

IAG GLASS COMPANY LIMITED

(FORMERLY INDO-ASAHI GLASS CO. LTD.)
MANUFACTURERS OF SHEET & FIGURED GLASS

REGD. OFFICE :
30, C. R. Avenue, 4th Floor,
Kolkata-700 012, INDIA
Phone : (+91) (033) 4062 9118



E-mail : info@iagcompany.in
Website : www.iagcompany.in
CIN : L26101WB1956PLC023174
Date: 24/08/2018

The General Manager
Department of Corporate Relations
BSE Ltd.
P. J. Towers, Dalal Street, Fort
Mumbai – 400 001

The Company Secretary
The Calcutta Stock Exchange Ltd.
7, Lyons Range
Kolkata-700001

Sub: Notice of 61st Annual General Meeting under Regulation 30(2) of SEBI (LODR)
Regulation, 2015

Ref : Scrip Code BSE : 502241 / CSE : 19121

Respected Sir/ Madam,

In compliance with the provision of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the **Notice of the 61st Annual General meeting (AGM) of IAG Glass Company Limited** scheduled to be held on **Friday, 28th September, 2018** at the Registered Office of the Company at **30, Chittaranjan Avenue, 4th Floor, Kolkata-700012** at **11:00 A.M.**

Kindly take the same on your record and oblige.

Thanking you.

Yours Faithfully,

FOR IAG GLASS COMPANY LIMITED

IAG Glass Company Limited

Director

.....
Nakula Champati

(DIN: 01420541)

Whole-time Director

IAG GLASS COMPANY LIMITED

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NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the **61st Annual General Meeting** of the members of **M/s IAG Glass Company Limited (Formerly known as IAG Company Limited)** will be held on **28th September, 2018 (Friday) at 11:00 AM at 30, C.R. Avenue, 4th Floor, Kolkata – 700012** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Directors' Report and Audited Statement of Accounts for the year ended **31st March 2018**.
2. To appoint Director in place of those retiring by rotation and eligible for re-appointment.

SPECIAL BUSINESS:

3. To initiate Corporate Insolvency Resolution process:

“RESOLVED THAT pursuant to the provisions of Section 10 and other applicable provisions, if any, of the Insolvency and Bankruptcy Code, 2016 read with Rule 7 of the Insolvency and Bankruptcy (Application to Adjudicating Authority) Rules, 2016 and other relevant rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members be and is hereby accorded for ratifying, approving and confirming the filing of an application by the Company before the National Company Law Tribunal, Kolkata Bench for initiating a Corporate Insolvency Resolution Process (CIRP) of the Company under Section 10 of the Insolvency and Bankruptcy Code, 2016 with the Hon’ble National Company Law Tribunal, Kolkata Bench at Kolkata.”

“RESOLVED FURTHER THAT the authority of Mr. Nakula Champat (DIN: 01420541) Whole-time Director of the Company to submit the application on behalf of the Company for initiation of the CIRP before the Hon’ble National Company Law Tribunal, Kolkata Bench at Kolkata under Section 10 of the Insolvency and Bankruptcy Code, 2016 and do all such acts, deeds and things as may be necessary, desirable or expedient, take all necessary steps including make/file any application, appeals, writ petitions, rejoinders, written statements, etc., execution of all forms, documents and writings in connection therewith, accept service of process for and on behalf of the Company and to appear and act on behalf of the Company before the Hon’ble National Company Law Tribunal, Hon’ble National Company Law Appellate Tribunal, Hon’ble High Courts, Hon’ble Supreme Court, or any other authority or

court having jurisdiction over the Company in this regard as conferred to him by the Board of Directors in their meeting held on 16/08/2017 is hereby ratified, confirmed and approved.”

“**RESOLVED FURTHER THAT** the authority of Mr. Nakula Champat (DIN: 01420541), Whole-time Director of the Company to propose and engage insolvency professionals, advisors, consultants, lawyers advocates and solicitors etc. on such terms as may be deemed fit from time to time in connection with the proposed CIRP and obtain any advisory/consultation in regard to the above as conferred to him by the Board of Directors in their meeting held on 16/08/2017 is hereby ratified, confirmed and approved.”

**By the order of the Board
For IAG GLASS COMPANY LIMITED**

.....
**Nakula Champati
(DIN: 01420541)
Whole-time Director**

Date: 30.05.2018

Place: Kolkata

Notes:

1. A Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE, THE PROXY FORM DULY COMPLETED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY - EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING. BLANK PROXY FORM IS ENCLOSED.**
3. Proxies, in order to be effective, must be received at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.

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

4. The Register of Member and the Share Transfer Books of the Company will remain closed from **22nd September, 2018 to 28th September, 2018 (both days inclusive)** for the purpose of the Annual General Meeting of the Company.

5. The Register of Contracts or arrangements in which the Directors are interested, maintained under section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
6. The Register of Directors and key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.
7. Shareholders/Investors are advised to send their queries/complaints through the dedicated e-mail Id **info@iagcompany.in** for quick and prompt redressal of their grievances.
8. The Shares of the Company are mandated by the Securities & Exchange Board of India (SEBI) for trading in dematerialized form by all investors.
9. The identity/signature of Members holding shares in electronic/demat form is liable for verification with the specimen signatures furnished by NSDL/CDSL. Such Members are advised to bring the relevant identity card issued by the Depository Participant at the Annual General Meeting.
10. Members desirous of getting any information about the accounts of the Company, are requested to send their queries so as to reach at-least ten days before the meeting at the Registered Office of the Company, so that the information required can be made readily available at the meeting.
11. Members are requested to intimate change in their address immediately to **M/s CB Management Services Private Limited**, the Company's Registrar and Share Transfer Agents, at their office at P-22, Bondel Road, Kolkata - 700019
12. Members holding shares in physical form in the same set of names under different folios are requested to apply for consolidation of such folios along with relevant Share Certificates to M/s CB Management Services Private Limited, Registrar and Share Transfer Agents of the Company, at their address given above.
13. Pursuant to SEBI Circular, the Shareholders holding shares in physical form are requested to submit self attested copy of PAN at the time of sending their request for share transfer/transmission of name/transposition of name.
14. Pursuant to Section 72 of the Companies Act, 2013 members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination are requested to send their request in Form No. SH-13 pursuant to Rule 19(1) of the Companies (Share Capital & Debenture) Rules 201 to M/s CB Management Services Private Limited, Registrar and Share Transfer Agents of the Company, at their address given above or to the Compliance Officer at the Registered Office of the Company.
15. Members who hold shares in the dematerialized form and want to provide/change/correct the bank account details should send the same immediately to their concerned Depository Participant and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participants. The Company will not entertain any direct request from such members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. While making payment of Dividend, the Registrar

and Share Transfer Agent is obliged to use only the data provided by the Depositories, in case of such demat shares.

16. Members holding shares in physical form are advised to submit particulars of their bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number to our Registrar and Share Transfer Agent, **M/s CB Management Services Private Limited**, at their office at P-22, Bondel Road, Kolkata – 700019.
17. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be, immediately of:-
 - a. The change in the residential status on return to India for permanent settlement.
 - b. The particulars of the NRE account with a Bank in India, if not furnished earlier.
18. **With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on June 8, 2018 to permit transfer of listed securities only in the dematerialized form with a depository. In view of the above and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization.**
19. The Company is concerned about the environment and utilizes natural resources in a sustainable way. To receive members' communication through electronic means, including Annual Reports and notices, members are requested to kindly register/update their email address with their respective Depository Participants, where shares are held in electronic form. If, however shares are held in physical form, members are advised to register their email address with CB Management Services Private Limited rta@cbmsl.com to enable us to send you the Annual Reports and other communication via email.
20. Copies of Annual Report 2018 are being sent by electronic mode only to all the members whose email address are registered with the Company Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the Annual Report.
21. Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to certain ordinary business and the special business to be transacted at the Annual General Meeting is annexed hereto. All documents referred to in the accompanying notice and the explanatory statement shall be open for inspection at the Registered Office of the Company during business hours except on holidays, up to and including the date of the Annual General Meeting.
22. The Notice for the 61st AGM and instructions for e-voting, along with Attendance Slip and Proxy Form, is being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s) unless a member has requested for a hard copy of the same. Members are requested to bring copies of Annual Report to the Annual General Meeting.
23. At the 60th Annual General Meeting of the Company held on September 26, 2017, the members approved appointment of M/s S. Samanta & Co, Chartered Accountants (Registration No. 305020E) as Statutory Auditors of the Company to hold office for a period of five years from the

conclusion of that Annual General Meeting till the conclusion of the 65th Annual General Meeting, subject to ratification of their appointment by members at every Annual General Meeting if so required by the Companies Act 2013. Vide notification dated May 7, 2018 the Ministry of Corporate Affairs has done away with the requirement of seeking ratification of members for appointment of auditors at every Annual General Meeting. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the 61st Annual General Meeting.

24. Company has provided a facility to Members to exercise their right to vote by electronic means. A separate e-voting instructions slip has been sent explaining the process of e-voting with necessary user id and password along with procedure for such e-voting. Such remote e-voting facility is in addition to voting that may take place at the meeting venue on September 28, 2018.
25. Corporate members are requested to send in advance duly certified copy of board resolution/power of attorney authorizing their representative to attend the Annual General Meeting
26. In terms of the provisions of Section 107 of the Companies Act, 2013, since the resolutions as set out in this Notice are being conducted through e-voting the said resolutions will not be decided on a show of hands at the AGM. **The voting right of all shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date i.e. 21st September, 2018.**

27. **VOTING THROUGH ELECTRONIC MEANS**

1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements), 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 61st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. 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 National Securities Depository Limited (NSDL).
2. These details and instructions forms integral part of the Notice dated 30th May, 2018 for the Annual General Meeting to be held on 28th September, 2018.
3. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
4. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
5. The remote e-voting facility will be available during the following period:

Commencement of e-voting	End of e-voting
25 th September, 2018 from 09.00 A.M.	27 th September, 2018 from 05.00 P.M.

During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

6. The process and manner for remote e-voting are as under:
- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)]:
- i. Open email and open PDF file viz; "IAG Glass Company Limited remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 - iii. Click on Shareholder – Login
 - iv. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - v. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - vii. Select "EVEN" of IAG Glass Company Limited.
 - viii. Now you are ready for remote e-voting as Cast Vote page opens.
 - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail jaiswalarun82@gmail.com with copy marked to evoting@nsdl.co.in.
- B. In case a Member receives physical copy of the Notice of Annual General Meeting [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy]:
- (i) Initial password is provided as below/at the bottom of the Annexure to the Notice dated 30th May, 2018.
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

7. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
8. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
9. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
10. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 21st September, 2018.
11. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. 21st September, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at toll free no.: 1800-222-990
12. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper. A person who is not a member (not holding shares of the Company) as on the aforesaid cut-off date should treat this Notice for information purposes only.
13. Mr. Arun Kumar Jaiswal, Company Secretary in Practice, (ACS 29827 CP 12281), Poddar Court, Gate No. 1, 7th floor, Room No. 718, 18 Rabindra Sarani, Kolkata-700001 has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
14. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
15. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

16. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.iagcompany.in; and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the Company's shares are listed.
17. Additional Information pursuant to Regulation of SEBI (Listing Obligation and Disclosure Requirements), 2015, in respect of the Directors seeking appointment at the AGM are furnished and forms a part of Notice. The Director had furnished the requisite consent / declaration for his appointment.
18. Members/Proxies should bring the attendance slip duly filed in and signed for attending the meeting.
19. Members are requested to quote Folio Number/Client ID in their correspondence.
20. The Equity Shares of the Company are listed on BSE Ltd. and The Calcutta Stock Exchange Ltd. and Listing Fees for the financial year 2017-2018 have not been paid to BSE Ltd and The Calcutta Stock Exchange Ltd.

By the order of the Board
For IAG GLASS COMPANY LIMITED
.....
Nakula Champati
(DIN: 01420541)
Whole-time Director

Date: 30.05.2018

Place: Kolkata

Statement pursuant to Section 102 (1) of the Companies Act, 2013

Item No. 03

Section 10 and other applicable provisions, if any, of the Insolvency and Bankruptcy Code, 2016 read with Rule 7 of the Insolvency and Bankruptcy (Application to Adjudicating Authority) Rules, 2016 and other relevant rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), it is necessary to obtain the approval/ consent of the Members to accord for ratifying, approving and confirming the filing of an application by the Company before the National Company Law Tribunal, Kolkata Bench for initiating a Corporate Insolvency Resolution Process (CIRP) of the Company under Section 10 of the Insolvency and Bankruptcy Code, 2016 with the Hon'ble National Company Law Tribunal, Kolkata Bench at Kolkata.

Accordingly, Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

**By the order of the Board
For IAG GLASS COMPANY LIMITED**

.....
Nakula Champati
(DIN: 01420541)
Whole-time Director

Date: 30.05.2018

Place: Kolkata

IAG GLASS COMPANY LIMITED
(Formerly known as IAG COMPANY LIMITED)
CIN- L26101WB1956PLC023174
Registered Office: 30, Chittaranjan Avenue, 4th Floor, Kolkata-700012
Email- info@iagcompany.in

Form No-MGT-11
PROXY FORM/ BALLOT FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration, 2014)

Name of the Member-----

Registered Office -----

Folio No/ DP/ Client ID-----

I/ We being the members of -----Shares of IAG Glass Company Limited, hereby appoint:-

1. ----- having email ID -----Signature-----or failing him
2. ----- having email ID -----Signature-----or failing him
3. ----- having email ID -----Signature-----or failing him as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 61st Annual General Meeting of the company, to be held on the 28th day of September, 2018 at 11 a.m. at 30, Chittaranjan Avenue, 4th Floor, Kolkata-700012 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business :		Type of resolution	FOR	AGAINST
1.	Adoption of Financial Statement for the year ended March 31 st , 2018	Ordinary		
2.	To appoint Director in place of those retiring by rotation and eligible for re-appointment	Ordinary		
Special Business :				
3.	To initiate Corporate Insolvency Resolution process	Ordinary		

Signed this ----- day of ----- 2018

Signature of Shareholder-----Signature of Proxy -----

Affix Revenue Stamps Re. 1/-

IAG GLASS COMPANY LIMITED

(Formerly known as IAG COMPANY LIMITED)

CIN- L26101WB1956PLC023174

Registered Office: 30, Chittaranjan Avenue, 4th Floor, Kolkata-700012

ATTENDANCE SLIP

Registered Folio No./ DP ID / Client ID -----

**Name & Address of Share Holder -----
-----**

I/ We hereby record my/ our presence at the 61st Annual General Meeting of the Company at 11:00 A.M. at 30, Chittaranjan Avenue, 4th Floor, Kolkata-700012 on Friday 28th September 2018.

Members Folio/ Dp Id/ Client Id Member/ Proxy's Name in Capital Member/ Proxy's Sign

ELECTRONIC VOTING PARTICULARS

EVEN	USER ID	PASSWORD
109062		

The E-voting facility will be available during the following voting period:

Remote E-Voting Start On	Remote E-Voting End On
25 th September, 2018 @ 09.00 a.m.	27 th September, 2018 @ 05.00 p.m.

Please read the instructions mentioned in the Notice of the AGM before exercising your vote.

**By the order of the Board
For IAG GLASS COMPANY LIMITED**

**Date: 30.05.2018
Place: Kolkata**

.....
**Nakula Champati
(DIN: 01420541)
Whole-time Director**