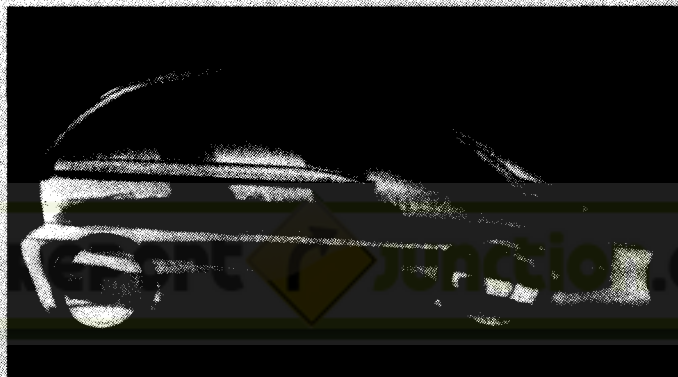


Saint-Gobain Sekurit India Limited

ANNUAL REPORT
2002




SAINT-GOBAIN
SEKURIT



30th Annual General Meeting
on Friday, 27th June, 2003 at 11.30 A.M.

At Hotel Panchshil
TELCO Road, Chinchwad, Pune 411 019.

BOARD OF DIRECTORS

Mr. A. Y. MAHAJAN

(Chairman)

Mr. DANIEL PHILIBERT

(Managing Director)

Mr. J. ASCHENBROICH

Mr. P. BOUTIER

Mr. P. CHALLET

(Alternate to Mr. P. Boutier)

Mr. J. FERNANDEZ

Mr. J.A.J. PEREIRA

(Alternate to Mr. J. Fernandez)

Mr. W. LAMBERTZ

Mr. B. SANTHANAM

COMPANY SECRETARY

Mr. RAMAKANT SHEMBEKAR

AUDITORS

KALYANIWALLA & MISTRY

CHARTERED ACCOUNTANTS

BANKERS

ABN AMRO BANK NV

REGISTERED OFFICE & BHOSARI WORKS

T-94, M.I.D.C., BHOSARI INDUSTRIAL AREA

PUNE 411 026. MAHARASHTRA

TEL.: 020-7120047 FAX : 020-7120777

CHAKAN WORKS

PLOT NO. 621, VILLAGE KURULI

PUNE-NASHIK ROAD,

CHAKAN, PUNE 410 501. MAHARASHTRA

REGISTRARS & TRANSFER AGENTS

INTIME SPECTRUM REGISTRY LTD.

102, 'SRI VIDYANAND', DR. KELKAR PATH,

ERANDWANE, PUNE 411 004

TEL.: 020-5458397/98

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NOTICE

NOTICE is hereby given that the Thirtieth Annual General Meeting of the Members of Saint-Gobain Sekurit India Limited will be held on Friday, 27th June, 2003 at Hotel Panchshil, TELCO Road, Chinchwad, Pune - 411 019 at 11.30 a.m., to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the Directors' Report, the Auditors' Report and Audited Balance Sheet and Profit and Loss Account of the Company for the year ended 31st December, 2002.
2. To appoint a Director in place of Mr. P. Boutier, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. J. Aschenbroich, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. W. Lambertz, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint M/s Kalyaniwalla and Mistry, Chartered Accountants, who are eligible for appointment, as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the Securities and Exchange Board of India (Delisting of Securities) Guidelines - 2003, the provisions of the Listing Agreement, the provisions of the Companies Act, 1956, Securities Contracts (Regulation) Act and the SEBI Act, 1992, the Company be and is hereby empowered and authorised to seek delisting of its equity shares, from The Pune Stock Exchange Limited (Regional Stock Exchange) and The Delhi Stock Exchange Association Limited, with immediate effect.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary for the purpose of giving effect to the above Resolution."

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

"RESOLVED THAT in accordance with the provisions of Section 163 of the Companies Act, 1956, the Register and Index of Members and copies of all Annual Returns be kept at M/s Intime Spectrum Registry Limited, the Registrars & Transfer Agents, at their office located at 102, "Sri Vidyanand", Dr. Kelkar Path, Erandwane, Pune - 411 004, instead of the Registered Office of the Company."

By Order of the Board

Date : 30th April, 2003
Place : Mumbai

RAMAKANT SHEMBEKAR
Company Secretary

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY, TO ATTEND AND TO VOTE INSTEAD OF HIMSELF, AND THE PROXY NEED NOT BE A MEMBER. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 10th June, 2003 to Friday, 13th June, 2003 (both days inclusive).
3. Explanatory Statement, pursuant to Section 173 (2) of the Companies Act, 1956 in respect of resolution set out under Item No.6 and 7 above, is annexed hereto.
4. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their queries to the Company Secretary, so as to reach at least seven days before the date of the meeting, so that the information required may be made available at the meeting.
5. Members holding shares in the same set of names under different Ledger Folios are requested to apply for consolidation of the Folios along with relevant share certificates to the Company.
6. Members are requested to immediately intimate the change, if any, in their registered address to the Company.

ANNEXURE TO THE NOTICE

Notes on Directors seeking appointment/ re-appointment, as required under Clause 49 of the Listing Agreement, entered into with the Stock Exchanges :

**Item No. 2**

Mr. P. Boutier, is 59 years old. He is an Electrical Engineer. He joined Saint-Gobain in 1974. Mr. P. Boutier has been a director of your Company since 2001. Presently he is the Managing Director of Saint-Gobain Sekurit France.

Item No.3

Mr. J. Aschenbroich is 47 years old. He has graduated from the famous Mines de Paris. He joined Saint-Gobain in 1988. Mr. J. Aschenbroich has been a Director in your Company since 1995. Presently, he is the Senior Vice-President of Compagnie de Saint-Gobain, Chairman & CEO of Saint-Gobain Vitrage & the Managing Director of the Flat Glass Division of La Compagnie de Saint-Gobain.

Item No. 4

Mr. Lambertz is 63 years old. He joined the board in 1995. He is the Director-Legal of the Saint-Gobain Vitrage.

EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 173(2) OF THE COMPANIES ACT, 1956.

ITEM NO. 6

DELISTING OF COMPANY'S EQUITY SHARES FROM THE PUNE STOCK EXCHANGE LIMITED AND THE DELHI STOCK EXCHANGE ASSOCIATION LTD.

The Equity Shares of the Company are at present listed on The Pune Stock Exchange Limited (PSE) being the Regional Stock Exchange and The Delhi Stock Exchange Association Limited (DSE) and The Stock Exchange, Mumbai (BSE).

In view of the infrequent / non trading of the Company's shares on the PSE and DSE, it is proposed to delist the equity shares of the Company from PSE and DSE.

As per the new SEBI (Delisting of Securities) Guidelines – 2003, (Guidelines), which have been notified recently, the Company can delist its securities from any of the Stock Exchanges voluntarily, including the Regional Stock Exchange, i.e. PSE, without providing an exit opportunity to the shareholders of the Company residing in that area, provided that the securities will continue to be listed on a stock exchange having nation wide trading terminals i.e. The Stock Exchange, Mumbai (BSE) or National Stock Exchange. The Company's Equity Shares are listed on BSE, which has nation wide trading terminals and it will continue to be listed on BSE.

Your Directors recommend the said Special Resolution for your approval.

None of the Directors of the Company are concerned or interested in the said Special Resolution.

ITEM NO. 7

Securities and Exchange Board of India, vide Circular No. D&CC/FITTC/CIR-15/2002 dated 27th December, 2002, has made it mandatory to have a common agency for share transfer registry work. M/s Intime Spectrum Registry Limited, who are already handling Electronic share transfer registry were entrusted with the activity of physical share transfers as well. To facilitate this function, approval of Members is requested for transfer of Members Register, Index of Members, Annual Returns and the related records at the office of M/s Intime Spectrum Registry Limited located at 102, "Sri Vidyanand", Dr. Kelkar Path, Erandwane, Pune - 411 004, instead of the Registered Office of the Company.

Your Directors recommend the said Special Resolution for your approval.

None of the Directors of the Company are concerned or interested in the said Special Resolution.

By Order of the Board

Date : 30th April, 2003
Place : Mumbai

RAMAKANT SHEMBEKAR
Company Secretary

DIRECTORS' REPORT

The Members,
Saint-Gobain Sekurit India Limited

Your Directors present the Thirtieth Report of your Company alongwith the Audited accounts for the year ended 31st December, 2002.

Financial Highlights

	(Rs. '000)	
	2002	2001
Sales	51,14,78	41,53,45
(Loss) before Financial Charges, Depreciation and Amortisation	(4,76,67)	(4,49,57)
Financial Charges	2,79,76	2,13,51
Depreciation and Amortisation	4,50,96	3,90,39
(Loss) before Tax	(12,07,41)	(10,53,47)
Deferred Tax including Adjustment	1,73,43	—
(Loss) after Tax	(10,33,98)	(10,53,47)
Balance brought forward from Previous Year	(49,66,26)	(39,12,79)
Adjustment for Deferred Tax Assets of earlier years	4,03,20	—
(Loss) carried to Balance Sheet	(55,97,04)	(49,66,26)

Responsibility Statement

Your Directors confirm that :

- in the preparation of annual accounts, the applicable accounting standards have been followed;
- appropriate accounting policies have been selected and applied consistently and judgements and estimates that are reasonable and prudent have been made so as to give a true and fair view of the state of affairs of the Company as at 31st December, 2002 and of the loss of the Company for that year;
- proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the annual accounts have been prepared on a going concern basis.

Operations

The revival of the automotive market that started in the later part of 2001, gathered momentum and resulted in higher demand in 2002. Also, all the planned investments for improvement of yields, for manufacture of complex glasses as well as for widening of the product offering, were completed. These factors have enabled your Company to gain market share in the passenger car segment. As a result, your Company's sales increased significantly. There has also been

good improvement in the operating efficiencies. On the other hand, results were adversely affected by the high cost of imports and provisions made for the erosion in the value of certain equipment.

Outlook for the Future

The Auto sector has shown a good revival and is expected to continue growing in the coming years. Along with growth, customers are demanding more for less, quality standards are being raised and the usage of more complex glasses is increasing. Your Company is very conscious of the changing market conditions and is gearing up to meet these demands. In the coming years, your Company expects to become a significant player in the Automotive Glass business.

Rights Issue

As you are aware, at the Extra ordinary General Meeting held of February, 4 2003, you had authorized your Company to raise further Capital of Rs. 26,03,02,000/- through issue of Equity Shares of Rs 10/- (ten) each for cash at par on rights basis to the existing shareholders in the ratio of TWO Equity shares for every FIVE shared held. Your Company has initiated necessary steps in this regard and the activity is in progress. Your Company has received advance against equity towards the forthcoming Rights Issue against Promoter's contribution to the tune of Rs. 22,32,54,100/- from one of the Saint-Gobain group company, viz. Saint-Gobain Glass India Limited, which has agreed to take up all the rights entitlement of the promoter.

Corporate Governance

- Report on Corporate Governance as required under clause 49 of the Listing Agreements entered into with Stock Exchanges is Annexed hereto (Annexure A)
- Certificate dated 30th April, 2003 of the Auditors of your Company, regarding the compliance of the conditions of the Corporate Governance as stipulated in clause 49 of the Listing Agreement with the Stock Exchanges, is enclosed.(Annexure C)
- Management Discussion and Analysis Report is annexed; (Annexure D).

Potentially Sick Industrial Company

Your Company continues to be a "Potentially Sick Company" as laid down in Section 23 of The Sick Industrial Companies (Special Provisions) Act, 1985.

Energy Conservation, Technology Absorption, Foreign Exchange Earnings & Outgo

Your Company is committed to ensure a green and pollution free environment as well as clean and safe workplace at all plant locations and work sites.

As required by the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, the relevant information pertaining to conservation of energy, technology absorption and foreign exchange earnings and outgo as required in the prescribed format is annexed (Annexure E) and forms part of this Report.

Employee Relations

Your Directors place on record their appreciation for the contribution made by the employees at all levels.



Particulars of Employees

Information as per Section 217 (2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, as amended, is annexed; (Annexure B) and forms part of this report.

Directors

Mr. Deepak Chindarkar was appointed as Alternate Director to Mr. J. Fernandez. Mr. Chindarkar has resigned with effect from 2nd January, 2003. In his place Mr. J.A.J Pereira is appointed as Alternate Director to Mr. J. Fernandez.

In accordance with the provisions of the Companies Act, 1956, Mr. P. Boutier, Mr. J. Aschenbroich and Mr. W. Lambertz retire by rotation and being eligible, offer themselves for re-appointment as Directors of your Company.

Auditors

M/s. Kalyaniwalla & Mistry, Chartered Accountants, Auditors of your Company, retire on the conclusion of 30th Annual General Meeting. You are requested to appoint Auditors for the current financial year and to fix their remuneration. The retiring Auditors, M/s. Kalyaniwalla & Mistry, Chartered Accountants are eligible for re-appointment.

Acknowledgements

Your Directors wish to place on record their sincere appreciation for the support of customers, dealers, bankers, shareholders and Employees.

On behalf of the Board of Directors;

A.Y. MAHAJAN
Chairman

DANIEL PHILIBERT
Managing Director

Date : 30th April, 2003

Place : Mumbai

ANNEXURE A TO THE DIRECTORS' REPORT, FOR THE YEAR ENDED 31ST DECEMBER, 2002.

Report on Corporate Governance

(As required under Clause 49 of the Listing Agreements entered into with the Stock Exchanges)

A. MANDATORY REQUIREMENTS

1. CORPORATE GOVERNANCE AT SAINT-GOBAIN SEKURIT INDIA LTD. (SGSI)

SGSI, a member of the 'Saint-Gobain,' group, is committed to the highest standards of Corporate Governance, and strives to monitor and ensure compliance with Laws and Regulations. SGSI's philosophy on the code of Corporate Governance has always been, to ensure that adequate control systems are devised and implemented and are in place to enable optimum returns to the stakeholders. SGSI has always held itself to high standards of accountability, auditing, disclosure and reporting. These standards continue to define your Company's Corporate Governance philosophy of transparency and accountability, built on strong systems and procedures. Your Company had already voluntarily complied with most of the requirements on suggested information to be placed in the Board Meetings. The Compliance Report of the Company vis-à-vis the Stock Exchange Listing Agreement is presented below.

2. BOARD OF DIRECTORS

The present strength of the Board is nine Directors including two Alternate Directors. The Board comprises of one Executive Director and eight Non-Executive Directors. Six Board Meetings were held in the financial year 2002. The dates on which the said meetings were held are as follows :-

31 st January	27 th February	27 th April
30 th July	20 th August	31 st October,

Details of Attendance of each Director at the Board Meetings, the last AGM, and other Indian Companies directorships and committee memberships held by them are as follows :

Name of the Director	Category of Directorship	No. of Board Meetings attended	Attendance at the last AGM	No. of other Indian Companies in which Director	No. of Committees (other than SGSI in which a Member
Mr. A. Y. Mahajan	Chairman-Non-Executive	6	Yes	8	8*
Mr. J. Aschenbroich	Non-Executive Director	NIL	No	1	Nil
Mr. P. Boutier	Non-Executive Director	Nil	No	Nil	Nil
Mr. P. Challet	Non-Executive Director	Nil	No	Nil	Nil
Mr. D. Chindarkar (a)	Non-Executive Director	6	Yes	1	Nil
Mr. J. Fernandez	Non-Executive Director	Nil	No	Nil	Nil
Mr. W. Lambertz	Non-Executive Director	Nil	No	Nil	Nil
Mr. B. Santhanam	Non-Executive Director	Nil	No	1	1
Mr. E. Nunes (c)	Managing Director	1	No	Nil	Nil
Mr. D. Philibert (b)	Managing Director	5	Yes	Nil	Nil
Mr. J. A. J. Pereira (d)	Non-Executive Director	Nil	No	3	2

(a) Resigned with effect from 2nd January, 2003.

(b) Appointed as an Additional Director with effect from 31st January, 2002 and as a Managing Director with effect from 27th February, 2002.

(c) Resigned as Managing Director with effect from 31st January, 2002.

(d) Appointed as an Alternate Director to Mr. J. Fernandez with effect from 2nd January, 2003.

* Out of the eight Committee Memberships, Mr. A.Y. Mahajan is Chairman in four Committees.

3. AUDIT COMMITTEE

The Companies Act, 1956 and the Listing Agreements with the Stock Exchanges provide for constitution of Audit Committees. The terms of reference of the Audit Committee are wide enough to cover the matters specified for Audit Committees under the Listing Agreements as well as under the provisions of the Companies Act, 1956. The Audit Committee comprises of Mr. Deepak Chindarkar, Chairman of the Committee, Mr. A. Y. Mahajan and Mr. P. Challet, Non- Executive Directors. The Finance Head, and the Statutory Auditors are invitees to the Meeting. Mr. D. Chindarkar resigned from the committee with effect from 2nd January, 2003 and Mr. J. A. J. Pereira was appointed as a Chairman in his place.

Audit Committee held four meetings during the year, 2002. The attendance of each Member of the Committee is given below :

Name of Director	No. of Meetings attended
Mr. Deepak Chindarkar (a)	4
Mr. A. Y. Mahajan	4
Mr. P. Challet	Nil
Mr. J. A. J. Pereira (b)	Nil

- (a) Resigned with effect from 2nd January, 2003
(b) Appointed with effect from 2nd January, 2003

Terms of reference of Audit Committee are as under:

- Oversee financial reporting process and disclosure of its financial information to ensure its correctness, sufficiency and credibility.
- Recommending the appointment and removal of statutory Auditor, fixation of audit fee and approval for payment for any other services.
- Reviewing with the management annual financial statements before submission to the board, focusing primarily on;
 - Any changes in accounting policies and practices.
 - Major accounting entries based on exercise of judgment by management.
 - Qualifications in draft audit report.
 - Significant adjustments arising out of audit.
 - The going concern assumption.
 - Compliance with accounting standards.
 - Compliance with stock exchange and legal requirements concerning financial statements.
 - Any related material transactions of the company with the promoters or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of company at large.
- Reviewing with the management, external and internal auditors, adequacy of internal control systems.
- Reviewing the adequacy of internal audit function including the structure of the internal audit department, staffing, seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
- Discussion with internal auditors, any significant findings and follow up thereon.

- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- Discussion with external auditors before the audit commences, nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- Reviewing the company's financial and risk management policies.
- To look in to the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.

Minutes of the Audit Committee meetings are circulated to the members of the Board, discussed and taken note of.

4. REMUNERATION OF DIRECTORS

- (A) The details of remuneration paid to Mr. E. Nunes, Managing Director upto 31st January, 2002 and Mr. D. Philibert with effect from 27th February, 2002 to 31st December, 2002 are given below :

All elements of remuneration package i.e. salary, benefits, bonus, profit commission, pension etc.	Mr. E. Nunes	Rs. 1,71,400/-
	Mr. D. Philibert	Rs.22,36,837/-
Fixed component and performance linked incentives along with the performance criteria	Fixed component is paid as Salary, House Rent Allowance and other perquisites. The entire remuneration is paid as fixed component.	
Service contracts, notice period, severance fees	The tenure of office of the Managing Director is 2 years. The Managing Director is entitled to terminate the agreement by giving not less than six months notice in writing to the Company. Similarly the Company can terminate the agreement and provide for compensation for loss of office as per the provisions of the Companies Act, 1956.	
Stock option with details, if any and whether issued at discount as well as the period over which accrued and over which exercisable	Presently, the Company does not have a scheme for grant of stock options either to the Managing Director or any other employees.	

- (B) The details of remuneration paid to Non-Executive Directors during the year 2002 - Nil



5. INVESTORS / SHAREHOLDERS GRIEVANCE COMMITTEE

The Company's Investors / Shareholders Grievance Committee had been formed under the Chairmanship of Mr. A. Y. Mahajan, a Non-Executive Director. The other Member of the Committee, Mr. Deepak Chindarkar, has resigned with effect from 2nd January, 2003 and Mr. J. A. J. Pereira who is also a Non-Executive Director has been appointed as a Member in his place. Mr. R. Shembekar, Company Secretary, was the Compliance Officer of the Company during the year 2002. The Company has received few complaints from the shareholders and almost all of them have been resolved by furnishing the requisite information/ documents. The Company had Nil transfers pending at the close of the financial year.

6. GENERAL BODY MEETINGS

The last three Annual General Meetings of the Company were held on 30th September, 2000 at 12.00 noon, 2nd June, 2001, at 12.00 noon, and 24th June, 2002 at 11.30 a.m. at Hotel Panchshil, TELCO Road, Chinchwad, Pune - 411019. All the resolutions set out in the respective notices were passed by the Shareholders. No resolutions requiring postal ballot, as recommended by Clause 49 of the Listing Agreements, were placed for Shareholders' approval at the Meetings.

7. DISCLOSURES

During the year, the Company had purchase transactions with Saint-Gobain Glass India Ltd., a group company. There were no penalties, strictures imposed on the Company, by the Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

8. MEANS OF COMMUNICATION

Half Yearly Report :

Half-yearly report sent to each household of Shareholders
No. The results of the Company are published in the Newspapers.

Quarterly results :

Which newspapers normally published in

- (i) Kesari/Loksatta - Pune Edition
- (ii) Free Press Journal/Maharashtra Herald - Pune Edition

Website :

Any web site where displayed
The Company does not have any Website.

Whether it also displays the official news releases; and the presentations made to Institutional Investors and Analysts :

Not Applicable

Whether MD&A is a part of annual report or not :

Yes.

9. GENERAL SHAREHOLDER INFORMATION

AGM : Date, time & venue

27th June, 2003, 11.30 AM at
Hotel Panchshil, TELCO Road,
Chinchwad, Pune - 411 019

Financial Results

- (i) Financial Calendar - January to December
- (ii) First Quarter Results - April, 2003
- (iii) Half-yearly Results - July, 2003
- (iv) Third Quarter Results - October, 2003
- (v) Results for the year ending 31st December, 2003 - February, 2004

Date of Book Closure - 10th June, 2003 to 13th June, 2003

Dividend Payment date(s) - Not Applicable

Listing on Stock Exchange

The Stock Exchange, Mumbai.
Pune Stock Exchange Ltd. (Regional Stock Exchange)
The Annual listing fees for Mumbai stock Exchange and Pune Stock Exchange have been paid for 2002-2003.

BSE-Stock Code - Physical - 515043

ISIN NO. FOR NSDL / CDSL - INE068B01017

Market Price Data: High, Low during each month in the last financial year with a graph

Please see Annexure 1

Performance in comparison to BSE Sensex, (broad based index)

Please see Annexure 1

Registrars and Transfer Agents

Physical Folios/Electronic Folios :
Intime Spectrum Registry Limited (ISRL),
102, "Sri Vidyanand",
Dr. Kelkar Path, Erandwane,
Pune - 411 004
TEL : 020 5458397/98

Share Transfer System

All transfers are processed by the ISRL and approved by the Share Transfer Committee of Directors which normally meets twice in a month.

Distribution of Shareholding and Shareholding Pattern as on 31st December, 2002

Please see Annexure 2

Dematerialisation of shares and liquidity

10.22 % of the paid-up capital has been dematerialised as on 31st December, 2002. However 85.77% of the paid-up capital held by the Foreign Collaborator have not been dematerialised.

Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity

Not issued

Plant Locations

- 1) Bhosari, Pune, Maharashtra
- 2) Chakan, Pune, Maharashtra

Promoter :

- Saint-Gobain Sekurit, S.A., France
- Other Saint-Gobain Promoter Group Companies
- (a) Saint-Gobain Glass India Ltd.
 - (b) Saint-Gobain Vetrotex India Ltd.
 - (c) Saint-Gobain Crystals & Detectors India Pvt. Ltd.
 - (d) Saint-Gobain Diamant Winter Ltd.
 - (e) Grindwell Norton Ltd.
 - (f) SEPR Refractories India Ltd.
 - (g) Saint-Gobain Norpro India Pvt. Ltd.

Compliance Officer

R. P. Shembekar - Company Secretary
Tel. : 020-7120047 Fax : 020-7120777
E-mail : ramakant.shembekar@saint-gobain.co.in

Annexure 1

Period	High	Low	Sensex High	Sensex Low
Jan-02	11.40	7.60	3466.73	3236.76
Feb-02	10.10	8.05	3758.11	3290.00
Mar-02	14.05	8.40	3758.27	3454.27
Apr-02	14.90	11.80	3538.49	3296.88
May-02	13.30	9.15	3478.02	3097.73
Jun-02	15.00	11.10	3377.88	3148.57
Jul-02	19.80	12.55	3366.74	2932.35
Aug-02	16.80	12.00	3185.08	2931.78
Sep-02	14.70	11.40	3227.62	2973.97
Oct-02	12.10	9.20	3038.92	2828.48
Nov-02	11.75	9.70	3245.98	2928.63
Dec-02	11.45	9.80	3413.83	3186.62

Annexure 2**The distribution of shareholdings as on 31.12.2002**

No. of Equity Shares held	No. of Holders	% of total holders	No. of Shares	% to total Shares
Upto 250	5779	52.84	837432	1.29
251 to 500	2922	26.72	1183898	1.82
501 to 1000	1267	11.58	1276897	1.96
1001 to 5000	793	7.25	1768404	2.72
5001 to 10000	105	0.96	790372	1.21
10001 to 100000	68	0.62	2176441	3.34
100001 and above	3	0.03	57047366	87.66
Total	10937	100.00	65080810	100.01
No. of Shareholders in Physical Mode			58429150	89.79
No. of Shareholders in Electronic Mode			6651660	10.22
Less : Shares under reconciliation (Ref.Note)			5310	(0.01)
Grand Total			65075500	100.00

Shareholding pattern as on 31.12.2002

Category	No. of Shareholders	No. of Shares	%
Promoters:			
Foreign	1	55813526	85.77
Indian	—	Nil	Nil
Insurance Companies/Banks	6	15773	0.03
UTI & Mutual Funds	4	977800	1.50
NRI's and FIIs	3	13500	0.02
Foreign Companies/ OCBs	—	Nil	Nil
Domestic Companies	1231	1660558	2.55
Resident Individuals	9692	6599653	10.14
Total	10937	65080810	100.01
Less : Shares under reconciliation (Ref.Note)		5310	(0.01)
Grand Total		65075500	100.00

Note : During the reconciliation of listed capital and the paid-up capital as on 31.12.2002, there was a discrepancy of 5310 shares. Consequent to the remedial measures taken by the Company, the listed capital and the paid-up capital is reconciled as of date.

B. NON-MANDATORY REQUIREMENTS HAVE NOT BEEN ADOPTED.**ANNEXURE B**

Information as per Section 217 (2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, as amended and forming part of the Directors' Report :

Name	E. Nunes *	D. Philibert *
Age	60 Years	54 Years
Designation / Nature of Duties	Managing Director	Managing Director
Remuneration	Rs. 1,71,400/-	Rs. 22,36,837/-
Qualification	General studies in production	Chemical Engineer
Commencement of Employment	1 st September, 1999	27 th February, 2002
Last Employment	Technical Director - Saint-Gobain Vetrol-Italia	Technical Manager - Saint-Gobain Sekurit-France
Total Experience	41 Years	29 Years

Notes: Total remuneration includes Salary and the rent paid for accommodation and monetary value of other perquisites.

* indicates employed during part of the year.