



Saint-Gobain Sekurit India Limited



Annual Report
2011-2012

Saint-Gobain Sekurit India Limited

BOARD OF DIRECTORS

MR. A.Y. MAHAJAN (Chairman)

MR. M.G. RAMAKRISHNA

MR. PADMANABHA SHETTY

A. DINAKAR (Managing Director)

COMPANY SECRETARY

MR. ANANT N. BAVARE

AUDITORS

PRICE WATERHOUSE

CHARTERED ACCOUNTANTS

BANKERS

BNP PARIBAS

ROYAL BANK OF SCOTLAND (earlier ABN AMRO BANK NV)

REGISTERED OFFICE & BHOSARI WORKS

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

PUNE- 411 026. MAHARASHTRA

TELEFAX : 020-66311600 FAX : 020-66311666

CHAKAN WORKS

PLOT NO. 621, VILLAGE KURULI,

PUNE - NASHIK ROAD,

CHAKAN, PUNE 410 501. MAHARASHTRA

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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

39TH ANNUAL GENERAL MEETING

ON SATURDAY, 28TH JULY 2012, 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.

NOTICE

NOTICE is hereby given that the Thirty-Ninth Annual General Meeting of the Members of Saint-Gobain Sekurit India Limited will be held on Saturday, 28th July, 2012 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 year ended 31st March, 2012.
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, Delhi (Registration No. 012754N) Chartered Accountants as 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:

4. Appointment of Mr. A. Dinakar as Director:

To appoint a Director in place of Mr. A. Dinakar who holds office up to the date of this Annual General Meeting in terms of Section 260 of the Companies Act, 1956 read with Article 120 of the Articles of Association of the Company and being eligible, offers himself for appointment and in respect of whom the Company has received a notice in writing from a member proposing the candidature of Mr. A. Dinakar for the office of a Director.

5. Appointment of Mr. A. Dinakar as a Managing Director:

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

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company be and is hereby accorded to the appointment of Mr. A. Dinakar as Managing Director of the Company for a period of Five (5) years, commencing from 25th October, 2011 and ending on 24th October, 2016, on such terms and conditions, as mentioned in Explanatory Statement, attached to this Notice;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to review and/ or revise the

terms, conditions, remuneration including minimum remuneration, perquisites, commission and other benefits being given to or to be given to Mr. A. Dinakar in line/ conformity with any amendment to the relevant provisions of the Companies Act, 1956 and /or Rules and Regulations made thereunder and /or the guidelines as may be announced by the appropriate authorities from time to time and in accordance with the limits specified in Schedule XIII of the Companies Act, 1956 or any amendment thereto as may be agreed between the Board of Directors and Mr. A. Dinakar."

18th May, 2012

By Order of the Board

Registered Office:
T-94, M.I.D.C.,
Bhosari Industrial Area
Pune 411 026

Anant N. Bavare
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 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, 16th July, 2012 to Wednesday, 18th July, 2012 (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.
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

Notes 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 64 years old. He is a Post Graduate in Economics and holds a Law Degree from the University of Mumbai. 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.

ITEM No. 5

Mr. A. Dinakar, Indian National, aged 49 years, is a Mechanical Engineer from the University of Mysore and has 26 years of experience. He commenced his career with Grindwell Norton Limited (a Saint-Gobain Group Company) where he had held several challenging positions in sales, product management, marketing and operations. Subsequently, he has been Managing Director of two Multi National Companies (MNCs) in India – a Danish MNC called Disa India Ltd. manufacturer of Foundry machines and Kennametal India Ltd., a market leader in Tungsten carbide tooling. Prior to joining Saint-Gobain Sekurit India Limited he was with M/s. Robo Silicon Pvt. Ltd as CEO and Director.

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

Item No. 4

Mr. A. Dinakar was appointed as an Additional Director of the Company on 25th October, 2011. In terms of provisions of Section 260 of the Companies Act, 1956, read with Article 120 of the Articles of Association of the Company, Mr. A. Dinakar holds office up to the date of the forthcoming Annual General Meeting of the Company. Mr. A. Dinakar's resume is given in the annexure to the notice.

Notice in writing u/s 257 of the Companies Act, 1956 along with a deposit of Rs.500/- has been received from a member of the Company proposing the candidature of Mr. A. Dinakar for the office of a Director.

Except Mr. A. Dinakar, no other Director is concerned or interested in this resolution.

Your Directors recommend this Ordinary Resolution for your approval.

Item No. 5

At the meeting of Board of Directors, held on 25th October, 2011, Mr. A. Dinakar was appointed as Managing Director of

the Company for a period of Five (5) years, commencing from 25th October, 2011 to 24th October, 2016, subject to the approval of the Members at the forthcoming Annual General Meeting.

Following are the terms and conditions of appointment of Mr. A. Dinakar, Managing Director:.

1. Nature of Duties :

Mr. A. Dinakar as a Managing Director shall be responsible for overall business of the Company.

2. Tenure :

Five (5) years commencing from 25th October, 2011 and ending on 24th October, 2016.

3. Remuneration :

Mr. A. Dinakar shall be entitled to Nil remuneration.

The Board strongly recommends the resolution for your approval.

Mr. A. Dinakar is concerned or interested in this resolution.

18th May, 2012

By Order of the Board

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

Anant N. Bavare
Company Secretary

REQUEST TO THE SHAREHOLDERS

1. Copies of the Annual Report will not be distributed at the Annual General Meeting. You are therefore, requested to bring this copy of the Annual Report to the Meeting.
2. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their queries to the Head-Finance, at the Registered Office, so as to reach at least ten days before the date of the meeting, so that the information, to the extent practicable, can be made available at the meeting.
3. 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.
4. Members are requested to immediately intimate the change, if any, in their registered address to the Company.

DIRECTORS' REPORT

The Members,

Saint-Gobain Sekurit India Limited

Your Directors present the Thirty-ninth Annual Report of your Company along with the Audited Accounts for the year ended 31st March, 2012.

Financial Highlights

Particulars	(Rs. in Lacs)	
	For the year ended March 31, 2012	For the year ended March 31, 2011
Sales	11508.12	10372.95
Operating Profit/ (Loss)	1012.26	1023.75
Profit/ (Loss) before Tax	1012.26	1023.75
Provision for Tax	328.26	23.19
Profit/ (Loss) after Tax	684.00	1000.56
Balance brought forward from previous year	(3676.10)	(4676.66)
Profit/ (Loss) carried to Balance Sheet	(2992.10)	(3676.10)

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, 2012 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:

The automotive sector witnessed a sharp drop in growth in the year under review. Despite this, your Company's sales increased by 11%. This was achieved largely on account of good sales to the commercial vehicle and three wheeler segments of the market. The operations at both Chakan and Bhosari plants continue to make progress in technical performance with inputs from the parent company's international technical assistance teams. However the year under review has seen significant input cost increases which have put pressure on margins and profits, only a part of which has been offset by price increases from customers.

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 & Chakan are certified under ISO 14001 and OHSAS 18001.

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 18th May, 2012 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)

Energy Conservation, Technology Absorption, Foreign Exchange Earnings & Outgo:

The Company is focused on energy conservation, as a key component of its overall strategy to remain competitive. The Company ensures that scarce energy resources are utilised in the most productive manner. The consumption of energy is closely monitored. 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.

The Directors are pleased to place on record their appreciation of the hard work and the contribution made by all the employees. As at March 31, 2012, there were 182 employees.

Fixed Deposits:

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

Listing:

The Equity Shares of your Company are currently listed on the Bombay Stock Exchange Limited (BSE). The Company had received a proposal from Saint-Gobain Glass India Limited, Promoter of the Company on 18th May, 2011 for voluntary delisting of equity shares of the Company from the BSE. The Board of Directors of the Company, at its meeting held on 18th May, 2011, approved and recommended the same to the shareholders for approval through a Postal Ballot in accordance with Section 192A of the Companies Act, 1956, and the rules framed thereunder. A Special Resolution through postal ballot under section 192A of the Companies Act, 1956 was passed on 4th July, 2011. Your Company received "in-principal" approval from the BSE on 10th May, 2012.

Particulars of Employees:

There are no employees whose information is required to be given as per Section 217 (2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, as amended.

Directors:

As per the provisions of the Companies Act, 1956 and Articles of Association, Mr. Padmanabha Shetty retires by rotation and being eligible offers himself for reappointment.

Auditors:

M/s Price Waterhouse, Delhi (Firm Registration No. 012754N) Chartered Accountants, Auditors of the Company, retire at the conclusion of 39th Annual General Meeting of the Company and have expressed their willingness to continue as Auditors of the Company. M/s. Price Waterhouse, (Firm Registration No.012754N) 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.

Acknowledgements:

Your Directors wish to place on record their sincere appreciation for the continuous support received from your Company's customers, its dealers and suppliers and from its Bankers. Your Directors also acknowledge with gratitude the encouragement and support extended by its valued shareholders.

On behalf of the Board of Directors,

A.Y. MAHAJAN
Chairman

A. DINKAR
Managing Director

Place : Mumbai
Date : May 18, 2012

ANNEXURE 'A' TO THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH 2012

REPORT ON CORPORATE GOVERNANCE

(As required under Clause 49 of the Listing Agreement entered into with the 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 transnational '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. SGSIL has always held itself to high standards of accountability, auditing, disclosure and reporting. The Corporate Governance policies followed by SGSIL are intended to ensure transparency and accountability and are built on strong systems and procedures.

2. BOARD OF DIRECTORS

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 2011-2012, four Board meetings were held. The dates on which the said meetings were held are as follows:-

18th May, 2011 30th July, 2011 25th October, 2011
31st January, 2012

Details of attendance of each Director at the Board Meetings, the last AGM, and the 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 30th July, 2011	No. of Directorships held as on 31st March, 2012 in other Public Companies (excluding Foreign Companies)	No. of Committee positions held as on 31st March, 2012 in Companies (Including SGSIL)*
Mr. A. Y. Mahajan	Chairman (Non-Executive)	04	Yes	08	**05
Dr. Sreeram Srinivasan (upto 11th June, 2011)	Managing Director	01	No	Nil	02
Mr. M.G. Ramakrishna	Non-Executive (Independent)	04	Yes	02	***03
Mr. Padmanabha Shetty	Non-Executive (Independent)	04	Yes	02	02
Mr. A. Dinakar	Managing Director (w.e.f. 25th October, 2011)	02	No	Nil	02

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

** Mr. A.Y. Mahajan is a Chairman of 3 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 Committee 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 (upto 11th June, 2011). Mr. A.Y. Mahajan was appointed as Member of the Committee on 30th July, 2011 and ceased to be a member of the Committee w.e.f. 25th October, 2011. Mr. A. Dinakar, Managing Director, was appointed as Member of the Committee w.e.f. 25th October, 2011. The Head of Finance and the Statutory Auditors are invitees to the Meeting. The Company Secretary acts as the Secretary of the Committee.

During the year 2011-2012, four Audit Committee meetings were held. The dates on which the said meetings were held are as follows:-

18th May, 2011 30th July, 2011 25th October, 2011
31st January, 2012

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

Name of Director	No. of Meetings attended
Mr. M.G. Ramakrishna	04
Mr. Padmanabha Shetty	04
Dr. Sreeram Srinivasan	01
Mr. A.Y. Mahajan	01
Mr. A. Dinakar	02

The terms of reference of the Audit Committee are in consonance with the Clause 49 of the Listing Agreement as well as Section 292 A of the Companies Act, 1956, which 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, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue etc.) the statement of funds utilised for purposes other than those stated in the offer document/prospectus /notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- 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.
- To review the functioning of the Whistle Blower mechanism, in case the same is existing.
- Approval of appointment of CFO (i.e. the Whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
- 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, which are 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 policy is directed

towards rewarding performance based on review of achievements on a periodical basis. During the year 2011-12, there was no need to hold a meeting of the Remuneration Committee.

5. REMUNERATION OF DIRECTORS

- (A) Dr. Sreeram Srinivasan, Managing Director (resigned w.e.f. 11th June, 2011) was not drawing any remuneration.
- (B) Mr. A. Dinakar, Managing Director (w.e.f. 25th October, 2011) is not drawing any remuneration.
- (C) The details of sitting fees paid for the year 2011-2012 are given below:

Non-Executive Directors	Sitting Fees (Rs.)
Mr. M.G. Ramakrishna	80,000/-
Mr. Padmanabha Shetty	80,000/-

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

The nominee of Compagnie de Saint-Gobain (CSG), the ultimate holding company is not paid any sitting fees. Mr. A.Y. Mahajan is nominee of CSG. The Non-Executive Independent Directors are paid sitting fees of Rs. 10,000/ per Board and Committee meeting.

- (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 31st March, 2012:

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 (upto 11th June, 2011). Mr. A. Dinakar, Managing Director was appointed as Member of the Investors/ Shareholders Grievance Committee w.e.f. 25th October, 2011. The Committee met twice during the year ended 31st March, 2012 on 18th May, 2011 and 25th October, 2011. The Company had NIL transfers pending at the year ended 31st March, 2012.

7. GENERAL BODY MEETINGS

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

Particulars	Date	Timing	Venue
36 th AGM	19 th Sept., 2009	11.30 a.m.	Hotel Kalasagar, P-4, MIDC, Kasarwadi, Mumbai-Pune Road Near State Bank of India, Pune 411019
37 th AGM	31 st July, 2010	11.30 a.m.	Same as above
38 th AGM	30 th July, 2011	11.30 a.m.	Same as above

No Special Resolution was passed in any of the above three Annual General Meetings. Special Resolution through Postal Ballot was passed on 4th July, 2011 for approving the Voluntary Delisting of Equity shares of the Company from the Bombay Stock Exchange Limited.

8. DISCLOSURES

a) Related party transactions

Besides the transactions reported in Note No.9 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. Saint Gobain Glass India Ltd, one of the Promoters of the Company has vide its Letter dated 18th May 2011 had expressed the intention of the Promoters to make a Voluntary delisting offer to the Public shareholders of the Company in accordance with Securities & Exchange Board of India (Delisting of Equity shares) Regulations, 2009. The Company, vide its application dated 12th April, 2012, had applied to the Bombay Stock Exchange Limited for obtaining In-Principal approval for the delisting of shares. The Bombay Stock Exchange Limited, vide its letter no. DCS/COMP/HK/34/2012-13 dated 10th May, 2012, granted In-Principal approval to the Company.

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.

Quarterly results

In which newspapers the financial results are normally published

- (i) Financial Express – Mumbai Edition and
- (ii) Loksatta – Pune Edition

Email Id for Investors Grievances:

sekurit.investors@saint-gobain.com

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

10. GENERAL SHAREHOLDERS' INFORMATION

AGM : 39th Annual General Meeting

Date : 28th July, 2012

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 2012-13	Date(s)
(i) First Quarter Results	28th July, 2012
(ii) Second Quarter and Half-yearly Results	25th Oct.. 2012
(iii) Third Quarter Results	January 2013
(iv) Results for the year ending 31 st March, 2013	May, 2013

Date of Book Closure

Monday, 16th July, 2012 to Wednesday, 18th July, 2012, (both days inclusive)

Date of Payment of Dividend

Not Applicable

Listing on Stock Exchange

Bombay Stock Exchange Limited
The Annual listing fees of Bombay Stock Exchange Limited have been paid for the financial year 2012-2013.

BSE-Stock Code

Physical - 515043

ISIN No for NSDL & CDSL

INE068B01017

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

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, 2012.

Please see Annexure '2'

Dematerialisation of Shares and liquidity

37.45% of the Paid-up capital has been dematerialised as on 31st March, 2012. 62.55% (including 61.26% of the paid-up capital held by the Foreign Promoter) 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, Thailand
- e) Saint-Gobain Seva Engineering India Limited, India
- f) Saint-Gobain Sekurit Deutschland Gmbh & Co. KG, Germany
- g) Saint-Gobain Hanglass Clfg Qingdao Glass Co. Ltd., China
- h) Saint-Gobain Sekurit Italia, Italy
- i) Saint-Gobain Hanglass Sekurit, Shanghai
- j) Hankuk Sekurit Limited, Korea

Compliance Officer:

Mr. Anant N. Bavare
Company Secretary
T-94, M.I.D.C., Bhosari Industrial Area,
Pune - 411 026. Maharashtra
Tel.: (020) 66311600
Fax: (020) 66311666
Email id for Investors: sekurit.investors@saint-gobain.com
Website of the Company: www.sekuritindia.com