



Saint-Gobain Sekurit India Limited



ANNUAL REPORT 2017-18



**BOARD OF DIRECTORS**

Mr. M. G. Ramkrishna (Chairman)
Ms. Marie-Armelle Chupin
Mr. Anand Mahajan
Mr. Padmanabha Shetty
Mr. A. Dinakar (Managing Director)

CHIEF FINANCIAL OFFICER

Mr. R. Manigandann

COMPANY SECRETARY

Ms. Rukmini Subramanian

BANKERS

Citi Bank
Standard Chartered Bank
HDFC Bank
State Bank of India

STATUTORY AUDITORS

M/s. Kalyaniwalla & Mistry LLP

REGISTRARS & TRANSFER AGENTS

Link Intime India Private Limited
C 101, 247 Park,
LBS Marg, Vikhroli West,
Mumbai 400 083
Tel. No.: +91 22 4918 6000
Fax No.: +91 22 4918 6060
E-mail: rnt.helpdesk@linkintime.co.in
Website: www.linkintime.co.in

REGISTERED OFFICE

T-94, M.I.D.C.,
Bhosari Industrial Area,
Pune – 411 026, Maharashtra.
Tel. No.: +91 020 6611 4153

CHAKAN WORKS

Plot No. 616 & 617, Village Kuruli,
Pune-Nashik Road,
Chakan, Pune – 410 510,
Maharashtra
Tel. No.: +91 2135 676 400 / 01
Fax No.: +91 2135 676 444

Email id: sekurit.investors@saint-gobain.com

Website: www.sekuritindia.com

Corporate Identity Number: L26101MH1973PLC018367

CONTENTS

| | |
|--|----|
| Notice | 1 |
| Board's Report | 10 |
| Management Discussion and Analysis | 33 |
| Corporate Governance Report | 35 |
| Independent Auditor's Report | 45 |
| Balance Sheet | 50 |
| Statement of Profit and Loss | 51 |
| Notes Forming Part of the Financial Statements | 53 |
| Cash Flow Statement | 88 |



NOTICE

NOTICE is hereby given that the 45th Annual General Meeting of the Members of Saint-Gobain Sekurit India Limited will be held on Saturday, 4th August 2018 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 2018, together with the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Anand Mahajan (DIN. 00066320) who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS

3. To appoint Ms. Marie-Armelle Chupin as Director.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Sections 152 and 160 of the Companies Act, 2013 and rules framed thereunder, as amended from time to time, Ms. Marie-Armelle Chupin (DIN 00066499), appointed as an Additional Director by the Board of Directors from 2nd November 2017, who holds office upto this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member, proposing her candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation."

4. To reappoint Mr. M. G. Ramkrishna as Non-Executive Independent Director.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules framed thereunder read with Schedule IV of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) (Amendment) Regulation, 2018 (including any statutory modification(s) or re-enactments thereof, for the time being in force), Mr. M. G. Ramkrishna (DIN. 00007950), Non-Executive Independent Director of the Company who will be attaining 75 years on 7th January 2019 to continue as Non-Executive Independent Director of the Company from 1st April 2019 to the conclusion of the 46th Annual General Meeting of the Company."

5. To ratify remuneration payable to Cost Auditor.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, Mr. G. Thangaraj, Cost Accountant (Registration No. M5997), appointed as Cost Auditor by the Board of Directors, to audit the cost records maintained by the Company, for the financial year ending 31st March 2019, be paid remuneration of ₹ 1.40 Lakhs (Rupees One Lakh Forty Thousand) plus applicable taxes and out of pocket expenses at actuals."

6. To approve material related party transactions.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") and any other applicable provisions including any amendment, modification, variation or re-enactment thereof, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into contracts/arrangements/transactions in ordinary course of business and at arms' length basis with Saint-Gobain India Private Limited, a related party in terms of the Listing Regulations and the Companies Act, 2013, for purchase, sale or transfer of products, goods, consumables, materials, assets, services and other obligations during the financial year ending 31st March 2019, for an aggregate amount not exceeding ₹100 Crores (Rupees One Hundred Crores)."

7. To approve shifting of registered office of the Company.

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

“RESOLVED THAT pursuant to Sections 12 and 13 of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s), thereof for the time being in force, the registered office of the Company be shifted from T-94, M.I.D.C., Bhosari Industrial Area, Pune – 411 026, Maharashtra to Plot No. 616 & 617, Village Kuruli, Pune-Nashik Road, Chakan, Pune 410 501, Maharashtra.

RESOLVED FURTHER THAT the Board of Directors or Company Secretary be and are hereby severally authorised, on behalf of the Company, to do all acts, deeds and things as may be deemed necessary, proper or desirable and to sign, execute all necessary documents, applications and returns and make representations, if any, for purpose of giving effect to the shifting of registered office and to file necessary forms/documents with the statutory authorities.”

By Order of the Board of Directors

Rukmini Subramanian
Company Secretary

Mumbai, 30th May 2018

Registered Office:

T-94, M.I.D.C., Bhosari Industrial Area,

Pune – 411 026, Maharashtra

Tel: +91 20 6611 4153

Email: sekurit.investors@saint-gobain.com

Website: www.sekuritindia.com

Corporate Identity Number: L26101MH1973PLC018367

NOTES :

1. The Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”), relating to Special Business to be transacted at the 45th Annual General Meeting (“AGM”), and the details, as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standards by The Institute of Company Secretaries of India, of persons seeking reappointment as Director under Item No. 2, 3 and 4 of the Notice, is annexed hereto.
2. **A Member entitled to attend and vote at the 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 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. Corporate Members intending to send their authorized representatives to attend the AGM pursuant to Section 113 of the Act are requested to send to the Company, a certified copy of the relevant board resolution together with specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf.
4. The Register of Members and Share Transfer Books of the Company will be closed from Saturday, 28th July 2018 to Saturday, 4th August 2018 (both days inclusive).
5. The Notice of AGM along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company or Depository Participant(s) unless the Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
6. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2015, as amended and Regulation 44 of the Listing Regulations, the Company is pleased to provide the facility to its Members to exercise their right to vote on the resolutions proposed to be passed at the AGM by electronic means through e-Voting provided by Central Depository Services (India) Limited. The Members whose names appear in the Register of Members / list of



Beneficial Owners as on Saturday, 28th July 2018, being cut-off date, are entitled to vote on the resolutions set forth in the Notice. Members may cast their votes on electronic voting system from any place other than the venue of AGM ("remote e-voting"). The remote e-voting period will commence on Tuesday, 31st July 2018 at 9:00 a.m. and will end on Friday, 3rd August 2018 at 5:00 p.m. In addition, facility of voting through ballot paper shall also be made available at the AGM and Members attending the AGM who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM. The Company has appointed Mr. V. N. Deodhar, Practicing Company Secretary, to act as Scrutiniser, to scrutinize the remote e-voting process and votes cast through Ballot Paper at the AGM in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.

Remote e-voting process

- I. The Company has entered into an arrangement with Central Depository Services (India) Limited ("CDSL") to facilitate remote e-voting for the AGM. The instructions for remote e-voting are as under:
 - a. The shareholders should log on to the e-voting website www.evotingindia.com.
 - b. Click on Shareholders.
 - c. Now enter your User ID
 - For CDSL : 16 digits beneficiary ID
 - For NSDL : 8 Character DPID followed by 8 Digit Client ID
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.

Next enter the Image Verification as displayed and Click on Login.

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.

If you are a first time user follow the steps given below:

For Members holding shares in demat form and physical form:

| | |
|-----------------------|---|
| PAN | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number mentioned in "Password" field in the electronic voting particulars. |
| DOB | 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. |
| Dividend Bank Details | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <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, enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (iv). |

- c. After entering these details appropriately, click on "SUBMIT" tab.
- d. 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.
- e. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- f. Click on the EVSN for Saint-Gobain Sekurit India Limited on which you choose to vote.

- g. 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.
- h. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- i. 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.
- j. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- k. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- l. 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.
- m. 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 user should be created using the admin login and password. The 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.
- II. 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, or contact Mr. Santosh Jaiswal, Associate Vice President, Link Intime India Private Limited, Unit: Saint-Gobain Sekurit India Limited, C-101, 247 Park, L B S Marg, Vikhroli (West) Mumbai 400 083 at email id: rnt.helpdesk@linkintime.co.in or at Telephone No.: +91 22 4918 6270.
- III. The voting rights shall be in proportion to the shares of paid up equity share capital of the Company as on the cut-off date, Saturday, 28th July 2018.
- IV. Members who acquire shares after the dispatch of the Annual Report and are Member as on the cut-off date, Saturday, 28th July 2018, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote.
- V. If you forgot your password, you can reset password by using "Forgot user details/password" option available on www.evotingindia.com or contact CDSL on toll free no. 1802005533.
- VI. The results of remote e-voting and voting through Ballot Paper will be declared to the Stock Exchanges after the AGM within the prescribed time limit. The results along with the Scrutinizer's Report, shall be placed on the website of the Company.
7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names, will be entitled to vote at the AGM.
8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, and the Register of contracts or arrangements in which Directors are interested, maintained under Section 189 of the Act will be available for inspection at the AGM.
9. 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 ("Link Intime") to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Link Intime.



10. The Securities and Exchange Board of India has mandated registration of Permanent Account Number ("PAN") and bank account details by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit details of PAN and bank account details to DP with whom they have demat accounts. Members holding shares in physical form can submit their PAN and bank account details to Link Intime.
11. Members/Proxies should bring the duly filled Attendance Slip to the AGM and hand it over at the registration counter at the venue.
12. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Link Intime/DPs.
13. Members desirous of any information relating to 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 AGM.
14. The Route Map of the venue of AGM is enclosed.

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

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

Item No. 3

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, appointed Ms. Marie-Armelle Chupin (DIN. 00066499) as an Additional Director on the Board of the Company from 2nd November 2017 who holds office upto the ensuing Annual General Meeting. The Company has received notice from a Member under Section 160 of the Companies Act, 2013 for her candidature for the office of Director of the Company.

A brief profile of Ms. Marie-Armelle Chupin is given below:

Ms. Marie-Armelle Chupin is a Masters in Business Law & Labour Law. She joined Compagnie de Saint-Gobain ("Saint-Gobain") in 1979 and has rich experience in the legal field. She is presently the Vice President-Legal Affairs of High Performance Material sector of Saint-Gobain.

The Nomination and Remuneration Committee has recommended appointment of Ms. Marie-Armelle Chupin as a Director of the Company. The Board of Directors recommend the Ordinary Resolution for appointment of Ms. Marie-Armelle Chupin as set in item No. 3 for approval of the Members of the Company.

Except for Ms. Marie-Armelle Chupin being an appointee, or her relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 3.

Item No. 4

The members at the 41st Annual General Meeting of the Company held on 18th July 2014 had appointed Mr. M. G. Ramkrishna, as a Non-Executive Independent Director of the Company, to hold office for a term of five years. In terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (hereinafter referred to as the "amendment") notified by the Securities and Exchange Board of India on 9th May 2018, a person who has attained seventy five years of age may continue as a non-executive director from 1st April 2019, subject to approval by a special resolution of the Shareholders.

Mr. Ramkrishna who will attain 75 years on 7th January 2019, in terms of the amendment will cease to continue as director from 1st April 2019 unless approved by special resolution.

A Brief Profile of Mr. M.G. Ramkrishna is given below:

Mr. Ramkrishna has completed his M.A. and LLB. from the University of Mumbai. He is a veteran banker and has varied experience in the field of banking and finance. He started his banking career with State Bank of India and subsequently held top management positions in a foreign bank in India as well as in a new generation private sector bank. Presently he is a financial consultant. He is the non-executive Chairman of the Company since 2015 and the Company has benefitted from his wide experience and guidance.

Mr. Ramkrishna is not disqualified from being a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to continue as an Independent Director. The Company has received declaration from Mr. Ramkrishna confirming that he meets the criteria of independence as prescribed under the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Nomination and Remuneration Committee has recommended to continue the directorship of Mr. Ramkrishna from 1st April 2019.

The Board of Directors recommend the Special Resolution as set in Item No. 4 to continue directorship of Mr. M.G. Ramkrishna as a Non-Executive Independent Director of the Company, not liable to retire by rotation, from 1st April 2019 till the conclusion of the 46th Annual General Meeting of the Company.

Except for Mr. M. G. Ramkrishna being an appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 4.

Item No. 5

The Board, on recommendation of the Audit Committee, appointed Mr. G. Thangaraj, Cost Accountant (Registration No. M5997) as "Cost Auditor" of the Company, for a remuneration of ₹ 1.40 Lakhs (Rupees One Lakh Forty Thousand) plus applicable taxes and reimbursement of out of pocket expenses, to conduct audit of the cost records for the financial year ending 31st March 2019.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, consent of the Members is sought to ratify 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 of Directors recommend the Ordinary Resolution set out at Item No. 5 for approval by the Members.

Item No. 6

Saint-Gobain India Private Limited ("SGIPL") is a "Related Party" within the meaning of Section 2(76) of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Transactions for purchase, sale or transfer of products, goods, consumables, materials, assets, services and other obligations from/to Saint-Gobain India Private Limited are deemed to be "material" in nature, as per the explanation to Regulation 23 of the Listing Regulations.

The Audit Committee and Board of Directors at their respective meetings held on 30th May 2018, have given their approval to the Company to enter into contracts/arrangements/transactions with SGIPL for an aggregate amount upto ₹ 100 Crores (Rupees One Hundred Crores) during the financial year ending 31st March 2019.

In terms of Regulation 23(4) of the Listing Regulations, all material related party transactions require approval of the shareholders and the related parties shall abstain from voting on such resolutions.

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

| Particulars | Information |
|---|--|
| Name of Related Party | Saint-Gobain India Private Limited |
| Name of Director (s) or Key Managerial Personnel who is related | Mr. Anand Mahajan, Director, is also the Chairman and Managing Director of Saint-Gobain India Private Limited. |
| Material terms of the contract/ arrangements/transactions | Purchase, sale or transfer products, goods, consumables, materials, assets, services and other obligations. |
| Monetary Value | Not exceeding ₹ 100 Crores. |
| Are the transaction in the ordinary course of business | Yes. |
| Are the transaction 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. |

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 or transfer of products, goods, consumables, materials, assets, services and other obligations from/to SGIPL are in the best interests of the Company.

None of the Directors or Key Managerial Personnel or their relatives other than Mr. Anand Mahajan, Director, are concerned or interested in this resolution.

The Board of Director recommend the Ordinary Resolution set out in Item No. 6 of the Notice for the approval of the Members.

**Item No. 7**

The registered office of the Company is currently at T-94, M.I.D.C., Bhosari Industrial Area, Pune – 411 026, Maharashtra, from where the Company also operated one of its factories. The Company discontinued the operations at this site as it was economically unviable and, subsequently, closed this factory from 30th November 2015.

The shifting of registered office to the Company's factory at Chakan, Pune will provide better administrative control and other operational convenience. The Board of Directors of the Company at its meeting held on 30th May 2018 has recommended to shift the registered office of the Company to its factory at Chakan at Plot No. 616 & 617, Village Kuruli, Pune-Nashik Road, Chakan, Pune 410 501, Maharashtra, subject to necessary approvals.

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

The Board recommends the Special Resolution set out in Item No. 7 of the Notice for the approval of the Members.

By Order of the Board of Directors

Rukmini Subramanian
Company Secretary

Mumbai, 30th May 2018

Registered Office:

T-94, M.I.D.C., Bhosari Industrial Area,

Pune – 411 026, Maharashtra

Tel: +91 20 6611 4153

Email: sekurit.investors@saint-gobain.com

Website: www.sekuritindia.com

Corporate Identity Number: L26101MH1973PLC018367

ANNEXURE TO THE NOTICE

DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE APPOINTMENT AT THE ANNUAL GENERAL MEETING

| Name of the Director | Mr. Anand Mahajan | Ms. Marie-Armelle Chupin | Mr. M. G. Ramkrishna |
|---|---|--|--|
| Director Identification Number | 00066320 | 00066499 | 00007950 |
| Date of Birth | 3 rd January 1953 | 24 th March 1957 | 07 th January 1944 |
| Age | 65 years | 61 years | 74 years |
| Date of appointment | 9 th June 1995 | 2 nd November 2017 | 22 nd March 2005 |
| Qualification | B.A. (Honours) from St. Xavier's College, Mumbai, Master degree in Economics from University of Bombay and MBA from Cornell University, USA. | Masters in Business Law and Labour Law | M. A., L.L.B. from University of Mumbai |
| Brief Resume including experience | Mr. Mahajan has wide experience in banking and management. Mr. Mahajan started his career with State Bank of India in 1974 and served the Bank in various positions until 1981. He joined Grindwell Norton Limited in 1983 and has been its Managing Director since 1991. Mr. Mahajan is also Chairman and Managing Director of Saint-Gobain India Private Limited. | Ms. Chupin joined Compagnie de Saint-Gobain in 1979 and has rich experience in the legal field. Presently, she is the Vice President – Legal Affairs of the High Performance Materials sector of Saint-Gobain. | Mr. Ramkrishna has varied experience in the field of banking and finance. He started his banking career with State Bank of India and subsequently held top management positions in a foreign bank in India as well as in a new generation private sector bank. Presently he is a financial consultant. |
| Terms and conditions of appointment/re-appointment | The members at the Annual General Meeting of the Company held on 29 th July 2017 appointed Mr. Mahajan as a Non-Executive Director, liable to retire by rotation | The Board of Directors on 2 nd November 2017 has appointed Ms. Chupin as an Additional Director to hold office till the ensuing Annual General Meeting. | The members at the Annual General Meeting of the Company held on 18 th July 2014 appointed Mr. Ramkrishna as a Non-Executive Independent Director for a term of 5 years. |
| Number of Meetings of Board attended during the year | 4 out of 4 board meetings held | None out of 2 board meetings held | 4 out of 4 board meetings held |
| Directorships held in other listed companies (excluding foreign companies and Section 8 companies) | Grindwell Norton Limited Unichem Laboratories Limited | Grindwell Norton Limited | None |
| Memberships/Chairmanships of committees of other Companies (included only Audit Committee and Stakeholders' Relationship Committee) | Audit Committee - Grindwell Norton Limited (Member) Stakeholders Relationship Committee - Grindwell Norton Limited (Member) | None | None |
| Number of shares held in the Company | Nil | Nil | Nil |
| Remuneration last drawn | Nil | Nil | Sitting fees ₹ 3.60 Lakhs |

Mr. Anand Mahajan, Ms. Marie-Armelle Chupin and Mr. M. G. Ramkrishna, Directors, do not have any relationship with any other Director or Key Managerial Personnel of the Company in terms of the Act.