



# GUJARAT GLASS LIMITED

Registered Office: Nicholas Piramal Tower,  
Ganpatrao Kadam Marg, Lower Parel, Mumbai 400 013

## Notice pursuant to Section 192A of the Companies Act, 1956

Dear Member(s),

Notice is hereby given, pursuant to Section 192A of the Companies Act, 1956 ('the Act') read with the Companies (Passing of the Resolution by Postal Ballot) Rules 2001, that the enclosed resolutions seeking shareholders consent/confirmation to:

1. Change of Name of the Company to Piramal Glass Limited;
2. Employees Stock Ownership Plan and granting of Options thereunder to 'Employees' of the Company and its subsidiaries;
3. Approval under section 81(1A) of the Act for issue of shares to the GGL ESOP Trust

are proposed to be passed as Special Resolutions, by way of Postal Ballot.

The Company is desirous of seeking your consent/confirmation for the aforesaid proposals as contained in the resolutions appended below. An Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons therefor is also appended. The said Special Resolutions and the Explanatory Statement are being sent to you along with a Postal Ballot Form for your consideration. Mr. B.R. Upadhyay, practicing Company Secretary, has been appointed as Scrutinizer for conducting the postal ballot process.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the said Form duly completed in the attached self-addressed, postage pre-paid envelope (if posted in India), so as to reach the Scrutinizer at the Company's Registered Office at Nicholas Piramal Tower, Ganpatrao Kadam Marg, Lower Parel, Mumbai 400 013, not later than the close of working hours on Wednesday, 19<sup>th</sup> March, 2008. The postage will be borne and paid for by the Company.

The Scrutinizer will submit his report to the Chairman of the Company or in his absence to any other Director authorized by him, upon completion of scrutiny of Postal Ballots in a fair and transparent manner and the results of the Postal Ballot will be announced on 26<sup>th</sup> March, 2008, at 3.00 p.m. at the Company's Registered Office. The results of the Postal Ballot will also be displayed at the said address and posted on the Company's website [www.gujaratglass.com](http://www.gujaratglass.com), besides communicating to the Bombay Stock Exchange Limited (BSE), National Stock Exchange of India Limited (NSE) and the Ahmedabad Stock Exchange Limited (ASE).

The date of declaration of the results of the postal ballot i.e. 26<sup>th</sup> March, 2008 shall be the date on which the resolutions would be deemed to have been passed.

### Special Business

#### 1. Change of Name of the Company

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

**"RESOLVED THAT** in accordance with the provisions of Section 21 and other applicable provisions, if any, of the Companies Act, 1956 ("the Act") and subject to the approval of the Central Government, the name of the Company be and is hereby changed from "Gujarat Glass Limited" to "**Piramal Glass Limited**";

**RESOLVED FURTHER THAT** upon fresh Certificate of Incorporation consequent to change of name of the Company being issued by the Registrar of Companies, the name "**Piramal Glass Limited**" be inserted in place of the present name of the Company wherever appearing in the Memorandum and Articles of Association of the Company **AND THAT** the Board of Directors (which term shall be deemed to include any Committee(s) constituted / to be constituted by the Board of Directors to exercise its powers including the powers conferred by this resolution), be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution."

## 2. Employees Stock Ownership Plan and Granting of Options thereunder to 'Employees' of the Company and its subsidiaries

To consider, and if thought fit, to pass, the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Regulation 22.2A of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, the Company do hereby re-affirm and ratify the following Special Resolution passed at the Extra-ordinary General Meeting of the Company held on 31st August, 2007 for the introduction and implementation of the Gujarat Glass Limited - Employee Stock Ownership Plan–2007 [the 'ESOP Scheme'] AND THAT the Board of Directors of the Company (which term shall be deemed to include any Committee(s) constituted / to be constituted by the Board of Directors to exercise its powers including the powers conferred by this resolution), be and is hereby authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for the purpose of implementing and/or carrying out the ESOP Scheme, including for changing the name and title of the ESOP Scheme to Piramal Glass Limited - Employee Stock Ownership Plan–2007 upon the change of the name of the Company to Piramal Glass Limited becoming effective and generally to give effect to this resolution and with power to settle any issues, questions, difficulties or doubts that may arise in this regard:

**“RESOLVED THAT** in accordance with the applicable provisions of the Companies Act, 1956, Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and other rules, regulations and guidelines of any/ various statutory / regulatory authority(ies) that are or may become applicable and subject to any approvals, permissions and sanctions of any/ various authority(ies) as may be required and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'the Board', which term shall be deemed to include any Committee(s) constituted / to be constituted by the Board to exercise its powers including the powers conferred by this resolution), consent of the Company be and is hereby accorded to the Board to the introduction and implementation of the Gujarat Glass Limited - Employee Stock Ownership Plan - 2007 [the 'ESOP Scheme'], the salient features of which are furnished in the Explanatory Statement to this Notice and to grant Stock Options, for acquiring shares of the Company which have been / will be acquired by the Trustees of Gujarat Glass Employees Stock Option Scheme Trust ['GGL ESOP Trust'], to such person(s) who are in the permanent employment **of the Company**, whether working in India or out of India, and to the Directors of the Company, whether whole-time or not and to such other persons as may from time to time be allowed to enjoy the benefits of the ESOP Scheme under applicable laws and regulations prevailing from time to time (hereinafter collectively referred to as 'Company Employees'), except those who are promoters or belong to the promoter group, under the ESOP Scheme, at such price or prices, in one or more tranches and on such terms and conditions, as may be fixed or determined by the Board and/ or the Trustees of the GGL ESOP Trust in accordance with the ESOP Scheme;

**RESOLVED FURTHER THAT** consent of the Company be and is also hereby accorded to the Board to extend the benefits of the ESOP Scheme, to such person(s) who are in the permanent employment of **the Company's subsidiaries** (both present and future, Indian and overseas subsidiaries), whether working in India or out of India, and to the Directors of such subsidiaries, whether whole-time or not, and to such other persons as may from time to time be allowed to enjoy the benefits of the ESOP Scheme under applicable laws and regulations prevailing from time to time (hereinafter collectively referred to as 'Employees', which term shall also include the term 'Company Employees' as defined hereinabove), except those who are promoters or belong to the promoter group, under the ESOP Scheme, on such terms and conditions as may be fixed or determined by the Board and / or the Trustees of the GGL ESOP Trust;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised on behalf of the Company, to make and carry out any modifications, changes, variations, alterations or revisions in the terms and conditions of the ESOP Scheme or to the terms of Options granted and/or vested but not exercised, including modifications or changes to the quantum and

price of such Options, from time to time, which are not detrimental to the interests of the Employees and the Company and are in accordance with applicable laws and regulations prevailing from time to time, as it may deem fit, necessary or desirable, without requiring the Board to secure any further consent(s) or approval(s) of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution;

**RESOLVED FURTHER THAT** for the purpose of bringing into effect and implementing the ESOP Scheme and generally for giving effect to this resolution, the Board be and is hereby authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any powers conferred herein, to any Committee of Directors, with power to further delegate to any executives/officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc., as may be necessary in this regard”.

### 3. Approval under section 81(1A) for Issue of shares to GGL ESOP Trust

To consider, and if thought fit, to pass, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (‘the Act’) (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, and subject to such regulations and other approvals as maybe required and the terms and conditions of such approvals, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’, which term shall be deemed to include any Committee(s) constituted / to be constituted by the Board to exercise its powers including the powers conferred by this resolution) to create, issue and allot, at its sole discretion, upto 575,000 equity shares of Rs. 10 each of the Company, for cash at par, to the Gujarat Glass Employees Stock Option Scheme Trust [‘GGL ESOP Trust’] constituted for the benefit of the employees of the Company and / or its subsidiaries, to be utilized against exercise of Stock Options granted/to be granted under the Gujarat Glass Limited - Employee Stock Ownership Plan [the ‘ESOP Scheme’], as modified from time to time, or such other schemes as may be formulated from time to time for granting Stock Options to the employees of the Company and / or its subsidiaries AND THAT the Special Resolution passed at the Extra-ordinary General Meeting of the Company held on 31st August, 2007 in this regard be and is hereby confirmed and reaffirmed;

**RESOLVED FURTHER THAT** for the purpose of creating, issuing and allotting the shares of the Company as aforesaid, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose, with power on behalf of the Company to settle any issues, questions, difficulties or doubts that may arise in this regard;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take necessary steps for listing of the aforesaid shares on the Bombay Stock Exchange Limited (BSE), National Stock Exchange of India Limited (NSE) and the Ahmedabad Stock Exchange Limited (ASE), as per the provisions of the Listing Agreements executed with the concerned Stock Exchanges and other guidelines, rules and regulations as may be applicable.”

## EXPLANATORY STATEMENT

Pursuant to section 173 and 192A of the Companies Act, 1956

### Item 1

In order to reflect the long association of our Company as part of the Piramal Enterprises Group, it is proposed to change the name of the Company by substituting the word 'Piramal' in place of 'Gujarat' in the name of the Company.

The Registrar of Companies, Maharashtra, Mumbai ('ROC') has approved the availability of the name 'Piramal Glass Limited' to the Company.

The Board recommends the resolution at item no. 1 of the Notice to the members for approval.

A copy of the Memorandum and Articles of Association of the Company along with the alterations as aforesaid of the Name Clause of the Memorandum and the letter of the ROC approving the availability of name are available for inspection at the Registered Office of the Company during normal business hours upto 19th March, 2008.

None of the Directors are concerned or interested in this resolution except Mr. Ajay G. Piramal and Dr. (Mrs) Swati A. Piramal, being Directors of the Promoter Group.

### Item 2

At the Extraordinary General Meeting of the Company held on 31st August, 2007, the Members had passed a Special Resolution approving the introduction and implementation of the Gujarat Glass Limited- Employee Stock Ownership Plan - 2007 (the 'ESOP Scheme'). This resolution was passed prior to the allotment of shares to the shareholders of Kojam Fininvest Ltd ('Kojam') under the Scheme of Arrangement and Amalgamation of Kojam with the Company ['the Scheme']. The Company has since allotted the shares pursuant to the Scheme and its shares have also been approved for listing. In terms of the provisions of Regulation 22.2A of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (hereinafter referred to as 'SEBI Guidelines') which require the ratification by Members by special resolution for granting Stock Options under the ESOP Scheme after listing, your approval is sought to resolutions at item no. 2 of the accompanying Notice, which your Directors recommend for your approval.

The salient features of the ESOP Scheme are set out below:

#### a) **Total number of options to be granted**

Such number of options, entitling the grantee on exercise thereof to one equity share of the Company (hereinafter also referred to as 'GGL') per option, which would result in acquisition of shares in aggregate of not more than 5% of the issued equity shares of the Company at that time, at the price as per the criteria stated below.

#### b) **Identification of classes of employees entitled to participate in the ESOP Scheme**

In terms of the ESOP Scheme, the term 'Employee' is defined to mean:

- (i) permanent employees of GGL, whether working in India or out of India;
- (ii) directors of GGL, whether a whole-time director or not;
- (iii) employee as defined in sub clauses (i) and (ii) above, of a subsidiary of GGL, in India (or outside India;
- (iv) such other persons, as may from time to time be allowed under applicable laws and regulations prevailing from time to time and as may be approved by the Board of Directors (hereinafter referred to as 'the Board', which term shall be deemed to include any Committee(s) constituted / to be constituted by the Board to exercise its powers) for this purpose.

[hereinafter collectively referred to as 'Employees'], as may be decided by the Board from time to time.

#### **Employees not eligible for grant of options**

An Employee who is a promoter of GGL or belongs to the promoter group of GGL or a director of GGL who either by himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of GGL.

#### c) **Requirements of vesting, period of vesting and maximum period within which options shall be vested**

Vesting of options will commence after a period of 12 months from the date of grant, subject to the

terms and conditions of vesting, as may be stipulated by the Board, in its discretion, and which will include performance appraisal of the Employee and achievement of other performance milestones. The vesting may occur in tranches. Where the vesting is in tranches i.e. where the vesting is phased, the maximum period over which such vesting shall be phased is 5 years.

**d) Pricing Formula for options**

The exercise price for the purposes of the grant of options shall be such price as is determined by the Trustees of the Gujarat Glass Employees Stock Option Scheme Trust ['GGL ESOP Trust'] (hereinafter referred to as 'Trustees') not being higher than the higher of:

- i) market price on the date of grant ; or
- ii) average of the price prevailing for the type of share or other security in respect of which the option is granted during the 3 (three) months immediately preceding the date on which the option is offered to the Employee; or
- iii) the issue price of any such shares or securities if the same have been issued within three months prior to the grant of option.

The Trustees may, from time to time, re-price stock options that have not been exercised by the eligible Employees, where such stock options have been rendered unattractive due to the market price of the shares/securities being less than the exercise price thereof, on such terms and conditions, including without prejudice to the generality of the foregoing, simultaneous reduction in the number of options consequent to such re-pricing. The Trustees shall take into consideration the recommendations, if any, of the Board relating to such re-pricing.

**e) Exercise period and the process of exercise**

Eligible Employees (or in the event of death, their legal heirs/nominees) can exercise the stock options vested in them within a period of five years (or such other period, not being less than one year, as may be determined by the Board from time to time) from such period from the vesting date and in such manner as decided by the Board. It is clarified that where the options are vested in a phased manner, the 'vesting date' referred to hereinabove, would be with reference to the actual vesting of options at each phase / installment of vesting. In case the employee voluntarily terminates the employment or the employment gets terminated due to any cause, other than misconduct, any stock options outstanding (i.e. vested and eligible for exercise but not exercised) may be exercised but within a period of 7 days from the date of termination of employment failing which the same, alongwith the other options, if any, vested in such employee, shall lapse

The options will be exercisable by the Employees by a written application to the GGL ESOP Trust to exercise the options, in such manner, and on execution of such documents, as may be prescribed by the Board from time to time.

The options will lapse if not exercised within the specified exercise period.

**f) Appraisal process for determining the eligibility of Employees to ESOP**

The appraisal process for determining the eligibility of the Employee will be specified by the Board and will be based on criteria such as the seniority of the Employee, length of service, performance record, merit of the Employee, and/or such other criteria as may be determined by the Board at its sole discretion.

**g) Maximum number of options to be issued per Employee and in aggregate**

The maximum number of options granted per Employee shall not exceed 1% of the issued shares of the Company at that time (each option providing an entitlement to one share of the Company). The aggregate of all such options granted shall not exceed 5% of the issued shares of the Company at that time.

**h) Disclosure and Accounting Policies**

The Company shall conform to the applicable provisions of the SEBI Guidelines, including the disclosure and accounting policies as specified in Schedule I to the said Guidelines and/or such other guidelines as may be applicable, from time to time.

**i) Method of valuation of options**

The Company intends to use the intrinsic value method to calculate the employees' compensation cost in respect of the shares allotted by the Company to the GGL ESOP Trust.

The difference between the employee compensation cost so computed and the employee compensation cost that would have been recognized had the 'fair value' of the options been used, shall be disclosed in the Directors' Report along with the impact of this difference on profits and on the EPS of the Company.

**j) Taxes and levies**

The Company and /or the GGL ESOP Trust shall be entitled to charge/recover from Employees, all taxes, duties and levies (including fringe benefit tax and other taxes) that may become payable by it pursuant to stock options vested in/or exercised by Employees under the Scheme.

**k) Exclusion of Employees belonging to the Promoter Group**

Under the prevailing regulations, an Employee who is a promoter or belongs to the promoter group is not eligible to participate in the ESOP Scheme.

A copy of the ESOP Scheme, the GGL ESOP Trust Deed and the Notice and Explanatory Statement of the Extra-ordinary General Meeting held on 31st August, 2007 are available for inspection at the Registered Office of the Company during normal business hours upto 19th March, 2008.

None of the Directors of the Company are concerned or interested in the passing of the resolution at item no. 2 of the accompanying Notice, except to the extent of any options, which may be granted to them pursuant to the ESOP Scheme.

**Item 3**

At the Extraordinary General Meeting ( EGM) of the Company held on 31st August, 2007, the Members had passed a Special Resolution u/s 81(1A) of the Companies Act, 1956, approving the issue of upto 575,000 equity shares of Rs. 10 each for cash at par to the Gujarat Glass Employees Stock Option Scheme Trust ['GGL ESOP Trust'], to be utilized against exercise of Stock Options to be granted under the Gujarat Glass Limited - Employee Stock Ownership Plan [the 'ESOP Scheme'] to the employees of the Company and / or its subsidiaries.

In terms of Regulation 22.2A of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, any grant of options under any Employee Stock Option Scheme framed prior to listing of its equity shares is to be ratified by the shareholders by way of a special resolution after listing.

The GGL ESOP Trust presently holds 3,50,000 equity shares of the Company which were allotted to it pursuant to the Scheme of Arrangement and Amalgamation of Kojam Fininvest Limited with the Company. With the issue of the aforesaid 5,75,000 equity shares, the total holding of GGL ESOP Trust in the Company will go up to 9,25,000 equity shares, constituting 4.98% of the enhanced equity share capital of the Company.

Since the issue of shares is to be made to the GGL ESOP Trust to be utilized against grant of Stock Options under the ESOP Scheme, out of prudence the said Special Resolution passed by the Members at the EGM held on 31st August, 2007 is sought to be confirmed by the resolution at item no. 3 of the accompanying Notice, which your Directors recommend for your approval.

A copy of the ESOP Scheme, the GGL ESOP Trust Deed and the Notice and Explanatory Statement of the Extra-ordinary General Meeting held on 31st August, 2007 are available for inspection at the Registered Office of the Company during normal business hours upto 19th March, 2008.

None of the Directors of the Company are concerned or interested in the passing of the resolution at item no. 3 of the accompanying Notice, except to the extent of any Options, which may be granted to them pursuant to the ESOP Scheme.

Your approval is accordingly being sought to the Special Resolutions at item nos. 1 to 3 of the accompanying Notice for voting by Postal Ballot in terms of the provisions of Section 192A of the Companies Act, 1956, read with the provisions of the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001.

Place: Mumbai  
Date: 7th February, 2008

**Registered Office:**  
Nicholas Piramal Tower  
Ganpatrao Kadam Marg  
Lower Parel, Mumbai - 400 013.

By Order of the Board  
For **Gujarat Glass Limited**

**Maria E. Monserrate**  
Company Secretary