

s e e m o r e

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How do you explain what cannot  
be explained? How do you  
perceive what can only be  
experienced? How do you believe  
what can only be felt?  
The gift of sight made more  
precious by Glass. That allows us  
to see more of the world around us.  
To see more outside and inside  
To see more possibilities  
To see beyond  
To imagine  
See more.  
Because there are things that are  
waiting to be seen.



Asahi India Safety Glass Limited (Asahi India), is the leader in India's automotive safety glass market meeting over 90% of the Indian passenger car industry's requirements. We are now repositioning ourselves as a business spanning the glass value chain in India, seeking growth and value creation. Our growth

strategy is focused upon improving our competitive position, lowering our risk profile, strengthening our business model and investing in profitable growth opportunities while leveraging upon our strong brand image and our core competence in the field of Glass and its applications. Building on our strong foundation of leadership, innovation and excellence, we are well positioned for future growth and continued profitability. We will continue to enhance shareholder value on a sustainable basis.



## NOTICE

NOTICE is hereby given that the Seventeenth Annual General Meeting of the Members of Asahi India Safety Glass Ltd. will be held on Friday, 13th day of September, 2002, at 3:00 p.m. at Lakshmi Pat Singhania Auditorium, PHD House, PHD Chamber of Commerce & Industry, Opposite Asian Games Village, New Delhi – 110 016 to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2002, the Profit and Loss Account of the Company for the financial year ended on that date and the Reports of Directors and Auditors thereon.
2. To declare dividend.
3. To appoint a Director in place of Dr. Surinder Kapur, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Arvind Singh, who retires by rotation and, being eligible, offers himself for re-appointment.
5. To appoint Auditors and to fix their remuneration, and if thought fit, to pass with or without modification(s), the following Resolution, as an Ordinary Resolution:

"RESOLVED that M/s. Jagdish Sapra & Co., Chartered Accountants, be and are hereby appointed as Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at a remuneration to be fixed by the Board of Directors of the Company or a Committee thereof."

### SPECIAL BUSINESS

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

"RESOLVED that Mr. K. Miyazawa, who was appointed as an Additional Director of the Company with effect from 28th December, 2001 in terms of 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 257 of the Companies Act, 1956 from a member proposing appointment of Mr. K. Miyazawa as Director, be and is hereby appointed as Director of the Company.

RESOLVED further that in accordance with provisions of Sections 269, 198, 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, and any other laws prevailing for the time being in force, and subject to approval of the Central Government, Mr. K. Miyazawa be and is hereby appointed as Whole-time Director, designated as Technical Director, of the Company with effect from 28th December, 2001 for a period of four years, upon the terms and conditions as noted hereunder with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment so as not to exceed the limits specified in Schedule XIII of the Companies Act, 1956 or any amendments thereto:

1. Salary: Basic Salary of Rs. 49,000 per month with effect from 28th December, 2001 in the scale of Rs. 43,000-3,000-58,000.
2. Commission: 1.50 per cent commission on the net profits of the Company in a particular financial year payable from the date of appointment on pro rata basis.
3. Perquisites: Perquisites, as detailed below, shall be allowed and given to Technical Director, in addition to salary and commission, in accordance with the Rules & Regulations of the Company, as applicable.
  - i) Housing – Furnished residential accommodation or house rent allowance.
  - ii) Gas, Electricity, Water etc. – Expenditure incurred by the Company on gas, electricity, water, domestic servant and furnishings, to be valued as per applicable Income Tax Rules, 1962.
  - iii) Reimbursement of medical expenses incurred for Technical Director and his family.
  - iv) Leave Travel Concession – LTC / LTA for self and family.
  - v) Fees of clubs, including admission and life membership fees.
  - vi) Insurance – Premium for insurance coverage under Personal Accident, Mediclaim and other policies taken by the Company.
  - vii) The Technical Director shall also be provided with / eligible for such other perquisites as are available to employees under the Rules & Regulations of the Company, as applicable.
  - viii) Other terms & conditions:
    - a) The Technical Director shall also be entitled to such other benefits, schemes, privileges and amenities including provident fund, superannuation fund, gratuity fund etc. in accordance with the Rules & Regulations of the Company in force from time to time.
    - b) Subject to the control and superintendence of the Board of Directors, the Technical Director shall perform such duties and functions as may be delegated to him from time to time.
    - c) In the event of absence or inadequacy of profits in any financial year, the Technical Director shall be entitled to the remuneration as mentioned hereinabove without any variation except that no commission shall be payable.
    - d) The Technical Director shall be entitled to encashment of leave as per the Rules & Regulations of the Company, as applicable.
    - e) The Technical Director, so long as he functions as such, shall not be paid any sitting fee for attending the meetings of the Board of Directors or Committees thereof.
    - f) Subject to the applicable provisions of the Companies Act, 1956, Mr. K. Miyazawa shall not be subject to retirement by rotation during the period of his tenure as Technical Director of the Company."

- (b) 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 recommendation of the Board of Directors and subject to provisions of Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, the Company hereby approves the revision / variation in the terms of appointment of Mr. K. Miyazawa, Whole-time Director, designated as Technical Director, to entitle Mr. K. Miyazawa to a monthly Foreign Allowance not exceeding Rs. 3,00,000/- with effect from 1st April, 2002, with liberty to the Board of Directors or a Committee thereof to alter and vary the allowance from time to time, which shall, however, in no case exceed Rs. 3,00,000/- per month.

RESOLVED further that the remaining terms and conditions of appointment of Mr. K. Miyazawa, as approved by the members in the earlier Resolution shall remain unchanged."

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

"RESOLVED that Mr. Gautam Thapar, who was appointed as an Additional Director of the Company with effect from 22nd March, 2002 in terms of 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 257 of the Companies Act, 1956 from a member proposing appointment of Mr. Gautam Thapar as Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

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

"RESOLVED that Mr. K. Yonamoto, who was appointed as an Additional Director of the Company with effect from 10th May, 2002 in terms of 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 257 of the Companies Act, 1956 from a member proposing appointment of Mr. K. Yonamoto as Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

**9. 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 recommendation of the Board of Directors and, subject to provisions of Schedule XIII and other applicable provisions of the Companies Act, 1956, the Company hereby approves the revision / variation in the terms of appointment of Mr. Arvind Singh, Whole-time Director, designated as Director & Chief Operating Officer of the Company, with effect from 1st April, 2002 by way of enhancement of payment of commission from 0.60 % to 1.00 % of the net profits of the Company in a financial year, with other terms and conditions of his appointment, as approved earlier by Members of the Company in the Annual General Meeting held on 27th July, 2001, remaining the same."

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

"RESOLVED that in supersession of the earlier Resolution passed by the Members in the 13th Annual General Meeting held on 24th August, 1998 in relation to the exercise of borrowing powers, the Board of Directors of the Company be and is hereby authorised, pursuant to provisions of Section 293 (1)(d) of the Companies Act, 1956, and other applicable provisions, if any, of the Companies Act, 1956, to borrow, from time to time, any sum or sums of money at its discretion either from the Company's Banks or any other banks, financial institutions or any other entities or persons on such terms and conditions as may be considered suitable by the Board of Directors upto a limit not exceeding in aggregate of Rs. 200 Crores (Rs. Two Hundred Crores), notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

RESOLVED further that consent of the Company be and is hereby accorded to the Board of Directors of the Company in terms of Section 293 (1)(a) of the Companies Act, 1956 and other applicable provisions, if any, of the Companies Act, 1956, for mortgaging and / or charging all or any of the movable or immovable assets, both present and future of the Company for securing the above loans to be availed together with the interest, costs, charges, expenses and any other money payable by the Company.

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

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

"RESOLVED that subject to approval of the Central Government under Section 21 of the Companies Act, 1956 and other applicable provisions, the name of the Company be changed from ASAHI INDIA SAFETY GLASS LIMITED to ASAHI INDIA GLASS LIMITED with effect from the date of issue of fresh certificate of incorporation by the Registrar of Companies, NCT of Delhi & Haryana in that behalf, and accordingly, the name of ASAHI INDIA SAFETY GLASS LIMITED, wherever it occurs in the Memorandum and Articles of Association of the Company, be substituted by the name ASAHI INDIA GLASS LIMITED.

RESOLVED further that the Board of Directors of the Company be and are hereby authorised to do all such acts and things as may be required to give effect to the Resolution."

**12. 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 94 and other applicable provisions, if any, of the Companies Act, 1956, read with Clause VI of Articles of Association of the Company and subject to such approvals as may be required from the appropriate authorities or bodies, each of the existing fully paid equity share of Rs. 10 (Rs. Ten) in the capital of the Company be and is hereby sub-divided into ten fully paid equity shares of Re. 1 (Re. One) each.

RESOLVED further that the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things including calling back the existing share certificates, issue of fresh share certificates to the members, and in case of shares held in electronic mode, then by crediting their entitlement into respective accounts with the concerned depositories, and to execute all such documents and instruments as may be required in this connection and to delegate all or any of the powers herein vested in them to any committee of directors or to any director(s) or officer(s) of the Company so as to give effect to the aforesaid Resolution.

RESOLVED further that for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorised to take such steps and actions and give such directions as it may in its absolute discretion deem necessary or expedient to settle any question or difficulty, that may arise in regard to the issues concerning sub-division of shares."

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

"RESOLVED that the existing Clause V of the Memorandum of Association of the Company be and is hereby altered by deleting the same and substituting in its place the following new Clause V:

V. The authorised share capital of the Company is Rs. 10,00,00,000 (Rs. Ten Crores) divided into 10,00,00,000 (Ten Crores) equity shares of Re. 1 (Re. One) each.

RESOLVED further that pursuant to Section 31 and all other applicable provisions of the Companies Act, 1956, the Articles of Association of the Company be and are hereby altered in the manner set out below:

a) Article 4 be and is hereby altered by deleting the same and substituting in its place the following new Article:

**4. Authorised Capital**

The authorised share capital of the Company is Rs.10,00,00,000 (Rs. Ten Crores) divided into 10,00,00,000 (Ten Crores) equity shares of Re. 1 (Re. One) each.

b) After Article 49B, the following new Articles 49C, 49D and 49E be inserted:

**49C. BUY BACK OF SHARES:**

Subject to provisions of Sections 77, 77A, 77AA and 77B of the Companies Act, 1956 and any statutory amendments or re-enactments thereof and compliance of provisions thereof by the Company, the Company may purchase its own shares or other specified securities.

**49D. EMPLOYEES STOCK OPTION SCHEME:**

Subject to provisions of directions/guidelines, if any, issued by the Central Government, Securities and Exchange Board of India or other statutory bodies, the Company shall have the power to issue, offer and allot to or for the benefit of such person or persons as are in the employment and the directors of the Company at any time equity shares of the Company and/or warrants with an option exercisable by the holder of such options to subscribe for equity shares / equity linked securities and / or bonds, debentures, preference shares or other securities convertible into equity shares at such price, in such manner, during such period and / or on such terms & conditions under any Employees Stock Option Scheme / Plan as may be decided by the Board and / or Company prior to the issue and offer thereof subject to such ceilings / limits as may be prescribed from time to time by or under such directions / guidelines.

**49E. SWEAT EQUITY:**

The Board of Directors shall also have the power to issue, offer and allot sweat equity to directors and employees, subject to provisions of Section 79A of the Companies Act, 1956 and the guidelines, if any, issued and applicable to the Company.

c) After Article 126, the following new Article 127 shall be inserted:

Notwithstanding anything contained in the Articles of Association of the Company, the Joint Venture Agreement dated 14th September, 1985 executed between the Company and the promoter-shareholders, as modified / extended or to be modified / extended from time to time, will be deemed to be a part of the Articles of Association and will be binding on the Company."

By order of the Board,

Rajesh Mukhija

Head - Legal & Company Secretary

Dated: 29th July, 2002

Place: Gurgaon





## NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE MEETING.
2. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in relation to the Special Business of the Meeting is annexed hereto and forms part of this Notice.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 6th September, 2002 to 13th September, 2002 (both days inclusive). The dividend on equity shares, as recommended by the Board, when declared, will be paid to those members whose names appear in the Company's Register of Members as on 13th September, 2002. The dividend in respect of shares held in the electronic form will be paid to the beneficial owner of the shares whose names appear in the list furnished by the Depositories for this purpose as on the closing hours of business on 5th September, 2002.
4. As per the circular issued by SEBI, it is mandatory for all companies to use the bank account details furnished by the depositories for depositing dividend through Electronic Clearing Service (ECS) to investors, wherever ECS and bank details are available. In the absence of ECS facilities, the Company will print the bank account details, if available, on the payment instrument, for the distribution of dividend.  
In view of the changes made by the Finance Act, 2002, tax will be deducted at source at applicable rates from the dividend before making payment. As required under provisions of sub section (5A) of Section 139A of the Income-tax Act, 1961, members are requested to intimate their Permanent Account Number (PAN) to the Registrar & Share Transfer Agent, M/s. MCS Ltd. In case, application has been filed for PAN but same has not yet been allotted, please send photocopy of acknowledgement of application for PAN. Members, who are individual and resident in India, are requested to send their Form 15G at M/s. MCS Ltd., New Delhi, on or before 5th September, 2002, if they expect that their total income during the current financial year will be less than the minimum taxable amount for non deduction of tax at source.
5. Members are requested to produce enclosed attendance slip duly signed as per the specimen signature recorded with the Company for admission to the meeting hall. Members, who hold shares in dematerialised form, are requested to bring their client ID and DP ID Nos. for easier identification of attendance at the meeting.
6. 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.
7. Members are requested to notify immediately any change in their address to M/s. MCS Ltd., New Delhi and in case their shares are held in demat form, this information should be passed on to their respective Depository Participants without any delay. In all correspondence with the Company or its Registrar & Share Transfer Agent, members are requested to quote their folio Nos. / client ID and DP ID Nos.
8. Consequent upon amendment in Section 205A of the Companies Act, 1956, the amount of dividend remaining unpaid or unclaimed for a period of seven years shall be transferred to the Investor Education and Protection Fund of the Central Government. Members who have not yet encashed their dividend warrant (s) for the financial year ended 31st March, 1995 or for any subsequent years are requested to make their claims to the Company. It may be noted that no claim of the shareholders will be entertained for unclaimed dividends, after they are transferred to the credit of the Investor Education and Protection Fund of the Central Government.
9. The text of the proposed Resolution in Item No. 6(b) of this Notice, read with Explanatory Statement, as annexed hereto, may be treated as an abstract of variation in terms and memorandum of interest as required under Section 302 of the Companies Act, 1956.
10. Re-appointment of Directors  
At this Annual General Meeting, Dr. Surinder Kapur and Mr. Arvind Singh are liable to retire by rotation and are eligible for re-appointment. The following information is being provided in terms of provisions of Clause 49 of the Listing Agreement.  
a) Dr. Surinder Kapur (aged 58 years) has done his Doctorate in Mechanical Engineering from Michigan State University, USA. He holds an M.S. and B.S. in Engineering from USA. Dr. Surinder Kapur has promoted Sona Koyo Steering Systems Limited (SONA) in 1984 and presently is the Chairman and Managing Director of SONA. Dr. Surinder Kapur has led Bharat Gears Ltd. as Managing Director for about 16 years.  
In addition to presiding on the Board of Directors of various prestigious Companies, Dr. Surinder Kapur has been the President of the Automotive Component Manufacturers Association (ACMA) during 1992-1993. Consequent upon the distinguished contributions made by Dr. Surinder Kapur to the growth of Automobile Industry, Dr. Surinder Kapur was elected and presided as the Chairman of Confederation of Indian Industry (CII), Northern Region (India) during 1993-94.  
Besides, Dr. Surinder Kapur also presided on the various other committees of CII viz. Industrial Relation Committee, Japan Committee and Education Committee.  
b) Mr. Arvind Singh (aged 38 years) an MBA by qualification, has over 15 years of experience in the areas of Corporate Planning and General Management. He has been associated with the Company for over 11 years. He joined Asahi India in May, 1991 as management trainee and held important positions in the organisation before being appointed as Director & Chief Operating Officer of the Company.  
Details of directorship in other companies and membership in various committees of the directors, appointed and re-appointed at this Annual General Meeting, are being published in Corporate Governance Report in the Annual Report.
11. Members are requested to bring their copy of the Annual Report at the meeting.

## EXPLANATORY STATEMENT UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956

### Item No. 6(a)

The Board of Directors of the Company at its meeting held on 11th January, 2002 ratified the circular Resolution passed by it for appointment of Mr. K. Miyazawa as Additional Director. Pursuant to Section 260 of the Companies Act, 1956 read with Article 73 of the Articles of Association of the Company, Mr. K. Miyazawa holds office only upto the date of this Annual General Meeting.

The Board also decided to appoint Mr. K. Miyazawa, subject to the approval of the Central Government and the members of the Company, as Whole-time Director, designated as Technical Director, for a period of four years with effect from 28th December, 2001 on the terms and conditions contained in the Resolution in Item No. 6(a). The Company has already applied for approval of the Central Government, as required.

Mr. K. Miyazawa is a Graduate from School of Tokyo Metropolitan University, Tokyo, Japan and has over 21 years of experience in Glass Technology. He has been with the Asahi Glass Company Ltd., Japan since April, 1982 and has held various managerial positions. Mr. K. Miyazawa is also a Director of M/s. Shield Autoglass Ltd.

The Company has received a notice from a member under Section 257 of the Companies Act, 1956 signifying his intention to propose the appointment of Mr. K. Miyazawa as Director of the Company. Mr. K. Miyazawa has filed with the Company his consent to act as Director.

The Board considers it desirable to have the expertise and services of Mr. K. Miyazawa on the Board and recommends this Resolution for approval of members.

Except Mr. K. Miyazawa, none of the Directors of the Company is concerned with or interested in the Resolution.

**Item No. 6 (b)**

The Board of Directors in its meeting approved, subject to approval of the members of the Company and further subject to provisions of Schedule XIII of the Companies Act, 1956, to revise / vary the terms of appointment of Mr. K. Miyazawa, Technical Director, in order to bring it in conformity with Asahi India's Rules & Management Regulations. The Board recommends passing of the Resolution.

Except Mr. K. Miyazawa, none of the Directors of the Company is concerned with or interested in the Resolution.

**Item No. 7**

The Board of Directors of the Company at its meeting held on 22nd March, 2002 appointed Mr. Gautam Thapar as Additional Director. Pursuant to Section 260 of the Companies Act, 1956 read with Article 73 of the Articles of Association of the Company, Mr. Gautam Thapar holds office only upto the date of this Annual General Meeting.

Mr. Gautam Thapar is the Vice-Chairman & Managing Director of Ballarpur Industries Ltd., New Delhi. He is 41 years old and is involved in leading the country's largest paper business for the last few years and has held various managerial positions.

Mr. Gautam Thapar is also on the Board of a large number of companies namely, Ballarpur Industries Ltd., BILT Chemicals Ltd., BILT Industrial Packaging Company Ltd., BILT Paper Holdings Ltd., BILT Graphic Papers Ltd., Crompton Greaves Ltd., Global Green Company Ltd., CG Capital & Investment Ltd., CG Maersk Information Technologies Ltd., iBILT Technologies Ltd., Janpath Investments & Holdings Ltd. and Feed Back Ventures (P) Ltd.

The Company has received a notice from a member under Section 257 of the Companies Act, 1956 signifying his intention to propose the appointment of Mr. Gautam Thapar as Director of the Company. Mr. Gautam Thapar has filed with the Company his consent to act as Director.

The Board considers it desirable to have the expertise and services of Mr. Gautam Thapar on the Board and recommends his appointment.

Except Mr. Gautam Thapar, none of the Directors of the Company is concerned with or interested in the Resolution.

**Item No. 8**

Asahi Glass Company Ltd., Japan has proposed the appointment of Mr. K. Yonamoto as Director in place of Mr. T. Yokota on the Board of Directors of the Company. The Board of Directors of the Company at its meeting held on 29th July, 2002 has approved the appointment of Mr. K. Yonamoto as an Additional Director with effect from 10th May, 2002. Pursuant to Section 260 of the Companies Act, 1956 read with Article 73 of the Articles of Association of the Company, Mr. K. Yonamoto holds office only upto the date of this Annual General Meeting.

Mr. K. Yonamoto, is a Graduate from Keio University, Japan, and has over 28 years of work experience. After his Graduation in 1974, he joined Asahi Glass Company Ltd. (AGC), Japan and held various managerial positions. Presently, Mr. K. Yonamoto is the Regional President, Japan / Asia Pacific General Division, Automotive Glass Company, Asahi Glass Company Ltd., Japan.

The Company has received a notice from a member under Section 257 of the Companies Act, 1956 signifying his intention to propose the appointment of Mr. K. Yonamoto as Director of the Company. Mr. K. Yonamoto has filed with the Company his consent to act as Director. The Board recommends passing of the Resolution.

Except Mr. K. Yonamoto, none of the Directors of the Company is concerned with or interested in the Resolution.

**Item No. 9**

The Board of Directors has in its meeting held on 24th April, 2002 decided, subject to approval of members of the Company and further subject to provisions of Schedule XIII and other applicable provisions of the Companies Act, 1956, to revise / vary the remuneration of Mr. Arvind Singh, Director & C.O.O., by way of increase in the commission from 0.60% to 1.00% of the net profits of the Company in a financial year, with other terms and conditions of his appointment, as approved earlier by shareholders of the Company in the 16th Annual General Meeting held on 27th July, 2001, remaining the same. The Resolution is recommended for members' approval.

Except Mr. Arvind Singh, none of the Directors of the Company is concerned with or interested in the Resolution.

**Item No. 10**

At the 13th Annual General Meeting of the Company held on 24th August, 1998, consent of the members was obtained in terms of Section 293(1)(d) of the Companies Act, 1956 empowering Board of Directors for borrowing money upto a limit of Rs. 100 Crores in aggregate. The sanction of the members is sought to enhance the borrowing powers of the Board from Rs. 100 Crores to Rs. 200 Crores, in terms of Section 293(1)(d) of the Companies Act, 1956. The aforesaid limit needs to be enhanced in view of the Company's future business plans. The Board of Directors is also required to be authorised to create such mortgages / charges on the Company's properties in such a manner as the Board may think fit to secure the Company's borrowings up to the overall limit of Rs. 200 Crores. The Resolution as given in the notice is, accordingly, recommended for the member's approval.

None of the Directors of the Company is concerned with or interested in the Resolution.

**Item No. 11**

It is intended to change the name of the Company from ASahi INDIA SAFETY GLASS LIMITED to ASahi INDIA GLASS LIMITED, subject to approval of the Central Government, so as to reflect the change in the corporate profile and the products profile of the Company. The products profile of the Company covers automotive safety glass, architectural glass and other types of glass. It is, accordingly, proposed to change the name of the Company and alter the Memorandum and Articles of Association of the Company to give effect to the change in the name of the Company. The Board recommends the Resolution at Item No. 11 for approval of the Shareholders.

None of the Directors of the Company is concerned with or interested in the Resolution.

**Item No. 12**

The present authorised capital of the Company is Rs. 10,00,00,000 (Rs. Ten Crores) divided into 1,00,00,000 (One Crore) equity shares of Rs. 10/- each. In the overall interest of the shareholders and in order to increase the liquidity in the shares on the Stock Exchanges, it is proposed to sub-divide the nominal face value of the shares.

It is, therefore, proposed to sub-divide fully paid equity share of Rs. 10/- each into 10 fully paid equity shares of Re. 1/- each.

Clause VI of the Articles of Association of the Company empowers the Company to do so. Under Section 94 of the Companies Act, 1956 the approval of the Shareholders is required to sub-divide and split the existing shares of the Company. The Board recommends the Resolution for approval of the Shareholders.

None of the Directors of the Company is concerned with or interested in the Resolution.

**Item No. 13**

Keeping in view the proposed sub-division of shares of the Company from one share of Rs. 10/- into ten shares of Re. 1/- each, it is imperative to alter the relevant Clauses and Articles in the Memorandum and Articles of Association of the Company. Besides, in the last few years, there have been amendments in the Companies Act, 1956 and various new concepts like buy back of shares and issue of employees stock option or sweat equity have also been incorporated. In addition, in order to give effect to provisions of the Joint Venture Agreement executed between the Company and the promoter-shareholders, Article 127 is being incorporated in the Articles of Association of the company. The Resolution at Item No. 13 is proposed so as to incorporate above changes in the Memorandum and Articles of Association of the Company. The Board recommends the Resolution for approval by the members.

None of the Directors of the Company is concerned with or interested in the Resolution.

By order of the Board,

Rajesh Mukhija

Head - Legal & Company Secretary

Dated: 29th July, 2002  
Regd. Office : 12, Basant Lok,  
New Delhi - 110 057.

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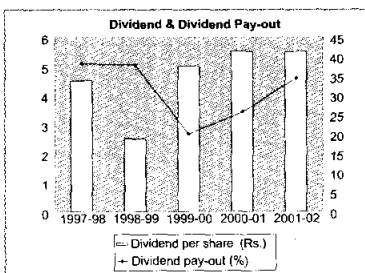
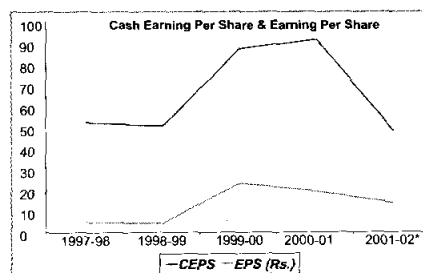
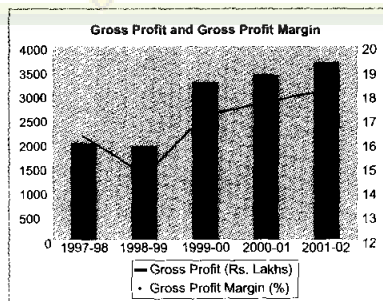
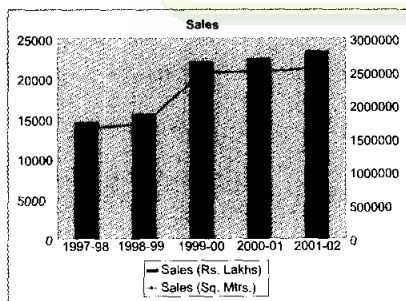


## Performance Highlights

(Rs. Lakhs)

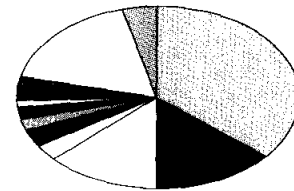
	2001-02	2000-01
Sales	23,316.53	22,385.98
Operating profit	4,160.64	4,074.16
Gross profit	3,651.92	3,402.49
Profit before tax	1,726.23	1,295.96
Profit after tax	1,186.23	795.96
Total capital employed	13,273.15	10,138.17
<b>RATIOS (%)</b>		
Operating profit margin	20.71	21.16
Gross profit margin	18.18	17.67
ROACE (PBIT/ACE)	19.09	20.35
<b>PER SHARE (Rs.)*</b>		
Cash earning per share	49.35	91.96
Earning per share	16.03	21.51
Dividend per share	5.50	5.50

\*per share calculations for the F.Y. 2000-01 and 2001-02 are made on equity capital of Rs. 3.7 crores and Rs. 7.4 crores respectively.



\* on expanded equity capital of Rs. 7.4 crores, after 1:1 bonus

## SALES BREAK-UP(2001-02)



- Maruti
- Hyundai
- Telco
- Toyota
- M&M
- Ford
- Honda
- HML
- GM
- Other OEMs
- Spares (OEM & After Market)
- Exports

## Sales Break-up 2001-02

Maruti	36%
Hyundai	14%
Telco	13%
Toyota	3%
M&M	3%
Ford	2%
Honda	2%
HML	1%
General Motors	1%
Other OEMs	2%
Spares	19%
(OEM & After Market)	
Exports	4%



## Chairman's Letter to the Shareholders



Dear Shareholders,

In an operating environment that continued to remain challenging, I am pleased to report that we delivered another year of record sales and profits. The relatively modest growth in revenues to Rs. 233 crores during 2001-02 reflects the generally weak business conditions and the consequent pressure on volumes and pricing, emerging competitive pressures and our own strategic decision of not pursuing topline growth disregarding implications on the bottomline. We continued to strengthen our core competencies and our domination of the domestic automotive safety glass market remains intact. Our relentless commitment to lower costs, improve productivity and remove wastages at all levels contributed to healthy profitability levels. Profit after tax, at Rs. 11.86 crores, increased 49 % to scale a new peak.

While we have sufficient reasons to be happy with the growth achieved in our existing business, 2001-02 marks a landmark year in our corporate development as we acquired financial and management control of Floatglass India Limited, a leading manufacturer of float glass in India with sales of Rs. 244 crores in 2001-02. In a strategic move, Asahi Glass Company Limited, Japan, our technical and financial collaborator, transferred their 75 % stake in Floatglass India Ltd. to us effective February, 2002, to create India's largest combined glass entity. We are pleased to welcome all the stakeholders of Floatglass India Ltd. into the Asahi India fold. This acquisition further improves our competitive advantage, significantly expands our business platform and enhances our strategic position in the domestic glass industry.

Other significant accomplishments during the year include:

- Maintaining a strong growth momentum in the replacement market.
- Commencing supplies to all new models introduced during the year

including Maruti-Suzuki's Versa, Hyundai Sonata, M&M Scorpio, Honda Accord, Fiat Palio, Reva etc.

- Commissioning of low-cost self-developed CNC pre-processing lines.
- Receiving the Excellent Overall Performance Award (2000-01) from Maruti Udyog Ltd. (given to 10 out of the 400-odd suppliers).
- Receiving Performance Award and Certificate of Excellence from prestigious OE customers like Toyota Kirloskar and Ford India.
- Issuing bonus shares in the ratio of one share for every one share held.

During 2001-02, while growth in India's GDP is estimated at 5.4 % against the previous year's revised estimates of 4 %, sluggishness in the core and manufacturing sectors persisted. Passenger car production (including multi-utility vehicles), which had declined 6 % in 2000-01, stagnated during 2001-02 at 7.1 lakh units. Intense pressure from the OEs, however, kept price realisations weak. Our positive growth during the year is thanks to our superior technological capabilities, our comprehensive solutions and service capabilities and our focus on delivering added value for our OE customers.

Our exports during the year did not fare as well as we had hoped for due to the production shut-down at a key international OE customer. We are pleased, however, with our continued success in the replacement market - which now accounts for 19 % of our sales - and our ability to maintain overall margins, the escalating pressures on pricing notwithstanding. We remain fully focused on our customers' needs. We continue to prepare positively for the future by investing in growth, technological and quality advancements and efficiency improvements. We encourage our people at all levels to bring creativity and innovation to their jobs and are committed to building a world-class organisation.

We are embracing a new era of growth by consolidating our leadership position, strengthening our relationships, sharpening our technological edge and developing new products and platforms, leveraging upon our core strengths. Our acquisition of Floatglass India Ltd. is an important milestone towards our goal of spanning the value chain in the glass business in India. By building a more diversified business portfolio in the focussed area of glass and its applications and ceaselessly pursuing profitable growth, we are confident of building a stronger company that will consistently enhance value for our shareholders.

In closing, I would like to thank our customers, suppliers, collaborators, employees and shareholders for their continued support and faith in our Company. We look forward to continued progress in the coming years.

B.M. Labroo  
Chairman