



## 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, 5<sup>th</sup> Floor, Mehrauli-Gurgaon Road, Gurgaon - 122 002

**Phone:** (0124) 4062212-19, **Fax:** (0124) 4062244/88

**Email:** [investorrelations@aisglass.com](mailto:investorrelations@aisglass.com), **Website:** [www.aisglass.com](http://www.aisglass.com)

### POSTAL BALLOT NOTICE

[Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

To,

The Members,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and pursuant to other applicable laws and regulations, that the Resolution appended below is proposed to be passed by the Members of the Company through postal ballot / electronic voting (e-voting).

#### **Resolution proposed to be passed by the Members through Postal Ballot:**

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

**"Resolved that** pursuant to the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Regulations') (effective from 1<sup>st</sup> April, 2019) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment, modification, variation or re-enactment thereof for the time being in force) and pursuant to the recommendations of Nomination & Remuneration Committee and the Board of Directors of the Company, approval of Members of the Company be and is hereby accorded for Mr. Brij Mohan Labroo (DIN: 00040433), who is above the age of 75 years, to continue as Non-executive Director of the Company, designated as "Chairman", beyond 1<sup>st</sup> April, 2019, subject to his retirement by rotation.

**Resolved further that** Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this resolution."

**By order of the Board**

**Gopal Ganatra**

Executive Director

General Counsel &

Company Secretary

Membership No.: F7090

**Dated:** 12<sup>th</sup> February, 2019

**Place:** Gurgaon

#### **NOTES:**

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 stating all material facts, disclosure of interest, if any, and reasons thereof for the proposed resolution is annexed hereto and forms a part of this Notice.
2. The Postal Ballot Notice is being sent to all the Members by post / electronically (by e-mail to those Members who have registered their e-mail IDs with the Company), whose names appear in the Register of Members/ Record of Depositories as on Friday, 15<sup>th</sup> day of February, 2019.
3. The Postal Ballot Form and the self-addressed business reply envelope are enclosed for the use of Members.
4. Members who have registered their e-mail addresses for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice by e-mail and others are being sent through the permitted mode along with the Postal Ballot Form and postage pre-paid self-addressed business reply envelope. Members who have received Notice by e-mail and who wish to vote through physical Postal Ballot Form may download the same from the link <https://www.aisglass.com/postal-ballot>.
5. There will be one Postal Ballot Form / e-voting for every Folio No. / Client ID irrespective of the number of joint holders. In case of joint holding, the Postal Ballot Form should be completed and signed by the first named Member and in his absence, by the next named Member.
6. Voting rights in the Postal Ballot Form / e-voting cannot be exercised by a proxy. However, corporate and institutional Members shall be entitled to vote through their authorized representatives with proof of their authorization.
7. All relevant documents referred to in the accompanying Explanatory Statement are open for inspection at the Corporate Office of the Company on all working days (Monday to Saturday) between 10:00 a.m. to 5:00 p.m. from Friday, 22<sup>nd</sup> February, 2019 up to Saturday, 23<sup>rd</sup> March, 2019 (i.e. the last date for receiving of postal ballots/ e-votes). E-voting shall be disabled by CDSL at 05:00 P.M. (IST) on Saturday, 23<sup>rd</sup> March, 2019.
8. The Company is extending e-voting facility as an alternative, for its Members to enable them to cast their votes electronically instead of physical ballot.

**Procedure to cast vote electronically is as under:**

The voting period begins on Friday, 22<sup>nd</sup> February, 2019 at 9:00 a.m. (IST) and ends on Saturday, 23<sup>rd</sup> March, 2019 at 5:00 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 15<sup>th</sup> February, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (i) The shareholders should log on to the e-voting website: [www.evotingindia.com](http://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 Characters 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](http://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:

| <b>For Members holding shares in Demat Form and Physical Form</b> |   |
|---|---|
| PAN   | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> <li>• 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.</li> </ul>    |
| Dividend Bank Details OR Date of Birth (DOB)                      | 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. <ul style="list-style-type: none"> <li>• 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).</li> </ul> |

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

**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](http://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](mailto: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](mailto: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.
9. The voting through physical Ballot Form and remote e-voting period begins on Friday, 22<sup>nd</sup> February, 2019 at 9:00 a.m. (IST) and ends on Saturday, 23<sup>rd</sup> March, 2019 at 5:00 p.m. (IST) and any physical ballot form received or votes cast through e-voting after the said date and time shall not be considered. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 15<sup>th</sup> February, 2019 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.
  10. In case you have any query or issue regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  11. 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., Friday, 15<sup>th</sup> February, 2019.
  12. Members may send e-mail at [investorrelations@aisglass.com](mailto:investorrelations@aisglass.com) for any grievance connected with electronic voting.
  13. The Board of Directors vide resolution passed in Board Meeting dated 12<sup>th</sup> February, 2019 has appointed Mr. Sundeep Kumar Parashar, proprietor of SKP & Co., Company Secretaries, as the Scrutinizer who will conduct the postal ballot process in a fair and transparent manner.
  14. Upon completion of the scrutiny of Ballot Forms and Electronic responses, the Scrutinizer will make a Scrutinizer’s Report of the total votes cast in favour or against, if any, forthwith to Mr. B. M. Labroo, Chairman of the Company or in his absence, any other person authorized, who shall counter sign the same and declare the result of the voting forthwith.
  15. As per the provisions of Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the result of the Postal Ballot will be announced by Monday, 25<sup>th</sup> March, 2019 at the Registered Office of the Company and will be displayed at the Notice Board at Corporate Office of the Company. The result of the Postal Ballot will also be communicated to BSE Limited (BSE) & National Stock Exchange of India Limited (NSE). The result shall also be posted on the Company’s website, [www.aisglass.com](http://www.aisglass.com) and on the website of CDSL.
  16. Kindly note that the Shareholders can opt only one mode of voting i.e. either by Physical Ballot or e-voting. If you opt for e-voting, then do not vote by Physical Ballot and vice versa. However, in case Shareholders cast their votes by Physical Ballot as well as e-voting, then voting done through e-voting shall prevail and voting done by Postal Ballot Form will be treated as invalid.
  17. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final and binding.
  18. The resolution will be taken as passed effectively on the date of announcement of the result, if the result of the Postal Ballot indicates that the requisite majority of the Members of the Company have assented to the resolution. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the company for receipt of duly completed postal ballot forms or e-voting i.e. 23<sup>rd</sup> March, 2019.

**DETAILS OF DIRECTOR SEEKING CONTINUATION OF TENURE THROUGH POSTAL BALLOT**

[Pursuant to Regulation 36 of Securities and Exchange Board of India  
(Listing Obligations and Disclosures Requirement) Regulations, 2015]

|  |  |
|--|--|
| Name of the Director   | Mr. B. M. Labroo   |
| Director Identification Number (DIN)   | 00040433   |
| Age  | 88 years   |
| Qualifications   | Master of Arts degree in Political Science from Punjab University  |
| Experience   | Marketing, Finance and Corporate Governance  |
| Date of joining the Board  | 03/12/1985   |
| Expert in specific Functional Area   | Strategic Planning and Management  |
| Chairmanships/ Directorships of other Companies (excluding Foreign Companies and Section 8 Companies)*                                     | 1. Maltex Malsters Ltd.<br>2. Samir Paging Systems Ltd<br>3. North West Distilleries Pvt. Ltd.<br>4. Shield Autoglass Ltd.<br>5. Allied Fincap Services Pvt. Ltd.  |
| Chairmanships/ Memberships of Committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee) | Nil  |
| No. of shares held in the Company  | 1,37,83,920  |
| Number of Board Meetings attended during the year  | 4 out of 4   |
| Relationship with other Directors  | Father of Mr. Sanjay Labroo (DIN: 00009629), Managing Director & C.E.O. of the Company.  |
| Remuneration   | Apart from sitting fee for attending the meetings of Board of Directors and Committees thereof, in line with other Non-Executive Directors, 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. |
| Remuneration last drawn  | Rs. 8,15,305 (including Commission, being paid to all Non-executive Directors).  |

**ANNEXURE TO THE NOTICE****EXPLANATORY STATEMENT PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013, FORMING PART OF POSTAL BALLOT NOTICE****Item No. 1**

In terms of the recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, effective from 1<sup>st</sup> April, 2019, consent of the Members by way of a Special Resolution is necessary for continuation of tenure of Mr. Brij Mohan Labroo, Non-executive Director designated as "Chairman", beyond 1<sup>st</sup> April, 2019, who is above the age of seventy five years.

Mr. Brij Mohan Labroo, Non-Executive Chairman of the Company, is a promoter and has served the Board of the Company since its incorporation. He has an experience of around 34 years in glass industry. His knowledge of business, industrial environment and management has been an asset to the Company. Driven by his vision and under his esteemed guidance, the Company has attained remarkable growth over the last 3 decades.

Considering the rich experience, expertise and valuable contribution of Mr. Brij Mohan Labroo towards the Company, pursuant to recommendations of the Nomination & Remuneration Committee and Board of Directors at their meetings held on 12<sup>th</sup> February, 2019, consent of the Members, by way of Special Resolution, is sought in compliance with Regulation 17 (1A) of

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for continuance of Mr. Brij Mohan Labroo as Non-executive Director of the Company beyond 1<sup>st</sup> April, 2019, subject to his retirement by rotation.

The Board recommends the Special Resolution set forth at Item no. 1 for the approval of Members.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr. Brij Mohan Labroo, Chairman and Mr. Sanjay Labroo, Managing Director & C.E.O. of the Company, are concerned or interested, in this item.

**By order of the Board**

**Gopal Ganatra**

Executive Director

General Counsel &

Company Secretary

Membership No.: F7090

**Dated:** 12<sup>th</sup> February, 2019

**Place:** Gurgaon