



Asahi India Glass Ltd.

(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-Gurugram Road, Gurugram - 122 002

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

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

NOTICE

NOTICE is hereby given that the Thirty Fifth Annual General Meeting (AGM) of Members of Asahi India Glass Ltd. will be held on Friday, the 25th day of September, 2020 at 3:00 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"). No physical meeting of members will be held, however, the meeting will be deemed to have been held at the Registered office of the Company at Unit No. 203 to 208, Tribhuwan Complex, Ishwar Nagar, Mathura Road, New Delhi – 110 065. Following business shall be transacted at the meeting:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a. the audited Financial Statements of the Company for the financial year ended 31st March, 2020 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, 2020 together with Reports of the Auditors thereon.
2. To confirm the payment of Interim dividend paid on equity shares for the Financial Year 2019-20 as final dividend for the year 2019-20.
3. To appoint a Director in place of Mr. Satoshi Ogata (DIN: 08068218) 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 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 (Rupees One Lakh Fifty Thousand), as approved by

the Board of Directors, on the recommendation of Audit & Risk Management Committee of the Company at its meeting held on 24th June, 2020, 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, 2021, be and is hereby ratified and approved."

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

"Resolved that in accordance with provisions of Section(s) 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013, if any, and rules made thereunder read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 16(1)(b) & 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Shradha Suri (DIN: 00176902), Non-executive Independent Director of the Company, who has submitted a declaration that she meets the criteria of Independence as provided in the Act, rules & Regulations made thereunder and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for second term of 5 (five) consecutive years w.e.f. 1st April, 2020."

By order of the Board

Gopal Ganatra

Executive Director

Dated: 5th August, 2020

Place: Gurugram

General Counsel & Company Secretary

Membership No.: F7090

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, maintenance of social distancing norms, the Government of India through Ministry of Corporate Affairs, issued Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020 and Circular No. 20/2020 dated 5th May, 2020, ("MCA Circulars") and through Securities and Exchange Board of India ("SEBI"), issued Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 ("SEBI Circular"), permitting the conduct of Annual General Meeting through video conferencing (VC) or Other Audio Visual Means (OAVM) and has dispensed with the personal presence of the members at the meeting. In terms of the said Circulars, the 35th Annual General Meeting (AGM) of the members of the Company will be held through video conferencing (VC) / Other Audio Visual Means (OAVM). There will be no physical meeting of members, however, Members can attend and participate in the AGM through VC / OAVM. The deemed venue for the 35th AGM shall be the Registered Office of the Company.
2. The detailed procedure in respect of Voting Procedure through VC / OAVM Voting is given under:
 - (i) Members may attend the Meeting through VC / OAVM viz. Webex App. by login to www.evotingindia.com using their e-voting credentials through smart phone or laptop, connected through broadband.
 - (ii) Participants connecting from Mobile Devices or Tablets or through Laptop 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.
 - (iii) Members can login and join 30 (thirty) minutes prior to the schedule time, window for joining shall be kept open throughout the meeting.
3. Since, the AGM is being held pursuant to above MCA and SEBI Circulars through VC / OAVM, physical presence has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for AGM and Proxy Form & Attendance Slip including route map of the venue of the meeting are not annexed to this notice.
4. The recorded transcript of this meeting shall, as soon as possible, be made available on the website of the Company.
5. Corporate members attending the meeting through their authorized representatives pursuant to Section 113 of Companies Act, 2013 ("the Act") are requested to send to the Company, at least 48 hours prior to the start of voting, scanned copies of the following documents through email at investorrelations@aisglass.com
 - i) a certified copy of the Board resolution authorizing their representatives
 - ii) Photograph of the Representative.
6. Members are requested to intimate change, if any, in their address (with PIN Code), E-mail ID, nominations, bank details, mandate instructions, National Electronic Clearing Service ("NECS") mandates, etc. under the signature of the registered holder(s) to The Link Intime Private Ltd., Registrar and Share Transfer Agent ("RTA") of the Company (email ID asahi@linkintime.co.in); and their respective Depository Participants.
7. Queries, if any, on the Annual Report and operations of the Company, may please be sent at investorrelations@aisglass.com at least seven days prior to the date of the AGM; the member must mention his name, demat account number / folio number, e-mail ID, mobile number with the query; so that relevant query may be replied by the company suitably at the meeting.
8. In compliance with aforesaid circulars, notice of the AGM and the Annual Report for the Financial Year 2019-20 are being sent only through electronic mode to those members whose E-mail IDs are registered with the Depository Participant(s) and / or RTA. Any member, who has not registered his email ID, may register his / her ID with RTA by clicking the link https://linkintime.co.in/EmailReg/email_register.html and following the registration process as guided thereafter. Post successful registration of the email the Members would get Annual Report. Members attending AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. 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 ("Listing Regulations") and Secretarial Standard-2 issued by the Institute of Company Secretaries of India at Item Nos. 3 and 4 of Ordinary Business and Item No. 6 of Special Business are provided as **Annexure - 1** to this Notice.
10. Explanatory Statement in respect of Special Business, as required under Section 102 of the Companies Act, 2013 is enclosed as 'Annexure' to this Notice.
11. The Company has notified closure of Register of Members and Share Transfer Books from 18th September, 2020 to 25th September, 2020 (both days inclusive) for the purpose of the Annual General Meeting.

12. The Board of Directors of your company through Circular Resolution dated 11th March, 2020, had declared interim dividend @ 100% (₹ 1.00 per share) on the paid-up equity share capital of the company which was paid on and from 25th March, 2020 to those shareholders whose names appeared in the list of beneficial owners on 21st March, 2020 furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose. Members who have not received or not encashed their dividend warrants may approach M/s Link Intime India Pvt. Ltd., Registrar & Share Transfer Agent of the Company for obtaining Demand Draft.
13. Pursuant to applicable provisions of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (hereinafter referred to as "IEPF Rules"), (including any statutory modification(s) and or re-enactment(s) thereof for the time being in force), the amount of dividend remaining unpaid or unclaimed for a period of 7 (seven) years are required to be transferred by the Company to the IEPF established by the Central Government.
- Further, according to the said IEPF Rules, shares in respect of which dividend has not been claimed by the shareholders for 7 (seven) consecutive years or more shall also be transferred to the demat account of the IEPF Authority.
- The dividend amount and shares transferred to the IEPF can be claimed by the concerned Members from the IEPF Authority after complying with the procedure prescribed under the IEPF Rules. The details of the unclaimed dividends are also available on the Company's website at www.aisglass.com and the said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the Link (www.iepf.gov.in).
14. 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.
15. SEBI has vide amended Regulation 40 of Listing Regulations mandated that from 1st April, 2019 onwards securities can be transferred only in dematerialized form. However, Members may continue holding shares in physical form. Transfer of securities in demat form will facilitate convenience and ensure safety of transactions for investors.
- Members holding shares in physical form are requested to convert their holding(s) to dematerialized form to eliminate all risks associated with physical shares.
- SEBI has also clarified that the share transfer deed(s) once lodged prior to 31st March, 2019 and returned due to deficiency in documents submitted, may be re-lodged for transfer.
16. 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 35th Annual General Meeting of the Company.
17. 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.
18. 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.
19. 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.
20. 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.
21. 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.
22. 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 7th May, 2018 issued by the Ministry of Corporate Affairs, requirement for ratification of appointment of auditor has been abandoned.

23. Members may also note that the Notice of 35th Annual General Meeting and the Annual Report for 2019-20 are available on the Company’s website i.e. www.aisglass.com and on CDSL website www.evotingindia.com for download.

24. 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 (SS 2) 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 35th Annual General meeting (AGM) by electronic means. The facility of casting the votes by the members using an electronic voting system (“remote e-voting”) will be provided by Central Depository Services (India) Limited.

ii. 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.

OR

Alternatively, if you are registered for CDSL’s EASI / EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login – Myeasi using your login credentials. Once you successfully log-in to CDSL’s EASI / EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- 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:

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) <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)	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"> • 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).

- 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 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.
- xix PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**
- a. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company / RTA email ID**.
 - b. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to **Company / RTA email ID**.
- A. The remote e-voting period begins on Monday, 21st September, 2020 at 9:00 a.m. and ends on Thursday, 24th September, 2020 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 Thursday, 17th September, 2020 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 sending of the Notice

and holding shares as on the cut-off date i.e. Thursday, 17th September, 2020 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 under help section 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. Thursday, 17th September, 2020.
- 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, Membership No. F6136 and Certificate of Practice No. 6575, proprietor of SKP & Co., Company Secretaries, as the Scrutinizer who will conduct the remote e-voting process in a fair and transparent manner.
- G. The Scrutinizer shall, immediately after the conclusion of voting 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 and on CDSL’s website www.evotingindia.com.
- I. If you have any queries or issues regarding attending AGM & e-voting from the e-voting System, 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 or contact Mr. Nitin Kunder (022-2305 8738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-2305 8542).

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 on 022-23058542/43.

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.

Note :

As per amended Regulation 40 of the Listing Regulations, transfer of security shall not be processed unless the securities are held in dematerialised form with the depository, hence, shareholders are requested to kindly dematerialise their shareholding.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

The Board of Directors at its meeting held on 24th June, 2020, on the recommendation of Audit & Risk Management 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, 2021, 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 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, 2021. The Board recommends passing of Resolution at Item No. 5.

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. 5 of this Notice.

Item No. 6

Ms. Shradha Suri, aged 42 years, is an Independent Director. She has been on our Board since 1st April, 2015. She is a Post Graduate from the London School of Economics. She is part of the Suri Group, which has interests in a diverse range of businesses ranging from Automotive Air-conditioner, Hospitality, Precision Component Manufacturing and Telecom to Education. Ms. Suri is having over 19 years of experience and she is the Managing Director of Subros Limited, where she has been a critical part of Change Management and taken the company to new heights. Her key focus areas being creation of a strong R&D, HR, Quality and IT systems enabling decision support. As a Young Entrepreneur & Visionary Leader, she also drives the Telecom Business of the group where the

company (a telecom solutions provider) is engaged in design and manufacturing of access and optical networking equipments.

The Company has received a notice from a member under Section 160 of the Companies Act, 2013 signifying her intention to propose the appointment of Ms. Shradha Suri as Director of the Company. Ms. Suri has consented to act as Director. The Board considers it desirable to avail the expertise and guidance of Ms. Suri on the Board as an Independent Director and recommends passing of the Resolution in Item No. 6.

Copy of the draft letter of appointment of Ms. Shradha Suri setting out the terms and condition of appointment is available for inspection by the members at the registered office of the company.

The details/ information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard-2 with respect to appointment of Director is detailed in Annexure-1 to this Notice.

The company has also received declaration from Ms. Suri that she meets the criteria of Independence as prescribed both under Section 149(6) of the Act and under Listing Regulations. Further, she is not disqualified from being appointed as a Director in terms of Companies Act, 2013.

Based on the outcome of performance evaluation of Independent Directors, on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the company at their meeting held on 12th February, 2020 have approved the reappointment of Ms. Suri for the second term as provided in the resolution.

Except Ms. Shradha Suri and her relatives, none of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMP of the Company are concerned with or interested in the proposed Resolution as set out in Item No. 6 of this Notice.

The Board recommended the Special Resolution forth at Item No. 6 of the Notice for approval of the Members.

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. Satoshi Ogata
Director Identification Number	08068218
Date of joining the Board	13/02/2018
Profile of Director	Mr. Satoshi Ogata, aged 58 years, is Whole-time Director of Asahi India Glass Ltd. Mr. S. Ogata is a Mechanical Engineer from Waseda University, Japan. He joined AGC Inc. (AGC) in 1985 and has held various senior positions during his career of 34 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)*	1. Shield Autoglass 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	Nil
Number of Board Meetings attended during the year	3 out of 4
Relationship with other Directors	None
Remuneration	Mr. Satoshi Ogata is entitled to such remuneration as approved by Shareholders at its 33 rd Annual General Meeting held on 7 th August, 2018.
Name of the Director	Mr. Masahiro Takeda
Director Identification Number (DIN)	07058532
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 General Manager of Asia Pacific General Division, Building & Industrial Glass Company, AGC 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	3 out of 4
Relationship with other Directors	Nil
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.
Name of the Director	Ms. Shradha Suri
Director Identification Number (DIN)	00176902
Date of joining the Board	01/04/2015
Profile of Director	Ms. Shradha Suri, aged 42 years, is a Post Graduate from the London School of Economics. She is part of the Suri Group, which has interests in a diverse range of businesses ranging from Automotive Air-conditioner, Hospitality, Precision Component Manufacturing and Telecom to Education. Ms. Suri is having over 19 years of experience and she is the Managing Director of Subros Limited, where she has been a critical part of Change Management and taken the company to new heights. Her key focus areas being creation of a strong R&D, HR, Quality and IT systems enabling decision support. As a Young Entrepreneur & Visionary Leader, she also drives the Telecom Business of the group where the company (a telecom solutions provider) is engaged in design and manufacturing of access and optical networking equipments.
Terms and conditions of re-appointment	Appointed for a period of 5 years w.e.f. 1 st April, 2020.
Expert in specific Functional Area	Corporate Finance, Strategy and Management
Chairmanships/ Directorships of other Companies (excluding Foreign Companies and Section 8 Companies)*	<ol style="list-style-type: none"> 1. Subros Ltd. 2. Prima Telecom Ltd. 3. PCL Hotels Ltd. (formerly Prime Cellular Ltd.) 4. Fibcom India Ltd. 5. Denso Subros Thermal Engineering Centre India Pvt. Ltd. 6. Uniparts India Ltd. 7. Rohan Motors Ltd. 8. GlobalYDK Electric Pvt. Ltd. 9. Mercantile Capitals And Financial Services Pvt. Ltd. 10. DB Motors Pvt. Ltd. 11. Prima Infratech Pvt. Ltd.

Chairmanships/ Memberships of Committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	1. Fibcom India Ltd. – Audit Committee 2. Prima Telecom Ltd. – Audit Committee
No. of shares held in the Company	Nil
Number of Board Meetings attended during the year	4 out of 4
Relationship with other Directors	Nil
Remuneration	Apart from sitting fee for attending the meetings of Board of Directors and Committees thereof, she may also be entitled to Commission on net profits, as approved by the Shareholders within the limits as set out in Companies Act, 2013.

* 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

General Counsel & Company Secretary

Membership No.: F7090

Dated: 5th August, 2020

Place: Gurugram



Asahi India Glass Ltd.

Member's Response Form 2019-2020

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, 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 Relation
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 (₹ 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 ₹ 1/- each fully paid up, and 4 (four), 10% cumulative preference shares of ₹ 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),

Noble Heights, 1st Floor,
Plot No. NH - 2, C-1 Block, LSC,
Near Savitri Market, Janakpuri, New Delhi 110 058
Tel: (011) 4141 0592-94
Fax: (011) 4141 0591

Alternatively, shareholders can also call our dedicated Shareholder Grievance Officer - Mr. Gopal Ganatra at 0124 406 2212-19 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.