



ASAHI INDIA GLASS LIMITED

(CIN: L26102DL1984PLC019542)

Registered Office: Unit No. 203 to 208, Tribhuwan Complex,
Ishwar Nagar, Mathura Road, New Delhi - 110 065 **Phone:** (011) 4945 4900

Corporate Office: Global Business Park, Tower-B, 5th Floor,
Mehrauli-Gurgaon Road, Gurgaon - 122 002

Email: investorrelations@aisglass.com, **Website:** www.aisglass.com

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NOTICE

NOTICE is hereby given that the Thirty Third Annual General Meeting (AGM) of Members of Asahi India Glass Ltd. will be held on Tuesday, the 7th day of August, 2018 at 3:00 P.M. at Air Force Auditorium, Subroto Park, New Delhi – 110 010 to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a. the audited Financial Statements of the Company for the financial year ended 31st March, 2018 together with Reports of the Auditors and the Board of Directors thereon; and
 - b. the audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 together with Reports of the Auditors thereon.
2. To declare final dividend, for the financial year ended 31st March, 2018, of ₹ 1.50/- on each equity share of the Company.
3. To appoint a Director in place of Mr. B. M. Labroo (DIN: 00040433) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Masahiro Takeda (DIN: 07058532) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

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

“Resolved that Mr. Satoshi Ogata (DIN: 08068218), who was appointed as an Additional Director of the Company with effect from 13th February, 2018 in terms of and in accordance with the provisions of Section 161 of the Companies Act, 2013 and Article 73 of the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing appointment of

Mr. Satoshi Ogata as Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

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

“Resolved that in accordance with provisions of Section(s) 2(94), 196, 197 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and any other laws prevailing for the time being in force and subject to approval of Central Government, if required, the Company hereby approve the appointment of Mr. Satoshi Ogata (DIN: 08068218) as Whole-time Director of the Company, designated as Dy. Managing Director & C.T.O (Auto), for a period of 4 years w.e.f. 13th February, 2018 on the remuneration and other terms and conditions as noted hereunder with the liberty to the Board of Directors or a Committee thereof to alter or vary the terms and conditions of the said appointment as per the provisions of Schedule V of the Companies Act, 2013 or any amendments thereto:

A. Salary:

Basic salary of ₹ 1,50,000/- (One Lakh Fifty Thousand Only) per month with such increments as the Board may decide from time to time.

B. Commission:

Upto 1 per cent commission on the net profits of the Company in each financial year, as approved by the Board, subject to the overall limit as stipulated in Section(s) 196, 197 & 198 read with Schedule V of the Companies Act, 2013.

C. Perquisites:

In addition to salary and commission, he shall also be entitled to following perquisites and allowances:

- (i) housing – Furnished residential accommodation or house rent allowance in lieu thereof;
- (ii) house maintenance allowance, together with the reimbursement of expenses for utilities such as gas, electricity, water, etc. and allowances including furnishings, repairs, servants' salaries, society charges, property tax, etc.;
- (iii) medical reimbursement, medical / accident insurance for himself and his family;
- (iv) leave travel concession for himself and his family;
- (v) club fees; and
- (vi) other perquisites and allowances not exceeding 4% of the net profit of the Company in accordance with section 198 of the Companies Act, 2013.

D. Other terms and conditions:

- (i) He shall be given a Company's car and phone for official/ his use.
- (ii) He shall also be entitled to such other benefits, schemes, privileges and amenities including provident fund, superannuation fund, gratuity fund, etc., as per applicable laws in force from time to time.
- (iii) Subject to the control and superintendence of the Board of Directors, he shall perform such duties and functions as may be delegated to him from time to time.
- (iv) In the event of absence or inadequacy of profits in any financial year, he shall be entitled to remuneration as mentioned hereinabove without any variation except that no commission shall be payable.
- (v) He shall not be paid any sitting fee for attending the meetings of the Board of Directors or Committees thereof.
- (vi) He shall be entitled to encashment of leave as per the applicable Rules & Regulations of the Company.

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

“Resolved that in accordance with provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014

(including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration of ₹ 1,50,000, as approved by the Board of Directors of the Company, at its meeting held on 25th May, 2018, to be paid to M/s. Ajay Ahuja & Associates, Cost Accountants (Firm Registration No. 101142) appointed as the Cost Auditor of the Company for audit of the cost accounting records of the Company for the financial year ending 31st March, 2019, be and is hereby ratified and approved.”

8. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

“Resolved that pursuant to the provisions of Sections 185, 186 and any other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Amendment) Act, 2017 and applicable Rules (including any modification(s) or re-enactment in force from time to time), consent of Shareholders of the Company be and is hereby accorded for advancing of loans including any loan represented by a book debt, extending guarantee(s) and/ or providing security(ies) in connection with any loan availed or to be availed or renewed or other short term financial support (hereinafter referred to as “Financial Support”), to any person or Company in whom any of the Director(s) of the Company is/ are interested including AIS Group Companies.

Resolved further that the Board of Directors, be and is hereby authorized to deal with, negotiate and finalise the terms & conditions, rate of interest, security/ guarantee commission and/ or tenure, on behalf of the Company, for grant of aforementioned Financial Support to the AIS Group Companies and other aforementioned person and/ or entities, and to write, sign and execute all such paper(s), document(s), writing(s), agreement(s), letter of arrangement(s), deed(s), indemnity(ies), undertaking(s), other document(s), etc., as may be required for the purpose aforesaid and generally to do all such acts, deeds and things as considered necessary or expedient and to delegate all or any of the powers vested in the Board to any Director(s) or Officer(s) of the Company as may be required to give effect to this Resolution.”

By order of the Board

Gopal Ganatra

Executive Director

Dated: 25th May, 2018

General Counsel & Company Secretary

Place: Gurgaon

Membership No.: F7090

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND SUCH PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY/ PROXIES SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE COMMENCEMENT OF THE AGM i.e. BY 3:00 P.M. ON 5TH AUGUST, 2018.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten per cent (10%) of the total share capital of the Company carrying voting rights. A member holding more than ten per cent (10%), 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 another person or shareholder.

Proxies submitted on behalf of Companies, Societies etc. must be supported by an appropriate resolution/ authority, as applicable.

2. Information or details pertaining to the Directors proposed to be appointed or re-appointed pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India at Item Nos. 3 and 4 of the Ordinary Business and at Item No. 5 and 6, of the Special Business is provided as Annexure - 1 to this Notice.
3. Explanatory Statement in respect of Special Business, as required under Section 102 of the Companies Act, 2013 is enclosed as 'Annexure' to this Notice.
4. The Company has notified closure of Register of Members and Share Transfer Books from 1st August, 2018 to 7th August, 2018 (both days inclusive) for the purpose of the Annual General Meeting.
5. The Dividend on Equity Shares, if declared at the Annual General Meeting, will be paid on or after 13th August, 2018 to those Members:
 - i. whose names appear on the Company's register of members, after giving effect to all valid share transfers in physical form lodged with Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company on or before 31st July, 2018; and

- ii. whose names appear in the list of beneficial owners on 31st July, 2018 furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Registrar & Share Transfer Agents.
7. Members are requested to produce the enclosed attendance slip, duly signed as per the specimen signature recorded with the Company, for admission to the meeting hall. Members holding shares in dematerialised form are requested to bring their DP-ID and Client-ID numbers for easier identification for attendance at the meeting.
8. Relevant documents referred to in the accompanying Notice, Register of Directors and Key Managerial Personnel and Register of Contracts or Arrangements in which Directors are Interested are open and available for inspection at the Registered Office and Corporate Office of the Company during the business hours on all working days, except Saturdays, up to the date of 33rd Annual General Meeting of the Company.
9. Members desirous of getting any information on the accounts or operations of the Company are requested to forward their queries to the Company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.
10. Members are requested to immediately notify any change in their address either to the Company or its Registrar & Share Transfer Agents. In case the shares are held in dematerialised form, this information should be sent by the Members to their respective Depository Participants. Members are requested to quote their folio numbers/ DP-ID and Client-ID numbers in their correspondence with the Company.
11. In terms of the provisions of the Companies Act, 2013, facility for making nominations is available to individual Members of the Company. Members holding shares in physical form can make their nomination in the specified Nomination Form which can be obtained from the Company or its

- Registrar & Share Transfer Agents. Members holding shares in dematerialised form should approach their depository participants for nomination.
12. In case of change in residential status of Non-Resident Indian Shareholders, the same should be immediately informed to the Registrar & Share Transfer Agents of the Company along with particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank.
 13. Corporate Members, intending to send their authorised representative(s) to attend the Meeting are requested to send a duly certified copy of the Board Resolution together with the specimen signature(s) authorizing their representative(s) to attend and vote at the Annual General Meeting.
 14. 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.
 15. As a matter of economy, copies of the Annual Report will not be distributed at the venue of the Annual General Meeting. Members are, therefore, requested to bring their copy of the Annual Report to the meeting.
 16. Members are requested to get registered their e-mail IDs with the Company or the Registrar and Share Transfer Agent for further communication by sending their request to investorrelations@aisglass.com or rnt.helpdesk@linkintime.co.in respectively.
 17. Attendance slip, proxy form and route map showing directions to reach the venue of the 33rd Annual General Meeting is given at the end of this Notice.
 18. Pursuant to Section 139 of the Companies Act, 2013 (the Act), appointment of the auditor M/s VSSA & Associates, Chartered Accountants was made by the members in their Annual General Meeting ("AGM") held on 10th August, 2017 for a period of five consecutive years i.e. from the conclusion of 32nd AGM till the conclusion of 37th AGM, subject to the ratification at every AGM. However, in view of the notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, requirement for ratification of appointment of auditor has been abandoned.
 19. Members may also note that the Notice of 33rd Annual General Meeting, Attendance Slip, Proxy Form, Route Map and the Annual Report for 2017-18 are available on the Company's website i.e. www.aisglass.com and on CDSL website www.evotingindia.com for download.
 20. Voting through electronic means
 - I. Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 read with the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide Members facility to exercise their right to vote on resolutions proposed to be considered at the 33rd Annual General meeting (AGM) by electronic means. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited.
 - II. The facility for voting through ballot paper shall also be made available at the AGM and Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - III. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. Procedure to cast vote electronically is as under:
 - (i) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (ii) Click on Shareholders/ Members.
 - (iii) 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.
 - (iv) Next enter the Image Verification as displayed and Click on Login.
 - (v) 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.

(vi) If you are a first time user, follow the steps given below:

(vii) After entering these details appropriately, click on "SUBMIT" tab.

For Members holding shares in Demat Form and Physical Form

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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/ Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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 for the said demat account or folio.</p> <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 (iii).

(viii) 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 of Asahi India Glass Limited.

(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 page.

(xvi) If Demat account holder has forgotten the changed 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 users can download the app from the App Store and the Windows Phone Store respectively. 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 scrutinizer to verify the same.

A) The remote e-voting period begins on Friday, 3rd August, 2018 at 9:00 a.m. and ends on Monday, 6th August, 2018 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 Tuesday, 31st July, 2018 may cast their vote electronically. At the end of remote e-voting period, the e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

B) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Tuesday, 31st July, 2018 may follow the same instructions as mentioned above for e-Voting.

C) 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/underhelpsection or write an email to helpdesk.evoting@cdslindia.com.

D) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share

capital of the Company as on the cut-off date i.e. Tuesday, 31st July, 2018.

E) Members may send e-mail at investorrelations@aisglass.com for any grievances connected with electronic means.

F) The Company has appointed Mr. Sundeep Kumar Parashar, proprietor of SKP & Co., Company Secretaries, as the Scrutinizer who will conduct the remote e-voting process and poll at the annual general meeting in a fair and transparent manner.

G) The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer’s Report of the total votes cast in favour or against, if any, forthwith to the Chairman or a person authorized by him in writing who shall counter sign the same and declare the result of the voting forthwith.

H) As per the provisions of Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the results of the e-voting are to be submitted to the Stock Exchange(s) within 48 hours of the conclusion of the AGM. The results declared along with Scrutinizer’s Report shall be placed on the Company’s website www.aisglass.com.

Important Communication to Members

A) PHYSICAL SHAREHOLDERS – Please provide your e-mail ID to the Company urgently at investorrelations@aisglass.com or fill the “Member’s Response Form” (as provided in this Annual Report) to enable you to receive prompt and safe delivery of important communications from the Company.

B) DEMAT SHAREHOLDERS – Please provide your e-mail ID immediately to your Depository Participant (DP) where you have your demat account to enable you to receive prompt and safe delivery of important communications from the Company.

Such section also confirms and supports the “Green Initiative” of Corporate Governance initiated by the Ministry of Corporate Affairs as per the Rule 18 of Companies (Management and Administration) Rules, 2014 which allows companies to send any notice/ document (including Annual Report) to its Members via e-mail.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5 & 6

The tenure of Mr. Masaru Omae, Nominee Director of Asahi Glass Co. Ltd., Japan (AGC) – the Joint Venture Partner of AIS, as Whole-time Director–appointed for a period of 4 years w.e.f. 18th July, 2014 is due to expire on 17th July, 2018. However, Mr. Masaru Omae (DIN: 06922555) has tendered his resignation, vide resignation letter dated 3rd February, 2018, with effect from 13th February, 2018.

Consequent thereto, AGC has nominated Mr. Satoshi Ogata (DIN: 08068218) as a Director of the Company in place of Mr. Masaru Omae with effect from 13th February, 2018.

Accordingly, the Board of Directors of the Company in their meeting held on 13th February, 2018 approved the appointment of Mr. Satoshi Ogata as Additional Director in accordance with the provisions of Section 161 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Article 73 of the Articles of Association of the Company and further approved the appointment of Mr. Satoshi Ogata as Whole-time Director, subject to the approvals of the Members of the Company and Central Government, if required, for a period of 4 years with effect from 13th February, 2018 on remuneration and other terms and conditions as recommended by the Nomination and Remuneration Committee.

The details/ information pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirement) Regulation, 2015 and Secretarial Standard-2 with respect to appointment of Director is detailed in Annexure-1 to this notice.

The Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 signifying his intention to propose the appointment of Mr. Satoshi Ogata as Director of the Company.

Mr. Satoshi Ogata is not disqualified from being appointed as a Director in terms of Companies Act, 2013 and has consented to act as Director of the Company. The Board considers it desirable to avail the expertise and guidance of Mr. Satoshi Ogata on the Board and recommends passing of Resolution at Item No. 5 and 6.

Mr. Satoshi Ogata and his relatives are concerned with or interested in the Resolution.

Save and except as above, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested in the said Resolution.

Item No. 7

The Board of Directors at its meeting held on 25th May, 2018, on the recommendation of Audit Committee, approved the appointment of M/s. Ajay Ahuja & Associates, Cost Accountants, (Firm Registration No. 101142) as the Cost Auditor for audit of the cost accounting records of the Company for the financial year ending 31st March, 2019, at a remuneration of ₹ 1,50,000/- (Rupees One Lakh Fifty Thousand only).

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration payable to Cost Auditor is required to be ratified by the shareholders of the Company.

Accordingly, consent of the Members is sought for approving the Ordinary Resolution as set out at Item No. 7 for ratification of remuneration payable to Cost Auditor for conducting the audit of cost records of the Company for the financial year ending 31st March, 2019.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the proposed Ordinary Resolution as set out at Item No. 7 of this Notice.

Item No. 8

In line with the Integrated Glass Solution strategy followed by the Company, it becomes imperative to supply the products and/ or services of the Company to the customers through some group companies of AIS specializing in that part of the product or services, namely, AIS Glass Solutions Ltd., GX Glass Sales & Services Ltd., AIS Adhesives Ltd., AIS Distribution Services Ltd., Scopfy Components Pvt. Ltd. & Shield Autoglass Ltd, the group companies collectively referred to as **“AIS Group Companies”**. The businesses of these respective entities are at growing stage, which require Financial Support from time to time to meet their working capital requirements, expansion and other business needs, from Banks/ Financial Institutions, other corporates as well as from AIS. Prior to the notification of Companies (Amendment) Act, 2017, Companies were not allowed to provide Financial Support to a person, including group entities wherein director(s) of the Company is/ are interested unless the entity would be a wholly owned subsidiary of the Company. And since none of the aforementioned entity is a wholly owned subsidiary company of AIS, AIS was not able to provide such Financial Support prior to notification of Companies (Amendment) Act, 2017 (**“Amendment Act”**).

The Amendment Act has allowed Companies to grant Financial Support to an entity which has Director(s) are interested or otherwise on which the provisions of Section 185 are applicable. In view of the amendment in the Companies Act, 2013, the Board of Directors of the Company ("**Directors**") at its meeting dated 25th May, 2018 has approved an enabling resolution for providing financial support to AIS Group Companies as and when required. And therefore, the approval of the Shareholders is sought to enable the Company to grant Financial Support, from time to time, to any person or Company in whom any of the Director(s) of the Company is/ are interested including AIS Group Companies.

Further, as required, no financial support shall be given under this approval at a rate of interest lower than the prevailing yield of one year, three year, five year or ten year Government Security closest to the tenor of the loan.

All other terms and conditions of the proposed financial support to AIS Group Companies, including rate of interest, security/ guarantee commission and/ or tenure shall be decided by the Directors post review of prevailing market conditions at the time of providing such financial support to AIS Group Companies.

Accordingly, this resolution is being put before the equity shareholders of the Company for passing the same as a special resolution.

Except common Directors and Key Managerial Personnel amongst AIS and borrower Company, to the extent of borrowing of the respective Company in which he is Director or Key Managerial Personnel, none of the Directors, Key Managerial Personnel, or any of their relatives is concerned or interested, financially or otherwise, in the said Resolution.

ANNEXURE - 1

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING (Pursuant to Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirement) Regulations, 2015 and SS-2)

Name of the Director	Mr. B. M. Labroo
Director Identification Number (DIN)	00040433
Date of Birth & Age	12/02/1931, 87 years
Nationality	Indian
Date of joining the Board	03/12/1985
Profile of Director	Mr. B. M. Labroo, aged 87 years, is the Non-Executive Director and Chairman and one of the Promoters of our Company. As Chairman of our Board, he advises us on all strategic matters relating to existing and future business of our Company. He has been on our Board since December 3, 1985. He holds a Master of Arts degree in Political Science from Punjab University. He has vast experience in marketing, finance and corporate governance. Mr. Labroo is on the Board of Directors of various companies, which include such as Shield Autoglass Limited and Samir Paging Systems Limited.
Terms and conditions of re-appointment	Appointed as a Director liable to retire by rotation
Expert in specific Functional Area	Strategic Planning

Chairmanships/ Directorships of other Companies (excluding Foreign Companies and Section 8 Companies)*	1. Maltex Malsters Ltd. 2. Samir Paging Systems Ltd. 3. North West Distilleries Pvt. Ltd. 4. Shield Autoglass Ltd. 5. Nishi Electronics Pvt. Ltd. 6. Allied Fincap Services Pvt. Ltd.
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Chairmanships/ Memberships of Committees of other Public Companies (includes only Audit Committee and Stakeholder's Relationship Committee)

No. of shares held in the Company 1,37,83,920

Number of Board Meetings attended during the year 3 out of 4

Relationship with other Directors, Manager & other Key Managerial Personnel Father of Mr. Sanjay Labroo, Managing Director & C.E.O.

Remuneration Apart from sitting fee for attending the meetings of Board of Directors and Committees thereof, he may also be entitled to Commission on net profits, as approved by the Shareholders in their meeting held in 2016 within the limits as set out in Companies Act, 2013. Details of remuneration paid to the Director is given in the Corporate Governance Section of the Annual Report.

Name of the Director **Mr. Masahiro Takeda**

Director Identification Number (DIN) 07058532

Date of Birth & Age 12/05/1958, 60 years

Nationality Japanese

Date of joining the Board 02/01/2015

Profile of Director Mr. Masahiro Takeda, aged 60 years, is a graduate from faculty of law, University of Osaka. He has 36 years of experience in business planning, strategy and management. He commenced his career in 1982 with AGC and has held various senior positions during his tenure of 36 years. Mr. Takeda is currently the Senior Vice President of AGC Flat Glass North America Inc.

Terms and conditions of re-appointment Appointed as a Director liable to retire by rotation

Expert in specific Functional Area Strategy and Management

Chairmanships/ Directorships of other Companies (excluding Foreign Companies and Section 8 Companies)* Nil

Chairmanships/ Memberships of Committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee) Nil

No. of shares held in the Company Nil

Number of Board Meetings attended during the year 4 out of 4

Relationship with other Directors, Manager & other Key Managerial Personnel None

Remuneration Apart from sitting fee for attending the meetings of Board of Directors and Committees thereof, he may also be entitled to Commission on net profits, as approved by the Shareholders within the limits as set out in Companies Act, 2013. Details of remuneration paid to the Director is given in the Corporate Governance Section of the Annual Report.

Name of the Director **Mr. Satoshi Ogata**

Director Identification Number 08068218

Date of Birth & Age 09/02/1962, 56 years

Nationality Japanese

Date of joining the Board 13/02/2018

Profile of Director Mr. Satoshi Ogata, aged 56 years, has been nominated as Whole-time Director by Asahi Glass Co. Ltd. (AGC), Japan, Promoter of Asahi India Glass Ltd. ("the Company"). Mr. S. Ogata is a Mechanical Engineer from Waseda University, Japan. He joined AGC in 1985 and has held various senior positions during his career of 32 years with AGC. Prior to his joining the Company, Mr. Ogata was working as Leader – Process Technology G., Process Technology Center, Process Technology Div., Asia General Div. Automotive Company, since March, 2017.

Terms and conditions of appointment Appointed as a Director liable to retire by rotation

Expert in specific Functional Area Mechanical Engineering

Chairmanships/ Directorships of other Companies (excluding Foreign Companies and Section 8 Companies)* Nil

Chairmanships/ Memberships of Committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee) Nil

No. of shares held in the Company	Nil
Number of Board Meetings attended during the year	1 of 1
Relationship with other Directors, Manager & other Key Managerial Personnel	None
Remuneration	Mr. Satoshi Ogata is entitled to such remuneration as may be approved by the Shareholders as set out in Item No. 6.

* Directorship and Committee Membership(s) in Asahi India Glass Limited is not included in the aforesaid disclosure. Membership(s) and Chairmanship(s) of Audit Committee and Stakeholders' Relationship Committee of only Public Companies have been included in the aforesaid table.

By order of the Board

Gopal Ganatra

Executive Director

Dated: 25th May, 2018 General Counsel & Company Secretary
Place: Gurgaon Membership No.: F7090



ATTENDANCE SLIP

ASAHI INDIA GLASS LIMITED
(CIN: L26102DL1984PLC019542)

Registered Office: Unit No. 203 to 208, Tribhuwan Complex,
Ishwar Nagar, Mathura Road, New Delhi - 110 065 **Phone:** (011) 4945 4900
Corporate Office: Global Business Park, Tower-B, 5th Floor, Mehrauli-Gurgaon Road, Gurgaon - 122 002
Email: investorrelations@aisglass.com, **Website:** www.aisglass.com
Phone: (0124) 4062212-19, **Fax:** (0124) 4062244/88

Please fill in this attendance slip and hand it over at the entrance of the meeting hall. Joint holders may obtain additional attendance slips.

#DP ID No.	Folio No.
#Client ID No.	No. of Shares

Name and Address of the Member

I hereby record my presence at the **THIRTY THIRD ANNUAL GENERAL MEETING** of the Company held on Tuesday, the 7th day of August, 2018 at 3:00 p.m. at Air Force Auditorium, Subroto Park, New Delhi – 110 010.

#Applicable for Members holding shares in dematerialised form.

Signature of the Member/ Proxy



PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

ASAHI INDIA GLASS LIMITED
(CIN: L26102DL1984PLC019542)

Registered Office: Unit No. 203 to 208, Tribhuwan Complex,
Ishwar Nagar, Mathura Road, New Delhi - 110 065 **Phone:** (011) 4945 4900
Corporate Office: Global Business Park, Tower-B, 5th Floor, Mehrauli-Gurgaon Road, Gurgaon - 122 002
Email: investorrelations@aisglass.com, **Website:** www.aisglass.com
Phone: (0124) 4062212-19, **Fax:** (0124) 4062244/88

Name of the Member(s)	E-mail Id:
Registered Address :	Folio No/ Client Id:
	DP ID:

I/We, being the member (s) of..... shares of the above named company, hereby appoint

1	Name:	Address:
	E-mail Id:	Signature..... or failing him

2	Name:	Address:
	E-mail Id:	Signature..... or failing him

3	Name:	Address:
	E-mail Id:	Signature..... or failing him

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Thirty Third Annual General Meeting of the Company, to be held on Tuesday, 7th August, 2018 at 3:00 p.m. at Air Force Auditorium, Subroto Park, New Delhi - 110 010 and at any adjournment thereof in respect of such resolution as are indicated hereinafter:



Resolution No.	Resolution		
Ordinary Business		For	Against
1	Adoption of audited Financial Statements of the Company including audited Consolidated Financial Statements of the Company for the financial year ended 31 st March, 2018, together with the Reports of the Board of Directors and Auditors thereon.		
2	Declaration of Dividend on Equity Shares.		
3	Appointment of a Director in place of Mr. B. M. Labroo (DIN 00040433) who retires by rotation and being eligible, offers himself for re-appointment.		
4	Appointment of a Director in place of Mr. Masahiro Takeda (DIN 07058532) who retires by rotation and being eligible, offers himself for re-appointment.		
Special Business			
5	Appointment of Mr. Satoshi Ogata (DIN: 08068218) as Director of the Company.		
6	Appointment of Mr. Satoshi Ogata (DIN: 08068218) as Whole Time Director of the Company for a period of for a period of 4 years w.e.f. 13 th February, 2018 and fixing his remuneration.		
7	Ratification of the remuneration payable to M/s. Ajay Ahuja & Associates, Cost Auditors of the Company for the financial year ending 31 st March, 2019.		
8	Authorisation for Financial Support to AIS Group Companies under Section 185 of Companies Act, 2013.		

Signed this..... day of 2018 Signature of the Shareholder.....

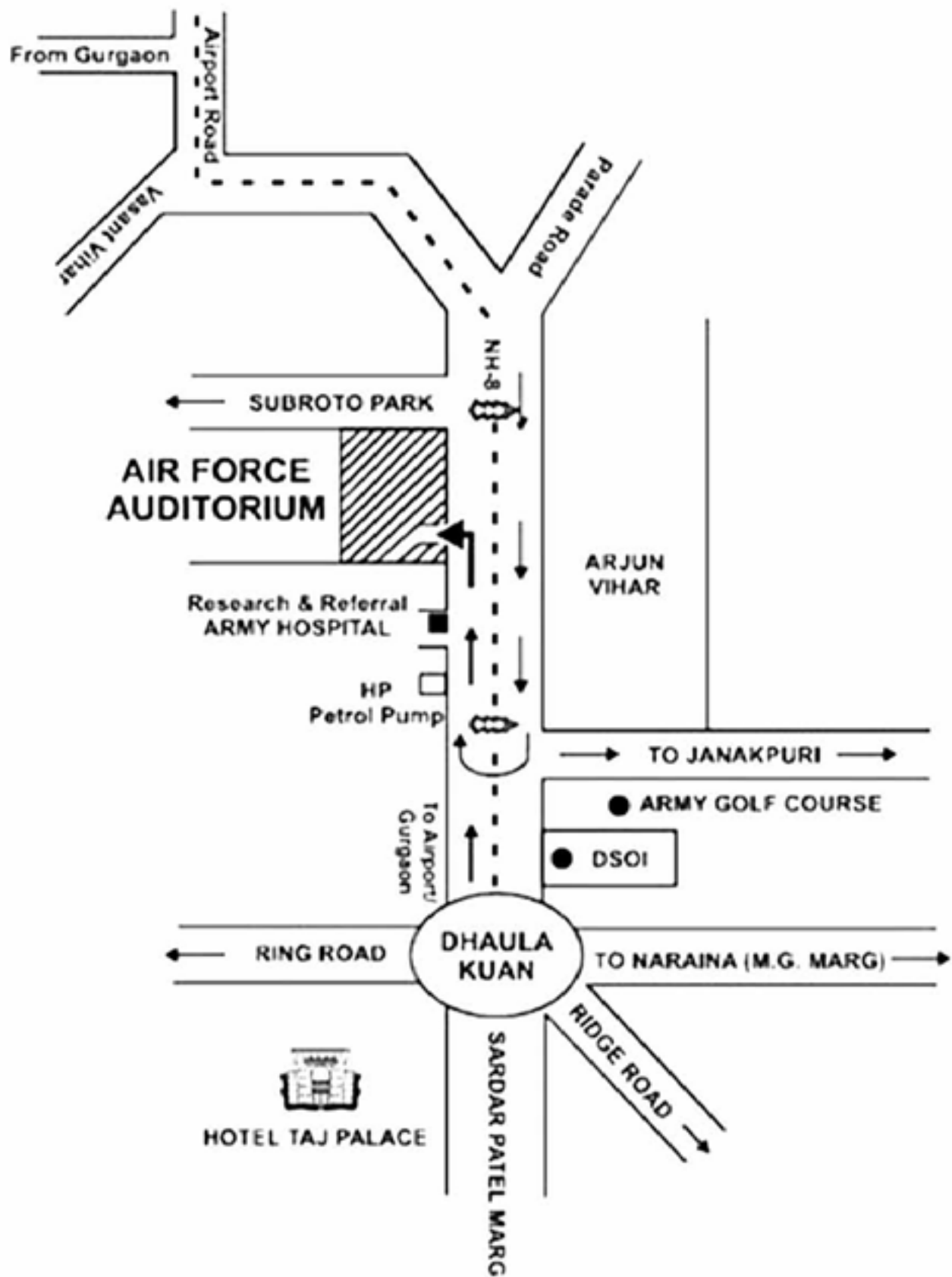
Affix
Revenue
Stamp

.....
Signature of first proxy holder

.....
Signature of second proxy holder

.....
Signature of third proxy holder

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.





ASAHI INDIA GLASS LTD.

Member's Response Form 2017-18

Name:	
E-mail ID:	
Address:	
Folio No.:	No. of equity shares held:

I hereby authorise the Company to send all correspondence to me [statutory or otherwise] including the Annual Report [comprising of Balance Sheet, Statement of Profit & Loss Account, Auditors' Report, Directors' Report, Notices of General Meetings and Explanatory Statement, etc.] through e-mail, as per the e-mail address mentioned above, till such further notice from me.

.....
Signature of Member

Notes :

- 1) Members are requested to address this 'Member's Response Form' to:
Chief - Investor Relations
Asahi India Glass Ltd.
5th Floor, Tower-B, Global Business Park,
Mehrauli – Gurgaon Road,
Gurgaon – 122 002
- 2) Members holding shares in dematerialised form may kindly update their e-mail address with their respective Depository Participants (DPs).

Shareholder's Referencer At a Glance

1) Status of Preference Shares

The 10% Non-Convertible Cumulative Redeemable Preference Shares' were issued in accordance with the order of the High Courts of Delhi and Bombay, post-merger of Floatglass India Limited (FGI) with AIS in September, 2003. These preference shares were to be redeemed at their face value after 12 months from the date of issue. Accordingly, these preference shares were redeemed on 23.09.2004 at face value (for Inter-se Loans/ Deposits. 10/- per share).

Hence, the preference shares stand cancelled post redemption as above and cannot be traded, transferred or dematerialized. Members who have these preference shares in their custody are requested to check their redemption payment status with their banks.

2) Status of Equity Shares of Floatglass India Ltd.

Floatglass India Ltd. (FGI) has merged with Asahi India Glass Ltd. (AIS) in the year 2003, in accordance with the order of the High Courts of Delhi and Bombay.

The following scheme was approved by the Hon'ble High Courts -

Every 8 (eight) shares of FGI to be exchanged for 3 (three) Equity shares of AIS of Re 1/- each fully paid up, and 4 (four), 10% cumulative preference shares of Rs. 10 /- each. The original share certificates of AIS (both equity & preference) were dispatched to all eligible shareholders of FGI without calling back the original FGI share certificates as per the direction of the High Court.

Post-merger, FGI shares cannot be traded, transferred or dematerialized. In case of any further query shareholders may write to the Company/ RTA.

3) Shareholder Grievances & its handling mechanism

AIS has a dedicated 'Shareholder Grievance Cell'(Mumbai) and all shareholder queries are resolved promptly. Shareholders are requested to contact the following to get their issues resolved promptly -

Link Intime India Pvt. Ltd., (Mumbai)

C 101, 247 Park, L B S Marg,
Vikhroli West, Mumbai 400 083
Tel: (022) 49186000

Link Intime India Pvt. Ltd. (Delhi)

A 40, 2nd Floor, Naraina Industrial Area,
Phase - II Banquet Hall, New Delhi 110028
Tel: (011) 41410592-94
Fax: (011) 41410591

Alternatively, shareholders can also call our dedicated Shareholder Grievance Officer - Mr. Ved Prakash Roy at +91 9999363361 or e-mail at – investorrelations@aisglass.com.

4) Nomination Facility

Section 72 of the Companies Act, 2013 provides the facility of nomination to the shareholders. This facility is mainly useful for individuals holding shares in sole name, especially those who are holding shares in sole name are advised to avail the nomination facility by submitting the prescribed Form SH-13. A copy of sample form is available under the Investor Relations section of the Company's website - www.aisglass.com.

However, if shares are held in dematerialized form, nomination has to be registered with concerned DP directly, as per the format prescribed by the DP.

5) Duplicate Shares

The loss of share certificate(s) should be reported immediately to AIS along with certificate nos./ folio no. and distinctive nos. to mark a precautionary stop transfer of such shares in the system. The request for issue of duplicate share certificate(s) should be sent to our RTA in the prescribed manner. For legal/ formal procedure with regard to the same, please write to our RTA.

6) Transfer of Equity Shares

Equity shares of AIS are freely transferable. All transfer requests should be sent on a duly executed Transfer Deed in prescribed SH - 4 affixing appropriate stamp duty along with the original share certificates. Such transfers are affected well within the statutory time limits.

However, SEBI vide its circular dated 20th May, 2009 has stated that the transferee (s) has to furnish a copy of PAN card to the Company/ RTA for registration of such transfer of shares. Hence Members are requested to attach a copy of PAN card to effect transfer of shares.

7) Transmission of Equity Shares

In case of death of a shareholder, their legal heirs are entitled for the equity shares to be transmitted in their name. Detailed documents and formalities are required to effect transmission of shares. In the unfortunate event requiring transmission of shares, Members may please contact our RTA for the requisite formalities and assistance.

