

# AMBUJA CEMENTS LIMITED

Registered Office: P. O. Ambujanagar, Taluka: Kodinar, District: Gir Somnath, Gujarat - 362 715  
Corp. Office : Elegant Business Park, MIDC Cross Road "B", Off Andheri Kurla Road, Andheri (East), Mumbai 400 059,  
CIN : L269242GJ1981PLC004717 Email:shares@ambujacement.com Website:www.ambujacement.com

## Notice

NOTICE is hereby given that the THIRTY SECOND ANNUAL GENERAL MEETING of the Members of the Company will be held on Wednesday, 8<sup>th</sup> April, 2015 at 10.30 a.m. at the Registered Office of the Company at P. O. Ambujanagar, Taluka: Kodinar, District: Gir Somnath, Gujarat - 362 715, to transact the following business:-

### Ordinary Business

1. To receive, consider and adopt the Audited Statement of Profit & Loss Account for the Corporate Financial Year ended on 31<sup>st</sup> December, 2014 and the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. B. L. Taparia (DIN:00016551), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Ajay Kapur (DIN:03096416), who retires by rotation and being eligible, offers himself for re-appointment.
5. Appointment of Statutory Auditors

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

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

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

### Special Business

6. Appointment of Ms. Usha Sangwan (DIN:02609263) as Director

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Usha Sangwan (DIN:02609263), appointed as an Additional Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and being eligible, offer herself for appointment and in respect of whom the Company has received a notice in writing from a member, pursuant to the provisions of Section 160 of the Companies Act, 2013 signifying his intention to propose the candidature of Ms. Usha Sangwan for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation, with effect from the date of this Meeting."

7. Payment of Commission to Non-Executive Directors

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 197,198 and all other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), the Non-Executive Directors of the Company (i.e. directors other than Managing Director and/or the Wholetime Directors) be paid, remuneration in such amounts or proportions and in such manner and in all respects as the Board of Directors may from time to time determine, not exceeding in aggregate one percent of the net profits of the Company for each financial year, for a period of five years, commencing from January 1, 2015 as computed in the manner laid down in Section 198 of the Act, in addition to the sitting fee for attending the meeting of the Board of Directors or Committee thereof."

8. Ratification of Remuneration to the Cost Auditors

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. P.M. Nanabhoy & Co., Cost Accountants appointed as the Cost Auditors of the Company by the Board of Directors, for the conduct of the audit of the cost records of the Company for the financial year 2015 at a remuneration of Rs. 5,50,000/- (Rupees Five Lacs Fifty Thousand Only) excluding service tax, travelling and other out-of-pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed.

By Order of the Board of Directors

Place : Mumbai

**Rajiv Gandhi**

Date : 18<sup>th</sup> February, 2015

Company Secretary

**Notes:**

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), concerning the Special Business in the Notice is annexed hereto and forms part of this Notice. The profile of the Directors seeking appointment/re-appointment, as required in terms of Clause 49 of the Listing Agreement entered with the Stock Exchange is annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE VALID MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**  
  
A PERSON CAN ACT AS PROXY FOR ONLY 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBER HOLDING MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER.
3. Corporate Members intending to send their authorised representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorising their representatives to attend and vote at the AGM.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Members / Proxies / Authorised Representatives should bring the enclosed Attendance Slip, duly filled in, for

attending the Meeting. Copies of the Annual Report or Attendance Slips will not be distributed at the Meeting.

8. The Register of Members and the Share Transfer Books of the Company shall remain closed from **Wednesday, the 4<sup>th</sup> March, 2015 to Wednesday, the 11<sup>th</sup> March, 2015 (both days inclusive) for payment of final dividend.**
9. The Final dividend, as recommended by the Board, if approved at the AGM, in respect of equity shares held in electronic form will be payable to the beneficial owners of shares as on 3<sup>rd</sup> March, 2015 as per the downloads furnished to the Company by Depositories for this purpose. In case of shares held in physical form, dividend will be paid to the shareholders, whose names shall appear on the Register of Members as on 11<sup>th</sup> March, 2015.
10. a) Members holding the shares in electronic mode may please note that their dividend would be paid through National Electronic Clearing System (NECS) or Electronic Clearing Services (ECS) at the available RBI locations. The dividend would be credited to their bank account as per the mandate given by the members to their DPs. In the absence of availability of NECS/ECS facility, the dividend would be paid through warrants and the Bank details as furnished by the respective Depositories to the Company will be printed on their dividend warrants as per the applicable Regulations.  
  
b) Members are requested to send their Bank Account particulars (viz. Account No., Name & Branch of the Bank and the MICR Code) to their DPs in case the shares are held in electronic mode or to the Registrar and Share Transfer Agents in case the shares are held in physical mode for printing on dividend warrant to ensure that there is no fraudulent encashment of the warrants.
11. SEBI & the Ministry of Corporate Affairs encourages paperless communication as a contribution to greener environment.  
  
**Members holding shares in physical mode are requested to register their e-mail ID's with the Sharepro Services (India) Pvt. Ltd., the Registrars & Share Transfer Agents of the Company and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs) in case the same is still not registered.**  
  
If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Registrars & Share Transfer Agents of the Company in respect of shares held in physical form and to DPs in respect of shares held in electronic form.  
  
**Members who wish to register their email ID can download the 'Green Initiative' form from the Company's website viz. [www.ambujacement.com](http://www.ambujacement.com).**
12. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder,

the copy of the Annual Report including Financial statements, Board's report etc. and this Notice are being sent by electronic mode, to those members who have registered their email ids with their respective depository participants or with the share transfer agent of the Company, unless any member has requested for a physical copy of the same. In case you wish to get a physical copy of the Annual Report, you may send your request to [shares@ambujacement.com](mailto:shares@ambujacement.com) mentioning your Folio/DP ID & Client ID.

13. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.
14. Members are requested to send all communications relating to shares, bonds and unclaimed dividends, change of address etc. to the Registrar and Share Transfer Agents at the following address:

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

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

15. Unclaimed/Unpaid Dividend:

Members are informed that the final dividend amount for the year ended 31<sup>st</sup> December, 2007 and the interim dividend amount for the year ended 31<sup>st</sup> December, 2008, remaining unclaimed shall become due for transfer on 20<sup>th</sup> May, 2015 and 24<sup>th</sup> August, 2015 respectively to the Investor Education and Protection Fund established by the Central Government in terms of Section 205C(2)(a) of the Companies Act, 1956 on expiry of 7 years from the date of its declaration.

Members are requested to note that no claim shall lie against the Company or the aforesaid fund in respect of any amount of dividend remaining unclaimed / unpaid for a period of 7 years from the dates they became first due for payment. Any member, who has not claimed final dividend in respect of the financial year ended 31<sup>st</sup> December, 2007 onwards is requested to approach the Company/the Registrar and Share Transfer Agents of the Company for claiming the same as early as possible but not later than 30<sup>th</sup> April, 2015 for final dividend of F.Y. 2007 and 31<sup>st</sup> July, 2015 for interim dividend of F.Y. 2008. The Company has already sent reminders to all such members at their registered addresses in this regard.

16. Voting Options:-

(I) VOTING THROUGH ELECTRONIC MEANS

Pursuant to Section 108 and the corresponding Rules of Companies Act, 2013, the Company has provided e-voting facility to the members using the Central Depository Services Ltd. (CDSL) platform. All business to be transacted at the annual general meeting can be transacted through the electronic voting system.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Wednesday, 1<sup>st</sup> April, 2015 at 10.00 a.m. and ends on Friday, 3<sup>rd</sup> April, 2015 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 of 3<sup>rd</sup> March, 2015, 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](http://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](http://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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
<b>PAN</b>	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> </ul>

	<ul style="list-style-type: none"> <li>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.</li> </ul>
<b>DOB</b>	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.
<b>Dividend Bank Details</b>	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)</li> </ul>

- (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](http://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](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

(II) VOTING THROUGH BALLOT :-

The Company is providing the facility of ballot form in terms of Clause 35B of the Listing Agreement, to those shareholder, who do not have access

to e-voting facility to sent their assent or dissent in writing in respect of the resolutions as set out in this Notice. The Ballot form along with the postage prepaid envelope and the instructions is enclosed along with the Annual Report. The last date for receiving the ballot form will be 3<sup>rd</sup> April, 2015 at 6.00 p.m. Ballot forms received after this date shall not be considered.

(III) VOTING AT AGM :-

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

Other Instructions

1. 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.
2. 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 in presence of atleast two witnesses (not in the employment of the Company) and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman.
3. The Results shall be declared at or after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's

Report shall be placed on the company's website [www.ambujacement.com](http://www.ambujacement.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) within two (2) days of passing of the resolution at the Annual 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.

17. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and the Certificate from the Auditors of the Company certifying that the Stock Option Scheme of the Company are being implemented in accordance with the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 will be available for inspection at the AGM.
18. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to M/s. Sharepro Services (India) Pvt. Ltd.
19. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.

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

The following Explanatory Statement sets out all the material facts relating to the Special Business under Item No. 6, 7 and 8 of the accompanying Notice dated 18<sup>th</sup> February, 2015.

**In respect of Item No. 6**

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) had appointed Ms. Usha Sangwan as Additional Director from 24<sup>th</sup> April, 2014.

Ms. Usha Sangwan (DIN : 02609263), is the Managing Director of Life Insurance Corporation of India and holds a Master's Degree in Economics and a Post Graduate Diploma in Human Resource Management. She joined LIC as Direct Recruit Officer in 1981. She has worked in almost all core areas of life insurance including Marketing, Personnel, Operations, Housing Finance, Group Business, Direct Marketing, International Operations and Corporate Communications. She has been awarded the "Women Leadership Award" in BFSI sector by Institute of Public Enterprise and "Brand Slam Leadership Award" by CMO Asia.

The other details of Ms. Sangwan in terms of Clause 49 of the Listing Agreement, is annexed to this Notice.

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

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

The Board of Directors is of the opinion that her vast knowledge and varied experience will be of great value to the Company and hence recommends the Resolution at Item No. 6 of this Notice for your approval.

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

None of the Directors, Key Managerial Personnel and relatives thereof other than Ms. Usha Sangwan is concerned or interested in the Resolution at Item No. 6 of the Notice.

**In respect of Item No. 7**

At the Annual General Meeting of the Company held on 5<sup>th</sup> April, 2010, the Members had approved the payment of commission to the Directors of the Company (other than the Managing Director and Whole-time Directors) not exceeding one percent per annum of the net profits of the Company for a period of five years commencing from 1<sup>st</sup> January, 2010.

According to Section 197 of the Companies Act, 2013 the approval of the Members is required for the payment of commission to the non-executive directors (director other than Managing Director and Whole-time Directors).

Further, as per the provisions of clause 49(II)(c) of the Listing Agreement entered into with the Stock Exchanges (as in force for the time being), all fees/compensation (other than the sitting fees) payable to non-executive directors require prior approval of the members.

The Companies Act, 2013 has entrusted new responsibilities on the directors and widened their duties and liabilities and enhanced their current role. In view of the valuable contribution made by the Directors towards overall engagement with the Company on various policies, strategic and governance related issues, it is proposed to continue with the payment of Commission to the Directors of the Company (other than the Managing Director and Whole-time Directors).

Accordingly, it is proposed to seek fresh approval of the members of the Company as required under Section 197 of the Companies Act, 2013 and also under the Listing Agreement by way of an Ordinary Resolution for payment of commission for a period of 5 years commencing from 1<sup>st</sup> January, 2015, at the rate not exceeding one percent per annum of the net profits of the Company computed in accordance with Section 198 of the Companies Act. This remuneration will be distributed amongst all or some of the Directors in accordance with the directions given by the Board. The above payment of commission shall be over and above the sitting fees paid to the Directors for attending the meeting of the Board and/or Committee thereof.

The Board recommends the payment of commission for your approval.

All the Directors of the Company (except the Managing Director & CEO and the Key Managerial Personnel and their relatives) are concerned or interested in the Resolution at Item No. 7 of the Notice to the extent of the remuneration that may be received by each of them.

**In respect of Item No. 8**

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

On the recommendation of the Audit Committee at its meeting held on 17<sup>th</sup> February, 2015, the Board has approved the appointment of M/s. Nanabhoy & Co., Cost Accountants as the Cost Auditor of the Company for the financial year 2015 at a remuneration of ₹ 5,50,000, exclusive of reimbursement of service tax and all out of pocket expenses incurred, if any, in connection with the cost audit. The appointment and the remuneration of the cost auditor is required to be ratified subsequently in accordance to the provisions of the Act and Rule 14 of the Rules.

Accordingly, the Directors recommend the Ordinary Resolution to the Members for their acceptance.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the Resolution at Item No. 8 of the Notice.

By Order of the Board of Directors

Place : Mumbai  
Date : 18<sup>th</sup> February, 2015

**Rajiv Gandhi**  
Company Secretary

## ANNEXURE TO ITEMS 3, 4 & 6 OF THE NOTICE

Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting  
(in pursuance of Clause 49 of the Listing Agreement)

(As on 31st December, 2014)			
<b>Name of the Director</b>	<b>Mr. B. L. Taparia</b>	<b>Mr. Ajay Kapur</b>	<b>Ms. Usha Sangwan</b>
<b>Date of Birth</b>	5 <sup>th</sup> July, 1950	11 <sup>th</sup> November, 1965	1 <sup>st</sup> October, 1958
<b>Nationality</b>	Indian	Indian	Indian
<b>Date of Appointment on the Board</b>	1 <sup>st</sup> September, 2012	25 <sup>th</sup> July, 2013	24 <sup>th</sup> April, 2014
<b>Qualifications</b>	B.Com, LL.B, F.C.S.	Bachelors in Economics, MBA in Marketing Advanced Management Programme, Wharton Business School	Master's Degree in Economics and a Post Graduate Diploma in Human Resource Management.
<b>Expertise in specific functional area</b>	Vast and rich experience in Corporate Law and other Legal fields, Accounts, Finance and Corporate Management.	Employee Health & Safety, Business Strategy, Manufacturing Excellence, Marketing & Sales, Corporate Communications, Logistics & Supply Chain, Human Resources Management and Sustainability	Marketing, Personnel, Operations, Housing Finance, Group Business, Direct Marketing, International Operations and Corporate Communications
<b>Number of shares held in the Company</b>	3,27,284	185500	Nil
<b>List of the directorships held in other companies*</b>	Everest Industries Ltd. Kakinada Cements Ltd.	Nil	Life Insurance Corporation of India Axis Bank Ltd. LIC HFL Care Homes Ltd.
<b>Chairman/ Member in the Committees of the Boards of companies in which he is Director*</b>	<b>Chairman</b> Nil <b>Member</b> Audit Committee- Everest Industries Ltd.	<b>Chairman</b> Nil <b>Member</b> Nil	<b>Chairman</b> Nil <b>Member</b> Nil
Directorships includes Directorship of other Indian Public Companies and Committee memberships includes only Audit Committee and Stake holders' Relationship Committee of Public Limited Company (whether Listed or not).			

# AMBUJA CEMENTS LIMITED

CIN : L26942GJ1981PLC004717

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

Corp. Office : Elegant Business Park, MIDC Cross Road "B", Off Andheri Kurla Road, Andheri (East), Mumbai 400 059,  
Tel.: 022-4066 7000, E-mail : shares@ambujacement.com, Website : www.ambujacement.com

## BALLOT FORM

(in lieu of e-voting)

Sr. No.

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

2. Registered address of the  
Sole/First named  
Shareholder

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

4. No. of Shares held

5. I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed for the business stated in the Notice dated 18<sup>th</sup> February, 2015 convening the Annual General Meeting of the Company to be held on 8<sup>th</sup> April, 2015 by conveying my/our assent or dissent to the said Resolution(s) by placing the tick (✓) mark in the appropriate box below:

Item No.	Description	Type of resolution	No. of equity Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	To consider and adopt the Annual Accounts for the year ended 31 <sup>st</sup> December, 2014 & Report of the Directors and Auditors thereon.	Ordinary Resolution			
2.	To declare a dividend on Equity Shares	Ordinary Resolution			
3.	To re-appoint Mr. B.L.Taparia as a Director.	Ordinary Resolution			
4.	To re-appoint Mr. Ajay Kapur as a Director.	Ordinary Resolution			
5.	To re-appoint M/s. SRBC & CO LLP, Chartered Accountants as Statutory Auditors.	Ordinary Resolution			
6.	To appoint Mrs. Usha Sangwan as a Director.	Ordinary Resolution			
7.	To make payment of commission to Non-Executive Directors.	Ordinary Resolution			
8.	To ratify the payment of remuneration to the Cost Auditors, M/s. P.M. Nanabhoy & Co., Cost Accountants.	Ordinary Resolution			

Place :

Date :

(Signature of the Shareholder)

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

Valid Ballot Forms received by the scrutinizer by 6.00 p.m. on 3<sup>rd</sup> April, 2015 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 3<sup>rd</sup> April, 2015. 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 Annual General Meeting and are also placed on the website of the Company, [www.ambujacement.com](http://www.ambujacement.com)

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