



ASAHI INDIA GLASS LIMITED

CIN: L26102DL1984PLC019542

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Corporate Office: 3rd Floor, Tower - D, Global Business Park,
Mehrauli-Gurgaon Road, Gurgaon - 122 002 (Haryana)

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POSTAL BALLOT NOTICE

[Notice pursuant to Section 108 and Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

To,

The Members,

Notice is hereby given pursuant to the provisions of Section 108 & Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) ("the Act"), read with Rule 20 & Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) (the "Rules"), read with MCA General Circular Nos. 14/2020, 03/2022 and 11/2022 dated 8th April, 2020, 5th May, 2022 and 28th December, 2022, respectively, issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended, Secretarial Standards – 2 on General Meeting (SS-2) issued by the Institute of Company Secretaries of India (ICSI) and pursuant to other applicable laws and regulations, to transact the special businesses as set out hereunder through Postal Ballot (only through the remote e-voting process).

The proposed Resolutions along with Explanatory Statement setting out material facts as required in terms of Section 102 of the Act read with the Rules and the MCA Circulars are appended below seeking consent of the Members of Asahi India Glass Limited (AIS) through remote e-voting.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, AIS has extended remote e-voting facility as the only medium to its Members to enable them to cast their votes electronically instead of submitting the Postal Ballot Form and has engaged the services of Central Depository Services (India) Limited ('CDSL') for the said purpose. The instruction for remote e-voting are appended to this Postal Ballot Notice.

The Board of Directors of AIS has appointed Mr. Sanjeev Pandey, Partner of SSPK & Co., Company Secretaries, to act as the Scrutinizer, for conducting the Postal Ballot only through the remote e-voting process, in a fair and transparent manner.

You are requested to carefully read the instructions in this Postal ballot Notice and record your assent (FOR) or dissent (AGAINST) on the proposed resolutions through the remote e-voting process not later than 5.00 p.m. (IST) on Monday, 27th March, 2023. The assent or dissent received after such date and time shall be treated as if reply from the Member has not been received.

After completion of scrutiny of the votes, the Scrutinizer will submit their Report to the Chairman of the Company. The results of the voting conducted through postal ballot (through the remote e-voting process) will be announced by the Chairman/ Company Secretary within 2 (Two) working days from the conclusion of remote e-voting process i.e. on or before Wednesday, 29th March, 2023. The said results along with the

Scrutinizer's Report will also be displayed on the website of AIS (www.aisglass.com) and communicated to the stock exchanges and CDSL. The proposed resolutions, if approved, shall be deemed to have been passed on the last date specified by the Company for receipt of vote.

RESOLUTIONS PROPOSED TO BE PASSED BY THE MEMBERS THROUGH POSTAL BALLOT (BY REMOTE E-VOTING)

SPECIAL BUSINESS

Item No. 1

Appointment of Ms. Nisheeta Labroo (DIN: 10040978) as a Non-Executive Director of the Company.

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

“Resolved that pursuant to the provisions of Sections 152 of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment made thereof for the time being in force) and any other laws prevailing for the time being in force, Ms. Nisheeta Labroo (DIN: 10040978), who was appointed as an Additional Director on Board of Directors of the Company with effect from 17th February, 2023, by the Board of Directors of the Company through circular resolution, in terms of and in accordance with Section 161 of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment made thereof for the time being in force) and Article 73 of Articles of Association of the Company and as per the recommendation of Nomination and Remuneration Committee and who hold office upto the date of next General Meeting or 3 months, whichever is earlier, be and is hereby appointed as Non-Executive Director of the Company, liable to retire by rotation.

Resolved further that the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or its Committee(s) thereof or Company Secretary or Chief Financial Officer or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary, desirable or expedient to give effect to this Resolution.”

Item No. 2

Appointment of Mr. Masao Fukami (DIN: 09811031) as a Director of the Company

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

“Resolved that pursuant to the provisions of Sections 152 of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment made thereof for the time being in force) and any other laws prevailing for the time being in force, Mr. Masao Fukami (DIN: 09811031), who was appointed as an Additional Director on the Board of Directors of the Company with effect from 1st January, 2023 by the Board of Directors of the Company in terms of and in accordance with the provisions of Section 161 of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment made thereof for the time being in force) and Article 73 of Articles of Association of the Company, as per the recommendation of Nomination and Remuneration Committee and who holds office upto the date of next General Meeting or 3 Months, whichever is earlier, be and is hereby appointed as Director of the Company, liable to retire by rotation.

Resolved further that the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or its Committee(s) thereof or Company Secretary or Chief Financial Officer or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary, desirable or expedient to give effect to this Resolution.”

Item No. 3

Appointment of Mr. Masao Fukami (DIN: 09811031) as Whole-time Director of the Company

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

“Resolved that in accordance with provisions of Sections 2(94), 196 & 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment made thereof for the time being in force), in accordance with the recommendation of Nomination and Remuneration Committee and in compliance with any other laws prevailing for the time being in force, subject to approval of Central Government, if required, the Company hereby approve the appointment of Mr. Masao Fukami as Whole-time Director to be designated as Deputy Managing Director – Technical and C.T.O. (Auto) of the Company, for a period of 4 years w.e.f. 1st January, 2023 on the remuneration and other terms and conditions as recommended by the Nomination and Remuneration Committee and as noted hereunder with the liberty of Board of Directors or a Committee thereof to alter or vary the terms and conditions of the said appointment as per the provisions of Companies Act, 2013 and Listing Regulations:

A. Salary:

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

B. Commission:

Maximum upto 1 per cent commission on the net profits of the Company in each financial year, subject to the overall limit as stipulated in Sections 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 or allowance for utilities such as gas, electricity, water, servants’ salaries, society charges, property tax, etc. on actuals;
- (iii) medical reimbursement, medical / accident insurance for himself and his family as per AIS Mediclaim / GPA policy;
- (iv) one club fee; and
- (v) other perquisites not exceeding the limits prescribed under Section 196 read with Schedule V of the Companies Act, 2013.

D. Other terms and conditions:

- (i) He shall be given a Company car with Driver and phone for official use.
- (ii) 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 by Chairman & Managing Director (CMD) of AIS.
- (iii) 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.
- (iv) He shall not be paid any sitting fee for attending the meetings of the Board of Directors or Committees thereof.

Resolved further that the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or its Committee(s) thereof or Company Secretary or Chief Financial Officer or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary, desirable or expedient to give effect to this Resolution.”

Item No. 4

Material Related Party Transaction(s) with AGC Asia Pacific Pte Ltd.

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

“Resolved that pursuant to the provisions of Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR”), applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory modification(s) or re-enactment made thereof for the time being in force), Company’s Policy on Related Party Transaction(s) and pursuant to approval of Audit & Risk Management Committee & Board of Directors of the Company, the consent of Members is hereby accorded for entering into and / or carrying out and / or continuing with existing, contract(s) / arrangement(s) / transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), or modification(s) of earlier contract(s) / arrangement(s) / the transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with AGC Asia Pacific Pte. Ltd., a promoter group company of Asahi India Glass Limited and accordingly a related party under Regulation 2(1)(zb) of LODR, on such terms and conditions as may be agreed between the Company and AGC Asia Pacific Pte. Ltd., for an aggregate value of upto Rs. 450 crore entered into/ to be entered during FY 2022-23, as per the details provided in the explanatory statement, subject to such contract(s) / arrangement(s) / transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

Resolved further that the Board of Directors of the Company, be and is hereby severally authorised to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including the Registrar of Companies and / or Central Government and / or any other Governmental / Regulatory Authority(ies), as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, in order to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

Resolved further that the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or its Committee(s) thereof or Company Secretary or Chief Financial Officer or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary, desirable or expedient to give effect to this Resolution.

Resolved further that all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby confirmed, ratified and approved in all respects.”

By order of the Board

Date: 17th February, 2023
Place: Gurugram

Gopal Ganatra
Executive Director
General Counsel & Company Secretary
Membership No: F7090

NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) and Secretarial Standard – 2, stating all material facts, disclosure of interest, if any, and reasons thereof for the proposed resolutions is annexed hereto and forms a part of this Notice.
2. The Postal Ballot Notice is being sent electronically (by e-mail to those members who have registered their e-mail IDs with the Company) to those Shareholders whose names appear in the Register of Members / Record of Depositories as on Saturday, 18th day of February, 2023 (“Eligible Members”). A copy of this Postal Ballot Notice is also available on the website of AIS and can be accessed through below link.
To view / download Postal Ballot Notice [Click Here](#)
3. In terms of the MCA Circulars, AIS will send this postal ballot notice in electronic form only. The hard copy of this Postal Ballot Notice along with postal ballot forms and pre-paid business envelope will not be sent to the members in accordance with the requirements specified under the said Circulars. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only.
4. In case of joint holders, the Member whose name appears as the first holder in order of the names as per the Register of Members of the Company or the list of Beneficial Owners provided by the Depositories, will be entitled to vote through remote e-voting.
5. Any Member who has not registered his / her e-mail ID, may register itself at Company’s email ID investorrelations@aisglass.com, on or before 5:00 p.m. (IST) on Monday, 20th March, 2023, pursuant to which, any Member may receive on the e-mail ID provided by the Member this Postal Ballot Notice and the procedure for remote e-voting along with the login ID and password for remote e-voting:
6. There will be one e-voting for every folio no. / Client ID irrespective of the number of joint holders.
7. Voting rights in 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.
8. 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 Friday) between 10:00 a.m. (IST) to 5:00 p.m. (IST) up to Monday, 27th day of March, 2023 (i.e. the last date for receiving e-votes). E-voting shall be disabled by CDSL at 5:00 P.M. (IST) on Monday, 27th March, 2023.
9. The Board of Directors vide resolution passed by circulation dated 17th February, 2023 has appointed Mr. Sanjeev Pandey, Partner of SSPK & Co., Company Secretaries, as Scrutinizer for conducting the remote e-voting through Postal Ballot.
10. Upon completion of scrutiny of electronic responses, the Scrutinizer will make Scrutinizer’s Report of the total votes cast in favour or against, if any, forthwith to Mr. Sanjay Labroo, Chairman & Managing Director of the Company or in his absence, any other person authorized, who shall countersign the same and declare the result of the remote e-voting.
11. As per the provisions of Regulation 44(3) of the Listing Regulations, the result of the Postal Ballot will be announced by 5:00 p.m. (IST), Wednesday, 29th March, 2023 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 and on the website of CDSL.

12. The Company is extending remote e-voting facility as an only medium to its members to enable them to cast their votes electronically.
13. Voting through electronic means

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 read with SEBI Circular No. SEBI/ HO/CFD/ CMD/CIR/P/2020/242 dated 9th December, 2020 & 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 in the Postal Ballot 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.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the Demat account holders, by way of a single login credential, through their Demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Procedure to cast vote electronically is as under

Login method for e-voting for Individual shareholders holding securities in Demat mode:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3) If the user is not registered for Easi / Easiest, option to register is available at CDSL website http://www.cdslindia.com/ and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in Demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 – 4886 7000 and 022 – 2499 7000

Login method for Remote e-voting for Physical shareholders and shareholders other than individual holding in Demat form:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on “Shareholders” module.
- (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:

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 sent over email 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 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) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that 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.
- Alternatively, Non-Individual Members are required to send the relevant Board Resolution / Authority Letter, etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at s2scorporatelegal@gmail.com and to the Company at the email address viz; investorrelations@aisglass.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

(xix) PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES/ MOBILE NO. 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 update your email ID & mobile no. with your respective Depository Participant (DP)
- c) For Individual Demat shareholders – Please update your email ID & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting through Depository

14. 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 or contact at toll free no. 1800 22 55 33. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400 013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.
15. 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., Saturday, 18th February, 2023.
16. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final and binding.
17. The resolutions 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 resolutions. 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 vote i.e. Monday, 27th March, 2023. Further, resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.

18. In terms of SEBI circular dated 9th December, 2020 on e-voting facility provided by listed Companies, individual shareholders holding securities in Demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their Demat account in order to access e-voting facility.
- A. The remote e-voting period begins on Sunday, 26th February, 2023 at 9:00 a.m. (IST) and ends on Monday, 27th March, 2023 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 Saturday, 18th February, 2023 may cast their vote electronically. 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. 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.
 - C. 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. Saturday, 18th February, 2023.
 - D. Members may send e-mail at investorrelations@aisglass.com for any grievances connected with electronic means.
 - E. The Company has appointed Mr. Sanjeev Pandey, Membership No. 10272 and Certificate of Practice No. 17237, Partner of SSPK & Co., Company Secretaries, as the Scrutinizer who will conduct the remote e-voting process in a fair and transparent manner
 - F. 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.
 - G. 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 2 (Two) working days of the conclusion of the Postal Ballot. The results declared along with Scrutinizer’s Report shall be placed on the Company’s website www.aisglass.com and shall also be communicated to the stock exchanges and CDSL.
 - H. If you have any queries or issues regarding voting by postal ballot through electronic means, 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 at toll free no. 1800 22 55 33.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 READ WITH 110 OF THE COMPANIES ACT, 2013, FORMING PART OF POSTAL BALLOT NOTICE

Item No. 1

Consequent upon demise of Mr. B. M. Labroo on 7th November, 2022, it has been decided by Labroo Family to nominate Ms. Nisheeta Labroo, daughter of Mr. Sanjay Labroo, as Non-Executive Director on the Board of AIS.

Aged only 34, Ms. Nisheeta Labroo graduated from Wharton School, University of Pennsylvania (United States) in 2010 with specialisation in Economics and Management. She started her career as an Analyst, Management Consulting at Accenture India where she worked on a project for a large auto OEM that focused on improving customer satisfaction levels through the OEM's dealer network. With a strong desire to contribute positively to the community, Ms. Nisheeta Labroo worked at "Save the Children India", a not-for-profit organization from July 2012 – December 2014 as an Analyst in the CEO's office. Her job entailed preparing CEO reports for Board meetings, monthly MIS reports for Senior Management meetings, developing the 4 Year Organisation Strategy and contributing to education programs in Bihar and Delhi.

Since January 2015, she has been an entrepreneur and partner with "NIANA" a luxury home fragrance brand founded by her mother Ms. Leena Labroo.

The Board of Directors of the Company vide resolution passed by circulation dated 17th February, 2023 and on recommendation of Nomination & Remuneration Committee appointed Ms. Nisheeta Labroo (DIN: 10040978), as an Additional Director, in the capacity of Non-Executive Director with immediate effect, subject to approval of members.

In terms of the provisions of Section 161 of the Companies Act, 2013, Ms. Nisheeta Labroo holds office up to the next Annual General Meeting (AGM) and as such the approval of the shareholders is required to be taken at the next AGM only, which is to be held in the year 2023 in terms of the provisions of the Companies Act, 2013. However, in terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), a listed entity shall ensure that the approval of the shareholders for the appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Since it would be necessary to obtain approval of the shareholders on or before 16th May, 2023 in terms of the provisions of the Listing Regulations, it is proposed to obtain approval of the shareholders for his appointment by way of Postal Ballot.

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

Ms. Nisheeta Labroo 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. Besides providing the expertise and guidance, Ms. Nisheeta Labroo will also bring her youthful thinking and new ideas to the Board deliberation and therefore the Board recommends passing of Resolution at Item No. 1.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr. Sanjay Labroo, Chairman and Managing Director and Ms. Nisheeta Labroo, Director of the Company are concerned or interested in this Resolution.

Item No. 2 & 3

Mr. Satoshi Ogata had, vide his letter dated 9th December, 2022, tendered his resignation as a Director and Whole-time Director of the Company w.e.f. 31st December, 2022. Consequent thereto, Mr. Masao Fukami was proposed to be appointed as Director in place of Mr. S. Ogata.

Accordingly, the Board of Directors of the Company in their meeting held on 27th December, 2022 and pursuant to the recommendations of Nomination and Remuneration Committee, approved the appointment of Mr. Masao Fukami (DIN: 09811031) as an 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. Masao Fukami as Whole-time Director, to be designated as Deputy Managing Director – Technical and C.T.O. (Auto) of the Company and subject to the approvals of the Members of the Company and Central Government, if required, for a period of 4 years w.e.f. 1st January, 2023 on remuneration and other terms and conditions as recommended by the Nomination and Remuneration Committee.

In terms of the provisions of Section 161 of the Companies Act, 2013, Mr. Masao Fukami holds office up to the next Annual General Meeting (AGM) and as such the approval of the shareholders is required to be taken at the next AGM only, which is to be held in the year 2023 in terms of the provisions of the Companies Act, 2013. However, in terms of Regulation 17(1C) of Listing Regulations, a listed entity shall ensure that the approval of the shareholders for the appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Since it would be necessary to obtain approval of the shareholders on or before 31st March, 2023 in terms of the provisions of the Listing Regulations, it is proposed to obtain approval of the shareholders for his appointment by way of Postal Ballot.

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.

Mr. Masao Fukami 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. Masao Fukami on the Board and recommends passing of Resolution at Item Nos. 2 and 3.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr. Masao Fukami is concerned or interested in this Resolution.

Item No. 4

The provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective 1st April, 2022, mandates prior approval of shareholders of a listed entity by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of business of the concerned company and at an arm’s length basis. Effective from 1st April, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and / or through its subsidiary(ies), exceed(s) Rs. 1,000 Crore or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

During the Financial Year 2022-23, the Company had entered into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s) are expected to cross the applicable thresholds as mentioned hereinabove.

Accordingly, as per the Listing Regulations, approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company, either directly or along with its Subsidiary(ies). All the said transactions shall be in the ordinary course of business of the Company / its subsidiaries and on an arm's length basis. The Audit & Risk Management Committee has, on the basis of relevant details provided by the management as required by the law, at its meeting held on 24th January, 2023, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arm's length basis and in the ordinary course of business of the Company.

Your Board of Directors considered the same and recommends passing of the resolutions contained in Item No. 4 of this Notice.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr. Masahiro Takeda, Non-Executive Director of the Company, are concerned or interested in this Resolution.

Information required under Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with SEBI Circular dated 22nd November, 2021 is provided herein below:

S. No	Particulars	Details
(1)	A summary of information provided by the management to the Audit & Risk Management Committee:	
a)	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	AGC Asia Pacific Pte. Ltd. is a promoter group company and a related party of Asahi India Glass Limited (AIS) as per Regulation 2(1)(zb) of Listing Regulations.
b)	Name of the director or key managerial personnel who is related, if any and nature of relationship.	Mr. Masahiro Takeda, Non-Executive Director of AIS
c)	Nature, material terms, monetary value and particulars of contracts or arrangement	The transaction involves Supply of Materials for business purpose from AGC Asia Pacific during FY 2022-23, aggregating up to Rs. 450 Crores.
d)	Value of the Transaction	Up to Rs. 450 Crores
e)	Percentage of annual consolidated turnover considering FY 2021-22 as the immediately preceding financial year	14.19%
(2)	Justification for the transaction	For supply of materials in ordinary course of business
(3)	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: (i) details of the source of funds in connection with the proposed transaction (ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and – tenure. (iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether	Not Applicable

	secured or unsecured; if secured, the nature of security (iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to	
(4)	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	Not Applicable
(5)	Any other information that may be relevant	Nil

ANNEXURE 1

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT THROUGH POSTAL BALLOT

(Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirement) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard – 2)

Name of the Director	Ms. Nisheeta Labroo	Mr. Masao Fukami
Director Identification Number (DIN)	10040978	09811031
Date of joining the Board	17/02/2023	01/01/2023
Profile of Director	Ms. Nisheeta Labroo, aged 34 years, graduated from Wharton School, University of Pennsylvania (United States) in 2010 with specialisation in Economics and Management. She started her career as an Analyst, Management Consulting at Accenture India where she worked on a project for a large auto OEM that focused on improving customer satisfaction levels through the OEM's dealer network. With a strong desire to contribute positively to the community, Ms. Nisheeta Labroo worked at “Save the Children India”, a not-for-profit organization from July 2012 – December 2014 as an Analyst in the CEO's office. Her job entailed preparing CEO reports for Board meetings, monthly MIS reports for Senior Management meetings, developing the 4 Year Organisation Strategy and contributing to education programs in Bihar and Delhi.	Mr. Masao Fukami, aged 54 years, is a Fine Materials Engineer from Shinshu University, Japan. He has held various senior positions during his career of 31 years in the field of automotive glass. Prior to his joining at AIS, Mr. Fukami was working as Nominee Director of Automotive Glass Company, Global OEM Office at Toyota Global Unit since 2017.
Terms and conditions of appointment	Appointed as a Director liable to retire by rotation	Appointed as a Director liable to retire by rotation
Expert in specific Functional Area	Economics and Management	Fine Materials Engineer
Chairmanships/ Directorships of other Companies (excluding Foreign Companies and Section 8 Companies)*	Nil	Nil
Chairmanships/ Memberships of Committees of other Public Companies (includes only Audit	Nil	Nil

Committee and Stakeholders Relationship Committee)		
No. of shares held in the Company	7,17,586	Nil
Number of Board Meetings attended during the year	NA	1 out of 1
Relationship with other Directors	Daughter of Mr. Sanjay Labroo, Chairman and Managing Director.	None
Details of last drawn Remuneration	Nil	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	Mr. Masao Fukami is entitled to such remuneration as may be approved by the Shareholders as set out in Item No. 3