

AMBUJA CEMENTS LIMITED

CIN : L26942GJ1981PLC004717.

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

Corp. Office: Elegant Business Park, MIDC Cross Road "B", Off Andheri Kurla Road, Andheri (East), Mumbai 400 059. Tel.: 022-4066 7000

E mail – shares@ambujacement.com ; Website:www.ambujacement.com

NOTICE OF POSTAL BALLOT

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

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

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

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

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

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

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

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

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

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

By Order of the Board
For **Ambuja Cements Limited**
Sd/-

Rajiv Gandhi
Company Secretary

Date: 1st August, 2014

Place: Mumbai

Notes:

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

A In Case of Members receiving e-mail:

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

- (i) Click on Shareholders.
- (ii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iii) Next enter the Image Verification as displayed and Click on Login.
- (iv) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (v) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the folio number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares in the Dividend Bank details field.
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- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xv) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xv) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com
- B In case of members receiving the physical copy:**
- (a) Please follow all steps from sr. no. (i) to sr. no. (xv) above to cast vote.
- (b) The voting period begins on 11th August, 2014 at 10.00 a.m. and ends on 9th September, 2014 at 6.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 31st July, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or shares@ambujacement.com
9. Members have option to vote either through e-voting or through Ballot Form. If a member has opted for e-voting, then he/she should not vote by Postal Ballot also and vice-a-versa. However, in case members cast their vote both via physical ballot and e-voting, then voting done through valid e-voting shall prevail and voting done by physical ballot shall be treated as invalid.
10. In line with the "Green Initiative in the Corporate Governance" launched by the Ministry of Corporate Affairs allowing paperless compliances by recognizing emails as one of the modes of service of Notice/documents on the Shareholders and pursuant to section 108, 110 of the Companies Act 2013, and (Management and Administration) Rules 2014 and clause 35B of the Listing agreement, the Company is sending this Notice electronically on the e.mail addresses as obtained from the Depositories / other sources to the Members. Such individual Member may exercise their voting electronically as per the procedure given above. In case a Member does not want to avail the electronic voting facility organized through CDSL, such Member may send a request for obtaining the Notice and Postal Ballot Form in physical form from M/s. Sharepro Services (India) Pvt. Ltd., Registrar and Share Transfer Agents, 13, AB Samhita Warehousing Complex, 2nd floor, Near Sakinaka Telephone Exchange, Andheri – Kurla Road, Sakinaka, Andheri (East), Mumbai 400 072. On receipt of such request, the Registrar and Share Transfer Agents will dispatch the same in physical form to enable the Member to send back the duly signed Postal Ballot by 9th September, 2014.
11. Upon completion of scrutiny of the Postal Ballot voting, the Scrutinizer will submit his report to the Chairman. The results will be announced by the Chairman or any other Director of your Company on 11th September, 2014 at the Registered Office of your Company and the Resolution will be taken as passed effectively on the date of such declaration, if assented by the requisite majority. The date of declaration of the result by the Chairman or such other Director shall be deemed to be the date of the General Meeting convened in that behalf. The result of the Postal Ballot will be communicated to the Stock Exchanges where your Company's shares are listed and shall be published through a public notice in newspapers. The result will also be put up on the website of the Company i.e. www.ambujacement.com.

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

In respect of Item no.1

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

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

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

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

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

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

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

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

Date: 1st August, 2014
Place: Mumbai

- Encl:
- Postal Ballot Form
 - Postage- prepaid envelope

AMBUJA CEMENTS LIMITED

CIN : L26942GJ1981PLC004717.

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POSTAL BALLOT FORM

BALLOT NO. _____

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

2. Registered Address of the Sole/ First named Shareholder

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

4. No. of shares held

5. I/We hereby exercise my/our vote in respect of the Ordinary Resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company, dated 1st August 2014, by conveying my/our assent or dissent to the said Resolutions by placing the tick (✓) mark in the appropriate box below:

Item No.	Description of the Resolution	No. of shares	I/We assent to the resolution	I/We dissent to the resolution
1.	Alteration to the Objects Clause of Memorandum of Association of the Company		<input type="checkbox"/>	<input type="checkbox"/>

Place: _____

Date: _____

(Signature of the Shareholder)

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

INSTRUCTIONS

INSTRUCTION TO MEMBERS OPTING FOR VOTING IN PAPER MODE

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

INSTRUCTIONS TO MEMBERS OPTING FOR E-VOTING

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

- (i) The voting period begins on 11th August, 2014 at 10.00 a.m. and ends on 9th September, 2014 at 6.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 31st July, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the folio number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

General

- a) Voting by Postal Ballot, both in physical form and e-voting, can be exercised only by the shareholder or his/her duly constituted attorney or, in case of bodies corporate, the duly authorized person. It cannot be exercised by a proxy.
- b) Voting rights shall be reckoned on the paid up value of share registered in the name of the shareholder on the cut-off date viz 31st July, 2014.
- c) Voting period commences on and from 11th August, 2014 at 10.00 a.m. and ends on 9th September, 2014 at 6.00 p.m.
- d) The date of declaration of result of the postal ballot (i.e. 11th September, 2014 shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.