



8th August, 2018

Ref. No.: 101432/S/O/L-1/2018-19

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

The Manager,
Corporate Relationship Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

NSE Code – ASAHIINDIA

BSE Code – 515030

Sub: Proceedings of Annual General Meeting as per Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/ Madam,

This is to inform you that the 33rd Annual General Meeting of the Company was held on Tuesday, 7th August, 2018 at 3:00 p.m. at Air Force Auditorium, Subroto Park, New Delhi – 110 010.

Please find enclosed disclosure pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to proceedings of 33rd Annual General Meeting of the Company

You are requested to kindly take the same on your record.

Thanking you,

Yours truly,
For Asahi India Glass Ltd.,

Gopal Ganatra
Executive Director
General Counsel & Company Secretary
Membership No.: F7090

Encl.: As above

Asahi India Glass Ltd.

Corporate Office: 5th, 6th & 8th Floor,
Tower-B, Global Business Park
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Fax: +91 124 4062244, 4062288
Corporate Identity Number: L26102DL1984PLC019542
website : www.aisglass.com

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



ASAHI INDIA GLASS LIMITED

Proceedings of the Thirty Third Annual General Meeting of Members of Asahi India Glass Limited held on Tuesday, the 7th day of August, 2018 at 3:00 p.m. at Air Force Auditorium, Subroto Park, New Delhi – 110 010.

Mr. B. M. Labroo, Chairman of the Company, chaired the meeting.

After ascertaining that the requisite quorum as required under section 103 of the Companies Act, 2013 ("the Act") being present, the Chairman called the meeting to order.

The Notice convening the Thirty Third Annual General Meeting, having been duly circulated, was taken as read with the permission of the Members present.

The Chairman started the formal proceedings of AGM by introducing the Directors present with him on the dais. All the Directors of the Company attended the meeting except Mr. Eisuke Shiozaki, Mr. Rahul Rana and Mr. Gurvirendra Singh Talwar who were not able to attend this AGM due to compelling reasons.

The Chairman informed that the Statutory Registers under the Companies Act, 2013 required to be kept open for Inspection along with the other documents as mentioned in the AGM Notice are available for inspection by the members.

The Chairman then explained the members that Independent Auditors' Report has already been sent to the Shareholders along with the Annual Financial Statements of the Company. There is no qualification, observation or comment by Auditors on financial transactions or matters, which has any adverse effect on the functioning of the Company.

The Chairman then proceeded to deliver his speech to the Members of the Company.

The Chairman then informed the members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, as amended and in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided remote e- voting facility to the members entitled to cast their vote at the businesses proposed in Annual General Meeting which commenced on 3rd August, 2018 at 9:00 a.m. and concluded on 6th August, 2018 at 5:00 p.m. and providing the similar voting rights to the

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members present, in person and through proxies at the Annual General Meeting, to vote through ballot in proportion to the shares held by them, he stated that Poll would be ordered for voting on all the resolutions of ordinary and special businesses as set out in items 1 to 8 of the Notice of 33rd Annual General Meeting.

The Chairman, thereafter, proceeded to take up business of the meeting, as stated in the notice and explained objective and implications of every resolution.

He informed the members that Mr. Sundeep Kumar Parashar, proprietor of SKP & Co., Company Secretaries, has been appointed as Scrutinizer for independently carrying out the remote e-voting and voting through ballots at AGM venue in a fair and transparent manner.

The Chairman thereafter, ordered Poll on all Resolutions for the Ordinary and Special businesses as set out in items 1 to 8 of the Notice of 33rd Annual General Meeting and requested all the members and proxy holders present and entitled to vote to participate in the Poll to be taken immediately after closure of the meeting.

Conduct of Poll

Mr. Sundeep Kumar Parashar, Scrutinizer, conducted the Polling Process. After ensuring that all members and proxies participating in the Poll had casted their votes, the Scrutinizer closed the Poll at around 4:30 p.m. The Scrutinizer then took the custody of Ballot Boxes.

The Chairman announced that the results of the voting (both electronic and physical) shall be declared on or before 9th August, 2018 and shall be placed at the website of the Company and Central Depository Services (India) Ltd. (CDSL).

Businesses Transacted at AGM

Following businesses were transacted through remote e-voting and by ballot at AGM:

ORDINARY BUSINESS

Item No. 1 : To receive, consider and adopt:

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- a. the audited Financial Statements of the Company for the financial year ended 31st March, 2018 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, 2018 together with Reports of the Auditors thereon.

“Resolved that the audited Financial Statements of the Company for the financial year ended 31st March, 2018 together with the Reports of the Auditors and the Board of Directors thereon and audited Consolidated Financial Statements of the company for the financial year ended 31st March, 2018 together with Reports of the Auditors thereon, as circulated to the members and placed before the meeting, be and are hereby adopted and approved.”

On being put to vote by remote e-voting & ballots, the above Resolution was adopted by requisite majority by the shareholders.

Item No. 2 : To declare final dividend, for the financial year ended 31st March, 2018, of Rs. 1.50/- on each equity share of the Company.

“Resolved that the payment of dividend of Rs. 1.50/- per equity share out of current year's profits on 24,30,89,931 equity shares of Re. 1/- each, for the financial year 2017-18, as recommended by the Board of Directors in its meeting held on 25th May, 2018, be and is hereby approved and the dividend so declared shall be paid on or after 13th August, 2018.”

On being put to vote by remote e-voting & ballots, the above Resolution was adopted by requisite majority by the shareholders.

Item No. 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.

“Resolved that Mr. B. M. Labroo (DIN: 00040433), who retires by rotation and, being eligible for re-appointment, be and is hereby appointed as a Director of the Company.”

On being put to vote by remote e-voting & ballots, the above Resolution was adopted by requisite majority by the shareholders.

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Item No. 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.

“Resolved that Mr. Masahiro Takeda (DIN: 07058532), who retires by rotation and, being eligible for re-appointment, be and is hereby appointed as a Director of the Company.”

On being put to vote by remote e-voting & ballots, the above Resolution was adopted by requisite majority by the shareholders.

SPECIAL BUSINESS

Item No. 5 : To appoint Mr. Satoshi Ogata (DIN: 08068218) as a Director of the Company.

“Resolved that Mr. Satoshi Ogata (DIN: 08068218), who was appointed as an Additional Director of the Company with effect from 13th February, 2018 in terms of and in accordance with the provisions of Section 161 of the Companies Act, 2013 and Article 73 of the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing appointment of Mr. Satoshi Ogata as Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

On being put to vote by remote e-voting & ballots, the above Resolution was adopted by requisite majority by the shareholders.

Item No. 6 : To appoint Mr. Satoshi Ogata (DIN: 08068218) as Whole-time Director of the Company for a period of 4 years w.e.f. 13th February, 2018 and fixing his remuneration.

“Resolved that in accordance with provisions of Section(s) 2(94), 196, 197 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and any other laws prevailing for the time being in force and subject to approval of Central Government, if required, the Company hereby approve the appointment of Mr. Satoshi Ogata (DIN: 08068218) as Whole-time Director of the Company, designated as Dy. Managing Director & C.T.O. (Auto), for a period of 4 years w.e.f. 13th February, 2018 on the remuneration and other terms and conditions as noted hereunder with the liberty to the Board of Directors or a

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Committee thereof to alter or vary the terms and conditions of the said appointment as per the provisions of Schedule V of the Companies Act, 2013 or any amendments thereto:

A. Salary:

Basic salary of Rs. 1,50,000/- (One Lakh Fifty Thousand Only) per month with such increments as the Board may decide from time to time.

B. Commission:

Upto 1 per cent commission on the net profits of the Company in each financial year, as approved by the Board, subject to the overall limit as stipulated in Section(s) 196, 197 & 198 read with Schedule V of the Companies Act, 2013.

C. Perquisites:

In addition to salary and commission, he shall also be entitled to following perquisites and allowances:

- (i) housing – Furnished residential accommodation or house rent allowance in lieu thereof;
- (ii) house maintenance allowance, together with the reimbursement of expenses for utilities such as gas, electricity, water, etc. and allowances including furnishings, repairs, servants' salaries, society charges, property tax, etc.;
- (iii) medical reimbursement, medical / accident insurance for himself and his family;
- (iv) leave travel concession for himself and his family;
- (v) club fees; and
- (vi) other perquisites and allowances not exceeding 4% of the net profit of the Company in accordance with section 198 of the Companies Act, 2013.

D. Other terms and conditions:

- (i) He shall be given a Company's car and phone for official/ his use.
- (ii) He shall also be entitled to such other benefits, schemes, privileges and amenities including provident fund, superannuation fund, gratuity fund, etc., as per applicable laws in force from time to time.
- (iii) Subject to the control and superintendence of the Board of Directors, he shall perform such duties and functions as may be delegated to him from time to time.

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- (iv) In the event of absence or inadequacy of profits in any financial year, he shall be entitled to remuneration as mentioned hereinabove without any variation except that no commission shall be payable.
- (v) He shall not be paid any sitting fee for attending the meetings of the Board of Directors or Committees thereof.
- (vi) He shall be entitled to encashment of leave as per the applicable Rules & Regulations of the Company.

On being put to vote by remote e-voting & ballots, the above Resolution was adopted by requisite majority by the shareholders.

Item No. 7 : Ratification of the remuneration payable to M/s Ajay Ahuja & Associates, Cost Auditors of the Company for the financial year ending 31st March, 2019.

“Resolved that in accordance with provisions of Section 148 and other applicable provisions, if any, 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 of Rs. 1,50,000, as approved by the Board of Directors of the Company, at its meeting held on 25th May, 2018, to be paid to M/s. Ajay Ahuja & Associates, Cost Accountants (Firm Registration No. 101142) appointed as the Cost Auditor of the Company for audit of the cost accounting records of the Company for the financial year ending 31st March, 2019, be and is hereby ratified and approved.”

On being put to vote by remote e-voting & ballots, the above Resolution was adopted by requisite majority by the shareholders.

Item No. 8 : To approve authorization for Financial Support to AIS Group Companies under Section 185 of Companies Act, 2013.

“Resolved that pursuant to the provisions of Sections 185, 186 and any other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Amendment) Act, 2017 and applicable Rules (including any modification(s) or re-enactment in force from time to time), consent of Shareholders of the Company be and is hereby accorded for advancing of loans including any loan represented by a book debt, extending guarantee(s) and/ or providing security(ies) in connection with any loan availed or to be availed or renewed or other short term financial support (hereinafter referred to as “Financial Support”), to any person or

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Company in whom any of the Director(s) of the Company is/ are interested including AIS Group Companies.

Resolved further that the Board of Directors, be and is hereby authorized to deal with, negotiate and finalise the terms & conditions, rate of interest, security/ guarantee commission and/ or tenure, on behalf of the Company, for grant of aforementioned Financial Support to the AIS Group Companies and other aforementioned person and/ or entities, and to write, sign and execute all such paper(s), document(s), writing(s), agreement(s), letter of arrangement(s), deed(s), indemnity(ies), undertaking(s), other document(s), etc., as may be required for the purpose aforesaid and generally to do all such acts, deeds 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.”

On being put to vote by remote e-voting & ballots, the above Resolution was adopted by requisite majority by the shareholders.

For Asahi India Glass Ltd.,

Gopal Ganatra
Executive Director
General Counsel & Company Secretary
Membership No.: F 7090
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Date : 8th August, 2018

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