

Saint-Gobain Sekurit India Limited



ANNUAL REPORT 2014-2015

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BOARD OF DIRECTORS

MR. M.G. RAMAKRISHNA (Chairman)

MR. A.Y. MAHAJAN

MR. PADMANABHA SHETTY

A. DINAKAR (Managing Director)

MS. ANUPAMA VAIDYA

COMPANY SECRETARY

MRS. MADHURA M. JOSHI

AUDITORS

PRICE WATERHOUSE
 CHARTERED ACCOUNTANTS, LLP

BANKERS

STANDARD CHARTERED BANK
 ROYAL BANK OF SCOTLAND (earlier ABN AMRO BANK NV)
 HDFC BANK LIMITED
 BNP PARIBAS

REGISTERED OFFICE & BHOSARI WORKS

T-94, M.I.D.C., BHOSARI INDUSTRIAL AREA,
 PUNE-411 026. MAHARASHTRA
 TELEFAX : 020-66311600 FAX : 020-66311666
 CIN : L26101MH1973PLC018367

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

42ND ANNUAL GENERAL MEETING

ON SATURDAY, 1ST AUGUST 2015, AT 11.00 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 Forty Second Annual General Meeting of the Members of Saint-Gobain Sekurit India Limited will be held on Saturday, 1st August, 2015 at 11:00 a.m. at Hotel Kalasagar, P-4, MIDC, Kasarwadi, Mumbai-Pune Road, Near State Bank of India, Pune – 411 034, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2015, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Anand Mahajan (Director Identification No. 00066320) who retires by rotation and being eligible, offers himself for re-appointment.
3. Re-appointment of Auditors

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 Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time, M/s. Price Waterhouse, Chartered Accountants LLP (Firm Registration No. 012754N/N500016), be and is hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration plus service tax and out of pocket expenses at actuals as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary to give effect to this resolution.”

SPECIAL BUSINESS

4. To consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT Ms. Anupama Vaidya (Director Identification No. 02713517) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 30th January, 2015 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary to give effect to this resolution.”

5. 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 Section 148 and all other applicable provisions of the Companies Act, 2015 and Rules framed thereunder, as amended from time to time, the consent of the members be and is hereby accorded for ratification of remuneration amounting to Rs. 1,40,000/- (Rupees One Lac Forty Thousand Rupees only) plus service tax and out of pocket expenses at actuals, to Mr. G. Thangaraj, Cost Accountant (Registration No. M5997), to audit the cost records maintained by the Company for the financial year ended 31st March, 2016.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary to give effect to this resolution.”

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

“RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 and the provisions of Clause 49(VII) of the Listing Agreement (including any statutory modification(s) or re-enactment thereof, for the time being in force, approval of the Company be and is hereby accorded to the Board of Directors, to the contracts/arrangements/transactions entered/to be entered during the period from 1st October, 2014 to 30th September, 2015 on arm's length basis and in ordinary course of business with Saint-Gobain India Private Limited, a “Related Party” as defined under Section 2(76) of the Companies Act, 2013 and Clause 49 VII of the Listing Agreement, for purchase of raw glass for laminated and tempered glass, sale of scrap, purchase of consumables and sale of material, services or other obligations for an aggregate amount not exceeding Rs. 5,100 Lacs.”

“RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 and the provisions of Clause 49(VII) of the Listing Agreement (including any statutory modification(s) or re-enactment thereof, for the time being in force, approval of the Company be and is hereby accorded to the Board of Directors, to enter into contracts/arrangements/transactions during period from 1st October, 2015 to 30th September, 2016 on arm's length basis and in ordinary course of business with Saint-Gobain India Private Limited, a “Related Party” as defined under Section 2(76) of the Companies Act, 2013 and Clause 49 (VII) of the Listing Agreement, for purchase of raw glass for laminated and tempered glass, sale of scrap,

purchase of consumables and sale of material, services or other obligations for an aggregate amount not exceeding Rs. 5,500 Lacs.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be considered necessary, desirable, in order to give effect to this resolution.”

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

“RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 and the provisions of Clause 49 VII of the Listing Agreement (including any statutory modification(s) or re-enactment thereof, for the time being in force, approval of the Company be and is hereby accorded to the Board of Directors to sell, transfer or dispose off “KT to BT” equipment situated at the Bhosari plant of the Company to Saint-Gobain India Private Limited, a “Related Party” as defined under Section 2(76) of the Companies Act, 2013 and Clause 49 VII of the Listing Agreement for an estimated consideration not less than Rs. 549.35 Lacs plus all applicable taxes.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be considered necessary, desirable, in order to give effect to this resolution.”

By Order of the Board of Directors

Madhura Joshi
Company Secretary

Date: May 28th, 2015

Registered Office:
T-94, M.I.D.C.
Bhosari Industrial Area
Pune – 411 026
Tel: 020-66311600
Fax: 020-66311666
Email: Investors-SEK.L05Gen@saint-gobain.com
Website: www.sekuritindia.com/Investor_Information.html
Corporate Identity Number: L26101MH1973PLC018367

NOTES :

1. The Statement pursuant to Section 102 (1) of the Companies Act, 2013, in respect to special business listed in Item Nos. 4 to 7 of the Notice and the relevant details as required under Clause 49 of the Listing Agreement, of person seeking appointment/re-appointment as Director under Item No. 2 of the Notice, is annexed hereto.
2. **A Member entitled to attend and vote at the Annual General Meeting (“AGM”) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The instrument**

appointing the proxy, in order to be effective, must be deposited at the Company’s Registered Office, duly completed and signed, not less than forty-eight (48) hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.

Members are requested to note that a person can act as proxy on behalf of not exceeding fifty (50) Members and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. The Register of Members and Share Transfer Books of the Company will be closed from Friday 24th July, 2015 to Saturday 1st August, 2015 (both days inclusive).
4. **E-Voting**
 - a. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2015, the Company provides facility to the members to exercise their right to vote at the 42nd Annual General Meeting (AGM) by electronic means and the businesses may be transacted through e-Voting Services provided by Central Depository Services (India) Ltd. For conducting this e-voting activity in a fair and transparent manner, the Board of Directors has appointed Mr. H. R Thakur a Practising Company Secretary, Mumbai (FCS 2090 CP 3193) as Scrutinizer. The procedure of e-voting along with instructions is attached as a part of Notice.
 - b. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting.
 - c. The members who have casted their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
5. 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.
6. 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).



7. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Services ("NECS"), Electronic Clearing Service ("ECS"), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers etc., to their Depository Participant(s) ("DP"). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and its Registrars and Transfer Agents, Link Intime India Private Limited to provide efficient and better services.

Members holding shares in physical form are requested to intimate such changes to Link Intime India Private Limited.

8. 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.
9. Copies of all documents referred to in the notice are available for inspection at the Registered Office of the Company between 2 p.m. and 4 p.m. IST on all working days till the date of the Annual General Meeting.
10. The Register of Directors' shareholding will be available for inspection by the members at the Annual General Meeting.

11. The statement pursuant to Section 102 (1) of the Companies Act, 2013, with respect to special business listed in Item Nos. 4 to 7 annexed hereto and forms part of this Notice.

12. Members desirous of seeking any further information about the financial statements and/or operations of the Company are requested to address their queries to the Company Secretary at the Registered Office of the Company, at least ten days in advance of AGM, so that the information, to the extent practicable, can be made available at the meeting.

By Order of the Board of Directors

Madhura Joshi
Company Secretary

Date: May 28th, 2015

Registered Office:

T-94, M.I.D.C.

Bhosari Industrial Area

Pune – 411 026

Tel: 020-66311600

Fax: 020-66311666

Email: Investors-SEK.L05Gen@saint-gobain.com

Website: www.sekuritindia.com/Investor_Information.html

Corporate Identity Number: L26101MH1973PLC018367

ANNEXURE TO THE NOTICE

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

Item Nos. 2 and 4

Name of the Director	Anand Mahajan	Anupama Vaidya
Director Identification Number	00066320	02713517
Date of Birth	03.01.1953	30.10.1971
Date of appointment	09.06.1995	30.01.2015
Qualification	Master's Degree in Economics from University of Mumbai and Master's Degree in Business Administration from Cornell University (USA).	Bachelor's Degree in Computer Science and Masters of Business Administration with specialization in Human Resource Development
Expertise in specific functional areas	He has wide business experience across various industries. He also serves on the boards of various companies.	She has 21 years of experience in different areas of Human Resources Management and General Management across industries
Directorship held in other companies (excluding foreign companies) (Including SGSIL)	5	1
Memberships/ Chairmanships of committees of other Companies (included only Audit Committee and Stakeholders' Relationship Committee)	5/3	Nil
Number of shares held in the Company	Nil	Nil

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("Act")

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 4

The Board appointed Ms. Anupama Vaidya, as Additional Director of the Company with effect from 30th January, 2015.

As per the provision of Section 161 of the Companies Act, 2013, she holds office of Additional Director only up to the date of the forthcoming Annual General Meeting of the Company, and is eligible for appointment as Director. The Company has received a notice under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director of the Company, along with the requisite deposit.

The Company has received from Ms. Anupama Vaidya consent in writing to act as a Director of the Company in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Companies Act, 2013.

The Board recommends the Resolution at Item No. 4 for approval by the Members.

None of the Directors except Ms. Anupama Vaidya and Key Managerial personnel or their relatives is interested in the above resolution.

Item No. 5

The Board, on the recommendations of the Audit Committee, has approved remuneration for financial year ended 31st March 2016, to Mr. G. Thangaraj, Cost Accountant (Registration No. M5997), Cost Auditors, amounting to Rs 1,40,000 (Rupees One Lac Forty Thousand Rupees Only), plus service tax and out of pocket expenses at actuals, towards audit of the cost records maintained by the Company for the products covered as per the Companies (Cost Records and Audit) Amendment Rules, 2014, dated 31st December, 2014 issued by Ministry of Corporate Affairs.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditor needs to be ratified by the Shareholders of the Company.

Accordingly, approval of the Members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors.

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested in this resolution.

The Board recommends the Ordinary Resolution as set out at Item No. 5 for approval by the Members.

Item No. 6

The Company is engaged in the manufacture of safety glasses. The Company in the ordinary course of business purchases the raw glass as a principal raw material for its finished product of safety glass from Saint-Gobain India Private Limited. Saint-Gobain India Private Limited is a "Related Party" within the meaning of Section 2(76) of the Companies Act, 2013 and Clause 49 VII of the Listing Agreement. Transactions for Purchase, transfer or receipt of products, goods, consumables, materials, services, other obligations from Saint-Gobain India Private Limited are deemed to be "material" in nature as defined in Clause 49 VII of the Listing Agreement as they are exceeding 10% of annual turnover of the Company. Thus in terms of explanation (ii) to Clause 49 VII (E) of the Listing Agreement.



The Audit Committee has approved all the related party transactions for the period 1st October, 2014 to 30th September, 2015 in their meeting held on 16th September, 2014.

The Securities and Exchange Board of India vide its Circular No. CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014 and subsequent amendment vide its Circular No CIR/CFD/POLICY CELL/7/2014 dated September 15, 2014 has amended the Clause 49 (VII) of the Equity Listing Agreement with effect from October 1, 2014. All material Related Party Transactions shall require approval of the shareholders through special resolution and the related parties shall abstain from voting on such resolutions. All existing material related party contracts or arrangements as on the date of this circular which are likely to continue beyond March 31, 2015 shall be placed for approval of the shareholders in the first General Meeting subsequent to October 01, 2014. Accordingly the ordinary resolution to this effect is placed before the members for their approval.

The particulars of the contracts/arrangements/transactions are as under for the period October 1, 2014 to September 30, 2015:

Particulars	Information
Name of Related Party	Saint-Gobain India Private Limited (Formerly Saint-Gobain Glass India Limited)
Name of Director (s) or Key Managerial Personnel who is related	Mr. Anand Mahajan who is a Director in the Company is also Managing Director of Saint-Gobain India Private Limited
Material terms of the Contract/arrangements/ transactions	Purchase of Fixed Assets of tooling, Purchase of Consumables and Spares, Purchase of raw material Service Received, Service Rendered and Sale of Goods
Monetary Value	(a) Not exceeding Rs. 4,445 Lacs towards Purchases of assets, consumables and spares, goods and services. (b) Not exceeding Rs. 655 Lacs towards sale of goods and service rendered
Are the transactions in the ordinary course of business	Yes
Are the transactions on an arm's length basis	Yes
Whether transaction would meet the arm's length standard in the opinion of the Company's Transfer Pricing consultants	Yes
Whether the transaction have been approved by Audit Committee and the Board of Directors	Yes
Any other information relevant or important for the members to make a decision on the proposed transactions	None

The particulars of the contracts/arrangements/transactions are as under for the period October 1, 2015 to September 30, 2016:

Particulars	Information
Name of Related Party	Saint-Gobain India Private Limited (Formerly Saint-Gobain Glass India Limited)
Name of Director (s) or Key Managerial Personnel who is related	Mr. Anand Mahajan who is a Director in the Company is also Managing Director of Saint-Gobain India Private Limited
Material terms of the Contract/arrangements/ transactions	Purchase of Fixed Assets of tooling, Purchase of Consumables and Spares, Purchase of raw material Service Received, Service Rendered and Sale of Goods
Monetary Value	(a) Not exceeding Rs. 5,500 Lacs towards Purchases of assets, consumables and spares, goods and services, sale of goods and service rendered
Are the transactions in the ordinary course of business	Yes
Are the transactions on an arm's length basis	Yes
Whether transaction would meet the arm's length standard in the opinion of the Company's Transfer Pricing consultants	Yes
Whether the transaction have been approved by Audit Committee and the Board of Directors	Yes
Any other information relevant or important for the members to make a decision on the proposed transactions	None

The annual value of the transactions proposed is estimated on the basis of the Company's current transactions and future business projections.

The board is of the opinion that the transactions of the purchase/ sale of raw material, consumables, material and services are in the best interests of the Company.

Mr. Anand Mahajan is interested as Managing Director of Saint-Gobain India Private Limited and None of the other Directors or Key Managerial Personnel or their relatives are concerned or interested in this resolution.

The Board, therefore, recommends the ordinary resolution set out in Item No. 6 of the Notice for the approval of the Members in terms of Clause 49 VII (E) of the Listing Agreement.

Item No. 7

The Company is engaged in the manufacture of safety glasses. The Company has purchased capital machinery (KT to BT) which is add-on equipment to the existing machinery in 2012 to improve the existing facility in Bhosri plant and the same is still under capital work in progress. The value of this equipment as on March 31, 2015 is Rs. 549.36 Lacs. The Capital expenditure was based on then estimated market demand

projections. The economic situation subsequent to 2012 and even now has made the installation and commissioning difficult. The installation will further require capital expenditure and if installed there will be additional fixed cost burden in the nature of depreciation. Looking at all these probable costs and being the propriety items of Saint-Gobain technology, the Company is planning to sell this to Saint-Gobain India Private Limited. Saint-Gobain India Private Limited is a "Related Party" within the meaning of Section 2(76) of the Companies Act, 2013. The transaction for sale of the capital machinery to Saint-Gobain India Private Limited is "not in ordinary course of business" as defined in Section 188 of the Companies Act, 2013. Thus in terms of explanation of Section 188 of the Companies Act, 2013 this transaction would require the approval of Members by way of a Special Resolution.

The particulars of the contracts/arrangements/transactions are as under:

Particulars	Information
Name of Related Party	Saint-Gobain India Private Limited (Formerly Saint-Gobain Glass India Limited)
Name of Director(s) or Key Managerial Personnel who is related	Mr. Anand Mahajan who is a Director in the Company is also Managing Director of Saint-Gobain India Private Limited
Material terms of the Contract/arrangements/ transactions	Sale of Asset
Monetary Value	(a) Not less than book value of Rs. 549.35 Lacs plus applicable taxes
Are the transactions in the ordinary course of business	No
Are the transactions on an arm's length basis	This will be sold at book value
Whether transaction would meet the arm's length standard in the opinion of the Company's Transfer Pricing consultants	Yes

Particulars	Information
Whether the transactions have been approved by Audit Committee and the Board of Directors	Yes
Any other information relevant or important for the members to make a decision on the proposed transactions	None

The value of the proposed transaction is based on book value and valuation certificate as on 31.03.2015 by an independent valuer. The board is of the opinion that the transaction of the sale of asset is in the best interest of the Company.

Mr. Anand Mahajan is interested as Managing Director of Saint-Gobain India Private Limited and None of the other Directors or Key Managerial Personnel or their relatives are concerned or interested in this resolution.

The Board, therefore, recommends the special resolution set out in Item No. 7 of the Notice for the approval of the Members in terms of Clause 49 VII (E) of the Listing Agreement.

By Order of the Board of Directors

Madhura Joshi
Company Secretary

Date: May 28th, 2015

Registered Office:
T-94, M.I.D.C.
Bhosari Industrial Area
Pune – 411 026
Tel: 020-66311600
Fax: 020-66311666
Email: Investors-SEK.L05Gen@saint-gobain.com
Website: www.sekuritindia.com/Investor_Information.html
Corporate Identity Number: L26101MH1973PLC018367



PROCEDURE FOR REMOTE E-VOTING

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Wednesday 29th July, 2015 (9:00 a.m.) and ends on Friday 31st July, 2015 (5:00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday 24th July, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - (a) For CDSL: 16 digits beneficiary ID
 - (b) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be

also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Saint-Gobain Sekurit India Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non-Individual Shareholders and Custodians:
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help Section or write an email to helpdesk.evoting@cdslindia.com

Date and Venue of 42nd Annual General Meeting

Date : Saturday, 1st August, 2015 at 11:00 a.m.

Venue: Hotel Kalasagar, P-4, MIDC, Kasarwadi, Mumbai-Pune Road, Near State Bank of India, Pune – 411 034

Location Map is given below:

