

**Report of Scrutinizer**

To,  
The Chairman  
Asahi India Glass Limited.  
CIN: L26102DL1984PLC019542

Dear Sir,

1. I, Sundeep Kumar Parashar, Practicing Company Secretary (FCS No: 6136, C.P. No: 6575), Proprietor of M/s SKP & Co., Company Secretaries, 2F-CS-03, Second Floor, Ansal Corporate Suites, Ansal Plaza, Sector-I, Vaishali, Ghaziabad-201010, was appointed as the Scrutinizer by the Board of Directors of M/s Asahi India Glass Limited (the Company) in its meeting held on 22.05.2014 for the purpose of scrutinizing E-voting process on the agenda items to be transacted at the Twenty Ninth Annual General Meeting (AGM) of the Company to be held on Wednesday, the 6<sup>TH</sup> day of August, 2014 at 3:00 p.m. at Air Force Auditorium, Subroto Park, New Delhi 110010.
2. I submit my report as under:
  - 2.1 The Company has provided e-voting facility to all the Shareholders of the Company as on the cut off date being 04.07.2014.
  - 2.2 The e-voting period began at 9:00 a.m. on Thursday, 31<sup>st</sup> July, 2014 and ended at 6:00 p.m. on Friday, 1<sup>st</sup> August, 2014. The vote received electronically from the Shareholders till Friday, 1<sup>st</sup> August, 2014 up to 6:00 p.m. being the last date and time fixed by the Company for e-voting were considered for my scrutiny.
  - 2.3 Particulars of all votes received electronically from the Members have been entered in a register separately maintained for the purpose.



2.4 The votes received electronically were duly scrutinized and the shareholding was matched / confirmed with the Register of Members of the Company as on the cut off date being 04.07.2014.

2.5 The votes were unblocked at Vaishali Ghaziabad on 04<sup>th</sup> August, 2014 in the presence of Mr. Anuj Dixit & Mr. Nitin Dave, who are not the employees of the Company, and who have signed below as witness to the unblocking of votes.

3. The result of the E-voting is as under:

Resolution No. 1: Adoption of Audited Balance Sheet of the Company as on March 31, 2014 and the Statement of Profit and Loss for the financial year ended on that date together with the Reports of Board of Directors and Auditors thereon.

Total Number of Votes Cast	5,35,96,020
Total Number of Members who voted	32

(i) Voted in favour of the Resolution:		
Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
32	5,35,96,020	100

(ii) Voted against of the Resolution:		
Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



<b>(iii) Invalid votes:</b>	
Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

**Resolution No. 2: Appointment of a Director in place of Mr. B. M. Labroo, who retires by rotation and being eligible, offers himself for re-appointment.**

Total Number of Votes Cast	5,35,96,020
Total Number of Members who voted	32

<b>(i) Voted in favour of the Resolution:</b>		
Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
32	5,35,96,020	100

<b>(ii) Voted against of the Resolution:</b>		
Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

<b>(iii) Invalid votes:</b>	
Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



Resolution No. 3: Appointment of a Director in place of Mr. Kimikazu Ichikawa, who retires by rotation and being eligible, offers himself for re-appointment.

Total Number of Votes Cast	5,35,96,020
Total Number of Members who voted	32

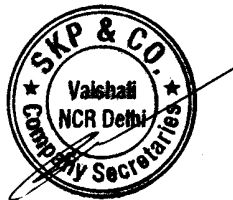
<b>(i) Voted in favour of the Resolution:</b>		
Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
32	5,35,96,020	100

<b>(ii) Voted against of the Resolution:</b>		
Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

<b>(iii) Invalid votes:</b>	
Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Resolution No.4: Appointment of Statutory Auditors and to fix their remuneration.

Total Number of Votes Cast	5,35,96,020
Total Number of Members who voted	32



<b>(i) Voted in favour of the Resolution:</b>		
Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
32	5,35,96,020	100

<b>(ii) Voted against of the Resolution:</b>		
Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

<b>(iii) Invalid votes:</b>	
Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

**Resolution No.5: Appointment of Dr. Surinder Kapur as an Independent Director.**

Total Number of Votes Cast	5,35,96,020
Total Number of Members who voted	32

<b>(i) Voted in favour of the Resolution:</b>		
Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
32	5,35,96,020	100



<b>(ii) Voted against of the Resolution:</b>		
Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

<b>(iii) Invalid votes:</b>	
Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

**Resolution No.6: Appointment of Mr. Gautam Thapar as an Independent Director.**

Total Number of Votes Cast	5,35,96,020
Total Number of Members who voted	32

<b>(i) Voted in favour of the Resolution:</b>		
Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
30	5,32,39,134	99.33

<b>(ii) Voted against of the Resolution:</b>		
Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
2	3,56,886	0.67



<b>(iii) Invalid votes:</b>	
Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

**Resolution No.7: Appointment of Mr. Rahul Rana as an Independent Director.**

Total Number of Votes Cast	5,35,96,020
Total Number of Members who voted	32

<b>(i) Voted in favour of the Resolution:</b>		
Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
32	5,35,96,020	100

<b>(ii) Voted against of the Resolution:</b>		
Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

<b>(iii) Invalid votes:</b>	
Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



Resolution No.8: Appointment of Mr. Gurvirendra Singh Talwar as an Independent Director.

Total Number of Votes Cast	5,35,96,020
Total Number of Members who voted	32

<b>(i) Voted in favour of the Resolution:</b>		
Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
32	5,35,96,020	100

<b>(ii) Voted against of the Resolution:</b>		
Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

<b>(iii) Invalid votes:</b>	
Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Resolution No.9: Appointment of Mr. Masakazu Sakakida as an Independent Director.

Total Number of Votes Cast	5,35,96,020
Total Number of Members who voted	32





<b>(i) Voted in favour of the Resolution:</b>		
Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
32	5,35,96,020	100

<b>(ii) Voted against of the Resolution:</b>		
Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

<b>(iii) Invalid votes:</b>	
Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

**Resolution No.10: Re-appointment of Mr. Hideaki Nohara as Whole Time Director.**

Total Number of Votes Cast	5,35,96,020
Total Number of Members who voted	32

<b>(i) Voted in favour of the Resolution:</b>		
Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
32	5,35,96,020	100



<b>(ii) Voted against of the Resolution:</b>		
Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

<b>(iii) Invalid votes:</b>	
Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

**Resolution No.11: Re-appointment of Mr. Sanjay Labroo, Managing Director & CEO of the Company for a period of five (5) years w.e.f. 19<sup>th</sup> February, 2014 and fixing his remuneration.**

<b>Total Number of Votes Cast</b>	5,35,96,020
<b>Total Number of Members who voted</b>	32

<b>(i) Voted in favour of the Resolution:</b>		
Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
32	5,35,96,020	100

<b>(ii) Voted against of the Resolution:</b>		
Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



<b>(iii) Invalid votes:</b>	
Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

**Resolution No.12: Ratification of remuneration paid to Mr. Sanjay Labroo, Managing Director & CEO of the Company.**

Total Number of Votes Cast	5,35,96,020
Total Number of Members who voted	32

<b>(i) Voted in favour of the Resolution:</b>		
Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
32	5,35,96,020	100

<b>(ii) Voted against of the Resolution:</b>		
Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

<b>(iii) Invalid votes:</b>	
Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



**Resolution No.13: Appointment of Mr. Masaru Omae as Director of the Company.**

Total Number of Votes Cast	5,35,96,020
Total Number of Members who voted	32

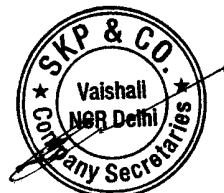
<b>(i) Voted in favour of the Resolution:</b>		
Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
32	5,35,96,020	100

<b>(ii) Voted against of the Resolution:</b>		
Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

<b>(iii) Invalid votes:</b>	
Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

**Resolution No.14: Appointment of Mr. Masaru Omae as Whole Time Director of the Company for a period of four (4) years w.e.f. 18th July, 2014 and fixing his remuneration.**

Total Number of Votes Cast	5,35,96,020
Total Number of Members who voted	32



<b>(i) Voted in favour of the Resolution:</b>		
Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
32	5,35,96,020	100

<b>(ii) Voted against of the Resolution:</b>		
Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

<b>(iii) Invalid votes:</b>	
Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

**Resolution No.15:** Ratification of the remuneration payable to M/s. Ajay Ahuja & Associates, Cost Auditors of the Company for the financial year ending 31<sup>st</sup> March, 2015.

Total Number of Votes Cast	5,35,96,020
Total Number of Members who voted	32

<b>(i) Voted in favour of the Resolution:</b>		
Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
32	5,35,96,020	100



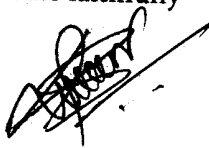
(ii) Voted against of the Resolution:		
Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:	
Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

4. You may accordingly declare the result of voting through electronic means.
5. The register and all other papers relating to electronic voting shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the 29<sup>th</sup> Annual General Meeting and same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking you,

Yours faithfully



(CS Sundeep K. Parashar)

Scrutinizer

**SKP & Co**

Company Secretaries

Proprietor

M. No. : F 6136

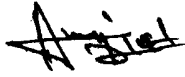
C. P. No. : 6575

Date: August 04, 2014


Place: Vaishali.



We the undersigned witness that the votes were unblocked from the e-voting website of Central Depository Services (India) Limited in our presence at Vaishali, Ghaziabad, on 4<sup>th</sup> August, 2014



Name: Anuj Dixit  
Address: H. No. 346, Kapashera,  
New Delhi- 110037



Name: Nitin Dave  
Address: D-36, D Block Shakarpur  
Main Market, Near Nirman Vihar  
Metro Station, New Delhi-110092

