



06th June, 2014

Ref. No. : 100559/S/O/L-1/2014-15

The Manager
Listing / Market Operation,
National Stock Exchange of India Ltd.,
Exchange Plaza, 5th Floor,
Bandra – Kurla Complex,
Bandra (E),
Mumbai – 400 051.

Re : NSE Code – ASAHIINDIA

Sub : Postal Ballot Notice

Dear Sir,

Pursuant to Clause 31 of the Listing Agreement, please find enclosed herewith three copies each of the Postal Ballot Notice and Postal Ballot Form sent to Shareholders.

You are requested to kindly take the same on record.

Thanking you,

Yours truly,
For Asahi India Glass Ltd.,

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

Encl. : As above

Asahi India Glass Ltd.

Corporate Office: 5th Floor
Tower-B, Global Business Park
Mehrauli-Gurgaon Road
Gurgaon-122002 (India)
Tel.: +91 124 4062244, 4062288
Fax: +91 124 4062244, 4062288
Corporate Identity Number: L26102DL1984PLC019942
website : www.asahiindia.com

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

ASAHI INDIA GLASS LIMITED

Regd. Off. : Unit No. 203 to 208, Tribhuvan Complex, Ishwar Nagar, Mathura Road, New Delhi – 110 065.
Corp. Off. : 5th Floor, Tower – B, Global Business Park, Mehrauli – Gurgaon Road, Gurgaon – 122 002.
Tel No. : +91-124-4062212-19 and Fax No. : +91-124-4062244/88
CIN : L26102DL1984PLC019542, Website : www.aisglass.com, Email : investorrelations@aisglass.com



POSTAL BALLOT NOTICE

To,

The Members,

Notice is hereby given pursuant to provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and other applicable provisions, that the resolutions appended below are proposed to be passed by the members by way of Postal Ballot.

1. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution :

"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), read with MCA General Circular No. 04 /2014, dated 25.03.2014 and other applicable provisions, if any, of the Companies Act, 2013 and to renew the resolution dated 27th March, 2007 of the Company as per aforesaid provisions of law, the Board of 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 Bank(s), Financial Institutions, NBFCs or any other entity(ies) 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 this 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."

2. 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 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") for 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 laws, and to do all such other acts and things as may be required to give effect to this Resolution, 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, valuers 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 this Resolution."

**By order of the Board
For Asahi India Glass Limited**

**Place : New Delhi
Dated: 3rd June, 2014**

**Gopal Ganatra
Chief – GRC, General Counsel & Company Secretary
Membership No. : F7090**

Notes :

1. The Explanatory Statement pursuant to Section 102(2) read with Section 110 of the Companies Act, 2013 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 Notice is being sent to all the members by post/electronically (by e-mail to those members who have registered their e-mail IDs with the Company), whose names appear in the Register of Members/ Record of Depositories as on 30th day of May, 2014.
3. The Postal Ballot Form and the self-addressed business reply envelope are enclosed for the use of members.
4. 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 Saturday) between 10:00 a.m. to 5:00 p.m. up to Monday, 7th day of July, 2014 (i.e. the last date for receiving of postal ballots/e-votes).
5. The Board of Directors vide resolution passed by circulation dated 3rd June, 2014 has appointed Mr. Sundeep Kumar Parashar, Company Secretary in Practice, as Scrutinizer for conducting the voting through Postal Ballot.
6. The Scrutinizer will submit his report to Mr. B. M. Labroo, Chairman of the Company or in his absence, any other person authorized by him, upon completion of scrutiny of Postal Ballots and votes casted through e-voting facility in a fair and transparent manner.
7. The result of the Postal Ballot will be announced on Wednesday, 9th July, 2014 at 6:00 p.m. 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 Bombay Stock Exchange 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.
8. The Company is extending e-voting facility as an alternative, for its members to enable them to cast their votes electronically instead of physical ballot.

(A) Procedure to cast vote electronically is as under :

- (i) Log on to the e-voting website, www.evotingindia.com.
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the Electronic Voting Sequence Number - "EVSN" along with "COMPANY NAME" from the drop down menu and click on "SUBMIT".
- (iv) Now Enter your User ID. (For CDSL: 16 digit beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digit Client ID.) Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
- (v) Members who hold shares in Demat form and who logged on to www.evotingindia.com and casted their votes earlier for EVSN of any company, their existing password has to be used. If the member is a first time user, follow the steps given below.

(vi) Now, fill up the following details in the appropriate boxes :

	For Members holding shares in Demat Form	For Members holding shares in 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)	
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#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

*Members who have not updated their PAN with the Company/Depository Participant are requested to use the Default Value, 'AIS1234' in the PAN field.

Please enter any one of the details in order to login. In case either of the details are not recorded with the depository, please enter the Default Value, '06/06/2014' in DOB field and Default Value, '1234567' in the Dividend Bank details field.

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then reach directly the EVSN 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 relevant EVSN on which you choose to vote.

(xi) On the voting page, Resolution Description will be displayed and the option of "YES/NO" against the same 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 complete Resolutions.

(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 out of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) If Demat account holder has forgotten the changed password, then he may enter the User ID and Captcha Code, click on Forgot Password & enter the details as prompted by the system.

(xvii) Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details, they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

(B) The voting period begins on Saturday, 7th June, 2014 at 10:00 a.m. and ends on Monday, 7th July, 2014 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), Friday, 30th May, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(C) 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 the Help section or write an email to helpdesk.evoting@cdslindia.com.

9. Kindly note that the Shareholders can opt only one mode of voting, i.e. either by Physical Ballot or e-voting. If you opt for e-voting, then do not vote by Physical Ballot and vice versa. However, in case Shareholders cast their votes by Physical Ballot as well as e-voting, then voting done through valid Physical Ballot shall prevail and voting done by e-voting will be treated as invalid.
10. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
11. 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.

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

Item No. 1

In terms of the resolution passed by the Shareholders through Postal Ballot dated 27th March, 2007, the Board of Directors of the Company was authorized to borrow, from time to time, any sum or sums of money at its discretion either from the Company's Banks or any other bank(s), financial institutions or any other entity(ies) or person(s) on such terms and conditions as may be considered suitable by the Board of Directors up to a limit not exceeding in aggregate Rs. 2000 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 its business.

The Board of Directors was also authorized to create such mortgages and / or charges in such a manner as Board may think fit, to secure the borrowings, up to the overall limit of Rs. 2,000 crores in terms of section 293(1)(a) of the Companies Act, 1956.

In terms of the newly enacted Companies Act, 2013, such powers can now be exercised by the Board upon specific re-approval from the members by way of a special resolution through Postal Ballot as per the provisions of Section 180(1)(a), 180(1)(c), 180(2) and 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution.

Item No. 2

In view of the current financial position of the Company, it is imperative to raise appropriate long term funding for the purposes of operational requirement and repayment of existing debt and to the creditors of the Company.

Accordingly, the Company has been exploring various avenues to raise long term funds and is in advance stages of discussions with few banks, fund houses and other lenders to raise appropriate long term funds through debentures, or other structured and / or hybrid instruments to meet the above requirements of the Company.

In view of the above, and in terms of the provisions of the Companies Act, 2013, it is proposed to avail approval of the members to authorize Board of Directors of the Company to explore, identify, negotiate, finalize, execute, charge and avail funding from the above avenues and / or instruments in the best interests of the Company, on such terms and conditions as may be negotiated and finalized by the Board of Directors. The Board of Directors has estimated a requirement of an amount up to Rs. 350 crores from the above avenues.

Under 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 thereunder for the offering, issuance and private placement by the Company of redeemable, secured, non-convertible, listed debentures (hereinafter referred to as the "Debentures"), consent of the members by way of Special Resolution is required.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution.

**By order of the Board
For Asahi India Glass Limited**

**Place : New Delhi
Dated: 3rd June, 2014**

**Gopal Ganatra
Chief – GRC, General Counsel & Company Secretary
Membership No. : F7090**

ASAHI INDIA GLASS LIMITED

Regd. Off. : Unit No. 203 to 208, Tribhuvan Complex, Ishwar Nagar, Mathura Road, New Delhi – 110 065.
Corp. Off. : 5th Floor, Tower – B, Global Business Park, Mehrauli – Gurgaon Road, Gurgaon – 122 002.
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CIN : L26102DL1984PLC019542, Website : www.aisglass.com, Email : investorrelations@aisglass.com



POSTAL BALLOT FORM

Serial No.

- (1) Name(s) of Member(s) :
including joint holders, if any
- (2) Registered address of the sole/first :
named Member
- (3) Registered Folio No. :
DP ID No. / Client ID No.*
(*Applicable to investor holding
shares in dematerialized form)
- (4) No. of share(s) held :
- (5) I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the business stated at Item No. 1 & 2 in the Notice dated 3rd June, 2014, by conveying my/our assent or dissent to the said Resolutions by placing tick (✓) mark in the appropriate box below :

Item No.	Description	No. of Shares	I/We assent to the resolution	I/We dissent to the resolution
1.	Special Resolution under Section 180(1)(c) & 180(2) read with Section 180(1)(a) of the Companies Act, 2013 granting approval for borrowing powers of Board upto an amount not exceeding Rs. 2,000 crores and creation of mortgage and/or charge on the movable or immovable assets of the Company for securing loans.			
2.	Special Resolution under Section 42 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 granting approval for issuance of redeemable, secured, non-convertible, listed debentures on private placement basis.			

Place :

Date :

(Signature of the Member)

- Notes :**
- (i) If you opt to cast your vote by e-voting, there is no need to fill up and sign this form. You cannot exercise both the options.
 - (ii) Last date for receipt of Postal Ballot Form or exercise of e-voting option is 7th July, 2014.
 - (iii) Please read the instructions carefully printed overleaf before exercising the vote.

INSTRUCTIONS

1. Members are requested to read the instructions carefully hereinafter before exercising their vote and return the duly completed form in the attached pre-paid self addressed envelope (Envelopes containing Postal Ballots deposited in person or sent by Courier / Registered Post at the expense of the Member will also be accepted.), so as to reach the Scrutinizer at Asahi India Glass Limited at Unit No. 203 to 208, Tribhuvan Complex, Ishwar Nagar, Mathura Road, New Delhi - 110065 **on or before Monday, 7th July, 2014**. Postal Ballot Forms received after the said date will be treated as not received.
2. Postal Ballot cannot be exercised by a Proxy. It should be exercised only by the member and should be sent to the Company in original as per the specimen signature registered with the Company or furnished by National Securities Depository Limited/ Central Depository Services (India) Limited to the Company, in respect of shares held in the physical form or dematerialized form respectively.
3. In case of joint shareholding, the Postal Ballot Form should be signed by the first named shareholder. In the absence of the first named shareholder, the form may be signed by the next named shareholder.
4. In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution / appropriate authorization with the specimen signature(s) of the Authorised Signatory(ies) duly attested.
5. Members are requested to take due care in filling up the Postal Ballot Form. The votes should be casted either in favour or against the resolution by putting the tick (✓) mark in the column provided for assent or dissent. Incomplete / incorrectly filled Postal Ballot Form (eg. [✓] ticking in both assent and dissent columns for the same item) will render the form invalid and will be rejected by the Scrutinizer.
6. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled Postal Ballot Form should reach the Scrutinizer on or before Monday, 7th July, 2014. A specimen of the Postal Ballot Form is posted under the For Investors section of the Company's website – www.aisglass.com.
7. There will be only one Postal Ballot Form for every folio irrespective of the number of joint shareholder(s).
8. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Member as on the cut off date i.e. Friday, 30th May, 2014.
9. The Company has appointed Mr. Sundeep Kumar Parashar, Company Secretary in Practice as Scrutinizer for the purpose of conducting the Postal Ballot process in a fair and transparent manner. The decision of the Scrutinizer on validity of the Ballot will be final and binding.
10. Shareholders are advised not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelope as such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed.
11. The Company has appointed Mr. Gopal Ganatra, Chief – GRC, General Counsel & Company Secretary as the person responsible for the entire postal ballot voting process. Any query with regard to the Notice and the Postal Ballot may be addressed to Mr. Gopal Ganatra at the Corporate Office of the Company. (Tel No.: +91-124 -4062212-19 and Fax No. +91-124 -4062244/88).
12. The Scrutinizer will submit his final report as soon as possible after the last date of receipt for Postal Ballot but not later than close of business hours (5:30 p.m.) on Wednesday, 9th July, 2014.
13. The result of the Postal Ballot will be declared on Wednesday, 9th July, 2014 at 6:00 p.m. by the Chairman or in his absence, any other person authorized by him at the Registered Office and will be displayed at the Corporate Office of the Company. Result will also be posted on the website of the Company, www.aisglass.com.

OPTION OF E-VOTING

As an alternative to voting through Postal Ballot, the Company is pleased to offer e-voting facility to all the Shareholders of the Company to enable them to cast their votes electronically instead of despatching Postal Ballot Form. The detailed procedure for e-voting is explained in the Notes to the Postal Ballot Notice.
