



**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED THROUGH
POSTAL BALLOT BY THE MEMBERS OF ASAHI INDIA GLASS LIMITED
AND DECLARED AT THE PROCEEDINGS HELD ON 9TH JULY, 2014 AT
UNIT NO. 203 TO 208, TRIBHUWAN COMPLEX, ISHWAR NAGAR,
MATHURA ROAD, NEW DELHI – 110065**

“RESOLVED that pursuant to provisions of Section 180 (1)(c) & 180(2) of the Companies Act, 2013 (as applicable and as may be amended from time to time), and other applicable provisions, if any, of the Companies Act, 2013, the Board of the Directors be and is hereby authorized to borrow and avail for funding expansion and / or operational plans and meeting other funding requirements of the Company from time to time, the credit facilities and/or any sum or sums of money at its discretion either from the Company's Banks or any other Banks, financial institutions, NBFC's or any other entities or person(s) on such terms and conditions as may be considered suitable by the Board of Directors upto a limit not exceeding in aggregate Rs. 2,000 crores (Rupees two thousand crores), notwithstanding that the money to be borrowed together with the money already borrowed by the Company may exceed aggregate of its paid up share capital and free reserves apart from temporary loans obtained from the Company's Bankers in the ordinary course of business.

RESOLVED further that the consent of the Company be and is hereby accorded to the Board of Directors of the Company in terms of Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, for mortgaging and / or charging all or any of the movable or immovable assets, both present and future of the Company for securing the loans to be availed together with the interest, costs, charges, expenses and any other money payable by the Company.

RESOLVED further that the mortgage / charges created / to be created and all agreements / documents executed / to be executed and all acts done in terms of the above Resolution by and with the authority of the Board of Directors be and are hereby confirmed and ratified.

RESOLVED further that Board of Directors of the Company or any Committee thereof be and are hereby authorized to do all such acts, deeds, matters and things as considered necessary or expedient and to delegate all or any of the powers vested in the Board to any Director(s) or Officer(s) of the Company as may be required to give effect to this Resolution.”

**Certified True Copy
For Asahi India Glass Ltd.,**

**Gopal Ganatra
Chief – GRC, General Counsel & Company Secretary
Membership No. F 7090**

Date : 10th July, 2014

Asahi India Glass Ltd.
Corporate Office: 5th Floor
Tower-B, Global Business Park
Mehrauli-Gurgaon Road
Gurgaon-122002 (India)
Tel.: +91 124 4062212-19
Fax: +91 124 4062244, 4062288
website : www.asahiindia.com

CIN : L26102DL1984PLC019542

Registered Office: Unit No.203 to 208, Tribhuwan Complex,
Ishwar Nagar, Mathura Road, New Delhi- 110065



**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED THROUGH
POSTAL BALLOT BY THE MEMBERS OF ASAHI INDIA GLASS LIMITED
AND DECLARED AT THE PROCEEDINGS HELD ON 9TH JULY, 2014 AT
UNIT NO. 203 TO 208, TRIBHUWAN COMPLEX, ISHWAR NAGAR,
MATHURA ROAD, NEW DELHI – 110065**

“RESOLVED that in accordance with all applicable laws including the Companies Act, 2013 (as applicable and as may be amended from time to time) and the Companies Act, 1956 (to the extent still in force) and subject to any other requirements of any regulatory authority, as may be necessary, and pursuant and subject in particular to the resolution dated 27th March, 2007 of the Company whereby the authorised borrowing limit of the Company has been fixed up to a limit not exceeding in aggregate Rs. 2,000 Crores, the consent of the Company be and is hereby accorded by way of a special resolution pursuant to the provisions of Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 or any other applicable provision(s) of Companies Act, 2013 or the Companies Act, 1956 (to the extent still in force) or rules made there under for the offering, issuance and private placement by the Company of non-convertible debentures (hereinafter referred to as the “Debentures”) and in an aggregate principal amount of up to Rs. 350 crores, to eligible investors, to be listed on the wholesale debt market (“WDM”) of the National Stock Exchange of India Limited (“NSE” or the “Stock Exchange”).

RESOLVED further that the Board of Directors of the Company be and is hereby authorised to execute and deliver on behalf of the Company all deeds, documents, declarations, undertakings and other writings and to make the requisite disclosures and applications as may be required under applicable law, and to do all such other acts and things as may be required to give effect to the aforesaid Resolutions, including identification of eligible investors and finalizing detailed terms and conditions for the offer and issuance by way of private placement of the Debentures and appointing relevant intermediaries and legal and other advisors/ consultants, values and experts, for the purpose of assisting the Board of Directors in this regard and to delegate all or any of the powers vested in the Board to any Director(s) or Officer(s) of the Company as may be required to give effect to above Resolution.”

**Certified True Copy
For Asahi India Glass Ltd.,**

**Gopal Ganatra
Chief – GRC, General Counsel & Company Secretary
Membership No. F 7090**

Date : 10th July, 2014

Asahi India Glass Ltd.

Corporate Office: 5th Floor
Tower-B, Global Business Park
Mehrauli-Gurgaon Road
Gurgaon-122002 (India)
Tel.: +91 124 4062212-19
Fax: +91 124 4062244, 4062288
website : www.asahiindia.com

CIN : L26102DL1984PLC019542

Registered Office: Unit No.203 to 208, Tribhuwan Complex,
Ishwar Nagar, Mathura Road, New Delhi- 110065