

# SURENDRA KANSTIYA ASSOCIATES

COMPANY SECRETARIES

**Surendra U. Kanstiya**  
B.Com., LL.B., F.C.S.  
Company Secretary

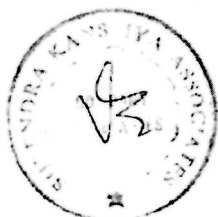
A/304, Rahul Society,  
Opp. Poinsur Gymkhana,  
New Saibaba Nagar,  
Kandivli (West),  
Mumbai - 400 067.  
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## SCRUTINIZER'S REPORT

The Chairman  
AMBUJA CEMENTS LIMITED  
Elegant Business Park  
MIDC Cross Road 'B'  
Andheri (East)  
Mumbai 400059.

Dear Sir,

1. The Board of Directors of the Company has appointed me as Scrutinizer for conducting the postal ballot voting process (which includes e-voting also) for transacting two business items pursuant to the provisions of section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and SEBI (Listing Regulations and Disclosure Requirements) Regulations 2015. The proposed resolutions relate to the following business:
  - (i) Payment of additional performance bonus to Mr. Ajay Kapur, Managing Director & CEO, for the Corporate Financial Year 2016.
  - (ii) Revision in the terms of payment of remuneration to Mr. Ajay Kapur, Managing Director & CEO.
2. I submit my report as under:
  - 2.1 The Company has sent notice along with postage prepaid business reply envelopes by post (and electronically by e mail to all those members who have registered their email IDs with the Company or Depository Participant) to all the Members whose name(s) appeared on the Register of Members/ Record of Depositories as on 11<sup>th</sup> August 2017 (cut-off date).
  - 2.2 The Company has extended the e-voting facility to all the members to enable them to cast their vote electronically. The e-voting facility was made available using the Central Depository Services Limited (CDSL) platform.
  - 2.3 The voting period commenced on 26<sup>th</sup> August, 2017 at 9.00 A.M. and ended on 25<sup>th</sup> September, 2017 at 5.00 P.M.
  - 2.4 Particulars of all the postal ballot forms received from the Members and the votes cast by electronic mode have been entered in the Register separately maintained for the purpose.



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- 2.5 All postal ballots received up to 5.00 p.m. on 25<sup>th</sup> September 2017 i.e. the last date and time fixed by the company for receipt of the forms, were considered for the scrutiny.
- 2.6 After completion of the voting, the votes cast through e-voting facility were verified by me on the portal of the Central Depository Services Limited.
- 2.7 Number of members on cut-off date was 1,71,438.
- 2.8 1275 members have casted their votes through postal ballot and 736 members voted through e-voting system. The votes which have been declared invalid are on account of (i) signature difference; (ii) postal ballot not signed; (iii) option not exercised; and (iv) both options exercised.
3. A summary of these postal ballots received in physical and electronic form is given below:

**Business Item No. 1: Payment of additional performance bonus to Mr. Ajay Kapur, Managing Director & CEO, for the Corporate Financial Year 2016.**

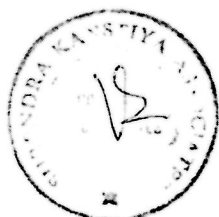
Votes in favour of the resolution			
Manner of voting	Number of members	Number of votes cast by them	% of total number of valid votes cast
E-voting	643	45,58,48,884	26.65
Postal Ballot	998	1,25,39,90,277	73.33
Total	1,641	1,70,98,39,161	99.98

Votes against the resolution			
Manner of voting	Number of members	Number of votes cast by them	% of total number of valid votes cast
E-voting	93	64,168	0.01
Postal Ballot	164	1,38,855	0.01
Total	257	2,03,023	0.02

Invalid votes		
Manner of voting	Number of members	Number of shares held
E-voting	0	0
Postal Ballot	110	1,25,625
Total	110	1,25,625

Note: In case of Postal Ballot, 3 members holding 36 shares abstained from voting on this item however voted on resolution under business item no.2.

The votes cast in favour of the resolution are 99.98%.



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## Business Item No. 2: Revision in the terms of payment of remuneration to Mr. Ajay Kapur, Managing Director & CEO

Votes in favour of the resolution			
Manner of voting	Number of members	Number of votes cast by them	% of total number of valid votes cast
E-voting	651	45,58,43,143	26.66
Postal Ballot	940	1,25,39,95,428	73.33
Total	1,591	1,70,98,38,571	99.99

Votes against the resolution			
Manner of voting	Number of members	Number of votes cast by them	% of total number of valid votes cast
E-voting	85	69,909	0.005
Postal Ballot	168	97,664	0.005
Total	253	1,67,573	0.01

Invalid votes		
Manner of voting	Number of members	Number of shares held
E-voting	0	0
Postal Ballot	110	1,25,625
Total	110	1,25,625

Note: In case of Postal Ballot, 57 members holding 35,063 shares abstained from voting on this item however voted on resolution under business item no.1.

**The votes cast in favour of the resolution are 99.99%.**

I hereby confirm that I have maintained the Register both electronically and manually, in respect of votes cast through e-voting and through ballot forms, by the members of the Company. I shall arrange to hand over these records to the Company Secretary of the Company, in due course.

Thanking you,

  
Surendra Kanstiya 26.09.2017  
Practising Company Secretary  
FCS 2777. CP 1744  
Place: Mumbai

