

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, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations, to pass the following Resolutions by way of Postal Ballot and electronic voting (e-voting) :-

1. Payment of additional performance bonus to Mr.Ajay Kapur (DIN 03096416), Managing Director and CEO for the Corporate Financial Year 2016.

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

"RESOLVED THAT in partial modification to the resolution passed by the members at the Extraordinary General Meeting (EGM) of the Company held on 11th September 2014 and through Postal Ballot on October 12, 2016 and pursuant to Section 196, 197 and 203 read with Schedule V to the Companies Act, 2013 (the 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) and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded for payment of additional bonus @10% of the earned gross salary amounting to Rs. 54,29,933/- to Mr. Ajay Kapur, Managing Director & CEO, (DIN:03096416) for the Company's Corporate Financial Year 2016."

"RESOLVED FURTHER THAT the Board of Directors of the Company (which includes any committee thereof) be and is hereby authorised to take such steps expedient or desirable to give effect to this resolution."

2. 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 to the resolution passed by the members through Postal Ballot on October 12, 2016 and subject to the applicable provisions of Section 196, 197 and 203 read with Schedule V to the Companies Act, 2013 (the 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) and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company, approval of the Company be and is hereby accorded for revision in the percentage of payment of performance bonus to Mr.Ajay Kapur (DIN: 03096416), Managing Director & CEO effective 1ST January, 2017 till the remaining period of his tenure, as stated in the Explanatory Statement annexed to the Notice and details thereof contained in the Supplementary Agreement to be executed between the Company and Mr.Ajay Kapur, a draft of which is placed before the Meeting and initiated by the Chairman of the Board, for the purposes of identification.

"RESOLVED FURTHER THAT the Board of Directors (which includes any committee thereof) be and is hereby authorised to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits of the managerial remuneration as prescribed under the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time."

"RESOLVED FURTHER THAT except for the revision in the percentage of performance bonus, all other terms and conditions of appointment, as approved earlier by the members, and which are not dealt with in this resolution, shall remain unaltered."

"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

Date: 17th August, 2017

Place: Mumbai

Rajiv Gandhi
Company Secretary

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 17th August, 2017.

Item No 1

The Members of the Company at the Extraordinary General Meeting held on 11th September 2014 had approved the appointment of Mr. Ajay Kapur as Managing Director & Chief Executive Officer (MD & CEO) for a period of 5 years, along with other terms & conditions of appointment, including payment of remuneration.

The Members of the Company by way of an Ordinary Resolution passed in September 2016 approved the following changes in the terms of payment of remuneration:

i. Performance Incentive (Bonus)

- (a) 30% of the 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. Grant of Shares of LafargeHolcim Ltd.

Long Term Incentive plan of granting Shares of LafargeHolcim Ltd. (Performance Shares) to MD & CEO from time to time as per the incentive plan of the LafargeHolcim Group.

The Board (based on the recommendation of the Nomination & Remuneration Committee), in recognition to the exemplary leadership demonstrated by Mr.Kapur, approved the Performance Incentive (Bonus) @50% of his Earned Gross Salary for the year 2016, amounting of Rs.2,71,49,669/-.

In view of his superior performance during the most challenging year, the Board also approved payment of additional Bonus @10% of his Earned Gross Salary for the year 2016 amounting of Rs.54,29,933/-. However, since the additional Bonus was in excess of the maximum limit approved by the members, payment of the same was subject to the approval by the members.

Approval of the Members is now sought for the payment of this additional Bonus. It is hereby confirmed that the total remuneration of Mr. Ajay Kapur for the Financial Year 2016 (including salary, allowances etc and Bonus as above) is well within the limits prescribed under Schedule V of the Companies Act, 2013.

The Board of Directors recommends the resolution no. 1 for approval by Members.

Except Mr. Ajay Kapur, no Directors, Key Managerial Personnel of the Company or their relatives, are in any way related with Mr. Ajay Kapur or concerned or interested in the said Resolution.

Item No 2

The Members had approved the structural changes in the payment of remuneration to the MD & CEO as detailed in the Item no. 1 above.

Based on the recommendation of the Nomination and Remuneration Committee, the Board approved further increase in the percentage of Performance Incentive (Bonus) from maximum 50% to 100% of the Annual Fixed Gross Remuneration, applicable from the current Financial Year onwards. The same is also in line with the LafargeHolcim Group's Performance Incentive Plan for the senior leadership of all the operating companies. Accordingly, the following revision is proposed in the existing Agreement with the MD & CEO:-

i. Performance Incentive (Bonus)

Maximum upto 100% of the Annual Fixed Gross Remuneration. (Annual Gross Fixed Remuneration paid to Mr. Ajay Kapur during the year 2016 was Rs. 542.99 lacs.)

Except for the aforesaid revision in the percentage of Performance Incentive (Bonus), all other terms and conditions of his appointment as Managing Director of the Company as approved by the members shall remain unaltered.

The existing Agreement including the Amendment Agreement entered into between the Company and Mr.Kapur and the draft Supplemental Agreement to be entered into for this purpose, formalizing the aforesaid changes are available for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public holidays) between 11.00 a.m and 4.00 p.m. upto the closing date of the Postal Ballot i.e.25th September,2017.

The Board of Directors recommends the resolution no. 2 for approval by Members.

Except Mr. Ajay Kapur, no Directors, Key Managerial Personnel of the Company or their relatives, are in any way related with Mr. Ajay Kapur or concerned or interested in the said Resolution.

The other details of Mr. Ajay Kapur, as required to be given pursuant to the Secretarial Standards in respect of item no. 1 & 2 of the Notice are as under:

(i)	Date of Birth - 11th November, 1965	(ii) Nationality - Indian
(iii)	Date of Appointment on the Board	25 th July, 2013
(iv)	Qualifications	Bachelors in Economics, MBA in Marketing. Advanced Management Programme, Wharton Business School
(v)	Expertise in specific functional area	Employee Health & Safety, Business Strategy, Manufacturing Excellence, Marketing & Sales, Corporate Communications, Logistics & Supply Chain, Human Resources Management and Sustainability
(vi)	Number of shares held in the Company	1,85,500 shares
(vii)	Number of Board Meetings attended during the year 2016	6 of 6
(viii)	Directorships held in other Public companies	a) Creative Propack Ltd. b) Holcim Services (South Asia) Ltd.
(ix)	Chairman/ Member in the Committees of the Boards of companies in which he is Director	Chairman – Nil Member – (a) Audit Committee (b) Nomination & Remuneration Committee – Creative Propack Ltd.

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

Date : 17th August, 2017
Place : Mumbai

Rajiv Gandhi
Company Secretary

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 viz11th August,2017 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 / Courier alongwith 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 Form 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 closing date of the Postal Ballot i.e.25th September,2017.
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, the 27th September,2017at 5.00 p.m. and posted on the website of the Company www.ambujacement.com and the website of CDSL.
9. Contact details of the person responsible to address the queries/grievances connected with the voting by Postal Ballot including voting by electronic means are 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-101,247 Park, L.B.S.Marg, Vikhroli (West), Mumbai - 400083., Tel.: 49186270, 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 Saturday, 26th August, 2017 at 9.00 A.M. and ends on Monday, 25th September, 2017 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 11th August,2017 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) <ul style="list-style-type: none"> 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 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. <ul style="list-style-type: none"> 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, Windows and Apple smart phones. 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.
