



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) 49454900

Corporate Office: 5th Floor, Tower-B, Global Business Park,
Mehrauli-Gurgaon Road, Gurgaon-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 Thirtieth Annual General Meeting of Members of Asahi India Glass Ltd. will be held on Wednesday, the 5th day of August, 2015 at 3:00 p.m. at Air Force Auditorium, Subroto Park, New Delhi – 110 010 to transact the following businesses :

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Financial Statements of the Company including audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2015 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Kenichi Ayukawa (DIN 02262755) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. B. M. Labroo (DIN 00040433) who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify appointment of Statutory Auditors and to fix their remuneration.

To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

“Resolved that pursuant to provisions of Section(s) 139 and 142 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) appointment of M/s. Jagdish Sapra & Co., Chartered Accountants, having Firm Registration No. 001378N, as Statutory Auditors, be and is hereby ratified and approved from the conclusion of this Annual General Meeting till the conclusion of forthcoming Annual General Meeting, on such remuneration, as may be fixed by the Board of Directors of the Company.”

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 pursuant to provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Masahiro Takeda (DIN 07058532), who was appointed as an Additional Director of the Company with effect from 2nd January, 2015, 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 & Article 73 of the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing appointment of Mr. Masahiro Takeda as Director, be and is hereby appointed as a Non – Executive Director of the Company, liable to retire by rotation.”

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

“Resolved that pursuant to provisions of Section(s) 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Clause 49 of the Listing Agreement, Ms. Shradha Suri (DIN 00176902), who was appointed as an Additional Director, in the capacity of Independent Director, of the Company with effect from

1st April, 2015, by the Board of Directors of the Company, in terms of and in accordance with the provisions of Section(s) 149, 161 and Schedule IV of the Companies Act, 2013, as amended from time to time, read with Companies (Appointment and Qualifications of Directors) Rules 2014, Clause 49 of the Listing Agreement & Article 73 of the Articles of Association of the Company, who holds office upto the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing appointment of Ms. Shradha Suri as Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years."

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

"Resolved that pursuant to provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration of ₹ 1,50,000, as recommended by the Board of Directors, to be paid to M/s. Ajay Ahuja & Associates, Cost Accountants (Firm Registration No. 101142), appointed as the Cost Auditors of the Company for audit of the cost accounting records of the Company for the financial year ending 31st March, 2016, be and is hereby ratified and approved."

By order of the Board

Dated: 21st May, 2015
Place : Gurgaon

Gopal Ganatra
Chief - GRC, General Counsel
& Company Secretary
Membership No. F7090

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for another person or shareholder.

The instrument appointing the proxy should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before commencement of the AGM i.e. by 3:00 p.m. on 3rd August, 2015. Proxies submitted on behalf of Companies, Societies etc. must be supported by an appropriate resolution/ authority, as applicable.

2. Information or details pertaining to the Directors proposed to be appointed or re-appointed at Serial Nos. 2 and 3 of the Ordinary Business and at Serial No. 5 and 6 of the Special Business is provided as Annexure-1 to this Notice.
3. Explanatory Statement in respect of Special Business, as required under Section 102 of the Companies Act, 2013 is enclosed as 'Annexure' to this Notice.
4. The Company has notified closure of Register of Members and Share Transfer Books from 31st July, 2015 to 5th August, 2015 (both days inclusive) for the purpose of the Annual General Meeting.
5. Members are requested to produce the enclosed attendance slip, duly signed as per the specimen signature recorded with the Company, for admission to the meeting hall. Members holding shares in dematerialised form are requested to bring their DP-ID and Client-ID numbers for easier identification for attendance at the meeting.
6. 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.
7. 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.

8. 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.
9. 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.
10. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote at the Annual General Meeting.
11. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
12. As a matter of economy, copies of the Annual Report will not be distributed at the venue of the Annual General Meeting. Members are, therefore, requested to bring their copy of the Annual Report to the meeting.
13. 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 on www.investorrelations.com or vishal.panjabi@linkintime.co.in respectively.

14. 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 Clause 35B of the Listing Agreement, the Company is pleased to provide Members facility to exercise their right to vote on resolutions proposed to be considered at the 30th Annual General Meeting (AGM) by electronic means. The facility of casting the votes by the Members

using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited.

- II The facility for voting through ballot paper shall be made available at the AGM and Members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III The Members who have casted their vote by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their vote again.

IV Procedure to cast vote electronically is as under:

- (A) The shareholders should log on to the e-voting website www.evotingindia.com.
- (B) Click on Shareholders.
- (C) 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.
- (D) Next enter the Image Verification as displayed and Click on Login.
- (E) 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.
- (F) 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 the address slip of Annual Report or as provided in the e-mail, if Annual Report is sent through electronic mode.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If 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).
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- (G) After entering these details appropriately, click on "SUBMIT" tab.
- (H) 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.
- (I) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (J) Click on the EVSN for Asahi India Glass Limited.
- (K) 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.
- (L) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (M) 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.
- (N) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (O) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (P) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (Q) 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 e-mailed 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 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.
15. The remote e-voting period begins on Saturday, 1st August, 2015 at 9:00 a.m. and ends on Tuesday, 4th August, 2015 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, 30th July, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is casted by the member, the member shall not be allowed to change it subsequently.
16. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on cut-off date i.e. 30th July, 2015, may write to Registrar & Share Transfer Agent of the Company, Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (W), Mumbai – 400078, India or send an e-mail at rnt.helpdesk@linkintime.co.in or helpdesk.evoting@cdslindia.com.

17. 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.co.in under help section or write an e-mail to helpdesk.evoting@cdslindia.com.
18. 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, 30th July, 2015.
19. The Company has appointed Mr. Sundeep Kumar Parashar, proprietor of SKP & Co., Company Secretaries, as the Scrutinizer who will conduct the remote e-voting process in a fair and transparent manner.
20. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes casted at the meeting, thereafter unblock the votes casted 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 casted in favour or against, if any, forthwith to the Chairman or a person authorized by him in writing who shall countersign the same and declare the results of the voting forthwith.
21. As per the provisions of clause 35A of Listing Agreement, 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 Scrutiniser’s Report shall be placed on the Company’s website www.aisglass.com.

ATTENTION MEMBERS : E-MAIL COMMUNICATION

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

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

The Board of Directors of the Company appointed Mr. Masahiro Takeda 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 with effect from 2nd January, 2015 to hold office upto the date of this Annual General Meeting.

Other information pursuant to Clause 49 of the Listing Agreement with respect to appointment of Director is provided in Annexure-1.

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

Mr. Masahiro Takeda 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. Masahiro Takeda on the Board and recommends passing of the Resolution in Item 5.

Except Mr. Masahiro Takeda, 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 Resolution.

Item No. 6

The Board of Directors of the Company appointed Ms. Shradha Suri as an Additional Director, in the capacity of Independent 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 with effect from 1st April, 2015 to hold office upto the date of this Annual General Meeting.

Other information pursuant to Clause 49 of the Listing Agreement with respect to appointment of Director is provided in Annexure-1.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose the appointment of Ms. Shradha Suri as Director of the Company.

Ms. Shradha Suri 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 Ms. Shradha Suri on the Board and recommends passing of the Resolution in Item 6.

The Company has received a declaration under Section 149(7) of the Companies Act, 2013 from Ms. Shradha Suri that she meets the criteria of independence as specified in Section 149(6) of the Companies Act, 2013. In the opinion of the Board, Ms. Shradha Suri fulfills the conditions for her appointment as an Independent Director as specified in the Act and the Listing Agreement.

Except Ms. Shradha Suri, 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 Resolution.

Item No. 7

The Board of Directors at its meeting held on 21st May, 2015, on the recommendation of Audit Committee, appointed M/s. Ajay Ahuja & Associates, Cost Accountants (Firm Registration No. 101142), as the Cost Auditors for audit of the cost accounting records of the Company for the financial year ending 31st March, 2016, 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 Auditors is required to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for approving the Ordinary Resolution as set out in Item No. 7 for ratification of remuneration payable to Cost Auditor for conducting the audit of cost records of the Company for the financial year ending 31st March, 2016.

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

ANNEXURE - 1
**DETAILS OF DIRECTORS SEEKING APPOINTMENT/
RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING**
(Pursuant to Clause 49 of the Listing Agreement)

Name of the Director	Mr. Kenichi Ayukawa
Director Identification Number	02262755
Date of joining the Board	21/05/2013
Profile of Director	Mr. Kenichi Ayukawa, aged 59 years, is a Director nominated by MSIL pursuant to the JV Agreement. He has been on our Board since May 21, 2013. He is a Law graduate from Osaka University, Japan. Mr. Ayukawa joined Suzuki Motor Corporation in 1980 and worked at various levels there including General Manager, Overseas Marketing Administration Department and Managing Director of Pak Suzuki Motor Company Limited. He joined the Board of Maruti Suzuki India Limited (MSIL) in 2008. He was appointed as Managing Director & CEO of MSIL w.e.f. April 1, 2013.
Expert in specific Functional Area	Strategy and Management
Chairmanships/ Directorships of other Companies (excluding Foreign Companies and Section 8 Companies)*	1. Maruti Suzuki India Ltd. 2. SKH Metals Ltd. 3. Subros Ltd. 4. Krishna Maruti Ltd. 5. Denso India Ltd.
Chairmanships/ Memberships of Committees of other Public Companies (includes only Audit Committee and Stakeholders' Relationship Committee)	1. Maruti Suzuki India Ltd.
No. of shares held in the Company	Nil

Name of the Director	Mr. B. M. Labroo
Director Identification Number	00040433
Date of joining the Board	03/12/1985
Profile of Director	Mr. B. M. Labroo, aged 84 years, is the Non-Executive Director and Chairman and one of the Promoters of our Company. As Chairman of our Board, he advises us on all strategic matters relating to existing and future business of our Company. He has been on our Board since December 3, 1985. He holds a Master of Arts degree in Political Science from Punjab University. He has vast experience in marketing, finance and corporate governance. Mr. Labroo is on the Board of Directors of various companies such as Shield Autoglass Limited and Samir Paging Systems Limited.
Expert in specific Functional Area	Strategic Planning
Chairmanships/ Directorships of other Companies (excluding Foreign Companies and Section 8 Companies)*	1. Maltex Malsters Ltd. 2. Samir Paging Systems Ltd. 3. North West Distilleries Pvt. Ltd. 4. Shield Autoglass Ltd. 5. Nishi Electronics Pvt. Ltd. 6. Allied Fincap Services Pvt. Ltd.
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
Name of the Director	Mr. Masahiro Takeda
Director Identification Number	07058532
Date of joining the Board	02/01/2015

Profile of Director	Mr. Masahiro Takeda, aged 57 years, is a graduate from faculty of law, University of Osaka. He has 33 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 33 years. Mr. Takeda is currently the Senior Vice President of AGC Flat Glass North America Inc.
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
Name of the Director	Ms. Shradha Suri
Director Identification Number	00176902
Date of joining the Board	01/04/2015
Profile of Director	Ms. Shradha Suri, aged 37 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 14 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.
Expert in specific Functional Area	Corporate Finance, Strategy and Mangement
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. Prime Cellular Ltd. 4. Fibcom India Ltd. 5. Denso Subros Thermal Engineering Centre India Ltd. 6. Uniparts India Ltd. 7. Rohan Motors Ltd. 8. Fortis Healthcare Ltd. 9. Mercantile Capitals And Financial Services Pvt. Ltd. 10. Pia Infrastructure Pvt. Ltd. 11. Prima Infratech 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	Nil

* Directorship(s) 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
Chief - GRC, General Counsel
& Company Secretary
Membership No. F7090

Place : Gurgaon
Dated: 21st May, 2015



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) 49454900

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

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

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

ATTENDANCE SLIP

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

DP ID*

Folio No.

Client ID*

No. of Shares

NAME AND ADDRESS OF THE MEMBER

I hereby record my presence at the **THIRTIETH ANNUAL GENERAL MEETING** of the Company held on Wednesday, 5th August, 2015 at 3:00 p.m. at Air Force Auditorium, Subroto Park, New Delhi – 110 010.

*Applicable for Members holding shares in dematerialised form.

Signature of the Member/ Proxy



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) 49454900

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

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

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

PROXY FORM

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

Name of the Member(s) :

Registered Address :

E-mail Id:

Folio No./ Client Id:

DP ID:

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

- | | |
|------------------|----------------------------------|
| 1. Name: _____ | Address: _____ |
| E-mail Id: _____ | Signature: _____, or failing him |
| 2. Name: _____ | Address: _____ |
| E-mail Id: _____ | Signature: _____, or failing him |
| 3. Name: _____ | Address: _____ |
| E-mail Id: _____ | Signature: _____ |

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the Thirtieth Annual General Meeting of the Company, to be held on Wednesday, 5th August, 2015 at 3:00 p.m. at Air Force Auditorium, Subroto Park, New Delhi - 110 010 and at any adjournment thereof in respect of such resolution as are indicated hereinafter:





Resolution No.	Resolution		
Ordinary Business		For	Against
1.	Adoption of audited Financial Statements of the Company including audited Consolidated Financial Statements of the Company for the financial year ended 31 st March, 2015 together with the Reports of Board of Directors and Auditors thereon.		
2.	Re-appointment of Mr. Kenichi Ayukawa (DIN 02262755) as a Director of the Company who retires by rotation.		
3.	Re-appointment of Mr. B. M. Labroo (DIN 00040433) as a Director of the Company who retires by rotation.		
4.	Ratification of appointment of Statutory Auditors and to fix their remuneration.		
Special Business			
5.	Appointment of Mr. Masahiro Takeda (DIN 07058532) as a Non-Executive Director.		
6.	Appointment of Ms. Shradha Suri (DIN 00176902) as an Independent (Woman) Director.		
7.	Ratification of the remuneration payable to M/s. Ajay Ahuja & Associates, Cost Auditors of the Company for the financial year ending 31 st March, 2016.		

Signed this _____ day of _____ 2015

Signature of the Shareholder _____

Affix
Revenue
Stamp

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

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



ASAHI INDIA GLASS LIMITED

Member's Response Form 2014-15

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 the Financial Statements, Auditors' Report, Directors' Report, notices of General Meetings and Explanatory Statement etc.) through e-mail, as per the e-mail address mentioned above, till such further notice from me.

Signature of Member

Notes :

- 1) Members are requested to address this 'Member's Response Form' to:

Chief - Investor Relations
Asahi India Glass Ltd.
5th Floor, Tower-B, Global Business Park,
Mehrauli – Gurgaon Road,
Gurgaon - 122002

- 2) Members holding shares in dematerialised form may kindly update their e-mail address with their respective Depository Participants (DPs).

