

## NOTICE

NOTICE is hereby given that the Twenty Seventh Annual General Meeting of Members of Asahi India Glass Ltd. will be held on Wednesday, the 8<sup>th</sup> day of August, 2012 at 2:00 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 Balance Sheet as at 31<sup>st</sup> March, 2012, the Profit & Loss Account of the Company for the financial year ended on that date together with the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Dr. Surinder Kapur who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Gautam Thapar who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Statutory Auditors and to fix their remuneration.

### 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 Mr. Arvind Singh, who was appointed as an Additional Director of the Company with effect from 25<sup>th</sup> January, 2012 in terms of and in accordance with the provisions of Section 260 of the Companies Act, 1956 and 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 257 of the Companies Act, 1956 from a member proposing appointment of Mr. Arvind Singh as Director, be and is hereby appointed as a 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 a Special Resolution :**

“Resolved that in accordance with provisions of Section(s) 198, 269, 309 and 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, and any other laws prevailing for the time being in force and subject to the approval of the Central Government, if required, the Company hereby approves the payment of remuneration to Mr. Sanjay Labroo, Managing Director & C.E.O., w.e.f. 1<sup>st</sup> April, 2012 till his remaining tenure i.e. upto 18<sup>th</sup> February, 2014 as approved and recommended by Remuneration Committee and noted hereunder :

#### A. Salary :

Basic salary of ₹ 2,32,000/- per month in the scale of pay of ₹ 2,32,000-6,000-2,56,000 with annual increment of ₹ 6,000 falling due on 1<sup>st</sup> April every year.

#### B. Commission :

Upto 2.25 per cent commission on the net profits of the Company in each financial year, subject to the overall limit as stipulated in Section I of Part II of Schedule XIII of the Companies Act, 1956.

#### C. Perquisites :

In addition to salary and commission, the Managing Director shall be entitled to perquisites and allowances in terms and accordance with the Management Regulations of the Company, as applicable and in force from time to time.

#### D. Other terms and conditions :

- I) In the event of absence or inadequacy of profits in any financial year: (a) the Managing Director shall be entitled to the minimum remuneration as mentioned herein above without any variation except that no commission shall be payable. (b) Provided that the total remuneration to be paid to Mr. Sanjay Labroo, Managing Director & C.E.O. shall not exceed ₹ 75,00,000 during any financial year during his existing tenure.
- II) Provided further that in case of adequacy of profits, the Company may pay remuneration to Mr. Sanjay Labroo, Managing Director & C.E.O. upto 5% of the profits in terms of the provisions of the Companies Act, 1956.

Resolved further that the Board of Directors of the Company be and is hereby authorized to alter or vary the above terms & conditions so as not to exceed the limits specified in Schedule XIII to the Companies Act, 1956 in case the Company has adequate profits or within the limits approved by the Central Government, if required, as the case may be.

Resolved further that the other terms and conditions of appointment of Mr. Sanjay Labroo as Managing Director as approved by the Board of Directors and Shareholders of the Company in their meetings held on 28<sup>th</sup> January, 2009 and 28<sup>th</sup> July, 2009 respectively remain the same.”

7. **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) 198, 269, 309 and 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, and any other laws prevailing for the time being in force and subject to the approval of the Central Government, if required, the Company hereby approves the payment of remuneration to Mr. Hideaki Nohara, Dy. Managing Director & C.T.O (Auto), w.e.f. 12<sup>th</sup> August, 2012 till his remaining tenure i.e. upto 11<sup>th</sup> August, 2013 as Whole-time Director of the Company, as recommended and approved by the Remuneration Committee and noted hereunder :

#### 1. Salary :

Basic salary of ₹ 79,000/- per month in the scale of pay of ₹ 79,000-3,000-82,000 with annual increment of ₹ 3,000 falling due on 1<sup>st</sup> April every year.

#### 2. Perquisites :

In addition to salary, the Director shall be entitled to perquisites and allowance in terms and accordance with Management Regulations of the Company, as applicable and in force from time to time.

#### 3. Other terms and conditions :

- (i) The Director shall also be entitled to such other benefits, scheme, privileges and amenities including provident fund, superannuation fund, gratuity fund etc., as are applicable in

accordance with the Management Regulations of the Company in force from time to time.

- (ii) The Director shall also be entitled to foreign allowance not exceeding ₹ 10 lakhs per annum.
- (iii) The Director so long as he functions as such, shall not be paid any sitting fee for attending the meetings of the Board of Directors or Committees thereof.

Resolved further that notwithstanding anything contained above, in the event of absence or inadequacy of profits in any financial year, the Director shall be paid minimum remuneration, including basic salary as per the above limits, perquisites & allowance not exceeding ₹ 20 lakhs per annum, foreign allowance not exceeding ₹ 10 lakhs per annum and other benefits including provident fund, superannuation

fund and gratuity as per the management Regulations of the Company, except that no commission shall be payable.

Resolved further that the other terms and conditions of appointment of Mr. Hideaki Nohara as Dy. Managing Director & C.T.O. (Auto) as approved by the Board of Directors at their meeting held on 28<sup>th</sup> July, 2009 and approved by the Shareholders of the Company by way of Special Resolution through postal ballot on 9<sup>th</sup> October, 2009 remain the same.”

**By order of the Board**

**Place : Gurgaon**

**Dated : 17<sup>th</sup> May, 2012**

**Gopal Ganatra**

**Head - Legal & Company Secretary**

**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. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE MEETING.
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 of the Special Business are given in the Report on Corporate Governance Section of the Annual Report.
3. Explanatory Statement in respect of Special Business, as required under Section 173(2) of the Companies Act, 1956 is enclosed as 'Annexure' to this Notice.
4. The Company has notified closure of Register of Members and Share Transfer Books from, 3<sup>rd</sup> August, 2012 to 8<sup>th</sup> August, 2012 (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. Pursuant to provisions of Section 205A of the Companies Act, 1956, the amount of dividend remaining unpaid or unclaimed for a period of seven years is required to be transferred to the Investor Education and Protection Fund (IEPF). Members who have yet not encashed their dividend warrant(s) for the financial year ended 31<sup>st</sup> March, 2005 or for any subsequent years are requested to make their claims to the Company or its Registrars and Share Transfer Agents.
9. In terms of the provisions of the Companies Act, 1956, 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.
10. 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.
11. 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.
12. 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.
13. 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.

**ANNEXURE TO THE NOTICE**

**EXPLANATORY STATEMENT UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956**

**Item No. 5**

Pursuant to resignation of Mr. Arvind Singh from the Company w.e.f. 1<sup>st</sup> January, 2012, Mr. Arvind Singh also resigned as a whole-time Director on the Board of Directors of the Company. The Board of Directors of the Company at its meeting held on 25<sup>th</sup> January, 2012 approved the appointment of Mr. Arvind Singh as an Additional Director in capacity of Non-Executive Director with effect from 25<sup>th</sup> January, 2012. Pursuant to Section 260 of the Companies Act, 1956 read with Article 73 of the Articles of Association of the Company, Mr. Arvind Singh holds office upto the date of this Annual General Meeting.

Mr. Arvind Singh, aged 48 years is an MBA from International Management Institute, New Delhi and has over 25 years of experience in corporate planning and business management. Mr. Singh was associated with the Company since 1991 till 2011 and held various senior positions.

The Company has received a notice from a member under Section 257 of the Companies Act, 1956 signifying his intention to propose the appointment of Mr. Arvind Singh as Director of the Company. Mr. Arvind Singh has consented to act as Director. The Board considers it desirable to avail the expertise of Mr. Arvind Singh on the Board and recommends passing of the Resolution in Item 5.

Except Mr. Arvind Singh, none of the Directors of the Company is concerned with or interested in the Resolution.

**Item Nos. 6**

The financial year 2011-12 has been unusually stressful for AIS due to volatile economic conditions, inflation and depreciation of Rupee which had an adverse impact on the performance of AIS. Consequently considering the current financial position of the Company, the remuneration to be paid to Mr. Sanjay Labroo, Managing Director & C.E.O. w.e.f. 1<sup>st</sup> April, 2012 till his remaining tenure i.e. upto 18<sup>th</sup> February, 2014, is required to be regulated in accordance with the terms of Section II of Part II of Schedule XIII of the Companies Act, 1956.

In order to comply with the provisions of the Section II of Part II of Schedule XIII of the Companies Act, 1956, the approval of the Shareholders by way of Special Resolution is required to be obtained in the ensuing Annual General Meeting of the Company and the approval of Central Government is also required to be obtained for payment of remuneration to Mr. Sanjay Labroo, Managing Director & C.E.O. of the Company w.e.f. 1<sup>st</sup> April, 2012 till his remaining tenure i.e. upto 18<sup>th</sup> February, 2014 as recommended by the Remuneration Committee mentioned in Resolution no 6.

Hence, Resolution contained in Item No. 6 is required to be passed by Members by way of Special Resolution.

The Board therefore, recommends passing of above Resolution.

The information required to be given as per Section II of Part II of Schedule XIII of the Companies Act, 1956 is detailed below:

**I) General Information : Refer Annexure – 1**

**II) Information about Mr. Sanjay Labroo :**

(1)	Background Details	Mr. Sanjay Labroo, aged 50 Years, a Doon school alumnus (1980), graduated in Finance and Management from the Wharton School of Business & Finance, Pennsylvania, USA. He is the promoter entrepreneur of AIS and has been the Managing Director & C.E.O. of AIS since 1990.
(2)	Past Remuneration	2009-10 : ₹ 9,28,907 /- 2010-11 : ₹ 90,94,957/- 2011-12 : ₹ 63,99,080/-
(3)	Recognition or Awards	An able & successful entrepreneur under whose leadership the Company could achieve and maintain impeccable operational standard for which the Company has received many accolades over the last 2 decades of its existence.
(4)	Job profile and suitability	Mr. Labroo, being the promoter entrepreneur, has been instrumental in converting AIS from a one plant – one customer Company in 1987 to the largest integrated glass company of India. Mr. Labroo has been holding the position of the Managing Director & C.E.O of the Company since 1990.  Mr. Labroo is a member on the Board of various other Companies and has also served as a Director on the Central Board of the Reserve Bank of India.  Mr. Labroo is also associated with various Chambers of Commerce and Trade Organisations. He is the Past President of Auto Components Manufacturers' Association (ACMA) and is the Chairman of the OEM Committee of ACMA. Mr. Labroo is also the Member of Executive Committee of All India Glass Manufacturers' Federation.
(5)	Proposed Remuneration	As mentioned in Resolution.
(6)	Comparative Remuneration	Suitable in view of the vast experience and professional qualifications of Mr. Sanjay Labroo.
(7)	Relationship	Mr. Sanjay Labroo does not have any pecuniary relationship and is also not related to any managerial personnel of the Company except Mr. B. M. Labroo, Chairman.

**III) Other Information : Refer Annexure – 2**

**IV) DISCLOSURES :**

(1)	Remuneration Package	As mentioned in Resolution
(2)	Other Information	As per Corporate Governance Report

## ANNUAL REPORT 2011-12

This explanatory statement together with the accompanying notice is and may be treated as an abstract of payment of the remuneration to Managing Director, and memorandum of concern or interest under Section 302 of the Companies Act, 1956.

None of the Directors of the Company is concerned with or interested in this Resolution, except Mr. Sanjay Labroo and Mr. B. M. Labroo.

### Item Nos. 7

The current tenure and remuneration entitlements of Mr. Hideaki Nohara as Dy. Managing Director & C.T.O. (Auto) w.e.f. 12<sup>th</sup> August, 2009 for a term of four (4) year upto 11<sup>th</sup> August, 2013 has been duly approved by the Board of Directors at its meeting held on 28<sup>th</sup> July, 2009 and approved by Shareholders of the Company by way of Special Resolution through postal ballot on 9<sup>th</sup> October, 2009.

The term of Mr. Nohara has also been approved by the Central Government for a period of four (4) year upto 11<sup>th</sup> August, 2013 vide their letter dated 15<sup>th</sup> September, 2010.

However, Central Government vide their above letter dated 15<sup>th</sup> September, 2010 has granted approval for payment of remuneration to Mr. Nohara only for a period of three (3) years upto i. e. 11<sup>th</sup> August, 2012.

Consequently, in view of above Central Government approval for three (3) years and considering the current financial position of the Company, the remuneration to be paid to Mr. Hideaki Nohara, Dy. Managing Director & C.T.O. (Auto) w.e.f. 12<sup>th</sup> August, 2012 till his remaining tenure i.e. upto 11<sup>th</sup> August, 2013, is required to be regulated in accordance with the terms of Section II of Part II of Schedule XIII of the Companies Act, 1956.

In order to comply with the provisions of the Section II of Part II and other applicable provisions of Schedule XIII of the Companies Act, 1956, the approval of the Shareholders by way of Special Resolution in the ensuing Annual General Meeting of the Company and approval of Central Government is also required to be obtained for payment of remuneration to Mr. Hideaki Nohara, Dy. Managing Director & C.T.O. (Auto) w.e.f. 12<sup>th</sup> August, 2012 till his remaining tenure i.e. upto 11<sup>th</sup> August, 2013 as Whole-time Director of the Company as recommended by the Remuneration Committee, mentioned in Resolution no 7.

Hence, Resolution contained in Item No. 7 is required to be passed by Members by way of Special Resolution.

The Board therefore, recommends passing of above Resolution.

### V) Information about Mr. Hideaki Nohara :

(1)	Background Details	Mr. Hideaki Nohara, aged 58 Years is a Graduate in Metal Engineering from Japan Tohoku University, Japan.
(2)	Past Remuneration	2009-10 : ₹ 12,86,552/- 2010-11 : ₹ 23,79,189/- 2011-12 : ₹ 23,44,657/-
(3)	Recognition or Awards	Nil
(4)	Job profile and suitability	Mr. Nohara, joined Asahi Glass Company, Japan (AGC), in 1977 and has held various senior positions during his career of 32 years with AGC prior to joining of AIS.
(5)	Proposed Remuneration	As mentioned in Resolution
(6)	Comparative Remuneration	Suitable in view of the vast experience and professional qualifications of Mr. Hideaki Nohara.
(7)	Relationship	Mr. Nohara does not have any pecuniary relationship and is also not related to any managerial personnel of the Company.

### IV) Other Information : Refer Annexure – 2

### VII) DISCLOSURES

(1)	Remuneration Package	As mentioned in Resolution
(2)	Other Information	As per Corporate Governance Report

This explanatory statement together with the accompanying notice is and may be treated as an abstract of payment of the remuneration to Dy. Managing Director & C.T.O. (Auto), and memorandum of concern or interest under Section 302 of the Companies Act, 1956.

None of the Directors of the Company is concerned with or interested in this Resolution, except Mr. Hideaki Nohara.

**ANNEXURE – 1**

## I) General Information :

(1)	Nature of Industry	<p>AIS belongs to the glass industry in India. The Indian glass industry comprises of float glass, automotive glass and architectural processed glass.</p> <p>AIS is the largest integrated glass company in India, manufacturing a wide range of automotive glass, float glass, architectural processed glass and value added glass products.</p> <p>AIS has a strong strategic position in the Indian glass industry with leadership (around 77% market share) of the automotive glass, prominent position in float glass market (around 24% market share) &amp; growing prominence in architectural processed glass segments.</p> <p>The Indian glass industry is poised at an interesting point. It is directly linked to the automotive and housing industry of India, both of which are propellers of growth in the Indian economy and hence get the maximum attention from government and policy makers.</p>
(2)	Date of or expected date of commencement of commercial production	13 <sup>th</sup> March, 1987
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable

## (4) Financial Performance based on the given indicators :

₹ Lakhs

Particulars	F.Y. 2009-10	F.Y. 2010-11	F.Y. 2011-12
Net Sales	1,26,273	1,51,821	1,64,574
Other Income	3,385	1,667	1,196
Total Income	1,29,658	1,53,488	1,65,770
Expenditure	1,04,521	1,26,240	1,47,049
Depreciation	12,448	11,837	12,653
Interest	12,783	12,780	14,743
Profit / (Loss) before exceptional items and tax	(179)	2,631	(8,675)
Provision for taxation (including Deferred tax)	302	1,116	(2,802)
Profit / (Loss) after tax	123	1,515	(58,73)

(5)	Export performance based on the given indicators	During the year 2011-12, total foreign exchange earnings were ₹ 4,400/- lakhs including exports of ₹ 4,317/- lakhs.
(6)	Foreign investments or collaborators, if any	Foreign Collaborator - Asahi Glass Company Ltd., Japan.

**ANNEXURE – 2**

I) Other Information :

(1)	Reasons of inadequate profits	The financial performance of AIS was affected due to the extremely high input costs especially energy costs.
(2)	Steps taken or proposed to be taken for improvement	<p>With the strong macro environment and expected growth in automotive and construction sectors, the Company is expected to perform better in the coming financial years.</p> <p>Internally, the Company has taken the following steps to negate the adverse impact in the coming years –</p> <ol style="list-style-type: none"> <li>1) Increase of value-added sales;</li> <li>2) Focus on operational efficiencies and</li> <li>3) Cost reduction program.</li> </ol>
(3)	Expected increase in productivity and profits in measurable terms	With the above measures, the operating efficiencies and profits of the Company is expected to increase.

**By order of the Board**

**Dated : 17<sup>th</sup> May, 2012**  
**Place : Gurgaon**

**Gopal Ganatra**  
**Head - Legal & Company Secretary**

**Registered Office :**  
 38, Okhla Industrial Area,  
 Phase – III,  
 New Delhi – 110 020.

**ASAHI INDIA GLASS LTD.**

Regd. Office : 38, Okhla Industrial Area, Phase- III, New Delhi-110 020.  
 Corp. Office : Global Business Park, Tower-B, 5<sup>th</sup> Floor,  
 Mehrauli-Gurgaon Road, Gurgaon - 122 002.

**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.

Folio No. \_\_\_\_\_ No. of Shares held \_\_\_\_\_

# DP ID No. \_\_\_\_\_

# Client ID No. \_\_\_\_\_

Name & Address of the Member : \_\_\_\_\_  
 \_\_\_\_\_

I hereby record my presence at the TWENTY SEVENTH ANNUAL GENERAL MEETING of the Company held on Wednesday, the 8<sup>th</sup> day of August, 2012 at 2:00 p.m. at Air Force Auditorium, Subroto Park, New Delhi - 110 010.

\_\_\_\_\_  
 Signature of the Member / Proxy  
 # Applicable for Members holding shares in dematerialized form.

**ASAHI INDIA GLASS LTD.**

Regd. Office : 38, Okhla Industrial Area, Phase- III, New Delhi-110 020.  
 Corp. Office : Global Business Park, Tower-B, 5<sup>th</sup> Floor,  
 Mehrauli-Gurgaon Road, Gurgaon - 122 002.

**PROXY FORM**

Folio No. \_\_\_\_\_ No. of Shares held \_\_\_\_\_

# DP ID No. \_\_\_\_\_

# Client ID No. \_\_\_\_\_

I/We, \_\_\_\_\_ resident of \_\_\_\_\_  
 being a Member / Members of Asahi India Glass Ltd., hereby appoint Mr./Mrs./Ms. \_\_\_\_\_ resident  
 of \_\_\_\_\_ or failing him/her \_\_\_\_\_ resident of \_\_\_\_\_  
 as my / our proxy to vote for me / us on my / our behalf at the TWENTY SEVENTH ANNUAL GENERAL MEETING of the Company  
 to be held on Wednesday, the 8<sup>th</sup> day of August, 2012 at 2:00 p.m. at Air Force Auditorium, Subroto Park, New Delhi – 110 010.

Affix a  
 Revenue  
 Stamp

Signed on \_\_\_\_\_ day of \_\_\_\_\_, 2012. Signature \_\_\_\_\_

**NOTE :** In order to be effective the Proxy should be duly filled, signed and stamped and must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid Meeting. The Proxy need not be a Member of the Company.

# Applicable for Members holding shares in dematerialized form.



# NOTES

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## NOTES

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