

Annual Report 2008-09



Saint-Gobain Sekurit India Limited



Saint-Gobain Sekurit India Limited

BOARD OF DIRECTORS

MR. A.Y. MAHAJAN (Chairman)

MR. B. SANTHANAM (upto 30.01.2009)

MR. M .G. RAMAKRISHNA

MR. PADMANABHA SHETTY

DR. JOHANNES CORDES (upto 31.12.2008)

DR. SREERAM SRINIVASAN

(Managing Director w.e.f. 27th February, 2008)

COMPANY SECRETARY

MR. ANANT N. BAVARE (w.e.f. 11th February, 2008)

AUDITORS

PRICE WATERHOUSE

CHARTERED ACCOUNTANTS

BANKERS

BNP PARIBAS

ABN AMRO BANK NV

REGISTERED OFFICE & BHOSARI WORKS

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

PUNE- 411 026. MAHARASHTRA

TELEFAX : 020-66311600

CHAKAN WORKS

PLOT NO. 621, VILLAGE KURULI,

PUNE - NASHIK ROAD,

CHAKAN, PUNE 410 501. MAHARASHTRA

REGISTRARS & TRANSFER AGENTS

LINK INTIME INDIA PVT. LTD.

(Formerly known as INTIME SPECTRUM REGISTRY LTD.)

C-13, PANNALAL SILK MILLS COMPOUND, L.B.S.

MARG, BHANDUP (WEST), MUMBAI 400 078.

TEL.: 022- 25963838

36TH ANNUAL GENERAL MEETING

ON SATURDAY, 19TH SEPTEMBER 2009, AT 11.30 A.M.

AT HOTEL KALASAGAR, P-4, M.I.D.C., KASARWADI,

MUMBAI-PUNE ROAD, NEAR STATE BANK OF INDIA,

PUNE - 411 034.

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Saint-Gobain Sekurit India Limited

NOTICE

NOTICE is hereby given that the Thirty-sixth Annual General Meeting of the Members of Saint-Gobain Sekurit India Limited will be held on Saturday, 19th September, 2009 at Hotel Kalasagar P-4, MIDC, Kasarwadi, Mumbai-Pune Road, Near State Bank of India, Pune 411034 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 the Audited Balance Sheet and Profit and Loss Account together with Schedules and Cash Flow Statement of the Company for the 15 months ended 31st March, 2009.
2. To appoint a Director in place of Mr. Padmanabha Shetty, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. Price Waterhouse, Chartered Accountants as Auditors of the Company, eligible for appointment 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.

30th June, 2009

By Order of the Board

Registered Office :

T-94, M.I.D.C.,
Bhosari Industrial Area
Pune – 411 026

Anant N. Bavare
Company Secretary

4. 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 Link Intime India Private Limited (previously known as Intime Spectrum Registry Limited).
5. Members are requested to immediately intimate the change, if any, in their registered address to the Link Intime India Private Limited.
6. Copies of the Annual Report will not be distributed at the Annual General Meeting. You are therefore, requested to bring copy of the Annual Report to the Meeting.

ANNEXURE TO THE NOTICE

Note on the Director seeking re-appointment as required under Clause 49 of the Listing Agreement, entered into with Stock Exchange.

Item No. 2

Mr. Padmanabha Shetty is 62 years old. He is a Post Graduate in Economics and holds Law Degree from the University of Bombay. He is also a Certified Associate of Indian Institute of Bankers. He serves on the Boards of four Companies. Mr. Padmanabha Shetty does not hold any equity shares in Saint Gobain Sekurit India Limited.

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 A PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. The Register of Members and Share Transfer Books of the Company will be closed from Monday, 27th July, 2009 to Wednesday, 29th July, 2009 (both days inclusive).
3. Members desirous of seeking any information concerning the accounts and operations of the Company are requested to address their queries to the Company Secretary, at the Registered Office at least Ten days in advance of the meeting, so that the information, to the extent practicable, can be made available at the meeting.



DIRECTORS' REPORT

The Members,

Saint-Gobain Sekurit India Limited

Your Directors present the Thirty-sixth Annual Report of your Company along with the Audited Accounts for the 15 months period ended 31st March, 2009.

Your Directors, in their Meeting held on 31st October, 2008 have approved a change in the accounting year of your Company from January-December to April-March. Accordingly, the current accounting period shall be for 15 months from 1st January, 2008 to 31st March, 2009.

Financial Highlights

Particulars	(Rs. in Lacs)	
	15-Months Ended March 31, 2009	Year Ended December 31, 2007
Sales	10341.55	7691.92
Operating Profit / (Loss)	264.02	164.31
Interest and Financial Charges	(221.51)	(166.41)
Profit / (Loss) Before tax	42.51	(2.10)
Provision for FBT	11.11	9.11
Profit / (Loss) after Tax	31.40	(11.21)
Balance brought forward from Previous Year	(5211.84)	(5194.10)
Transitional Effect on account of AS 15 - Employee Benefits	-	(6.53)
Profit / (Loss) carried to Balance Sheet	(5180.44)	(5211.84)

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 March, 2009 and of the profit 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

During the fifteen months period, your Company's sales increased by 7.5% on an annualized basis. The Indian Automotive Market Industry grew in the first half of 2008. However, towards the end of 2008, a number of factors (high interest rates, rising oil prices and the global economic crisis) led to a significant slowdown.

Despite tough times, additional investments for modernization were made in the Chakan and Bhosari plants during the period resulting in enhanced productivity and improved quality. During the year, your Company's management focused on improving price realization and operational efficiencies in order to offset part of the adverse impact of rising input costs. Thanks to these efforts, your Company's operating profits increased by 28.5% on an annualized basis and, as against a loss in the previous year, your Company made a net profit of Rs. 31.40 lakhs. Your Company is today better placed to serve the present and future demands of the automotive market.

Environment, Health & Safety

Your Company is committed to ensure a clean and green pollution-free environment as well as a healthy and safe work place at all its plant locations. Environment, Health and Safety is accorded the highest priority within Saint-Gobain. Strict adherence to all regulatory requirements and guidelines is maintained at all times. Your Company's plants at Bhosari and Chakan are certified under ISO 14001:2004 and OHSAS 18001:2007.

Corporate Governance Report and Management Discussion & Analysis Report

- As per Clause 49 of the Listing Agreement with the Bombay Stock Exchange Limited, Corporate Governance Report and Management Discussion and Analysis Report are annexed and form part of the Directors' report. (Annexure A & C respectively)
- Certificate dated 30th June, 2009 of M/s. V. N. Deodhar & Co., Company Secretaries, regarding the compliance of the conditions of the Corporate Governance as stipulated in Clause 49 of the Listing Agreement with the Stock Exchange, is enclosed. (Annexure B)

Saint-Gobain Sekurit India Limited

Energy Conservation, Technology Absorption, Foreign Exchange Earnings & Outgo

The Company is focused on energy conservation, as a key component of its overall strategy for remaining competitive. The Company ensures that the scarce energy resources are utilised in the most productive manner. The consumption of energy is closely monitored at all the manufacturing units. Regular studies are conducted to analyse quantitative energy consumption pattern, variances are rigorously scrutinised and accordingly continuous efforts are made towards further improving efficiency.

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 D) and forms part of this Report.

Employee Relations

The Company continues to place significant importance on its human resources and enjoys cordial and peaceful relations at all levels. During the year, various initiatives for employee involvement and efficiency improvement were undertaken. During the year the Company signed a three year wage settlement with its union at Chakan, Pune. A Memorandum of Settlement was signed between the Management and Workers' Union at Bhosari plant on 6th May, 2009 for the period from 1st July, 2008 to 30th June, 2011.

The Directors are pleased to place on record their appreciation of the services rendered by the employees at all levels. As at March 31, 2009, there were 175 employees.

Fixed Deposits

The Company has not accepted any Fixed Deposits from the public under Section 58A of the Companies Act, 1956.

Insurance

The Company's assets and insurable interests continue to be adequately insured against the risk of fire, riot and earthquake among other perils.

Listing

The Equity Shares of the Company are currently listed on Bombay Stock Exchange (BSE). Members may recall that certain irregularities were noticed in the database of physical share certificates of the Company. Your Company, in consultation with Bombay Stock Exchange Limited, has taken appropriate steps. All future actions will be taken in consultation with Bombay Stock Exchange Limited.

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 E) and forms part of this report.

Directors

Members at the 35th Annual General Meeting held on 26th July, 2008, approved the appointment of Dr. Sreeram Srinivasan as a Managing Director of the Company for a period of 5 years effective from 27th February, 2008.

Dr. Johannes Cordes and Mr. B. Santhanam resigned as Directors of the Company w.e.f. 31st December, 2008 and 30th January, 2009 respectively. The Board places on record its sincere appreciation for the valuable contribution made by Dr. Johannes Cordes and Mr. B. Santhanam during their tenure.

As per the provisions of the Companies Act, 1956 and Articles of Association, Mr. Padmanabha Shetty retires as Director of the Company by rotation and being eligible offers himself for re- appointment.

Auditors

M/s Price Waterhouse, Chartered Accountants, Auditors of the Company, retire at the conclusion of 36th Annual General Meeting of the Company and have expressed their willingness to continue as Auditors of the Company. M/s. Price Waterhouse, Chartered Accountants, have conveyed that, if appointed, they would be eligible to act as Auditors of the Company.

You are requested to appoint Auditors for the current financial year and fix their remuneration.

The Statutory Auditors have made the following observations in their Audit Report for the fifteen months period ended 31st March, 2009

- A. Clause 4 of Annexure to the Auditors' Report states that "In our opinion and according to the information and explanations given to us, having regard to the explanations that most of the items purchased are of a special nature for which alternative sources do not exist for obtaining comparable quotations, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory, fixed assets and for the sale of goods and services; *control systems relating to monitoring of debtors in relation to receipting and adjustment of breakages claims needs to be strengthened.*

Further, on the basis of our examination of the books and records of the Company carried out in accordance with the auditing standards generally accepted in India, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the aforesaid internal control procedures, *except in relation to receipting and adjustment of breakages claims which needs to be further improved as mentioned above although there has been some improvement in this period compared to the previous year.*"

In response to the above, your Company states that the management has reviewed the complete process of claims management and in the process of putting in place the systems in a manner that ensures timely resolution of breakage claims. As mentioned in the Audit Report, there have been improvements in this regard. Any other pending claims shall be resolved during the year.

- B. Clause 7 of Annexure to the Auditors' Report states that *the Company's internal audit system needs to be strengthened to make it commensurate with its size and nature of its business.*

In response to the above, your Company states that the management is in the process of reviewing the system of internal audit and shall strengthen the same in terms of its scope, adequacy & coverage.

- C. Clause 9(a) of Annexure to the Auditors' Report states that according to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales tax, wealth tax, customs duty, excise duty, cess and other material statutory dues as applicable, with the appropriate authorities except dues in respect of service tax. *The extent of the arrears of service tax outstanding as at March 31, 2009, for a period of more than six months from the date they became payable, is as follows:*

Name of the Statute	Chapter V of the Finance Act, 1994
Nature of dues	Service tax dues
Amount (Rs)	1,394,075
Period to which amount relates	01.01.2007 to 30.09.2008
Due date	Various dates
Date of payment	22.06.09

In response to the above your Company states that the management is committed to timely payment of statutory dues. Systems shall be reinforced to check and prevent any delays in this regard.

Potentially Sick Industrial Company

The accumulated losses as at 31st March, 2009 of Rs.5180.43 lacs have exceeded 50% of the peak net worth during the immediately preceding four financial years. Thus your Company has become a "Potentially Sick Company" as laid down in Sick Industrial Companies (Special Provisions) Repeal Act, 2003. A separate report of the Directors on the erosion of the net worth is annexed hereto (Annexure F).

Acknowledgements

Your Directors take this opportunity to acknowledge with sincere gratitude the support of its esteemed customers, the strength it derives from its association with Saint-Gobain Sekurit S.A. France, the continued support and co-operation of its Bankers, financial institutions, suppliers, dealers, and others. Your Directors wish to place on record their deep sense of appreciation for the committed services of employees. Your Directors also acknowledge with gratitude the encouragement and support extended by our valued shareholders.

On behalf of the Board of Directors,

A.Y. MAHAJAN
CHAIRMAN

DR. SREERAM SRINIVASAN
MANAGING DIRECTOR

Date : 30th June, 2009
Place : Mumbai

Saint-Gobain Sekurit India Limited

ANNEXURE 'A' TO THE DIRECTORS' REPORT FOR THE 15 MONTHS ENDED 31ST MARCH 2009

REPORT ON CORPORATE GOVERNANCE

(As required under Clause 49 of the Listing Agreement entered into with Bombay Stock Exchange Limited)

A. MANDATORY REQUIREMENTS

1. CORPORATE GOVERNANCE AT SAINT-GOBAIN SEKURIT INDIA LIMITED (SGSIL)

Saint-Gobain Sekurit India Limited (SGSIL) is a member of the translational 'Saint-Gobain' group and is committed to the highest standards of Corporate Governance. It strives to monitor and ensure compliance with all applicable Laws and Regulations. It has always been SGSIL's philosophy on the code of Corporate Governance, to ensure that adequate control systems are devised and implemented and are put in place to enable optimum returns to the stakeholders. SGSIL 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. The Compliance Report of the Company vis-à-vis the Stock Exchange Listing Agreement is presented below.

2. BOARD OF DIRECTORS

Dr. Johannes Cordes and Mr. B. Santhanam resigned from the Board with effect from 31st December, 2008 and 30th January, 2009 respectively. Members at the Thirty Fifth Annual General Meeting approved the appointment of Dr. Sreeram Srinivasan as Managing Director for a period of 5 years with effect from 27th February, 2008.

The present strength of the Board is Four Directors. The Board comprises of one Executive Director and Three Non-Executive Directors. Out of the Three Non-Executive Directors, two are Independent Directors.

During the year 2008-2009, six Board meetings were held. The dates on which the said meetings were held are as follows:-

27 th February, 2008	26 th May, 2008
26 th July, 2008	15 th September, 2008
31 st October, 2008	30 th January, 2009

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

Name of the Director	Category of Directorship	No. of Board Meetings attended	Attendance at the last AGM held on 26th July, 2008	No. of Directorships held as on 30th June, 2009 in other Public Companies (excluding Foreign Companies)	No. of Committee positions held as on 30th June, 2009 in Companies (Including SGSIL)*
Mr. A. Y. Mahajan	Chairman-Non-Executive	06	Yes	08	**02
Dr. Sreeram Srinivasan	Executive Director upto 26 th February, 2008. Appointed as a Managing Director with effect from 27 th February, 2008.	06	Yes	Nil	
Mr. B. Santhanam (ceased to be Director w.e.f. 30 th January, 2009)	Non-Executive	Nil	No	Nil	Nil
Mr. M.G. Ramakrishna	Non-Executive (Independent)	06	Yes	03	***03
Mr. Padmanabha Shetty	Non-Executive (Independent)	06	Yes	01	02
Dr. Johannes Cordes (ceased to be Director w.e.f. 31 st December, 2008)	Non-Executive	Nil	No	Nil	Nil

* Committee positions include positions held only in Audit Committee and Shareholders/Investors Grievance Committee.

** Mr. A.Y. Mahajan is a Chairman of 2 Committees.

*** Mr. M.G. Ramakrishna is a Chairman of 1 Committee.



3. AUDIT COMMITTEE

The Companies Act, 1956 and the Listing Agreement with Bombay Stock Exchange Limited provide for constitution of Audit Committee. The terms of reference of the Audit Committee are wide enough to cover the matters specified for Audit Committees under the Listing Agreement as well as under the provisions of the Companies Act, 1956. The Audit Committee comprises of Mr. M.G. Ramakrishna, Chairman of the Committee, Mr. Padmanabha Shetty and Dr. Sreeram Srinivasan. The Head Finance and the Statutory Auditors are invitees to the Meeting. The Company Secretary acts as the Secretary of the Committee.

During the year 2008-2009, six Audit Committee meetings were held. The dates on which the said meetings were held are as follows:-

27 th February, 2008	26 th May, 2008
26 th July, 2008	15 th September, 2008
31 st October, 2008	30 th January, 2009

The attendance of each Member of the Committee is given below:

Name of Director	No. of Meetings attended
Mr. M.G. Ramakrishna	06
Mr. Padmanabha Shetty	06
Dr. Sreeram Srinivasan	06

The terms of reference of the Audit Committee are in consonance with Clause 49 of the Listing Agreement as well as Section 292 A of the Companies Act, 1956, are as under:

- Oversee the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956.
 - Changes, if any, in accounting policies and practices and reasons for the same.

- Major accounting entries involving estimates based on the exercise of judgement by management.
 - Significant adjustments made in the financial statements arising out of audit findings.
 - Compliance with listing and other legal requirements relating to financial statements.
 - Disclosure of any related party transactions.
 - Qualifications in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
 - Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
 - Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and 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 there on.
 - 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 the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
 - Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
 - Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
Minutes of the Audit Committee meetings are circulated to the members of the Board, discussed and taken note of.

4. REMUNERATION COMMITTEE

The Remuneration Committee comprises of Mr. M.G. Ramakrishna, Chairman of the Committee, Mr. Padmanabha Shetty and Mr. A.Y. Mahajan. The terms of reference of Remuneration Committee is to recommend/review the remuneration package of the Managing Director/ Executive Directors based on the performance and defined criteria. The remuneration

Saint-Gobain Sekurit India Limited

policy is directed towards rewarding performance based on review of achievements on a periodical basis. During the year 2008-2009, there was no need to hold meeting of the Remuneration Committee.

5. REMUNERATION OF DIRECTORS

- (A) Dr. Sreeram Srinivasan, Managing Director is not drawing any remuneration.
- (B) The details of sitting fees paid for the year 2008-2009 are given below:

Non-Executive Directors	Sitting Fees (Rs.)
Mr. M.G. Ramakrishna	60,000/-
Mr. Padmanabha Shetty	60,000/-

- (C) Criteria of making payment to Non-Executive Directors:

The Board at its meeting held on 30th January, 2009 has approved an increase in sitting fees payable to Non-Executive (Independent) Directors from Rs.5,000/- to Rs.10,000/- per meeting for attending Board Meeting and Audit Committee Meeting. This is effective from 1st February, 2009. The nominee of Compagnie de Saint-Gobain (CSG), the ultimate holding company is not paid any sitting fee. Mr. A.Y. Mahajan is nominee of CSG.

- (D) Pecuniary relationship or transaction of Non-Executive Directors vis-à-vis the Company:

Apart from receiving Director's sitting fees, the Non-Executive Independent Directors of the Company do not have any pecuniary relationship or transaction with the Company.

- (E) Equity shareholding of the Non-Executive Directors in the Company as on 30th June, 2009:

Name of the Non-Executive Director	No. of Shares held
Mr. A. Y. Mahajan	Nil
Mr. M.G. Ramakrishna	Nil
Mr. Padmanabha Shetty	Nil

6. INVESTORS / SHAREHOLDERS GRIEVANCE COMMITTEE

The Company's Investors/ Shareholders Grievance Committee comprises of Mr. A. Y. Mahajan - Chairman of the Committee and Dr. Sreeram Srinivasan. The Committee met twice during the financial year 2008-09 on 26th May, 2008 and 31st October, 2008. The Company had NIL transfers pending at the 15 months period ended 31st March, 2009.

7. GENERAL BODY MEETINGS

Details of the last three Annual General Meetings of the Company:

Particulars	Date	Timing	Venue
33 rd AGM	10 th June, 2006	11.30 a.m.	Hotel Panchshill, Telco Road, Chinchwad, Pune 411 019
34 th AGM	9 th June, 2007	11.30 a.m.	Same as above
35 th AGM	26 th July, 2008	11.30 a.m.	Same as above

8. DISCLOSURES

a) Related party transactions

Besides the transactions reported in Note No.9(2) of Schedule 19 there are no other related party transactions with the promoters, directors and management that had potential conflict with the interest of the Company at large.

b) Compliances by the Company

The Company has not complied with the provisions of Clause 40(A) of the Listing Agreement in respect of minimum Public Shareholding in the Company.

- c) The Company had noticed certain irregularities in database of holders of physical shares. Your Company has taken appropriate steps in this regard and the issues arising out of irregularities have been satisfactorily resolved.

9. MEANS OF COMMUNICATION

Half Yearly Report Whether Half-yearly report sent to each household of Shareholders – No. The results of the Company are published in the Newspapers and displayed on EDIFAR site of SEBI.

Quarterly results In which newspapers the financial results are normally published

(i) Financial Express – Mumbai Edition

(ii) Loksatta – Pune Edition

Email Id for Investors Grievances:
sekurit.investors@saint-gobain.com

Website Any web site where financial results are displayed <http://www.sebiedifar.nic.in>

Whether it also displays the official news releases; and the presentations made to Institutional Investors and Analysts: No.

Whether Management Discussion and Analysis is a part of annual report or not : Yes



SAINT-GOBAIN

SEKURIT

10. GENERAL SHAREHOLDERS' INFORMATION

AGM : 36th Annual General Meeting

Date : 19th September, 2009

Time : 11.30 a.m.

Venue : Hotel Kalasagar P-4, MIDC, Kasarwadi,
Mumbai-Pune Road, Near State Bank of India,
Pune 411034.

Financial Calendar for 2009-10 Date(s)

- (i) First Quarter Results – July, 2009
- (ii) Second Quarter and Half-yearly Results – October, 2009
- (iii) Third Quarter Results – January, 2010
- (iv) Results for the year ending 31st March, 2010 – June, 2010

Date of Book Closure

Monday, 27th July, 2009 to Wednesday, 29th July, 2009 (both days inclusive)

Date of Payment of Dividend

Not Applicable

Listing on Stock Exchange

The Bombay Stock Exchange Limited. The Annual listing fees of have been paid for the year 2009-2010.

BSE-Stock Code

Physical - 515043

ISIN No for NSDL & CDSL

INE068B01017

Market Price Data: High, Low during each month in the 15 months period ended 31st March, 2009.

Please see Annexure '1'

Performance in comparison to BSE Sensex, (broad based index) Please see Annexure '1'

Registrars and Transfer Agents

Link Intime India Private Limited (formerly known as Intime Spectrum Registry Limited) C-13, Pannalal Silk Mills Compound L.B.S. Marg, Bhandup (West) Mumbai 400 078
Tel : 022- 25963838

Share Transfer System

All transfers are processed by R & T Agent and approved by the Share Transfer Committee of Directors.

Distribution of Shareholding and Shareholding Pattern as on 31st March, 2009.

Please see Annexure '2'

Dematerialisation of Shares and liquidity

12.84% of the Paid-up capital has been dematerialised as on 31st March, 2009. However 85.76% of the paid-up capital held by the Promoters has 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

Promoters

I a) Foreign Promoter Saint-Gobain Sekurit, S.A.,
France

b) Indian Promoter Saint-Gobain Glass India Limited

II Other Saint-Gobain Group Companies

- a) Saint-Gobain Glass, France
- b) Saint-Gobain Seva, France
- c) Grindwell Norton Limited
- d) Saint-Gobain Sekurit (Thailand) Co. Limited
- e) Saint-Gobain Seva Engineering India Limited
- f) Hankuk Sekurit Limited, Korea
- g) Saint-Gobain Sekurit Deutschland GmbH & Co. KG, Germany
- h) Saint-Gobain Hanglass Clfg Qingdao Glass Co. Ltd., China
- i) Saint-Gobain Sekurit Italia, Italy

Compliance Officer:

Mr. Anant N. Bavare
Company Secretary
(w.e.f 11th February, 2008)
T-94, M.I.D.C., Bhosari Industrial Area,
Pune - 411 026. Maharashtra
Telefax : (020) 66311600