

Notice

NOTICE is hereby given that the Thirty Ninth Annual General Meeting (AGM) of Members of Asahi India Glass Limited will be held on Wednesday, the 4th day of September, 2024 at 3:00 P.M. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”). No physical meeting of members will be held, however, the meeting will be deemed to have been held at the Registered office of the Company at A-2/10, 1st Floor, WHS DDA Marble Market, Kirti Nagar, New Delhi – 110 015. Following businesses shall be transacted at the meeting:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a. the audited Financial Statements of the Company for the financial year ended 31st March, 2024 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, 2024 together with Reports of the Auditors thereon.
2. To declare final dividend, for the financial year ended 31st March, 2024, of ₹ 2.00/- on each equity share of the Company.
3. To appoint a Director in place of Mr. Masao Fukami (DIN: 09811031) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Ms. Nisheeta Labroo (DIN: 10040978) who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

5. 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 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 ₹ 1,75,000/- (Rupees One Lakh Seventy Five Thousand Only), as approved by the Board of Directors, on the recommendation of Audit & Risk Management Committee, of the Company, at its meeting held on 15th May, 2024, 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, 2025, be and is hereby ratified and approved.”

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 the provisions of Regulation(s) 2(1)(zc) and 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR”), applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory modification(s) or re-enactment made thereof for the time being in force), Company’s Policy on Related Party Transaction(s) and pursuant to approval of Audit & Risk Management Committee & Board of Directors of the Company, the consent of Members is hereby accorded for entering into and / or carrying out and / or continuing with existing, contract(s) / arrangement(s) / transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), or modification(s) of earlier contract(s) / arrangement(s) / the transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with AGC Asia Pacific Pte. Limited, a promoter group company of Asahi India Glass Limited and accordingly a related party under Regulation 2(1)(zb) of LODR, on such terms and conditions as may be agreed between the Company and AGC Asia Pacific Pte. Limited, for an aggregate value of upto ₹ 750 Crore entered into / to be entered during FY 2024-25, as per the details provided in the explanatory statement, subject to such contract(s) / arrangement(s) / transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

Resolved further that the Board of Directors of the Company, be and is hereby severally authorised to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including the Registrar of Companies and / or Central Government and / or any other Governmental / Regulatory Authority(ies), as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, in order to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members

shall be deemed to have given their approval thereto expressly by the authority of this resolution.

Resolved further that the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or its Committee(s) thereof or Company Secretary or Chief Financial Officer or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary, desirable or expedient to give effect to this Resolution.

Resolved further that all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby confirmed, ratified and approved in all respects.”

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

“**Resolved that** pursuant to the provisions of Regulation(s) 2(1)(zc) and 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR”), applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory modification(s) or re-enactment made thereof for the time being in force), Company’s Policy on Related Party Transaction(s) and pursuant to approval of Audit & Risk Management Committee & Board of Directors of the Company, the consent of Members is hereby accorded for entering into and / or carrying out and / or continuing with existing, contract(s) / arrangement(s) / transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), or modification(s) of earlier contract(s) / arrangement(s) / the transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with Maruti Suzuki India Limited, a promoter group company of Asahi India Glass Limited and accordingly a related party under Regulation 2(1)(zb) of LODR, on such terms and conditions as may be agreed between the Company and Maruti Suzuki India Limited, for an aggregate value of upto ₹ 750 Crore entered into / to be entered during FY 2024-25, as per the details provided in the explanatory statement, subject to such contract(s) / arrangement(s) / transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

Resolved further that the Board of Directors of the Company, be and is hereby severally authorised to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including the Registrar of Companies and / or Central Government and / or any other Governmental / Regulatory Authority(ies), as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, in order to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

Resolved further that the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or its Committee(s) thereof or Company Secretary or Chief Financial Officer or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary, desirable or expedient to give effect to this Resolution.

Resolved further that all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby confirmed, ratified and approved in all respects.”

8. 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(s) 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation(s) 16(1)(b) & 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company and any other laws prevailing for the time being in force, Mr. Kamaljit Kalkat

(DIN: 10723711), who has submitted a declaration that he meets the criteria of Independence as provided in the Act, Rules & Regulations made thereunder and who was appointed as an Additional Director in the capacity of Non-Executive Independent Director by Board of Directors of the Company with effect from 6th August, 2024, based on the recommendation of Nomination and Remuneration Committee and who hold office upto the date of this General Meeting or 3 months, whichever is earlier, 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 in the capacity of Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years.

Resolved further that the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or its Committee(s) thereof or Company Secretary or Chief Financial Officer or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary, desirable or expedient to give effect to this Resolution."

By order of the Board

Dated: 31st July, 2024
Place: Gurugram

Gopal Ganatra
Executive Director
General Counsel & Company Secretary
Membership No.: F 7090

NOTES:

1. Ministry of Corporate Affairs, vide its Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020, Circular No. 20/2020 dated 5th May, 2020, Circular No. 02/2022 dated 5th May, 2022, Circular No. 10/2022 dated 28th December, 2022 and Circular No. 09/2023 dated 25th September, 2023 (“MCA Circulars”) and Securities and Exchange Board of India (“SEBI”), vide its Circular No. SEBI/ HO/CFD/CMD1/ CIR/P/2020/79 dated 12th May, 2020, Circular No. SEBI/HO/CFO/CMD2/CIR/P/2021/11 dated 15th January, 2021, Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated 13th May, 2022, Circular No. SEBI/ HO/CFD/PoD2/P/CIR/2023/4 dated 5th January, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 (“SEBI Circulars”), permitted the holding of Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and has dispensed with the personal presence of the Members at the meeting. In terms of the said Circulars, the 39th Annual General Meeting (AGM) of the members of the Company will be held through Video Conferencing (VC) / Other Audio Visual Means (OAVM). There will be no physical meeting of Members, however, Members can attend and participate in the AGM through VC / OAVM. The deemed venue for the 39th AGM shall be the Registered Office of the Company.
2. Participants connecting from Mobile Devices or Tablets or through Laptop via Mobile Hotspot may experience Audio / Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches. Members can login and join 30 (thirty) minutes prior to the schedule time, window for joining shall be kept open throughout the meeting.
3. Since, the AGM is being held pursuant to above MCA and SEBI Circulars through VC / OAVM, physical presence has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for AGM and Proxy Form & Attendance Slip including route map of the venue of the meeting are not annexed to this Notice.
4. The recorded transcript of this meeting shall, as soon as possible, be made available on the website of the Company.
5. Corporate Members attending the meeting through their authorized representatives pursuant to Section 113 of the Companies Act, 2013 (“the Act”) are requested to send to the Company, at least 48 hours prior to the start of voting, scanned copies of the following documents through email at investorrelations@aisglass.com:
 - (i) a certified copy of the Board resolution authorizing their Representatives
 - (ii) photograph of the Representative
6. Members are requested to intimate change, if any, in their address (with PIN Code), e-mail ID, nominations, bank details, mandate instructions, National Electronic Clearing Service (“NECS”) mandates, etc. under the signature of the registered holder(s) to The Link Intime Private Limited, Registrar and Share Transfer Agent (“RTA”) of the Company (email ID rnt.helpdesk@linkintime.co.in); and their respective Depository Participants.
7. Queries, if any, on the Annual Report and operations of the Company, may please be sent at investorrelations@aisglass.com at least seven days prior to the date of AGM; the Member must mention his name, demat account number / folio number, e-mail ID, mobile number with the query; so that relevant query may be replied by the Company suitably at the meeting.
8. In compliance with aforesaid circulars, Notice of the AGM and the Annual Report for the Financial Year 2023-24 are being sent only through electronic mode to those Members whose E-mail IDs are registered with the Depository Participant(s) and / or RTA. Any Member, who has not registered his / her email ID, may register itself at Company’s email ID investorrelations@aisglass.com at least seven days prior to the date of the AGM. Members attending AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. 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 (“Listing Regulations”) and Secretarial Standard 2 issued by the Institute of Company Secretaries of India at Item Nos. 3 and 4 of Ordinary Business and Item No. 8 of Special Business are provided as **Annexure - 1** to this Notice.
10. Explanatory Statement in respect of Special Business, as required under Section 102 of the Companies Act, 2013 is enclosed as ‘Annexure’ to this Notice.
11. The Company has notified closure of Register of Members and Share Transfer Books from 29th August, 2024 to 4th September, 2024 (both days inclusive) for the purpose of the Annual General Meeting and Dividend.
12. The Dividend on Equity Shares, if declared at the Annual General Meeting, will be paid on or after 10th September, 2024 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 28th August, 2024; and
 - ii. whose names appear in the list of beneficial owners on 28th August, 2024 furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.

13. In accordance with the provisions of the Income-tax Act, 1961 ("IT Act") as amended from time to time, read with the provisions of The Finance Act, 2020, with effect from 1st April, 2020, dividend declared by the Company is taxable in the hands of the members and the Company is required to deduct tax at source ("TDS") on dividend at the applicable rates.

Members may take note of the below TDS provisions and information / document requirements for each member:

A) RESIDENT MEMBERS:

- i) No tax shall be deducted on payment of Dividend to the resident individual members, if the total dividend for a financial year does not exceed ₹ 5,000 (Rupees Five Thousand).
- ii) Tax shall be deducted from Dividend paid to resident members (other than category prescribed above) as per the details provided below:

Particulars	Applicable rate of Tax	Declaration / documents required
Where valid PAN is updated with the Depository Participant (in case shares are held in dematerialized form) or with Company's Registrar and Transfer Agent ("RTA") i.e. Link Intime India Private Limited (in case shares are held in physical form) and no exemption is sought by the resident member	10%	N.A.
No PAN / Invalid PAN with the Depository Participant or RTA or member has not filed his Income Tax return for last two years and TDS in his personal case was exceeding ₹ 50,000 in each those years, pursuance to section 206AB of Income Tax Act and no exemption sought by member	20%	N.A.
Where lower / nil tax deduction certificate is issued by Income Tax Department under section 197 of the Act	Rate specified in Lower tax withholding certificate obtained from Income Tax Department	<ul style="list-style-type: none"> • Copy of PAN card • Copy of lower tax withholding certificate obtained from Income Tax Department

- iii) No tax shall be deducted on Dividend paid to resident members if the members submit documents mentioned in the below table with the RTA:

Particulars	Declaration / Documents required
Member (other than a Company or a Firm) furnishing Form 15G / 15H	<ul style="list-style-type: none"> • Copy of PAN card • Form 15G (applicable to any person other than a Company or a Firm) / Form 15H (applicable to an Individual above the age of 60 years), provided that all the required eligibility conditions are met. Format of Form 15G and 15H are given in the link below
Submitting Order under Section 197 of the Income Tax Act, 1961 (Act)	<ul style="list-style-type: none"> • Copy of PAN card • Self-declaration along with lower / NIL withholding tax certificate obtained from tax Authority
Members (e.g. LIC, GIC) for whom Section 194 of the Act is not applicable	<ul style="list-style-type: none"> • Copy of PAN card • Self-declaration along with adequate documentary evidence to the effect that no tax withholding is required pursuant to the provisions of Section 194 of the Act
Category I and II Alternative Investment Fund	<ul style="list-style-type: none"> • Copy of PAN card • Self-declaration that the AIF is registered with SEBI as per SEBI Regulations along with copy of registration certificate and that their income is exempted from Tax
Persons covered under Section 196 of the Act (e.g. Mutual Funds, Govt.)	<ul style="list-style-type: none"> • Copy of PAN card • Self-declaration along with documentary evidence that the person is covered under said Section 196 of the Act

B. NON-RESIDENT MEMBERS:

As per Section 90 of the Income Tax Act, the non-resident member has the option to be governed by the provisions of the Double Tax Avoidance Treaty between India and the country of tax residence of the member, if they are more beneficial to them. Please refer to the below table for the details of documents to avail Tax Treaty benefits:

Particulars	Applicable rate	Declaration / Documents required
Non-resident Members (including Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs))	20% plus applicable surcharge and cess OR Tax Treaty Rate (whichever is lower)	If the member wants to avail the tax rates as per the tax treaty, following documents would be required: <ul style="list-style-type: none"> Self-attested copy of the Permanent Account Number (PAN) allotted by the Indian Income Tax authorities Self-attested copy of Tax Residency Certificate (TRC) issued by the competent authority of the country of member's residency, evidencing and certifying the tax residency status of the member in the country of residency during the Financial Year 2023-24 Completed and duly signed Form 10F in the format given in the link Self-declaration in the format given in the link below, certifying that – <ul style="list-style-type: none"> i) You will continue to remain a tax resident of the country of your residency during the Financial Year 2023-24; ii) You are eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company; iii) You have no reason to believe that your claim for the benefits of the DTAA is impaired in any manner; iv) You are the beneficial owner of your shareholding in the Company and dividend receivable from the Company; and v) You do not have a taxable presence or a permanent establishment in India
Submitting Order under Section 197 of the Income Tax Act, 1961 (Act)	Rate provided in the Order	Lower / NIL withholding tax certificate obtained from tax authority

Application of beneficial DTAA Rate shall depend upon the completeness and satisfactory review by the Company / RTA, of the documents submitted by Non Resident members.

The forms for tax exemption can be downloaded from RTA's website <https://liiplweb.linkintime.co.in/client-downloads.html>. On this page select the General tab. All the forms are available under the head "Form 15G/15H/10F". The aforementioned documents (duly completed and signed) are required to be uploaded on <https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> on or before 29th August, 2024. No communication would be accepted from Members after 29th August, 2024 regarding tax withholding matters. All communications / queries in this respect should be addressed to our RTA, Link Intime India Private Limited to its email address rnt.helpdesk@linkintime.co.in or on Companies email ID investorrelations@aisglass.com.

- As per the provisions of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (hereinafter referred to as "IEPF Rules"), (including any statutory modification(s) and or re-enactment(s) thereof for the time being in force), the amount of dividend remaining unpaid or unclaimed for a period of 7 (seven) years are required to be transferred by the Company to the IEPF established by the Central Government within a period of thirty days of such dividend becoming due to be transferred.

Further, according to the said IEPF Rules, shares in respect of which dividend has not been claimed by the shareholders for 7 (seven) consecutive years or more shall also be transferred to the demat account of the IEPF Authority within a period of thirty days of such shares becoming due to be so transferred.

Details of Unclaimed Dividend and equity shares transferred to IEPF

Financial Year	Amount of unclaimed dividend transferred (₹)	Number of shares transferred
2015-16	14,59,665	5,80,182

Further, the Company is required to transfer Final Dividend 2016-17 of such Shareholders who have not claimed the same for continuous period of seven years along with the underlying shares of such Shareholders during financial year 2024-25. Details of the unclaimed dividend and shares which are liable to be transferred to the IEPF Authority are available on the website of the Company at https://www.aisglass.com/wp-content/uploads/2024/06/Unclaimed-Shares_2016-17_Website-Upload.pdf. Hence, in this financial year, the Company would be transferring unclaimed final dividend amount for the financial year 2016-17 due as on 21st September, 2024 to the IEPF within 30 days.

The Company had transferred ₹ 17,30,290 towards dividend for the financial year 2022-23 to IEPF on 29th September, 2023 with respect to the shares transferred to IEPF under the provision of IEPF Rules.

- The dividend amount and shares transferred to the IEPF can be claimed by the concerned Members from the IEPF Authority by making an application in form IEPF-5 to the IEPF authority after complying with the procedure prescribed under the IEPF Rules. The details of the unclaimed dividends and underlying shares are available on the Company's website at www.aisglass.com and the said details have also been uploaded on the website of the IEPF Authority at www.iepf.gov.in.
15. 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 & Share Transfer Agents.
 16. SEBI has vide amended Regulation 40 of Listing Regulations mandated that from 1st April, 2019 onwards securities can be transferred only in dematerialized form. However, Members may continue holding shares in physical form. Transfer of securities in demat form will facilitate convenience and ensure safety of transactions for investors. Members holding shares in physical form are requested to convert their holding(s) to dematerialized form to eliminate all risks associated with physical shares. SEBI has also clarified that the share transfer deed(s) once lodged prior to 31st March, 2019 and returned due to deficiency in documents submitted, may be re-lodged for transfer.
 17. 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, Sundays and National Holidays up to the date of 39th Annual General Meeting of the Company.
 18. 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.
 19. 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.
 20. In terms of the 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 Agent. Members holding shares in dematerialised form should approach their Depository Participants for nomination.
 21. In case of change in residential status of Non-Resident Indian Shareholders, the same should be immediately informed to the Registrar & Share Transfer Agent 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.
 22. Members are requested to get registered their e-mail IDs with the Company or the Registrar and Share Transfer Agent for further communication by sending their request to investorrelations@aisglass.com or rt.helpdesk@linkintime.co.in respectively.
 23. Members may also note that the Notice of 39th Annual General Meeting and the Annual Report for 2023-24 are available on the Company's website i.e. www.aisglass.com and on CDSL website www.evotingindia.com for download. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
 24. Submission of questions or queries prior to AGM / Registration of Speaker Members of the Company who would like to speak or express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID / folio number, mobile number along with their questions at Company's email address investorrelations@aisglass.com at least 7 days in advance from the date of AGM i.e. by Wednesday, 28th August, 2024. Only those Members who have registered themselves as a speaker will only be allowed to speak / express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time at the AGM.
 25. Voting through electronic means:
 - I. Pursuant to the provisions of Section 108 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 read with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS 2) 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 39th Annual General meeting

(AGM) by electronic means. The facility of casting the votes by the Members using an electronic voting system (“remote e-voting”) will be provided by Central Depository Services (India) Limited.

Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-voting facility.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in

India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting **to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

II. Procedure to cast vote electronically is as under:

A. Login method for e-voting and joining virtual meetings for Individual shareholders holding securities in Demat mode

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL EASI / EASIEST facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. To login to EASI / EASIEST the users are required to visit www.cdslindia.com and click on Login icon and select New System Myeasi tab. 2) After successful login the EASI / EASIEST user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, links are provided to access the system of all e-voting Service Providers i.e. CDSL / NSDL / KARVY / LINKINTIME, so that the user can visit the e-voting service providers’ website directly. 3) If the user is not registered for EASI / EASIEST, option to register is available at www.cdslindia.com. 4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.Jsp. 3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-voting facility. After successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company's name or e-voting service provider name and you will be redirected to e-voting service provider's website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no.: 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000.

- B. Login method for e-voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.
- i. The shareholders should log on to the e-voting website www.evotingindia.com.
 - ii. Click on Shareholders / Members.
 - 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 other than individual 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) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company or contact Company / RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number 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 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 of 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 a print of the votes cast by clicking on "Click here to print" option on the page.
- xvi. If Demat account holder has forgotten the changed 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. There is also an optional provision to upload BR / POA if any uploaded, which will be made available to Scrutinizer for verification.
- xviii. Note for Non-Individual Shareholders and Custodians – For remote voting only.
- 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 linked in the login will be mapped automatically and can be delink in case of any wrong mapping.
 - It is mandatory that, 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.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investorrelations@aisglass.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- xix. **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**
- a) For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhar (selfattested scanned copy of Aadhar Card) by email to **Company / RTA email ID**.

- b) For Demat shareholders - Please update your email ID & mobile no. with your respective **Depository Participant (DP)**.
- c) **For Individual Demat shareholders- Please update your email ID & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting & joining virtual meetings through Depository.**
- A. The remote e-voting period begins on Saturday, 31st August, 2024 at 9:00 A.M. IST and ends on Tuesday, 3rd September, 2024 at 5:00 P.M. IST. 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) i.e. Wednesday, 28th August, 2024 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 sending of the Notice and holding shares as on the cut-off date i.e. Wednesday, 28th August, 2024 may follow the same instructions as mentioned above for e-Voting.
- C. 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. Wednesday, 28th August, 2024. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
- D. Members may send e-mail at investorrelations@aisglass.com for any grievances connected with electronic means.
- E. The Company has appointed Mr. Sundeep Kumar Parashar, Membership No. F 6136 and Certificate of Practice No. 6575, proprietor of SKP & Co., Company Secretaries, as the Scrutinizer who will conduct the remote e-voting process in a fair and transparent manner.
- F. The Scrutinizer shall, immediately after the conclusion of voting unblock the votes cast through remote e-voting in the presence of at least two witnesses not in 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 & Managing Director or a person authorized by him in writing who shall counter sign the same and declare the result of the voting forthwith.
- G. 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 two working days 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 and on CDSL's website www.evotingindia.com.
- H. In case you have any queries or issues regarding attending AGM & e-voting from the CDSL e-voting system, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

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.

NOTE:

As per amended Regulation 40 of the Listing Regulations, transfer of security shall not be processed unless the securities are held in dematerialised form with a depository, hence, shareholders are requested to kindly dematerialise their shareholding.

**ANNEXURE TO THE NOTICE****EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 5**

The Board of Directors at its meeting held on 15th May, 2024, on the recommendation of Audit & Risk Management Committee, approved the appointment of M/s. Ajay Ahuja & Associates, Cost Accountants, (Firm Registration No. 101142) as the Cost Auditor for audit of the cost accounting records of the Company for the financial year ending 31st March, 2025, at a remuneration of ₹ 1,75,000/- (Rupees One Lakh Seventy Five Thousand Only).

In terms of the 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 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, 2025. The Board recommends passing of Resolution at Item No. 5.

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. 5 of this Notice.

Item No. 6

The provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR"), as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective 1st April, 2022, mandates

prior approval of shareholders of a listed entity by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Effective from 1st April, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and / or through its subsidiary(ies), exceed(s) ₹ 1,000 Crore or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

During the Financial Year 2024-25, as part of normal business operations, the Company is expected to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s) are expected to cross the applicable thresholds as mentioned hereinabove.

Accordingly, as per the LODR, approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company, either directly or along with its Subsidiary(ies). All the said transactions shall be in the ordinary course of business of the Company / its subsidiaries and on an arm's length basis. The Audit & Risk Management Committee has, on the basis of relevant details provided by the management as required by the law, at its meeting held on 29th July, 2024, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arm's length basis and in the ordinary course of business of the Company.

Your Board of Directors considered the same and recommends passing of the resolutions contained in Item No. 6 of this Notice.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr. Masahiro Takeda, Non-Executive Director of the Company, are concerned or interested in this Resolution.

Information required under Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") read with SEBI Circular dated 22nd November, 2021 is provided herein below:

S. No	Particulars	Details
(1)	A summary of information provided by the management to the Audit & Risk Management Committee:	
a)	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	AGC Asia Pacific Pte. Limited is a promoter group company and a related party of Asahi India Glass Limited (AIS) as per Regulation 2(1)(zb) of LODR.
b)	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Masahiro Takeda, Non-Executive Director of AIS
c)	Nature, material terms, monetary value and particulars of contracts or arrangement	The transaction involves Purchase of goods for business purpose from AGC Asia Pacific during FY 2024-25, aggregating up to ₹ 750 Crores.
d)	Value of the Transaction	Up to ₹ 750 Crores
e)	Percentage of annual consolidated turnover considering FY 2023-24 as the immediately preceding financial year	17.18%
(2)	Justification for the transaction	For purchase of materials in ordinary course of business

S. No	Particulars	Details
(3)	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: (i) details of the source of funds in connection with the proposed transaction (ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure (iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security (iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
(4)	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	Not Applicable
(5)	Any other information that may be relevant	Nil

Item No. 7

The provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR"), as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective 1st April, 2022, mandates prior approval of shareholders of a listed entity by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Effective from 1st April, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and / or through its subsidiary(ies), exceed(s) ₹ 1,000 Crore or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

During the Financial Year 2024-25, the Company is expected to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of

such transaction(s) are expected to cross the applicable thresholds as mentioned hereinabove.

Accordingly, as per the LODR, approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company, either directly or along with its Subsidiary(ies). All the said transactions shall be in the ordinary course of business of the Company / its subsidiaries and on an arm's length basis. The Audit & Risk Management Committee has, on the basis of relevant details provided by the management as required by the law, at its meeting held on 29th July, 2024, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arm's length basis and in the ordinary course of business of the Company.

Your Board of Directors considered the same and recommends passing of the resolutions contained in Item No. 7 of this Notice.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Dr. Satoshi Ishizuka, Non-Executive Director of the Company, are concerned or interested in this Resolution.

Information required under Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") read with SEBI Circular dated 22nd November, 2021 is provided herein below:

S. No	Particulars	Details
(1)	A summary of information provided by the management to the Audit & Risk Management Committee:	
a)	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Maruti Suzuki India Limited is a promoter company and a related party of Asahi India Glass Limited (AIS) as per Regulation 2(1)(zb) of LODR.
b)	Name of the director or key managerial personnel who is related, if any and nature of relationship	Dr. Satoshi Ishizuka, Non-Executive Director of AIS
c)	Nature, material terms, monetary value and particulars of contracts or arrangement	The transaction involves Supply of goods for business purpose to MSIL during FY 2024-25, aggregating up to ₹ 750 Crores.
d)	Value of the Transaction	Up to ₹ 750 Crores
e)	Percentage of annual consolidated turnover considering FY 2023-24 as the immediately preceding financial year	17.18%
(2)	Justification for the transaction	For supply of materials in ordinary course of business



S. No	Particulars	Details
(3)	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: (i) details of the source of funds in connection with the proposed transaction (ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure (iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security (iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
(4)	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	Not Applicable
(5)	Any other information that may be relevant	Nil

Item No. 8

Consequent upon sad demise of Mr. G. S. Talwar on 27th January, 2024, it is proposed to appoint Mr. Kamaljit Kalkat as an Additional Director in the capacity of Independent Director on the Board of Directors of the Company for a period of five consecutive years w.e.f. 6th August, 2024.

Accordingly, the Board of Directors of the Company in its meeting held on 31st July, 2024 and on recommendation of Nomination & Remuneration Committee appointed Mr. Kamaljit Kalkat (DIN: 10723711), as an Additional Director, in the capacity of Non-Executive Independent Director, in accordance with the provisions of Section(s) 149, 150, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR"). (including any statutory modification(s) or re-enactment made thereof for the time being in force) and Article 73 of the Articles of Association of the Company, for a period of up to five consecutive years with effect from 6th August, 2024, subject to the approval of shareholders of the Company through Special Resolution.

The Company has received a declaration from Mr. Kamaljit Kalkat that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under Regulation 16(1)(b) of

the LODR. Further, he is not disqualified from being appointed as a Director in terms of Companies Act, 2013 and is not debarred from holding the office of a Director by virtue of any Order passed by the SEBI or any other such authority and has also consented to act as Director of the Company.

Copy of the draft letter of appointment of Mr. Kamaljit Kalkat setting out the terms and condition of appointment is available for inspection by the Members at the registered office and corporate office of the Company.

The Company has received a notice from a member under Section 160 of the Companies Act, 2013 signifying her intention to propose the appointment of Mr. Kamaljit Kalkat as Independent Director of the Company.

The details / information pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 with respect to appointment of Director is detailed in Annexure - 1 to this Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives, other than Mr. Kamaljit Kalkat, are concerned or interested in this Resolution.

The Board considers it desirable to avail the expertise and guidance of Mr. Kamaljit Kalkat on the Board and therefore the Board recommends passing of Special Resolution at Item No. 8.

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. Masao Fukami
Director Identification Number	09811031
Date of joining the Board	01/01/2023
Profile of Director	Mr. Masao Fukami, aged 56 years, is a Fine Materials Engineer from Shinshu University, Japan. He has held various senior positions during his career of 31 years in the field of automotive glass. Prior to his joining at AIS, Mr. Fukami was working as Nominee Director of Automotive Glass Company, Global OEM Office at Toyota Global Unit since 2017.
Terms and conditions of appointment	Appointed as a Director liable to retire by rotation
Expert in specific Functional Area	Fine Materials Engineer
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
Details of last drawn Remuneration	Last drawn remuneration is given in Corporate Governance section of Annual Report
Remuneration	Mr. Masao Fukami is entitled to such remuneration as approved by Shareholders via Postal Ballot Notice dated 17 th February, 2023.
Name of the Director	Ms. Nisheeta Labroo
Director Identification Number (DIN)	10040978
Date of joining the Board	17/02/2023
Profile of Director	Ms. Nisheeta Labroo, aged 36 years, graduated from Wharton School, University of Pennsylvania (United States) in 2010 with specialisation in Economics and Management. She started her career as an Analyst, Management Consulting at Accenture India where she worked on a project for a large auto OEM that focused on improving customer satisfaction levels through the OEM's dealer network. With a strong desire to contribute positively to the community, Ms. Nisheeta Labroo worked at "Save the Children India", a not for-profit organization from July 2012 – December 2014 as an Analyst in the CEO's office. Her job entailed preparing CEO reports for Board meetings, monthly MIS reports for Senior Management meetings, developing the 4 Year Organisation Strategy and contributing to education programs in Bihar and Delhi.
Terms and conditions of re-appointment	Appointed as a Director liable to retire by rotation
Expert in specific Functional Area	Economics 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	7,17,586
Number of Board Meetings attended during the year	4 out of 4
Relationship with other Directors	Daughter of Mr. Sanjay Labroo, Chairman and Managing Director.
Details of last drawn Remuneration	Last drawn remuneration is given in Corporate Governance section of Annual Report
Remuneration	Apart from sitting fee for attending the meetings of Board of Directors and Committees thereof, she may also be entitled to Commission on net profits, as approved by the Shareholders within the limits as set out in Companies Act, 2013.



Name of the Director	Mr. Kamaljit Kalkat
Director Identification Number	10723711
Date of joining the Board	6 th August, 2024
Profile of Director	Mr. Kamaljit Kalkat, aged 61 years, is an MBA Graduate from Fuqua School of Business at Duke University (USA) and is a graduate of Delhi University from Sri Ram College of Commerce. A former investment banker, Mr. Kalkat has previously held several senior management positions, including Jardine Fleming India (Head of the Delhi office and Joint Country Head of investment banking), and Barclays Bank India (Chief Executive Officer). He started his career at Merrill Lynch Investment Banking in New York. In the past, Mr. Kalkat has been involved with several landmark M&A and Equity / Debt Financing transactions. Some highlights include the first international privatization of an Indian Sovereign owned firm (VSNL GDR issue). He developed a keen interest in complex transactions very early in his career, when he was part of the team that advised Ito Yokado (Japan) on its acquisition of Southland Corporation (owner of 7-Eleven) - the largest prepackaged Chapter 11 acquisition in the US at the time.
Terms and conditions of appointment	Appointed for a period of 5 years
Expert in specific Functional Area	Investment Banking
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	N. A.
Relationship with other Directors	None
Details of last drawn Remuneration	Nil
Remuneration	Apart from sitting fee for attending the meetings of Board of Directors and Committees thereof, he may also be entitled to Commission on net profits, as approved by the Shareholders within the limits as set out in Companies Act, 2013.

* 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
Executive Director
General Counsel & Company Secretary
Membership No.: F 7090

Dated: 31st July, 2024

Place: Gurugram



Asahi India Glass Limited
Member's Response Form 2023-2024

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, Profit & Loss Account, 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.

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Signature of Member

Notes :

- 1) Members are requested to address this 'Member's Response Form' to:

Chief - Investor Relations
Asahi India Glass Limited
3rd Floor, Tower - D, Global Business Park,
Mehrauli – Gurugram Road,
Gurugram – 122 002

- 2) Members holding shares in dematerialised form may kindly update their e-mail address with their respective Depository Participants (DPs).

Shareholder's Reference at a Glance

1) Status of Preference Shares

The 10% Non-Convertible Cumulative Redeemable Preference Shares' were issued in accordance with the order of the High Courts of Delhi and Bombay, post-merger of Floatglass India Limited (FGI) with AIS in September, 2003. These preference shares were to be redeemed at their face value after 12 months from the date of issue. Accordingly, these preference shares were redeemed on 23rd September, 2004 at face value (₹ 10/- per share).

Hence, the preference shares stand cancelled post redemption as above and cannot be traded, transferred or dematerialized. Members who have these preference shares in their custody are requested to check their redemption payment status with their banks.

2) Status of Equity Shares of Floatglass India Limited

Floatglass India Limited (FGI) has merged with Asahi India Glass Limited (AIS) in the year 2003, in accordance with the order of the High Courts of Delhi and Bombay.

The following scheme was approved by the Hon'ble High Courts –

Every 8 (eight) shares of FGI to be exchanged for 3 (three) Equity shares of AIS of ₹ 1/- each fully paid up, and 4 (four), 10% cumulative preference shares of ₹ 10/- each. The original share certificates of AIS (both equity & preference) were dispatched to all eligible shareholders of FGI without calling back the original FGI share certificates as per the direction of the High Court.

Post-merger, FGI shares cannot be traded, transferred or dematerialized. In case of any further query shareholders may write to the Company / RTA.

3) Shareholder Grievances & its handling mechanism

AIS has a dedicated 'Shareholder Grievance Cell' and all shareholder queries are resolved promptly. Shareholders are requested to contact the following to get their issues resolved promptly –

Link Intime India Private Limited

C 101, 247 Park, L B S Marg,
Vikhroli West, Mumbai - 400 083
R & T Services - Shares and Interest on Bonds : (0) 810 811 6767
Toll-free number : 1800 1020 878

Link Intime India Private Limited (Delhi)

Noble Heights, 1st Floor,
Plot No. NH - 2, C-1 Block, LSC,
Near Savitri Market, Janakpuri
New Delhi – 110 058
Tel: 91-11-4141 0592-94
Fax: 91-11-4141 0591

Alternatively, shareholders can also call our dedicated Shareholder Grievance Team at 0124 406 2212-19 or e-mail at – investorrelations@aisglass.com.

4) Nomination Facility

Section 72 of the Companies Act, 2013 provides the facility of nomination to the shareholders. This facility is mainly useful for individuals holding shares in sole name, especially those who are holding shares in sole name are advised to avail the nomination facility by submitting the prescribed Form SH-13. A copy of sample form is available under the Investor Relations section of the Company's website - www.aisglass.com. However, if shares are held in dematerialized form, nomination has to be registered with concerned DP directly, as per the format prescribed by the DP.

5) Duplicate Shares

The loss of share certificate(s) should be reported immediately to AIS along with certificate nos. / folio no. and distinctive nos. to mark a precautionary stop transfer of such shares in the system. The request for issue of duplicate share certificate(s) should be sent to our RTA in the prescribed manner. For legal / formal procedure with regard to the same, please write to our RTA.

6) Transmission of Equity Shares

In case of death of a shareholder, their legal heirs are entitled for the equity shares to be transmitted in their name. Detailed documents and formalities are required to effect transmission of shares. In the unfortunate event requiring transmission of shares, Members may please contact our RTA for the requisite formalities and assistance.

7) Mandatory Dematerialization of Shares

Pursuant to SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 read with BSE Circular No. LIST/COMP/15/2018-19 dated 5th July, 2018 and NSE Circular Ref. No: NSE/CML/2018/26 dated 9th July, 2018 issued to all Listed Companies, SEBI has directed for Dematerialization of Shares held in physical form. In order to dematerialize your share, please open a Demat Account with any of Depository Participants (DP) and submit your physical share certificate to DP along with necessary documents in this regard.

Members may further note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account;

renewal / exchange of securities certificate; endorsement; sub-division / splitting of securities certificate; consolidation of securities certificates / folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the website of Company's RTA's at Linkintime <https://liiplweb.linkintime.co.in/KYC-downloads.html> for KYC downloads. It may be noted that any service request can be processed only after the folio is KYC Compliant.

8) **Mandatory updation of PAN, KYC, Bank details and Nomination**

Securities and Exchange Board of India ("SEBI") vide Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018, has mandated Listed Entities to seek the subject details from the Shareholders holding shares in physical form with an objective to streamline the processes relating to maintenance of records, transfer of securities and seamless payment of dividend / interest / redemption amounts to the Shareholders. Pursuant to SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/ CIR/2024/37 dated 7th May, 2024, issued in supersession of earlier circulars issued by SEBI bearing no. SEBI/HO/MIRSD/MIRSDPoD-1/P/ CIR/2023/37 dated 16th March, 2023. SEBI has mandated all listed companies to record PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers of holders of physical securities. The folios wherein any one of the cited documents / details was not available on or after 1st October, 2023, were frozen by the RTA.

The securities in the frozen folios shall be eligible:

- To lodge any grievance or avail of any service, only after furnishing the complete documents / details as mentioned above;
- To receive any payment including dividend, interest or redemption amount (which would be only through

electronic mode) only after they comply with the above stated requirements.

The forms for updation of PAN, KYC, Bank Details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13 are available at Company's website <https://www.aisglass.com/for-investors/miscellaneous> and on the website of the Company's RTA's at <https://liiplweb.linkintime.co.in/KYC-downloads.html>. In view of the above, we urge Members holding shares in physical form to submit the required forms along with the supporting documents at the earliest. The Company has despatched a letter to the Members holding shares in physical form in relation to the above referred SEBI Circular. Members who hold shares in dematerialised form and wish to update their PAN, KYC, Bank Details and Nomination, are requested to contact their respective DPs.

Further, Members holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar to avoid freezing of folios. Such frozen folios shall be referred by RTA / Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and / or Prevention of Money Laundering Act, 2002, after 31st December, 2025.

Therefore, we request you to provide the details of PAN Card and Bank details to the Company / RTA.

9) **Registration / Updation of Mobile No., Email ID and Address**

Shareholders are requested to get their Mobile No., Email ID and Address registered / updated with the Company for direct and speedy communication.

For more details / information, shareholders are requested to kindly visit the website of the Company by clicking link <https://www.aisglass.com/for-investors/faq/>.