

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: L26942GJ1981PLC004717 Email: shares@ambujacement.com
Website: www.ambujacement.com

Notice of the 38th Annual General Meeting

NOTICE is hereby given that the THIRTY EIGHTH ANNUAL GENERAL MEETING of the Members of AMBUJA CEMENTS LTD. ("the Company") is scheduled to be held on Friday, April 9, 2021 at 12.00 noon through Video Conferencing (VC)/Other Audio Visual Means(OAVM) to transact the following business:-

Ordinary Business

- To receive, consider and adopt:
 - the Audited Standalone Financial Statements of the Company for the Financial Year ended December 31, 2020, together with the Reports of the Directors and the Auditors thereon; and
 - the Audited Consolidated Financial Statements of the Company for the Financial Year ended December 31, 2020 and the Report of the Auditors thereon.
- To declare Final Dividend on equity shares for the financial year ended December 31, 2020.
- To appoint a Director in place of Ms. Then Hwee Tan (DIN: 08354724), who retires by rotation and being eligible, offers herself for re-appointment.
- To appoint a Director in place of Mr. Mahendra Kumar Sharma (DIN: 00327684), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business

5. Appointment of Mr. Ramanathan Muthu (DIN: 01607274) as a 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 161(4) of the Companies Act, 2013 and other applicable provisions, if any (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association and pursuant to the recommendation of Nomination & Remuneration Committee and the Board of Directors of the Company, Mr. Ramanathan Muthu (DIN: 01607274) who was appointed a Director of the Company with effect from December 23, 2020 in the casual vacancy caused by

the resignation of Mr. Roland Kohler and who, in terms of Section 161(4) of the Companies Act, 2013, holds office upto the date of this Annual General Meeting and in respect of whom the Company has received Notice from a Member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Ramanathan Muthu as a candidate for the office of Director, be and is hereby appointed as Non-Executive, Non-Independent Director of the Company and whose period of office will be liable to determination by retirement by rotation."

"RESOLVED FURTHER THAT The Board of Directors of the Company (including its committee thereof) and/or Company Secretary of the Company, be and are 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."

6. 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 (Firm Registration No. 000012), appointed as the Cost Auditors of the Company by the Board of Director for the conduct of the audit of the cost records of the Company for the financial year 2021 at a remuneration of ₹ 9,00,000 (Rupees Nine Lakhs) plus reimbursement of the travelling and other out-of-pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Place: Mumbai
Date: February 18, 2021

Rajiv Gandhi
Company Secretary
(Membership No. A11263)

EXPLANATORY STATEMENT

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

The following Explanatory Statement sets out all the material facts relating to the Item Nos. 5 and 6 of the accompanying Notice dated February 18, 2021.

In respect of item No. 5

The Board of Directors at its meeting held on December 23, 2020, on the recommendation of the Nomination & Remuneration Committee, appointed Mr. Ramanathan Muthu as a Non-Executive, Non-Independent Director on the Board w.e.f. December 23, 2020 in the casual vacancy caused due to the resignation of Mr. Roland Kohler, Non-Executive, Non-Independent Director, w.e.f. December 10, 2020.

In accordance with Section 161(4) of the Companies Act, 2013 as amended by Companies (Amendment) Act, 2017, if the office of any director appointed by the company in general meeting is vacated before his term of office expires in normal course, the resulting casual vacancy may, in default of and subject to any regulations in the articles of the company, be filled by the Board of Directors at a meeting of the Board which shall be subsequently approved by members in the immediate General Meeting. Since Mr. Ramanathan Muthu was appointed by the Board in the casual vacancy, Shareholders' approval is proposed at the Annual General Meeting. Notice under Section 160 of the Companies Act has been received from a Shareholder proposing the name of Mr. Ramanathan Muthu to be appointed as a Non-Executive, Non-Independent Director on the Board.

The Board, after satisfying itself that the appointment of Mr. Ramanathan Muthu will be in the interest of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, recommends the appointment of Mr. Ramanathan Muthu as a Director, liable to retire by rotation.

The brief resume and the nature of expertise of Mr. Ramanathan Muthu is as under:

Mr. Ramanathan Muthu holds an undergraduate degree in Industrial Economics from University of Warwick, United Kingdom and is a certified chartered accountant.

Mr. Ramanathan Muthu is Global Head of Strategy for LafargeHolcim since March 2019. He is also leading the LafargeHolcim Group's Investment Committee.

Mr. Ramanathan Muthu joined the erstwhile Holcim Ltd in 2005 in the Finance and Controlling function in Zurich, before moving to work in Asia Pacific Region supporting in various strategic projects and growth investments. He took on the role of Project Manager for an Energy initiative and Manufacturing

transformation across India and South East Asia. He also served as the Executive Assistant to EXCO Member in charge of Asia Pacific working on strategic initiatives across the region before moving back to the Group where he took over the role of Head of Group CEO Office.

No Director, Key Managerial Personnel and their relatives other than Mr. Ramanathan Muthu are concerned or interested in the resolution proposing his appointment as a Non-Executive, Non-Independent Director on the Board of the Company.

In accordance with Regulation 36(3) of the Listing Regulations and Secretarial Standard-2, Mr. Ramanathan Muthu's other particulars are given in the annexure to this notice.

The Directors are of the opinion that Mr. Ramanathan Muthu's knowledge and experience will be of benefit to the Company.

Accordingly, the Board recommends the Ordinary Resolution at item no. 5 of this Notice for the approval of the Members.

In respect of item No. 6

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 the Company.

On the recommendation of the Audit Committee, the Board of Directors of the Company has approved the appointment of M/s. P.M. Nanabhoy & Co., Cost Accountants as the Cost Auditor of the Company for the financial year 2021 at a remuneration of ₹900,000/- (Rupees Nine Lakhs) plus reimbursement of all out of pocket expenses incurred, if any, in connection with the cost audit. The remuneration of the cost auditor is required to be ratified subsequently by the Members, in accordance with the provisions of the Act and Rule 14 of the Rules.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the Resolution at Item No. 6 of the Notice.

Accordingly, the Board recommends the Ordinary Resolution at item no. 6 of this Notice for the approval of the Members.

By Order of the Board of Directors

Rajiv Gandhi

Company Secretary
(Membership No. A11263)

Place: Mumbai
Date: February 18, 2021

ANNEXURE TO ITEMS. 3 to 5 OF THE NOTICE

Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

| Name of the Director | Ms. Then Hwee Tan | Mr. Mahendra Kumar Sharma | Mr. Ramanathan Muthu |
|--|---|---|---|
| DIN | 08354724 | 00327684 | 01607274 |
| Date of Birth | December 27, 1972 | May 4, 1947 | October 5, 1982 |
| Nationality | Singapore | Indian | Indian |
| Date of Appointment on the Board | February 18, 2019 | April 1, 2019 | December 23, 2020 |
| Qualifications | Master of Business Administration, USA | B.A., LLB (Lucknow University PGDPM & Diploma in law (ILI, Delhi) | Undergraduate degree in Industrial Economics |
| Expertise in specific functional area | Human Resource, Talent Development | Legal, Compliance, M & A | Finance, Economics |
| Number of shares held in the Company | Nil | Nil | Nil |
| List of the directorships held in other companies* | Nil | i) Wipro Ltd. ii) Asian Paints Ltd. iii) United Spirits Ltd. | Nil |
| Number of Board Meetings attended during the year 2020 | 11 of 11 | 11 of 11 | 1 of 1 |
| Chairman/ Member in the Committees of the Boards of companies in which he/she is a Director* | Nil | Chairman- i) Audit Committee- Asian Paints Ltd. ii) Administrative & Shareholders Committee- Wipro Ltd. Member – i) Audit Committee- United Spirits Ltd. ii) Audit Committee- Wipro Ltd. | Nil |
| Relationships between Directors inter-se | None | None | None |
| Terms and Conditions of Appointment | Non-Executive, Non-Independent Director, liable to retire by Rotation | Non-Executive, Non-Independent Director, liable to retire by Rotation | Non-Executive, Non-Independent Director, liable to retire by Rotation |
| Remuneration details (Including Sitting Fees & Commission) | Refer Corporate Governance Report | Refer Corporate Governance Report | Refer Corporate Governance Report |

*Directorship includes Directorship of Public Companies & Committee membership includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Company (whether Listed or not).

Notes:-

1. In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020, respectively, and clarification circular No. 02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR /P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 38th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The deemed venue for the 38th AGM shall be the Registered Office of the Company.
2. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of the Special Business under Item nos. 5 to 6 set above and the details as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meeting (SS-2) in respect of the Directors seeking appointment/ re-appointment at this Annual General Meeting is annexed hereto.
3. The requirement to place the matter relating to the appointment of Statutory Auditors for ratification by Members at every Annual General Meeting has been done away with vide notification dated 7th May, 2018 issued by the Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed from the conclusion of the 34th Annual General Meeting held on March 31, 2017.
4. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of Members has been dispensed with and there is no provision for the appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act will not be available for the 38th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Participation of Members through VC /OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 ("the Act").
6. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate Members intending to authorise their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorisation letter to the Company or upload on the VC portal / e-voting portal.
7. **Record Date:** The Record date for payment of dividend has been fixed as **Monday, March 22, 2021**.
8. **Dividend:** The 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 **Monday, March 22, 2021** as per the downloads furnished to the Company by Depositories for this purpose. In case of shares held in physical mode, the dividend will be paid to the shareholders, whose names shall appear in the Company's Register of Members as on **Monday, March 22, 2021**.

The final dividend will be paid on and from April 23, 2021.

9. 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.
10. In compliance with the aforesaid MCA Circulars and SEBI Circular, the Notice of the 38th AGM and other documents are being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.

Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 38th AGM and the Annual Report for the year 2020 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-

- a. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self- attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address at: shares@ambujacement.com
- b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
11. Members may also note that the Notice of this Annual General Meeting and the Annual Report for the year 2020 will also be available on the Company's website www.ambujacement.com for their download. The same shall also be available on the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL [https:// www.evotingindia.com](https://www.evotingindia.com). Members may also note that pursuant to Sections 101 and 136 of the Act read with the Rules framed thereunder, the Notice calling the 38th AGM along with the Annual Report for Financial Year 2020 are being sent by electronic mode to those Members whose E-mail addresses are registered with the DPs or the Company/LinkIntime, unless the Members have requested for a physical copy of the same.
12. 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 will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by

the members from the date of circulation of this Notice up to the date of 38th AGM, i.e. April 9, 2021. Members seeking to inspect such documents can send an email to shares@ambujacement.com

13. Members desiring any information relating to the accounts or any other matter to be placed at the AGM, are requested to write to the Company on or before **April 5, 2021** through email on shares@ambujacement.com.
14. **Green Initiative:** To support the Green Initiative, members who have not registered their e-mail address are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
15. **Nomination:** 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.
16. **Submission of PAN:** Shareholders are requested to note that furnishing of Permanent Account Number (PAN) is now mandatory in the following cases:-
 - a) Legal Heirs'/Nominees' PAN Card for transmission of shares,
 - b) Surviving joint holders' PAN Cards for deletion of name of deceased Shareholder, and
 - c) Joint Holders' PAN Cards for transposition of shares.
17. **Bank Account Details:** Regulation 12 and Schedule I of SEBI Listing Regulation requires all companies to use the facilities of electronic clearing services for payment of dividend. In compliance with these regulations, payment of dividend will be made only by electronic mode directly into the bank account of Members and no dividend warrants or demand drafts will be issued without bank particulars.
18. **Share Transfer permitted only in Demat:** As per Regulation 40 of the Listing Regulations, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019. In view of the above and to avail the benefits of dematerialisation and ease portfolio management, Members are requested to consider dematerialise shares held by them in physical form.
19. **Shareholders' Communication:** Members are requested to send all communications relating to shares and unclaimed dividends, change of address, bank details, email address etc. to the Registrar and Share Transfer Agents at the following address:

LINK INTIME INDIA PVT. LTD. (Unit: Ambuja Cements Ltd.) C-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai – 400 083. Tel. No. (022) 4918 6000 Fax No. (022) 4918 6060.

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).

20. **Unclaimed/Unpaid Dividend:** Pursuant to Section 124 of the Companies Act, 2013, the unpaid dividends that are due to transfer to the Investor Education and Protection Fund (IEPF) are as follows:

| Financial Year | Date of Declaration | Tentative Date for transfer to IEPF |
|--------------------------|---------------------|-------------------------------------|
| Financial 2013 (Final) | 06.02.2014 | 11.05.2021 |
| Financial 2014 (Interim) | 24.07.2014 | 22.08.2021 |
| Financial 2014 (Final) | 18.02.2015 | 06.05.2022 |
| Financial 2015 (Interim) | 27.07.2015 | 30.08.2022 |
| Financial 2015 (Final) | 10.02.2016 | 12.04.2023 |
| Financial 2016 (Interim) | 26.07.2016 | 29.08.2023 |
| Financial 2016 (Final) | 20.02.2017 | 29.04.2024 |
| Financial 2017 (Interim) | 24.07.2017 | 29.08.2024 |
| Financial 2017 (Final) | 20.02.2018 | 15.07.2025 |
| Financial 2018 (Final) | 18.02.2019 | 29.04.2026 |
| Financial 2019 (Interim) | 12.05.2020 | 11.06.2027 |
| Financial 2020 (Interim) | 22.10.2020 | 25.10.2027 |

Members who have not encashed their dividend warrants pertaining to the aforesaid years may approach the Company/its Registrar, for obtaining payments thereof at least 30 days before they are due for transfer to the said fund.

Any member, who has not claimed final dividend in respect of the financial year ended December 31, 2013 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 March 31, 2021 for final dividend of F.Y. 2013 and June 30, 2021 for interim dividend of F.Y. 2014.

The Company has already sent reminders to all such members at their registered addresses for claiming the unpaid/unclaimed dividend, which will be transferred to IEPF in the due course.

21. **Compulsory transfer of Equity Shares to IEPF Account:** Pursuant to Section 124 of the Companies Act 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF.

During the Financial year 2020, unclaimed final dividend for the Financial year 2012 aggregating to ₹ 1,39,74,764/- and interim dividend for Financial year 2013 aggregating to ₹ 86,64,122/- and the 2,49,474 Equity shares in respect of which dividend entitlements remained unclaimed for 7 consecutive years or more, have been transferred by the Company to Investor Education and Protection Fund established by Central Government (IEPF).

Members may note that the dividend and shares transferred to the IEPF can be claimed back by the concerned shareholders from the IEPF Authority after complying with the procedure prescribed under the Investor Education and Protection Fund Authority

(Accounting, Audit, Transfer and Refund) Rules, 2016. Information on the procedure to be followed for claiming the dividend /shares is available on the website of the company <http://www.ambujacement.com/investors/transfer-of-unpaid-and-unclaimed-dividends-and-shares-to-iejpf>.

22. Voting:-

All persons whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date namely **April 2, 2021** only shall be entitled to vote at the General Meeting by availing the facility of remote e-voting or by voting at the General Meeting.

I. VOTING THROUGH ELECTRONIC MEANS (PRIOR TO AGM)

- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorised e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- The voting period begins on **Monday, April 6, 2021 at 10:00 a.m. and ends on Thursday, April 8, 2021 at 5:00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of April 2, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- The members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
- The Company has appointed Mr. Surendra Kanstiya Associates, Practicing Company Secretary, to act as the Scrutiniser to scrutinise the voting during the AGM and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.
- The Results shall be declared within 48 hours after the Annual General Meeting of the Company. The results declared along with the Scrutiniser's Report shall be placed on the Company's website www.ambujacement.com and on the website of

CDSL www.evotingindia.com and the same shall also be communicated to BSE and NSE, where the shares of the Company are listed.

- Any person who becomes a Member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. April 2, 2021 may obtain the login details in the manner as mentioned below.

The instructions for shareholders voting electronically are as under:

- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on Shareholders/Member.
- Now Enter your User ID

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

Members holding shares in Physical Form should enter Folio Number registered with the Company.

- Next enter the Image Verification as displayed and Click on Login.
- 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.
- 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 | 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. |
| Details or Date of Birth (DOB) | 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). |

- After entering these details appropriately, click on "SUBMIT" tab.
- 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.

- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) 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.
- (xvii) 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, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (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 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 scrutiniser to verify the same.

Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutiniser and to the Company at the email address viz; shares@ambujacement.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutiniser 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.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

II. E-VOTING DURING THE AGM:

The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.

Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

23. INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system.

Shareholders may access the same at <https://www.evotingindia.com> under shareholders/ members login by using the remote e-voting credentials.

The link for VC/OAVM will be available in shareholder/ members login where the EVSN of Company will be displayed. Click on live streaming appearing beside the EVSN.

The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to members on first come first served basis.

Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

System requirements for best VC experience:

Internet connection – broadband, wired or wireless (3G or 4G/LTE), with a speed of 5 Mbps or more Microphone and speakers – built-in or USB plug-in or wireless Bluetooth

Browser: Google Chrome: Version 72 or latest Mozilla Firefox: Version 72 or latest Microsoft Edge Chromium: Version 72 or latest Safari: Version 11 or latest Internet Explorer: Not Supported

Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due

to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

Members can post questions through Q&A feature available in the VC. Members can exercise these options once the floor is open for shareholder queries.

24. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number to shares@ambujacement.com from March 25, 2021 (9:00 a.m. IST) to March 31, 2021 (5:00 p.m. IST).
25. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
26. Members who need assistance before or during the AGM, can contact CDSL by sending an email to helpdesk.evoting@cdslindia.com or call 1800225533.
27. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.

AMBUJA CEMENTS LIMITED

Integrated Annual Report 2020



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<https://www.ambujacement.com/investors/annual-reports>

Note: Photographs without masks were shot during the pre-COVID period.