



16th July, 2016

Ref. No. : 100876/S/O/L-1/2016-17

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: Notice of 31st Annual General Meeting

Dear Sir/ Madam,

With reference to the above mentioned subject, as per Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of 31st Annual General Meeting along with Attendance Slip and Proxy Form of the Company for the financial year 2015-16, to be held on 12th August, 2016 at 3:00 p.m. at Air Force Auditorium, Subroto Park, New Delhi – 110 010.

You are requested to kindly 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 4062212-19
Fax: +91 124 4062244, 4062288
Corporate Identity Number: L26102DL1984PLC019542
website: www.aisglass.com
e-mail: investorrelations@aisglass.com

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



ASAHI INDIA GLASS LIMITED

(CIN: L26102DL1984PLC019542)

Registered Office : Unit No. 203 to 208, Tribhuvan Complex,
Ishwar Nagar, Mathura Road, New Delhi-110 065. **Phone:** (011) 49454900

Corporate Office : Global Business Park, Tower-B, 5th Floor,
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 Thirty First Annual General Meeting (AGM) of Members of Asahi India Glass Ltd. will be held on Friday, the 12th day of August, 2016 at 3:00 P.M. at Air Force Auditorium, Subroto Park, New Delhi – 110010 to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a. the audited Financial Statements of the Company for the financial year ended 31st March, 2016 together with Reports of the Auditors and the Board of Directors thereon; and
 - b. the audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2016 together with Reports of the Auditors thereon.
2. To declare final dividend, for the financial year ended 31st March, 2016, of ₹ 0.60/- on each equity share of the Company.
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 appoint a Director in place of Mr. Masahiro Takeda (DIN: 07058532) who retires by rotation and being eligible, offers himself for re-appointment.
5. To ratify appointment of Statutory Auditors and to fix their remuneration.

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

“Resolved that pursuant to provisions of Section(s) 139, 142 and any other applicable provisions, if any, 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), the 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

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 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 applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Toshiaki Hasuike (DIN: 01948291), who was appointed as an Additional Director of the Company with effect from 1st June, 2016, 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 Articles of Association of the Company and who holds office up to 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 his candidature for office of Director, be and is hereby appointed as a Non – Executive Director of the Company, liable to retire by rotation.”

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

“Resolved that pursuant to the recommendations of the Board of Directors and subject to such other approval(s)

as may be required and pursuant to provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Schedule V to the Act and rules made thereunder (including any statutory modification(s) or re-enactment(s) made thereof for the time being in force), the Articles of Association of the Company and Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company hereby approves payment and distribution of such sum not exceeding one per cent of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act, by way of commission, in addition to sitting fees for attending the meetings of the Board of Directors and Committees thereof, to and amongst such Directors, who are neither in the Whole-time employment of the Company nor Managing Director, payable in a manner and to the extent as the Board of Directors may determine based on the recommendations of Nomination and Remuneration Committee from time to time and such payment be made out of the profits of the Company of each year, commencing from financial year 2015-16."

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

"Resolved that in accordance with provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with 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 approved by the Board of Directors of the Company, at its meeting held on 24th May, 2016, 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, 2017, be and is hereby ratified and approved."

NOTES :

- 1 A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND SUCH PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY/ PROXIES SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE COMMENCEMENT OF THE AGM i.e. BY 3:00 P.M. ON 10TH AUGUST, 2016.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten per cent (10%) of the total share capital of the Company carrying voting rights. A Member holding more than ten per cent (10%), 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.

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 pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India at Item Nos. 3 and 4 of the Ordinary Business and at Item No. 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 7th August, 2016 to 12th August, 2016 (both days inclusive) for the purpose of the Annual General Meeting.
5. The Dividend on Equity Shares, if declared at the Annual General Meeting, will be paid on or after 17th August, 2016 to those Members:
 - i. whose names appear on the Company's register of members, after giving effect to all valid share transfers in physical form lodged with Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company on or before 6th August, 2016; and
 - ii. whose names appear in the list of beneficial owners on 6th August, 2016 furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Registrar and Share Transfer Agent.

7. 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.
8. Relevant documents referred to in the accompanying Notice, Register of Directors and Key Managerial Personnel and Register of Contracts or Arrangements in which Directors are Interested are open and available for inspection at the Registered Office and Corporate office of the Company during the business hours on all working days, except Saturdays, up to the date of 31st Annual General Meeting of the Company.
9. 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.
10. Members are requested to immediately notify any change in their address either to the Company or its Registrar & Share Transfer Agent. 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.
11. In terms of 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.
12. 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.
13. 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.
14. 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.
15. 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.
16. Members are requested to get their e-mail IDs registered with the Company or the Registrar and Share Transfer Agent for further communication by sending their request to www.investorrelations.com or manohar.shirwadkar@linkintime.co.in respectively.
17. A route map showing directions to reach the venue of the 31st Annual General Meeting is given at the end of this Notice.
18. **Voting through electronic means**
 - I Pursuant to the provisions of Section 103 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 Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide Members facility to exercise their right to vote on resolutions proposed to be considered at the 31st 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 also be made available at the AGM and 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.
 - III 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.
- IV **Procedure to cast vote electronically is as under:**
 - (i) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (ii) Click on Shareholders.
 - (iii) 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.

- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) 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) Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on Postal Ballot/ Attendance Slip indicated in the PAN field.
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. 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).

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

- (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 EVSN for Asahi India Glass Limited.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (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 out print 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 login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) 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 emailed 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.
- (A) The remote e-voting period begins on Monday, 8th August, 2016 at 9:00 a.m. and ends on Thursday, 11th August, 2016 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 Friday, 5th August, 2016, may cast their vote electronically. At the end of Remote e-voting period, the e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- (B) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Friday, 5th August, 2016 may follow the same instructions as mentioned above for e-Voting.
- (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 help section or write an email to helpdesk.evoting@cdslindia.com.
- (D) 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. Friday, 5th August, 2016.
- (E) Members may send e-mail at investorrelations@aisglass.com for any grievances connected with electronic means.
- (F) 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 and poll at the annual general meeting in a fair and transparent manner.
- (G) The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, 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 make a Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman or a person authorized by him in writing who shall counter sign the same and declare the result of the voting forthwith.
- (H) As per the provisions of Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 Scrutinizer's Report shall be placed on the Company's website www.aisglass.com.

Important Communication to Members

- 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 section 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. 6

The Board of Directors of the Company in its Meeting held on 24th May, 2016, appointed Mr. Toshiaki Hasuike 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 1st June, 2016 to hold office up to the date of this Annual General Meeting.

The details/ information pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirement) Regulation, 2015 and Secretarial Standard-2 with respect to appointment of Director is detailed below 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. Toshiaki Hasuike as Director of the Company.

Mr. Toshiaki Hasuike 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. Toshiaki Hasuike on the Board and recommends passing of Resolution at Item No. 6.

Except Mr. Toshiaki Hasuike, 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

Considering the active participation and contribution of Non- Executive Directors in deliberations of the Board and its committees, the Board at its meeting held on 24th May, 2016, based on recommendations of the Nomination and Remuneration Committee, approved payment of commission to Non-Executive Directors out of profits of the Company, subject to the proposed overall limit of one per cent of annual net profits of the Company. The Board, accordingly, recommends passing of Resolution at Item No. 7.

Members are requested to note that pursuant to the requirement of sub-section 5 of Section 197 of the Companies Act, 2013, said remuneration/ commission to Non – Executive Directors will be in addition to sitting fees for attending Board/ Committee meetings.

Mr. B. M. Labroo, Mr. Sanjay Labroo, Mr. Kenichi Ayukawa, Mr. Masahiro Takeda, Mr. Gurvirendra Singh Talwar, Mr. Masakazu Sakakida, Mr. Gautam Thapar, Mr. Rahul Rana and Ms. Shradha Suri, Directors and other Non-Executive Directors, if any, are concerned with or interested in the Resolution. Relatives of interested Directors may be deemed to be interested in the resolution as set out at Item No. 7, to the extent of their shareholding interest, if any, in the Company.

Save and except as above, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested in the said Resolution.

Item No. 8

The Board of Directors at its meeting held on 24th May, 2016, on recommendations of Audit Committee, approved the appointment of 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, 2017, at a remuneration of ₹ 1,50,000/- (Rupees One Lakh Fifty Thousand only).

In terms of 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 Auditor 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 at Item No. 8 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, 2017.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the proposed Ordinary Resolution as set out at Item No. 8 of this Notice.

ANNEXURE - 1
DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

(Pursuant to Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirement) Regulations, 2015 and SS-2)

Name of the Director	Mr. B. M. Labroo
Director Identification Number (DIN)	00040433
Date of joining the Board	03/12/1985
Profile of Director	Mr. B. M. Labroo, aged 85 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
Number of Board Meetings attended during the year	4 out of 4
Relationship with other Directors	Father of Mr. Sanjay Labroo, Managing Director & C.E.O.
Remuneration	Apart from sitting fee for attending the meetings of Board of Directors and Committees thereof, he may also be entitled for payment and distribution of such sum not exceeding one per cent of the net profits of the Company (overall cap applicable for payment to Non-Executive Directors) calculated in accordance with the provisions of Section 198 of the Act, by way of commission, subject to approval by the Shareholders.
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 58 years, is a graduate from faculty of law, University of Osaka. He has 34 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 34 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
Number of Board Meetings attended during the year	4 out of 4
Relationship with other Directors	None
Remuneration	Apart from sitting fee for attending the meetings of Board of Directors and Committees thereof, he may also be entitled for payment and distribution of such sum not exceeding one per cent of the net profits of the Company (overall cap applicable for payment to Non-Executive Directors) calculated in accordance with the provisions of Section 193 of the Act, by way of commission, subject to approval by the Shareholders.
Name of the Director	Mr. Toshiaki Hasuike
Director Identification Number	01948291
Date of joining the Board	01/06/2016
Profile of Director	Mr. Toshiaki Hasuike, 58, is a Graduate in Mechanical Studies, Faculty of Engineering, MEIJI University, Japan. He joined Suzuki Motor Corporation in 1980 and worked at various levels there including Department General Manager and was appointed as Automobile Engineering Managing Officer & Deputy Executive General Manager in 2006. Mr. Hasuike was appointed as the Joint Managing Director of Maruti Suzuki India Ltd. with effect from 27th April 2013 and heads supply chain, engineering, production and quality.
Expert in specific Functional Area	Mechanical Engineering (Automobile)

Chairmanships/ Directorships of other Companies (excluding Foreign Companies and Section 8 Companies)*	Maruti Suzuki India Ltd. FMI Automotive Components 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
Number of Board Meetings attended during the year	N.A.
Relationship with other Directors	None
Remuneration	Apart from sitting fee for attending the meetings of Board of Directors and Committees thereof, he may also be entitled for payment and distribution of such sum not exceeding one per cent of the net profits of the Company (overall cap applicable for payment to Non-Executive Directors) calculated in accordance with the provisions of Section 198 of the Act, by way of commission, subject to approval by the Shareholders.

* Directorship 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: 24th May, 2016



ASAHI INDIA GLASS LIMITED

(CIN: L26102DL1984PLC019542)

Registered Office: Unit No. 203 to 208, Tribhuvan 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 **THIRTY FIRST ANNUAL GENERAL MEETING** of the Company held on Friday, the 12th day of August, 2016 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)

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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) :		E-mail Id: ..	
Registered Address :		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 Thirty First Annual General Meeting of the Company, to be held on Friday, 12th August, 2016 at 3:00 p.m. at Air Force Auditorium, Subroto Park, New Delhi- 110010 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 31st March, 2016, together with the Reports of the Board of Directors and Auditors thereon.		
2.	Declaration of Dividend on Equity Shares.		
3.	Appointment of a Director in place of Mr. B. M. Labroo (DIN 00040433) who retires by rotation and being eligible, offers himself for re-appointment.		
4.	Appointment of a Director in place of Mr. Masahiro Takeda (DIN 07058532) who retires by rotation and being eligible, offers himself for re-appointment.		
5.	Ratification of appointment of Statutory Auditors and to fix their remuneration.		
Special Business			
6.	Appointment of Mr. Toshiaki Hasuike (DIN: 01948291) as a Non-Executive Director.		
7.	Payment of Commission on Net Profits of the Company to Non- Executive Directors.		
8.	Ratification of the remuneration payable to M/s. Ajay Ahuja & Associates, Cost Auditors of the Company for the financial year ending 31st March, 2017.		

Signed this _____ day of _____ 2016

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 2015-16

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 Balance Sheet, Statement of Profit and Loss, 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 Relation
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).



Route Map

