of his remuneration, Mr. Ajay Kapur, is entitled to 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). The Board approves the Performance Incentive (based on the recommendation of the Nomination & Remuneration Committee) after considering the Company's performance against the approved budgeted targets and his individual performance vis-à-vis his KPIs/KRAs.

In order to recognize superior performance achievements and to ensure that the Performance Incentive (Bonus) and maximum payouts are aligned with the market practices and to enable differentiation to recognize individual achievements, it is proposed to revise the Performance Incentive (Bonus) structure of the MD & CEO as follows:

(a) 30% of Annual Fixed Gross Remuneration on achievement of performance target and;
(b) in excess of 30% upto a maximum of 50% of Annual Fixed Gross Remuneration on exceeding the performance target.

ii. Shares of LafargeHolcim Ltd (Performance Shares)
With a view to recognize and reward individual contribution of senior leaders in achieving the business objectives based on internal and external parameters, LafargeHolcim Ltd has approved a Long Term Incentive Plan of granting Shares of

LafargeHolcim Ltd (Performance Shares) which is applicable globally across all the group companies. Accordingly, the MD & CEO shall be granted such numbers of Shares of LafargeHolcim Ltd (Performance Shares) from time to time as per the said incentive plan. The cost of such shares shall be borne by LafargeHolcim Ltd.

All other terms and conditions of the appointment and remuneration of Mr. Kapur, remains unaltered.

The existing Agreement entered into with Mr. Ajay Kapur and the draft Supplemental Agreement to be entered into between the Company and Mr. Kapur, formalizing the aforesaid changes in the terms of his remuneration are available for inspection at the Registered Office of the Company on any working day of the Company between 10.00 a.m. and 4.00 p.m. upto the closing date of the Postal Ballot i.e. 8th October,2016.

The Board recommends the resolution for approval by the Members.

Except Mr. Ajay Kapur, none of the Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested in the said Resolution.

Item No 2

Mr. B. L. Taparia was appointed as Non- Executive Director on the Board of the Company w.e.f. 1st September, 2012. Considering the vast experience of Mr. Taparia in the fields of Legal, Secretarial, Governance, Finance, HR etc, the Management / Board has been availing his advisory services since November, 2012. Mr. Taparia has been representing the Company before Law Firms, Senior Counsels, Consultants, Courts and Statutory & Regulatory Bodies/Authorities as and when required. He has been advising the Management on various matters of legal, compliance, governance, sustainability, CSR and has been undertaking such other assignment as may be given to him from time to time. His initial appointment as approved by the Members was for a period of 3 years from 1st November, 2012 to 31st October, 2015. The members further approved the extension of his term for a period of one year from 1st November, 2015 to 31st October, 2016 with the revision in the Advisory Service fees from Rs. 11,00,000/- (Rupees Eleven lacs Only) to Rs.12,00,000/- (Rupees Twelve Lacs Only) per month.

The Board of Directors have now approved the extension of his Advisory Service Agreement for a period of one year from 1st November, 2016 to 31st October, 2017 on the existing terms and conditions (including Advisory Service fees) as approved by the shareholders at the last Annual General Meeting.

The Board has also sought approval for further extending the tenure of the aforesaid Corporate Advisory Service Agreement (including Supplemental Agreement and Letter of Extension) with Mr. Taparia from time to time on the existing terms & conditions including payment of Advisory Service fee.

The original Agreement dated 5th November, 2012, Supplemental Agreement dated 13th January, 2015 and letter of extension dated 2nd November, 2015 are available for inspection at the Registered Office of the Company during the business hours on all working days of the Company between 10.00 a.m. and 4.00 p.m. upto the closing date of the Postal Ballot i.e. 8th October,2016.

The Board recommends the resolution for approval by the Members.

Except Mr. B. L. Taparia, none of the Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested in the said Resolution.

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

Rajiv Gandhi
Company Secretary

Date: 1st September,2016
Place: Mumbai

NOTES :-

1. Explanatory Statement pursuant to the provisions of Section 102(1) of the Companies Act,2013 in respect of the Ordinary Resolutions to be passed through Postal Ballot / E-voting are annexed hereto along with the Postal Ballot Form for your consideration.
2. The Postal Ballot Notice is being sent to all the members, whose names appear on the Register of Members / List of Beneficial Owners, as on the cut off date viz 26th August,2016 as received from the Depositories, i.e National securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL). A person who is not a member as on the cut off date should treat this Notice for information only.
3. Members who have registered their e-mail Ids with Depositories / Company / Registrar and Share Transfer Agents are being sent this notice by e-mail and those who have not registered their e-mail IDs with the Depositories / Company / Registrar and Share Transfer Agents by Speed Post / Registered Post along with the Postal Ballot Form & a self-addressed postage pre-paid envelope.
4. The dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (one) English newspaper and 1 (one) Gujarati newspaper, each with wide circulation in the district, where the Registered Office of the Company is situated, and posted on the website of the Company www.ambujacement.com and the website of CDSL
5. Shareholders desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Farm and return the same duly completed and signed in the enclosed self addressed, postage pre-paid envelope.

6. The Shareholders can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Shareholders cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.

7. All the documents referred to in Explanatory Statement will be available for inspection at the Registered Office of the Company on all working days from 11 :00 AM to 4 :00 PM , upto the date of declaration of results of Postal Ballot.

8 Resolutions passed by the Shareholders through Postal Ballot are deemed to have been passed as if the same have been passed at a General Meeting of the Shareholders. if approved by the requisite majority as on the date of declaration of the results. The result of the voting by Postal Ballot (with the Scrutinizer's report) will be announced at the Corporate office of the Company at Mumbai on or before Wednesday, October 12,2016 at 5.00 p.m..

9 Contact details of the person responsible to address the queries/grievances connected with the voting by Postal Ballot including voting by electronic meansare as under :

(i) The Company Secretary, Ambuja Cements Limited, Elegant Business Park, MIDC Cross Road 'B' , Off Andheri Kurla Road, Andheri (East) Mumbai - 400059. Tel: +91 40667000, Email -shares@ambujacement.com.

(ii) Registrar and Share Transfer Agent, Link Intime India Pvt. Ltd., C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai 400 078, Tel: +912594 6970, Email - rnt.helpdesk@linkintime.co.in.

10 **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 Link Intime India Private Limited, 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 website of the Company viz. www.ambujacement.com.

The instructions for shareholders voting electronically are as under:

(i) The Company has engaged the services of Central Depository Services Limited (CDSL) as the authorised agency to provide the facility of casting votes by using

electronic voting system (e- voting).The detailed process, instructions and manner for e-voting facility is provided herein below.

(ii) The voting period begins on Friday, 9th September,2016 at 9.00 A.M. and ends on Saturday,8th October,2016 at 5.00 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 26th August,2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

(iv) Click on Shareholders.

(v) 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.

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

(vii) 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.

(viii) 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 sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both 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).

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

(x) 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.

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

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

(xiii) 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.

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

(xv) 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.

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

(xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

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

(xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) **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 linked in the login 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.

(xxi) 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.

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AMBUJA CEMENTS LIMITED

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

To,

The Members of the Company

NOTICE IS HEREBY GIVEN pursuant to Section 110 read with Section 108 of the Companies Act, 2013 (the "Act") and the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the Company proposes to pass the following Resolutions by way of Postal Ballot and electronic voting (e-voting).

1. **Revision in the terms of payment of remuneration to Mr.Ajay Kapur, Managing Director & CEO (DIN 03096416)**

   To consider, and if thought fit, to pass, the following Resolution as an Ordinary Resolution:

   "RESOLVED THAT in partial modification of Resolution No 1 passed at the Extraordinary General Meeting of the Company held on 11th September 2014 for the appointment and terms of remuneration of Mr. Ajay Kapur, Managing Director and Chief Executive Officer (MD & CEO) and in accordance with the provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013, Schedule V and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, the Company hereby approves the variation in the terms of remuneration of Mr. Ajay Kapur, MD & CEO for the remainder of the tenure of his contract as set out in the draft Supplemental Agreement, signed by the Company Secretary for the purpose of identification.

   "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."

2. **Extension of Services availed from 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 consent of the Company be and is hereby accorded for extension of the Corporate Advisory Services Agreement dated 5th November, 2012 (including Supplemental Agreement dated 13th January, 2015 and the Letter of Extension dated 2nd November, 2015) entered into by the Company with Mr. B. L. Taparia, Director for a period of one year from 1st November, 2016 till 31st October, 2017 on the existing Terms & Conditions, including the payment of Advisory Service fee of Rs.12,00,000/- (Rupees Twelve Lacs) per month."

"RESOLVED FURTHER that the Board of Directors of the Company (based on the recommendation of the Nomination & Remuneration Committee) be and is hereby authorized to further extend the tenure of the aforesaid Corporate Advisory Service Agreement (including Supplemental Agreement and Letter of Extension) with Mr. Taparia from time to time on the existing terms & conditions including payment of Advisory Service fee."

"RESOLVED FURTHER that the Board of Directors of the Company (including any Committee thereof) 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."

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

Rajiv Gandhi
Company Secretary

Date: 1st September,2016
Place: Mumbai

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Explanatory Statements as required under Section 102(1) of the Companies Act, 2013 sets out all material facts relating to the business mentioned in the Notice of the Postal Ballot dated 1st September,2016.

Item No 1

The Members of the Company, at the Extraordinary General Meeting held on 11th September 2014 had approved the terms of appointment and remuneration of Mr. Ajay Kapur as the Managing Director & Chief Executive Officer of the Company (MD &CEO) for a period of five years with effect from 25th April, 2014 on the terms and conditions which, inter alia, comprised salary, perquisites, allowances, performance incentives and amenities. Pursuant thereto, the Company had, on 5th May, 2014 entered into an Agreement with Mr. Kapur, formalizing the terms and conditions of his appointment and remuneration.

The following structural changes are now proposed to be made in Clause 3 A (Remuneration) of the said Agreement.

3. A. (c) Performance Incentive (Bonus) / Shares of LafargeHolcim Ltd (Performance Shares):

i. Performance Incentive (Bonus)
Currently, as per the terms of his remuneration, Mr. Ajay Kapur, is entitled to 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). The Board approves the Performance Incentive (based on the recommendation of the Nomination & Remuneration Committee) after considering the Company's performance against the approved budgeted targets and his individual performance vis-à-vis his KPIs/KRAs.

In order to recognize superior performance achievements and to ensure that the Performance Incentive (Bonus) and maximum payouts are aligned with the market practices and to enable differentiation to recognize individual achievements, it is proposed to revise the Performance Incentive (Bonus) structure of the MD & CEO as follows:

(a) 30% of Annual Fixed Gross Remuneration on achievement of performance target and;
(b) in excess of 30% upto a maximum of 50% of Annual Fixed Gross Remuneration on exceeding the performance target.

ii. Shares of LafargeHolcim Ltd (Performance Shares)
With a view to recognize and reward individual contribution of senior leaders in achieving the business objectives based on internal and external parameters, LafargeHolcim Ltd has approved a Long Term Incentive Plan of granting Shares of

LafargeHolcim Ltd (Performance Shares) which is applicable globally across all the group companies. Accordingly, the MD & CEO shall be granted such numbers of Shares of LafargeHolcim Ltd (Performance Shares) from time to time as per the said incentive plan. The cost of such shares shall be borne by LafargeHolcim Ltd.

All other terms and conditions of the appointment and remuneration of Mr. Kapur, remains unaltered.

The existing Agreement entered into with Mr. Ajay Kapur and the draft Supplemental Agreement to be entered into between the Company and Mr. Kapur, formalizing the aforesaid changes in the terms of his remuneration are available for inspection at the Registered Office of the Company on any working day of the Company between 10.00 a.m. and 4.00 p.m. upto the closing date of the Postal Ballot i.e. 8th October,2016.

The Board recommends the resolution for approval by the Members.

Except Mr. Ajay Kapur, none of the Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested in the said Resolution.

Item No 2

Mr. B. L. Taparia was appointed as Non- Executive Director on the Board of the Company w.e.f. 1st September, 2012. Considering the vast experience of Mr. Taparia in the fields of Legal, Secretarial, Governance, Finance, HR etc, the Management / Board has been availing his advisory services since November, 2012. Mr. Taparia has been representing the Company before Law Firms, Senior Counsels, Consultants, Courts and Statutory & Regulatory Bodies/Authorities as and when required. He has been advising the Management on various matters of legal, compliance, governance, sustainability, CSR and has been undertaking such other assignment as may be given to him from time to time. His initial appointment as approved by the Members was for a period of 3 years from 1st November, 2012 to 31st October, 2015. The members further approved the extension of his term for a period of one year from 1st November, 2015 to 31st October, 2016 with the revision in the Advisory Service fees from Rs. 11,00,000/- (Rupees Eleven lacs Only) to Rs.12,00,000/- (Rupees Twelve Lacs Only) per month.

The Board of Directors have now approved the extension of his Advisory Service Agreement for a period of one year from 1st November, 2016 to 31st October, 2017 on the existing terms and conditions (including Advisory Service fees) as approved by the shareholders at the last Annual General Meeting.

The Board has also sought approval for further extending the tenure of the aforesaid Corporate Advisory Service Agreement (including Supplemental Agreement and Letter of Extension) with Mr. Taparia from time to time on the existing terms & conditions including payment of Advisory Service fee.

The original Agreement dated 5th November, 2012, Supplemental Agreement dated 13th January, 2015 and letter of extension dated 2nd November, 2015 are available for inspection at the Registered Office of the Company during the business hours on all working days of the Company between 10.00 a.m. and 4.00 p.m. upto the closing date of the Postal Ballot i.e. 8th October,2016.

The Board recommends the resolution for approval by the Members.

Except Mr. B. L. Taparia, none of the Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested in the said Resolution.

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

Rajiv Gandhi
Company Secretary

Date: 1st September,2016
Place: Mumbai

NOTES :-

1. Explanatory Statement pursuant to the provisions of Section 102(1) of the Companies Act,2013 in respect of the Ordinary Resolutions to be passed through Postal Ballot / E-voting are annexed hereto along with the Postal Ballot Form for your consideration.
2. The Postal Ballot Notice is being sent to all the members, whose names appear on the Register of Members / List of Beneficial Owners, as on the cut off date viz 26th August,2016 as received from the Depositories, i.e National securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL). A person who is not a member as on the cut off date should treat this Notice for information only.
3. Members who have registered their e-mail Ids with Depositories / Company / Registrar and Share Transfer Agents are being sent this notice by e-mail and those who have not registered their e-mail IDs with the Depositories / Company / Registrar and Share Transfer Agents by Speed Post / Registered Post along with the Postal Ballot Form & a self-addressed postage pre-paid envelope.
4. The dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (one) English newspaper and 1 (one) Gujarati newspaper, each with wide circulation in the district, where the Registered Office of the Company is situated, and posted on the website of the Company www.ambujacement.com and the website of CDSL
5. Shareholders desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Farm and return the same duly completed and signed in the enclosed self addressed, postage pre-paid envelope.

6. The Shareholders can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Shareholders cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.

7. All the documents referred to in Explanatory Statement will be available for inspection at the Registered Office of the Company on all working days from 11 :00 AM to 4 :00 PM , upto the date of declaration of results of Postal Ballot.

8 Resolutions passed by the Shareholders through Postal Ballot are deemed to have been passed as if the same have been passed at a General Meeting of the Shareholders. if approved by the requisite majority as on the date of declaration of the results. The result of the voting by Postal Ballot (with the Scrutinizer's report) will be announced at the Corporate office of the Company at Mumbai on or before Wednesday, October 12,2016 at 5.00 p.m..

9 Contact details of the person responsible to address the queries/grievances connected with the voting by Postal Ballot including voting by electronic meansare as under :

(i) The Company Secretary, Ambuja Cements Limited, Elegant Business Park, MIDC Cross Road 'B' , Off Andheri Kurla Road, Andheri (East) Mumbai - 400059. Tel: +91 40667000, Email -shares@ambujacement.com.

(ii) Registrar and Share Transfer Agent, Link Intime India Pvt. Ltd., C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai 400 078, Tel: +912594 6970, Email - rnt.helpdesk@linkintime.co.in.

10 **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 Link Intime India Private Limited, 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 website of the Company viz. www.ambujacement.com.

The instructions for shareholders voting electronically are as under:

(i) The Company has engaged the services of Central Depository Services Limited (CDSL) as the authorised agency to provide the facility of casting votes by using

electronic voting system (e- voting).The detailed process, instructions and manner for e-voting facility is provided herein below.

(ii) The voting period begins on Friday, 9th September,2016 at 9.00 A.M. and ends on Saturday,8th October,2016 at 5.00 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 26th August,2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

(iv) Click on Shareholders.

(v) 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.

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

(vii) 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.

(viii) 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 sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both 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).

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

(x) 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.

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

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

(xiii) 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.

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

(xv) 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.

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

(xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

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

(xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) **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 linked in the login 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.

(xxi) 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.

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Ambuja Cement

Ambuja Cements Limited

Elegant Business Park, MIDC Cross Road 'B', Off Andheri-Kurla Road, Andheri (East), Mumbai -400059.
Tel : 022-4066 7000 / 6616 7000 . Fax: 022- 6616 7711 . Website : www.ambujacement.com
Regd. Off : P.O. Ambujanagar, Taluka – Kodinar, Dist. – Gir Somnath, Gujarat 362715.
CIN: L26942GJ1981PLC004717

POSTAL BALLOT FORM

Serial No :

1. Name and Registered Address of the sole / first named Member	
2. Name(s) of Joint-Holder(s), if any	
3. Registered Folio No. / DP ID No.* /Client ID No.* (*Applicable to Members holding shares in dematerialized form)	
4. Number of equity shares held	

I/We hereby exercise my/our vote in respect of the resolutions to be passed through Postal Ballot for the business stated in the Notice dated 1st September, 2016 by recording my/our assent/dissent to the said resolutions by placing the tick mark (√) in the appropriate boxes below.

Item No	Particulars of Resolutions	Type of Resolution	No of Shares held	[For]	[Against]
				I/We assent to the Resolution	I/We Dissent to the Resolution
	SPECIAL BUSINESS				
1	Revision in the terms of payment of remuneration to Mr. Ajay Kapur, Managing Director & CEO.	Ordinary Resolution			
2	Extension of the Services availed from Mr. B.L. Taparia, Director	Ordinary Resolution			

Place:
Date:

Signature of Member

Note: Please read instructions printed overleaf carefully before exercising your vote and also refer the procedure and instructions for e-voting given in the notice attached herewith.

EVSN (Electronic Voting Sequence Number)	User ID	*Default PAN
160901085		

1. Please use your PAN for e-voting in case you have registered the same with the Company / Depository Participant.
2. In case your PAN is not registered please use (*) Default PAN given in the table above.

Instructions for Ballot Voting

1. This Postal Ballot Form is provided for the benefit of members who do not have access to e-voting facility.

2. A Member can opt for one mode of voting i.e. either through e-voting or by Postal Ballot Form. If a Member cast votes by both modes, then voting done through e-voting shall prevail and Postal Ballot Form shall be treated as invalid.

3. For detailed instructions on e-voting, please refer to the notes appended to the Notice of Postal Ballot which is being despatched / e-mailed to the members whose names appear in the Register of Members as on close of business hours on **Friday, 26th August, 2016**. The Notice of Postal Ballot has also been placed on the Website of the Company viz. www.ambujacement.com and on CDSL website viz. www.cdslindia.com.

4. The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through Postal Ballot Form to declare the final result for each of the resolutions forming part of the Notice of Postal Ballot.

5. Voting Rights in the Postal Ballot Form / e-voting cannot be exercised by proxy.

6. A member desiring to exercise vote by Postal Ballot should complete and sign this Postal Ballot Form as per the Specimen Signature Registered with the Company / Depository Participant and send it to the Scrutinizer in the attached postage prepaid self-addressed Business Reply envelope. However, envelope containing Postal Ballot Forms, if sent by courier/deposited in person at the expenses of the registered member will also be accepted.

7. In case of Joint holding, the Form should be completed and signed by the first named shareholder and in his /her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a member mentioning the registration no. of the POA registered with the company or enclosing a certified copy of the POA.

8. The votes should be cast either in favour or against the resolution by putting the tick (√) mark in the column provided for assent or dissent. Postal Ballot Form bearing tick (√) in both the columns will render the form invalid.

9. The Voting Rights of members shall be in proportion of the share(s) held by them in the paid-up equity share capital of the Company as on Friday, 26th August, 2016.

10. Voting will commence on Friday, **9th September, 2016 at 9.00 a.m.** and end on Saturday, **8th October,2016 at 5.00 p.m.**

11. Duly completed Postal Ballot Form should reach the Scrutinizer not later than **5.00 p.m. on Saturday, 8th October,2016.** All Postal Ballot Forms received after the date will be strictly treated as if the reply from such shareholder has not been received.

12. In respect of shares held by corporate and institution shareholders (Companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy (PDF / JPG format) of the relevant Board resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory (ies) duly attested.

13. Unsigned or incomplete or incorrectly filled Postal Ballot Forms will be rejected. A Ballot Form shall also be rejected if it is received in torn or mutilated condition. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.

14. Members are requested not to send any other matter/document along with the Postal Ballot Form in the enclosed self-addressed envelope. The scrutinizer would destroy any extraneous paper found in such envelope.

15. A shareholder may request for 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 and time specified in point 11 above.

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