

**SEKURIT**  
smart vision

**Saint-Gobain Sekurit India Limited**



**ANNUAL REPORT 2019-20**

  
**SAINT-GOBAIN**

## BOARD OF DIRECTORS (as on 11<sup>th</sup> May 2020)

Mr. Padmanabha Shetty (Chairman)  
 Ms. Isabelle Delphine Hoepfner  
 Mr. Joseph Andrew Jude Pereira  
 Ms. Padmasudha Chandrasekhar  
 Mr. Santhanam  
 Mr. A. Dinakar (Managing Director)

## CHIEF FINANCIAL OFFICER

Mr. R. Manigandann

## COMPANY SECRETARY

Ms. Rukmini Subramanian

## BANKERS

Standard Chartered Bank  
 Citi 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  
 Maharashtra  
 Tel. No.: +91 22 4918 6000  
 Fax No.: +91 22 4918 6060  
 E-mail: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)  
 Website: [www.linkintime.co.in](http://www.linkintime.co.in)

## REGISTERED OFFICE

### 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](mailto:sekurit.investors@saint-gobain.com)

**Website:** [www.sekuritindia.com](http://www.sekuritindia.com)

**Corporate Identity Number:** L26101MH1973PLC018367

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## NOTICE

NOTICE is hereby given that the 47<sup>th</sup> Annual General Meeting of the Members of Saint-Gobain Sekurit India Limited will be held on Saturday, 25<sup>th</sup> July 2020 at 11:00 a.m. through Video Conferencing / Other Audio Visual Means ("VC") 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 31<sup>st</sup> March 2020, together with the reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Santhanam (DIN. 00494806) who retires by rotation and being eligible, offers himself for reappointment.

### SPECIAL BUSINESS

3. To ratify the remuneration of Cost Auditor for the financial year ending 31<sup>st</sup> March 2021.

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, if any, of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, as amended or re-enacted from time to time, Mr. G. Thangaraj, Cost Accountant (Registration No. M5997), appointed as the Cost Auditor by the Board of Directors of the Company, to conduct audit of the cost accounting records maintained by the Company, for the financial year ending 31<sup>st</sup> March 2021, be paid remuneration of ₹ 1.50 Lakhs (Rupees One lakh fifty thousand) plus applicable taxes and out of pocket expenses at actuals."

4. To appoint Ms. Isabelle Delphine Hoepfner as Non-Executive Director of the Company, liable to retire by rotation.

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

"RESOLVED THAT Ms. Isabelle Delphine Hoepfner (DIN. 08598846), appointed as an Additional Director by the Board of Directors with effect from 4<sup>th</sup> November 2019 and who holds office upto the date of this Annual General Meeting in terms of Section 161 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association of the Company and being eligible offers herself for appointment, be and is hereby appointed as a Non-Executive Director, liable to retire by rotation."

5. To appoint Ms. Padmasudha Chandrasekhar as an Independent 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 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 16(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Articles of Association of the Company, Ms. Padmasudha Chandrasekhar (DIN. 01843592), appointed as an Additional Director (Independent) of the Company, with effect from 1<sup>st</sup> April 2020 and holds office until the Annual General Meeting and who has submitted a declaration that she meets the criteria for independence as provided in the Act and Listing Regulations and is eligible for appointment, be and is hereby appointed as an Independent, Non-Executive Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 1<sup>st</sup> April 2020 to 31<sup>st</sup> March 2025."



6. To approve material related party transactions.

To consider and, if thought fit, to pass with or without modification(s) 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 ("Listing Regulations") and any other applicable provisions including any amendment, modification, variation or re-enactment thereof, approval of the Members 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 obligations during the financial year ending 31<sup>st</sup> March 2021, for an aggregate amount not exceeding ₹100 Crores (Rupees One hundred crores)."

By Order of the Board of Directors

**Rukmini Subramanian**  
Company Secretary

11<sup>th</sup> May 2020

**Registered Office:**

Plot No. 616 & 617, Village Kuruli,  
Pune-Nashik Road, Chakan,  
Pune 410 501, Maharashtra.  
Tel: +91 2135 676 400/01  
Fax: +91 2135 676 444  
Email: [sekurit.investors@saint-gobain.com](mailto:sekurit.investors@saint-gobain.com)  
Website: [www.sekuritindia.com](http://www.sekuritindia.com)  
Corporate Identity Number: L26101MH1973PLC018367

**NOTES :**

1. Pursuant to Ministry of Corporate Affairs ("MCA") has vide its Circular dated 5<sup>th</sup> May 2020 read with Circulars dated 8<sup>th</sup> April 2020 and 13<sup>th</sup> April 2020 and Circular issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "the Circulars"), Companies are allowed to hold Annual General Meeting ("AGM") through Video Conferencing / Other Audio Visual Means ("VC"), without the physical presence of Members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held on 25<sup>th</sup> July 2020 through VC.
2. The Statement pursuant to Section 102 of the Act relating to Special Business to be transacted at the 47<sup>th</sup> 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 appointment/reappointment as Director under Item Nos. 2, 4 and 5 of the Notice, is annexed hereto.
3. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 ("Act"), and the Register of contracts or arrangements in which Directors are interested maintained under Section 189 of the Act will be available for electronic inspection during the AGM.
4. The Register of Members and Share Transfer Books of the Company will be closed from Saturday, 18<sup>th</sup> July 2020 to Saturday, 25<sup>th</sup> July 2020 (both days inclusive).
5. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held through VC in accordance with the Circulars, the facility for appointment of proxies by the members will not be available.
6. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.
7. The participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
8. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI etc.,) are encouraged to attend and vote at the AGM through VC. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the board resolution / authorization letter to the Company or upload it on the VC portal / e-voting portal.



9. 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.
10. In compliance with the Circulars, the Annual Report 2019-20, the Notice of 47<sup>th</sup> AGM, and instructions for e-voting are being sent only through electronic mode to those members whose email addresses are registered with the Company / Depository Participant(s). Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website at [www.sekuritindia.com](http://www.sekuritindia.com), websites of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and KFin Technologies Private Limited ("KFintech") at [www.kfintech.com](http://www.kfintech.com).
11. 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.
12. 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.
13. 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.
14. In accordance with the proviso to Regulation 40(1) of the Listing Regulations, effective from 1<sup>st</sup> April 2019, transfers of securities of the Company shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in corporate actions.
15. Members desirous to seek any further information about the financial statements and/or operations of the Company are requested to send their queries to the Company on or before Thursday, 23<sup>rd</sup> July 2020 through email at [sekurit.investors@saint-gobain.com](mailto:sekurit.investors@saint-gobain.com), so that the information, to the extent practicable, can be made available at the AGM or the same will be replied by the Company suitably.

#### **Remote e-voting process**

- i. 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 KFintech.
- ii. The Members whose names appear in the Register of Members / list of Beneficial Owners as on Saturday, 18<sup>th</sup> July 2020, being cut-off date, are entitled to vote on the resolutions set forth in the Notice.
- iii. Members may cast their votes on electronic voting system ("remote e-voting"). The remote e-voting period will commence on Tuesday, 21<sup>st</sup> July 2020 at 9:00 a.m. and will end on Friday, 24<sup>th</sup> July 2020 at 5:00 p.m. The remote e-voting module shall be disabled by KFintech after Friday, 24<sup>th</sup> July 2020 (5:00 p.m.). In addition, those Members, who will be present in the AGM through VC and have not cast their vote on the resolutions through remote e-voting shall be eligible to vote through e-voting system during the AGM.
- iv. 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.

v. The procedure and instructions for remote e-voting are as under:

- (a) Open your web browser during the remote e-voting period and navigate to <https://evoting.karvy.com>.
- (b) Enter the login credentials (i.e., user-id and password) mentioned in the letter. Your Folio No. / DP ID No. / Client ID No. will be your User- ID.

User-ID For Members holding shares in Demat Form:-

- For NSDL: 8 Character DP ID followed by 8 Digits Client ID
- For CDSL: 16 digits beneficiary ID

User-ID For Members holding shares in Physical Form:-

- Event Number followed by Folio No. registered with the Company

Password:- Your unique password is sent via e-mail forwarded through the electronic notice.

Captcha:- Please enter the verification code i.e. the alphabets and numbers in the exact way as they are displayed for security reasons.

- (c) After entering these details appropriately, click on "LOGIN".
- (d) Members holding shares in Demat / Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). Kindly note that this password can be used by the Demat holders for voting in any other Company on which they are eligible to vote, provided that the other company opts for e-voting through KFintech e-Voting platform. System will prompt you to change your password and update your contact details like mobile number, e-mail ID etc., on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (e) You need to login again with the new credentials.
- (f) On successful login, system will prompt you to select the 'Event' i.e. Saint-Gobain Sekurit India Limited
- (g) If you are holding shares in Demat form and had logged on to "<https://evoting.karvy.com>" and have cast your vote earlier for any company, then your existing login ID and password are to be used.
- (h) On the voting page, you will see Resolution Description and against the same the option 'FOR / AGAINST / ABSTAIN' for voting. Enter the number of shares (which represents the number of votes) under 'FOR / AGAINST / ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR / AGAINST' taken together should not exceed your total shareholding. If you do not wish to vote, please select 'ABSTAIN'.
- (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 whether partially or otherwise, you will not be allowed to modify your vote.



- vi. Corporate Members (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned copy (PDF / JPG format) of the relevant Board or governing body Resolution / Authorisation together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to 'evoting@karvy.com'. The file / scanned image of the Board Resolution / authority letter should be in the naming format 'Corporate Name Event no.'
- vii. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (KFintech Website) or contact Mr. S.V. Raju, Manager of KFin Technologies Private Limited, Selenium, Plot 31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad-500 032 or at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) and [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFintech's toll free number 1-800-3454-001 for any further clarifications.
- viii. 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, 18<sup>th</sup> July 2020.
- ix. Members who acquire shares after the dispatch of the Annual Report and are Member as on the cut-off date, Saturday, 18<sup>th</sup> July 2020, may obtain the login ID and password by sending a request at [evoting@karvy.com](mailto:evoting@karvy.com). However, if you are already registered with Kfintech for remote e-voting then you can use your existing user ID and password for casting your vote.
- x. The result will be declared to the Stock Exchange after the AGM within the prescribed time limit. The result along with the Scrutinizer's Report, shall be placed on the website of the Company.

**Instructions for the Members for attending the AGM through Video Conference:**

- 1. Members will be able to attend the AGM through VC or view the live webcast of AGM at <https://emeetings.kfintech.com> by using their remote e-voting login credentials and selecting the 'EVENT' for Company's AGM. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, Members can also use the OTP based login for logging into the e-voting system.
- 2. The Shareholder may log into <https://emeetings.kfintech.com> and click on "Speaker Registration" by mentioning the demat account number/folio number, city, email id, mobile number and submit. The Speaker Registration shall commence on Tuesday, 21<sup>st</sup> July 2020 (9:00 a.m.) and ends on Friday, 24<sup>th</sup> July 2020 (5:00 p.m.).
- 3. Those Members who register themselves as speaker will only be allowed to express views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers and time for each speaker depending upon the availability of time for the AGM.
- 4. Facility of joining the AGM through VC shall open 15 minutes before the time scheduled for the AGM. Facility of joining AGM will be closed on expiry of 15 minutes from the schedule time of the AGM. Facility of joining the AGM through VC shall be available for 1,000 members on first come first served basis.
- 5. Members who need technical assistance before or during the AGM, can contact KFintech at [emeetings@kfintech.com](mailto:emeetings@kfintech.com).

**General Instructions for best VC experience:**

- a. Members can participate in the AGM through their desktops / smartphones / laptops etc. However, for better experience and smooth participation, it is advisable to join the meeting through desktops / laptops with Google Chrome and high-speed internet connectivity.
- b. Please note that participants connecting from mobile devices or tablets, or through laptops via mobile hotspot may experience audio / video loss due to fluctuation in their respective networks. It is therefore recommended to use a stable Wi-Fi or LAN connection to mitigate any of the aforementioned glitches.

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

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 Audit Committee, has approved the appointment of Mr. G. Thangaraj, Cost Accountants, (Registration No. M5997), as the Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March 2021. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the members of the Company. Accordingly, consent of the members is sought by way of an Ordinary Resolution as set out in Item No. 3 of the Notice for ratification of the remuneration amounting to ₹ 1.50 Lakhs plus applicable taxes and out of pocket expenses incurred in connection with the aforesaid audit.

The Board of Directors recommend the Ordinary Resolution set out in Item No. 3 for approval of the Members.

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

### Item No. 4

The Board of Directors of the Company, on recommendation of the Nomination and Remuneration Committee, had appointed Ms. Isabelle Delphine Hoepfner (DIN 08598846) as an Additional Director on the Board of the Company from 4<sup>th</sup> November 2019, who holds office upto the date of this Annual General Meeting of the Company. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 from a member proposing the candidature of Ms. Isabelle Hoepfner for her appointment to the office of Non-Executive Director.

Brief profile of Ms. Isabelle Delphine Hoepfner is annexed to this Notice.

The Board of Directors consider her association would be of immense benefit to the Company and it is desirable to avail her services as Director of the Company. Accordingly, the Board recommends the Ordinary Resolution for appointment of Ms. Isabelle Delphine Hoepfner as set out in Item No. 4 for approval of the Members of the Company.

Except for Ms. Isabelle Delphine Hoepfner 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 this resolution.

### Item No. 5

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, had appointed Ms. Padmasudha Chandrasekhar (DIN 01843592) as an Additional Director (Independent) on the Board of the Company from 1<sup>st</sup> April 2020, who holds office upto the Annual General Meeting. On the recommendation of the Nomination and Remuneration Committee, the Board of Directors have recommended the appointment of Ms. Padmasudha Chandrasekhar as an Independent Non-Executive Director for a term of five consecutive years commencing from 1<sup>st</sup> April 2020, subject to approval of the Members of the Company.

Ms. Padmasudha Chandrasekhar fulfils the conditions specified in the Companies Act, 2013 ("Act") and the rules framed thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for appointment as an Independent Director and that she is Independent of the Management. The Board believes that Ms. Padmasudha Chandrasekhar's induction on the Board will support in broadening the overall expertise of the Board and will bring wide experience in areas of technology, sales and marketing.

The Company has received declaration from Ms. Padmasudha Chandrasekhar confirming that she meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Act and Regulation 16(1)(b) of the Listing Regulations. She has also given her consent to act as an Independent Director of the Company. In terms of Regulation 25(8) of the Listing Regulations, she has confirmed that she is not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties.

Brief profile of Ms. Padmasudha Chandrasekhar and her other directorships has been included in this Notice.

The Company has received a notice in writing pursuant to Section 160 of the Act from a Member proposing the candidature of Ms. Padmasudha Chandrasekhar for her appointment to the office of Independent Director. Copies of the draft letter for appointment as Independent Director setting out the terms and conditions will be available for electronic inspection without any fee by the members.

The Board of Directors recommend the Ordinary Resolution for appointment of Ms. Padmasudha Chandrasekhar as set out in Item No. 5 for approval of the Members of the Company.

Except for Ms. Padmasudha Chandrasekhar 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 this resolution.



**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 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 13<sup>th</sup> February 2020, have accorded approval to enter into contracts/arrangements/transactions with SGIPL for an aggregate amount upto ₹100 Crores (Rupees One Hundred Crores) during the financial year ending 31<sup>st</sup> March 2021.

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 not vote to approve 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. Santhanam, Director, is the Chairman and Managing Director of SGIPL.
Material terms of the contract/ arrangements/ transactions	Purchase, sale or transfer products, goods, consumables, materials, assets, services and 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 of Directors is of the opinion that the transactions of the purchase, sale or transfer of products, goods, consumables, materials, assets, services and obligations from/to SGIPL are in the best interests of the Company.

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

Mr. Santhanam is interested and concerned as the Chairman and Managing Director of SGIPL. None of the other Directors or Key Managerial Personnel or their relatives are concerned or interested in this resolution.

By Order of the Board of Directors

**Rukmini Subramanian**  
Company Secretary

11<sup>th</sup> May 2020

**Registered Office:**

Plot No. 616 & 617, Village Kuruli,

Pune-Nashik Road, Chakan,

Pune 410 501, Maharashtra.

Tel: +91 2135 676 400/01

Fax: +91 2135 676 444

Email: [sekurit.investors@saint-gobain.com](mailto:sekurit.investors@saint-gobain.com)

Website: [www.sekuritindia.com](http://www.sekuritindia.com)

Corporate Identity Number: L26101MH1973PLC01836

## ANNEXURE TO THE NOTICE

### DETAILS OF DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT AT THE ANNUAL GENERAL MEETING

Name of the Director	Mr. Santhanam	Ms. Isabelle Delphine Hoepfner	Ms. Padmasudha Chandrasekhar
Director Identification Number	00494806	08598846	01843592
Date of Birth	2 <sup>nd</sup> March 1957	16 <sup>th</sup> June 1974	16 <sup>th</sup> November 1962
Age	63 years	46 years	58 years
Date of appointment	1 <sup>st</sup> April 2019	4 <sup>th</sup> November 2019	1 <sup>st</sup> April 2020
Qualification	B.Tech in Civil Engineering from Indian Institute of Technology, Madras; Post-Graduation in Management from Indian Institute of Management, Ahmedabad.	Masters in Law.	B Tech from Indian Institute of Technology, Bombay and Post Graduation in Management from Indian Institute of Management, Ahmedabad.
Brief Resume including experience	Mr. Santhanam is the founder Managing Director of the Glass business of Saint-Gobain India Private Limited. Mr. Santhanam started his career with Grindwell Norton Limited in 1981 and served in various positions.	Ms. Isabelle has wide experience in the field of legal field including competition law, anti-bribery and economic sanctions She is the Vice President-Legal Affairs of High Performance Solutions sector of Compagnie de Saint-Gobain.	Ms. Padmasudha has over 30 years of experience, primarily in Technology sector in various leadership roles. She cofounded a technology software company in customer interaction management, handling sales, customer support and organisation building. She has worked in various industries such as FMCG, EPG and IT.
Expertise in specific functional role	Business Strategy, Engineering, Operations, General Management, Manufacturing, Marketing and Product Management, Information Technology.	Legal.	Technology, Sales and Marketing.
Terms and conditions of appointment/ reappointment	Non-Executive Director, liable to retire by rotation.	Non-Executive Director, liable to retire by rotation.	Independent Director for five consecutive years from 1 <sup>st</sup> April 2020.
Number of Meetings of Board attended during the year	1 (4 held)	None (1 held)	Not Applicable
Directorships held in other listed companies (excluding foreign companies and Section 8 companies)	Grindwell Norton Limited Titan Company Limited	None	None
Memberships/Chairmanships of committees of other Companies (included only Audit Committee and Stakeholders' Relationship Committee)	Audit Committee - Titan Company Limited (Member) Stakeholders Relationship Committee - Titan Company Limited (Chairman) Stakeholders Relationship Committee – Grindwell Norton Limited (Member)	None	None
Number of shares held in the Company	Nil	Nil	Nil
Remuneration last drawn	Nil	Nil	Nil

Mr. Santhanam, Ms. Isabelle Delphine Hoepfner and Ms. Padmasudha Chandrasekhar, Directors, do not have any relationship with any other Director or Key Managerial Personnel of the Company in terms of the Companies Act, 2013.