



Saint-Gobain Sekurit India Limited  
Registered Office & Works : Plot No. 616, Village Kuruli,  
Pune-Nashik Road, Chakan, Dist, Pune - 410 501  
Tel : 91-2135-676 400/01 Fax : 91-2135-676 444

July 1, 2024

**BSE Limited**  
**Phiroze Jeejeebhoy Towers**  
**Dalal Street**  
**Fort**  
**Mumbai 400 001**

**Scrip Code No. 515043**

Dear Sir/Madam,

**Sub: Notice of the Annual General Meeting**

Please find enclosed the Notice of the 51<sup>st</sup> Annual General Meeting (“AGM”) of the Company, scheduled to be held on Friday, July 26, 2024, at 11:00 a.m. IST through Video Conference (“VC”)/ Other Audio-Visual Means (“OAVM”). This Notice, along with the Annual Report of the Company, is being sent through electronic mode to the Members who have registered have registered their email addresses with the Company/Depositories.

The Notice is also available on the Company’s website, [www.sekuritindia.com/investor\\_information](http://www.sekuritindia.com/investor_information).

Yours faithfully,  
For **Saint-Gobain Sekurit India Limited**

**Girish T. Shajani**  
**Company Secretary**  
**Membership No. A 22547**

**Encl: As above.**

## NOTICE

Notice is hereby given that the 51<sup>st</sup> Annual General Meeting of the Members of Saint-Gobain Sekurit India Limited will be held on Friday, July 26, 2024 at 11:00 a.m. IST through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"), 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 March 31, 2024, together with the reports of the Board of Directors and the Auditors thereon.
2. To declare a dividend on Equity Shares for the financial year ended March 31, 2024.
3. To appoint a Director in place of Mr. B. Santhanam (Director Identification No.00494806), who retires by rotation and, being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

#### 4. Appointment of Dr. Sundar Parthasarathy as an Independent Director of the Company

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

**"RESOLVED THAT** Dr. Sundar Parthasarathy (Director Identification No. 00119337), who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, as an Additional Director (Non-Executive, Independent) of the Company with effect from May 5, 2024, in terms of Section 161 of the Companies Act, 2013 ("Act") read with related Rules (including any statutory modification(s), amendment(s), variation(s), or re-enactment(s) thereof, for the time being in force) and Articles of Association of the Company, who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149 and 152 of the Act, read with Schedule IV and other applicable provisions of the Act (including any statutory modification(s), amendment(s), variation(s), or re-enactment(s) thereof, for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended, and the Articles of Association of the Company, the appointment of Dr. Sundar Parthasarathy, who meets the criteria of independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, and who has submitted a declaration to that effect, and who is eligible for appointment, be and is hereby appointed, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) years commencing May 5, 2024 up to May 4, 2029.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or a Committee thereof be and are hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

#### 5. Appointment of Mr. Hari Singudasu as a Director of the Company

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

**"RESOLVED THAT** Mr. Hari Singudasu (Director Identification No. 10455516), who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, as an Additional Director of the Company with effect from May 5, 2024 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with related Rules (including any statutory modification(s), amendment(s), variation(s), or re-enactment(s) thereof, for the time being in force) and Articles of Association of the Company, and who is eligible for appointment and who has consented to act as a Director and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or a Committee thereof be and are hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper and expedient to give effect to this resolution."



**6. Appointment of Mr. K.S. Gopalakrishnan as a Director of the Company**

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

**“RESOLVED THAT** Mr. K.S. Gopalakrishnan (Director Identification No. 10601515), who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, as an Additional Director of the Company with effect from May 5, 2024 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) and any other applicable provisions, if any, of the Companies Act, 2013 (“Act”) (including any statutory modification(s), amendment(s), variation(s), or re-enactment(s) thereof, for the time being in force) and Articles of Association of the Company, and who is eligible for appointment and who has consented to act as a Director and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or a Committee thereof be and are hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

**7. Appointment of Mr. K.S. Gopalakrishnan as Managing Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 read along with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013, (“Act”) (including any statutory modification(s), amendment(s), variation(s), or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended and Articles of Association of the Company and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of Members of the Company, be and is hereby accorded for appointment of Mr. K.S. Gopalakrishnan (Director Identification No. 10601515) as the Managing Director of the Company for a period of three (3) years with effect from May 5, 2024 up to May 4, 2027, not liable to retire by rotation, upon the terms and conditions set out in the Statement pursuant to Section 102 of the Act annexed to the Notice convening this Annual General Meeting (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. K.S. Gopalakrishnan.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or a Committee thereof be and are hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

**8. Ratification of Remuneration to Cost Auditor of the Company**

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 any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s), amendment(s), variation(s), or re-enactment(s) thereof, for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended, the remuneration of ₹1,70,000/- (Rupees one lakh seventy thousand only) plus applicable taxes and out of pocket expenses at actuals payable to Mr. G. Thangaraj, Cost Accountant (Registration No. M5997), who is appointed by the Board of Directors as Cost Auditor of the Company to conduct the audit of the cost records maintained by the Company for the financial year ending March 31, 2025, be and is hereby ratified and confirmed.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or a Committee thereof be and are hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

**9. Approval of Material Related Party Transactions**

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

**“RESOLVED THAT** pursuant to Regulations 2(1)(zc), 23(4) and any other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended, and the applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder (including any statutory modification(s), amendment(s), variation(s), or re-enactment(s) thereof, for the time being in force) and

other applicable laws/ statutory provisions and based on the approval of the Audit Committee, the approval of the Members be and is hereby accorded to the Board of Directors of the Company ('the Board', which term shall be deemed to include the Audit Committee), to continue with the existing contract(s)/ arrangement(s)/ transaction(s) and/or enter into/ execute new contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or series of transactions taken together or otherwise), in the ordinary course of business and at arms' length basis, on such terms and conditions as may be agreed between the Company and Saint-Gobain India Private Limited, a related party in terms of the Listing Regulations and the Act, for purchase, sale or transfer of products, goods, consumables, materials, assets, services, obligations and other transactions for the purpose of business during the financial year ending March 31, 2025, for an aggregate amount not exceeding ₹150 Crores (Rupees one hundred and fifty crores), as detailed in the Statement pursuant to Section 102 and other provisions of the Act read with related Rules, annexed to the Notice convening this Annual General Meeting.

**RESOLVED FURTHER THAT** the Board of Directors of the Company ('the Board', which term shall be deemed to include the Audit Committee) be and is hereby authorised to perform and execute all such acts, deeds, matters and things, including delegation of all or any of the power(s) conferred herein, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto, and also to settle any issue, question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem fit or desirable, subject to compliance with the applicable laws and regulations, without the Board being required to seek any further consent/approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects."

By Order of the Board of Directors

**Girish T. Shajani**  
Company Secretary  
Membership No. A22547

Mumbai, May 13, 2024

**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 :**

- (a) Pursuant to General Circulars No.14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020, No.20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021, No. 2/2022 dated May 5, 2022 and No. 10/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars'), the Company is convening the 51<sup>st</sup> Annual General Meeting ("AGM") through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue.

Further, Securities and Exchange Board of India ("SEBI"), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and October 7, 2023 ("SEBI Circulars") and other applicable circulars issued in this regard, have provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In compliance with the applicable provisions of the Companies Act, 2013 ("Act"), the Listing Regulations and MCA Circulars, the 51<sup>st</sup> AGM of the Company is being held through VC/OAVM on Friday, July 26, 2024 at 11:00 a.m. IST. The registered office of the Company shall be deemed venue of the AGM.

- (b) As per the provisions of Clause 3.A.II. of the General Circular No.20/2020 dated May 5, 2020, the matters of Special Business as appearing at Item Nos. 4 to 9 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.
- (c) The Statement pursuant to Section 102(1) of the Act, relating to Special Business to be transacted at the 51<sup>st</sup> AGM, and the details, as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2") issued by The Institute of Company Secretaries of India, in respect of Directors seeking appointment/reappointment at the AGM are also annexed.
- (d) 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 the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by Members during the AGM. All documents referred to in the Notice and Explanatory Statement will also be available for electronic inspection without any fees by the Members from the date of circulation of this Notice up to the date of AGM i.e. Friday, July 26, 2024. Members can write to the Company Secretary at [sekurit.investors@saint-gobain.com](mailto:sekurit.investors@saint-gobain.com).
- (e) In compliance with the aforesaid Circulars, Notice of the AGM along with the Annual Report 2023-24 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/DPs. Members may note that this Notice and Annual Report 2023-24 will also be available on the Company's website, [www.sekuritindia.com](http://www.sekuritindia.com), websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of KFin Technologies Private Limited ("KFinTech") at <https://evoting.kfintech.com>.
- (f) The Company has engaged the services of KFin Technologies Private Limited as the authorized agency for conducting the AGM through VC/OAVM and providing e-Voting facility.
- (g) Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- (h) **Pursuant to the provisions of the Act, 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 this AGM is being held pursuant to the Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip and Route Map of AGM are not annexed to this Notice.**
- (i) The Register of Members and Share Transfer Books of the Company will be closed from Saturday, July 20, 2024 to Friday, July 26, 2024 (both days inclusive).
- (j) If the Dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend will be made on or from Tuesday, July 30, 2024, as under:
- to all Beneficial Owners in respect of shares held in dematerialised form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and Central Depository Service (India) Limited ("CDSL") as of the close of business hours on Friday, July 19, 2024.
  - to all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on Friday, July 19, 2024.

- (k) In order to enable the Company to remit dividend, as and when declared, electronically through National Electronic Clearing Services (“NECS”), National Electronic Fund Transfer (“NEFT”), etc. Members are requested to provide/update details of their bank accounts indicating the name of the bank, branch, account number, nine-digit MICR code and IFSC code (as appearing on the cheque) along with photocopy of the cheque/cancelled cheque. The said information should be submitted to the Company/Registrar and Transfer Agents (“RTA”) if the shares are held in physical form and to the concerned Depository Participants (“DP”), if the shares are held in electronic form.
- (l) Members holding shares:
  - (a) In electronic (Demat) form, are advised to inform the particulars of their Bank Account, change of address and E-mail ID to their respective DP only. The Company or its RTA i.e. Link Intime India Private Limited (“Link Intime” or “RTA”) cannot act on any request received directly from the Members holding shares in demat mode for changes in any bank mandates or other particulars etc., and such instructions are required to be given directly by the Members to their DP.;
  - (b) In physical form, are advised to inform the particulars of their bank account, change of address and e-mail ID to the RTA in the prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3,2021.
- (m) As an on-going measure to enhance to ease of doing business for investors in the securities market, the SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, mandated the following:
  - (a) Furnishing of PAN, KYC details including contact details, bank details, specimen signature and nomination by holders of physical securities;
  - (b) Compulsory linking of PAN and AADHAR by all the holders of physical securities.

In case of any of the aforesaid information/documents are not provided earlier, the holders of physical shares of the Company are required to furnish the same to the Company or its RTA i.e. Link Intime India Private Limited at the earliest. Members holding shares in dematerialised form are requested to submit the details to their respective DP.

- (n) Members who have not registered their email ID so far are requested to register the same with DP/RTA for receiving all the communications including Annual Reports, Notices etc. electronically.
- (o) Pursuant to SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018, and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018 and pursuant to Regulation 40 of the Listing Regulations, it has been mandated by SEBI that, request(s) for effecting transfer of securities, shall not be processed by the listed entity unless the securities are held in dematerialised form with a Depository. In view of the above and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. It may be noted that any service request can be processed only after the Folio is KYC Compliant.

Further, as an on-going measure to enhance the ease of dealing in securities market by the investors, the SEBI has, vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 and SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/65 dated May 18, 2022 mandated that the listed companies shall issue the securities in dematerialised form only while processing the following service request:

The information in respect of the dividend (s) is as follows:

Nature/Details of Request	Required Form
Issue of duplicate securities certificate	Form No. ISR-4 (along with relevant documents)
Claim from unclaimed suspense account	
Renewal/Exchange of securities certificate	
Endorsement	
Sub-division/Splitting of securities certificate	
Consolidation of securities certificates/folios	
Transposition	Form No. ISR-5 (along with relevant documents)
Transmission	

Shareholders shall submit the above-mentioned services request vide duly-filled-in Form ISR-4 or ISR-5 as applicable along with requisite documents.

The forms for updation of PAN, KYC, details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13 and the said SEBI Circular are available on our website [www.sekuritindia.com/investor information/shareholder information/intimation to shareholders](http://www.sekuritindia.com/investor information/shareholder information/intimation to shareholders). In view of the above, we urge Members holding shares in physical form to submit the required forms along with the supporting



documents at the earliest. Members who hold shares in dematerialized form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs.

In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holding to dematerialised form. Members can contact the Company or Company's RTA, for assistance in this regard.

- (p) SEBI vide Circular Nos. SEBI/HO/ OIAE/OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE\_IAD-1/P/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a Common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned Circulars, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investor can initiate dispute resolution through the ODR Portal, <https://smartodr.in/login>.
- (q) Members holding shares in physical form in identical order of names, in more than one folio are requested to send to the Company or Link Intime, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be issued to such Members after making requisite changes thereon.
- (r) In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
- (s) 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 on or before Tuesday, July 23, 2024, through email on [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.
- (t) Transfer of unclaimed/unpaid amounts to the Investor Education and Protection Fund ("IEPF"):

Pursuant to Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), dividend, if not claimed for a consecutive period of seven years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF").

The information in respect of the dividend is as follows:

Financial Year	Date of declaration of Dividend	Due date for transfer to IEPF
2020-21	July 29, 2021	September 1, 2028
2021-22	August 8, 2022	October 4, 2029
2022-23	July 28, 2023	August 28, 2030

The Members who are yet to encash their dividend are advised to send requests for duplicate dividend warrants in case they have not received/ not encashed the dividend warrants for any of the above mentioned financial years and/ or send for revalidation of the un-encashed dividend warrants still held by them to Mr. Girish T. Shajani, Company Secretary or [rrt.helpdesk@linkintime.co.in](mailto:rrt.helpdesk@linkintime.co.in) of Link Intime.

- (u) Pursuant to Finance Act 2020, dividend income is taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from the dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof. The shareholders are requested to update their PAN with the DP (if shares are held in electronic form) and Company/ Link Intime (if shares are held in physical form).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G / 15H, to avail the benefit of non-deduction of tax at source by e-mail to [saintgobaindivtax@linkintime.co.in](mailto:saintgobaindivtax@linkintime.co.in) or update the same at the link <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> on or before Friday, July 19, 2024. Shareholders are requested to note that in case their PAN is not registered or linked with Aadhar, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders [including Foreign Institutional Investors ("FIIs")/Foreign Portfolio Investors ("FPIs")] can avail of beneficial rates under the tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose, the shareholder may submit the above documents (PDF/JPG Format) by e-mail to [saintgobaindivtax@linkintime.co.in](mailto:saintgobaindivtax@linkintime.co.in) or update the same at the link <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html>. The aforesaid declarations and documents need to be submitted by the shareholders on or before Friday July 19, 2024.

**Instructions for e-Voting and joining the AGM are as follows:**

**AGM PARTICIPATION AND VOTING THROUGH ELECTRONIC MEANS**

**Instructions for e-Voting:**

- i. In compliance with provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (“SS-2”) issued by The Institute of Company Secretaries of India, the Members are provided with the facility to cast their vote electronically, through the e-Voting services (“remote e-Voting”) provided by KFintech on all the resolutions set forth in this Notice.
- ii. The remote e-Voting period shall commence on Tuesday, July 23, 2024 (9:00 a.m. IST) and will ends on Thursday, July 25, 2024 (5:00 p.m. IST). During this period Members of the Company holding shares either in physical form or in dematerialised form as on the cut-off date, Friday, July 19, 2024 may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by KFintech after Thursday, July 25, 2024 (5:00 p.m. IST). Those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the AGM. A Member will not be allowed to vote again on any Resolution on which vote has already been cast.
- iii. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@kfintech.com](mailto:evoting@kfintech.com). However, if a person is already registered with KFintech for remote e-Voting then the existing User-ID and password can be used for casting the vote.
- iv. Members who have cast their vote by remote e-Voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote on such resolution again.
- v. The procedure and instructions for remote e-Voting are as follows:

**Login method for remote e-Voting for Individual shareholders holding securities in demat form**

Pursuant to SEBI circular no. SEBI/HO/ CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (“ESP”) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.

Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.

Individual Shareholders holding securities in demat form with NSDL	Individual Shareholders holding securities in demat form with CDSL
<p><b>1. User already registered for IDeAS facility</b></p> <ol style="list-style-type: none"> <li>i. URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>ii. Click on the “Beneficial Owner” icon under ‘IDeAS’ section</li> <li>iii. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</li> <li>iv. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period</li> </ol>	<p><b>1. Existing user who have opted for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>i. URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>ii. Click on New System Myeasi</li> <li>iii. Login with user id and password</li> <li>iv. Option will be made available to reach e-Voting page without any further authentication</li> <li>v. Click on e-Voting service provider name to cast your vote</li> </ol>
<p><b>2. User not registered for IDeAS e-Services</b></p> <ol style="list-style-type: none"> <li>i. To register click on link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>ii. Select “Register Online for IDeAS”</li> <li>iii. Proceed with completing the required fields</li> </ol>	<p><b>2. User not registered for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>i. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/ EasiRegistration</a></li> <li>ii. Proceed with completing the required fields.</li> </ol>





<b>3. User not registered for IDeAS e-Services</b>	<b>3. By visiting the e-Voting website of CDSL</b>
<ul style="list-style-type: none"> <li>i. To register click on link: <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>ii. Proceed with completing the required fields</li> </ul>	<ul style="list-style-type: none"> <li>i. URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>ii. Provide demat Account Number and PAN No</li> <li>iii. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account</li> <li>iv. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress</li> </ul>
<b>4. By visiting the e-Voting website of NSDL</b>	
<ul style="list-style-type: none"> <li>i. URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a></li> <li>ii. Click on the icon “Login” which is available under ‘Shareholder/Member’ section</li> <li>iii. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen</li> <li>iv. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page</li> <li>v. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period</li> </ul>	

**Individual Shareholders (holding securities in demat form) login through their depository participants**

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**Important Note:**

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 22-23058542-43

**Login method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat form and shareholders holding securities in physical form**

- a. Open your web browser during the remote e-Voting period and navigate to “<https://evoting.kfintech.com>” .
- b. Enter the login credentials (i.e., User-id and Password) mentioned in the email. 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:-
    - EVEN (E-Voting Event Number) followed by Folio No. registered with the Company Password will be your unique password which is sent via e-mail along with the Notice of AGM.
- 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' and click on 'Saint-Gobain Sekurit India Limited'.
  - g. If you are holding shares in Demat form and had logged on to "<https://evoting.kfintech.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, enter the number of shares (which represents the number of votes as on cut-off date, Friday, July 19, 2024) 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 the Member does not indicate either "FOR" or "AGAINST", it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
  - i. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
  - j. You may then cast your vote by selecting an appropriate option and click on "Submit".
  - k. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted all the resolution(s).
  - l. Once you 'CONFIRM' your vote on the Resolution whether partially or otherwise, you will not be allowed to modify your vote.
- vi. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to access the link <https://evoting.kfintech.com> and upload a scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote and attend AGM. Also send these relevant documents to the Scrutinizer by e-mail to [scrutinizer.saintgobain@gmail.com](mailto:scrutinizer.saintgobain@gmail.com).
- vii. The voting rights of the Members shall be in proportion to the number of shares held by them in the equity share capital of the Company as on the cut-off date being July 19, 2024.
- In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
- viii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password" or "Physical User Reset Password" option available on <https://evoting.kfintech.com> to reset the password.
- ix. 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.kfintech.com> ("KFintech Website") or contact Mr. S.V. Raju, Deputy General Manager of KFin Technologies Private Limited, Selenium, Plot 31 & 32, Gachibowli Financial District, Nanakamguda, Hyderabad-500 032 or at [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com) and [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFin's toll free no. 1800 309 4001 for any further clarifications.

### Instructions for attending AGM:

1. Members may access the platform to attend the AGM through VC/OAVM at <https://emeetings.kfintech.com> by using their remote e-Voting credentials. The link for the AGM will be available in the Shareholder/Members login where the "EVENT" and the "Name of the Company" can be selected. Please note that the Members who have not registered their e-mail address or 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 this Notice. Further, Members can also use the OTP based login for logging into the e-Voting system.

If e-mail address or mobile number of the Member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.kfintech.com> the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.



2. Members who may want to express their views or ask questions at the AGM may visit <https://emeetings.kfintech.com> and click on the tab “Posting your Queries”, to post your queries in the window provided, by mentioning their name, demat account number/folio number, email ID and mobile number. The window shall remain active during the remote e-Voting period.
3. Members who may want to express their views or ask questions at the AGM may visit <https://emeetings.kfintech.com> and click on tab “Speaker Registration” during the remote e-Voting period. Members shall be provided a ‘queue number’ before the AGM.

The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM. The window shall remain active during the remote e-Voting period.

4. Facility for joining the AGM through VC/OAVM shall open 15 minutes before the time scheduled for the AGM. Facility for joining AGM will be closed on expiry of 15 minutes from the scheduled time of the AGM.
5. Facility for joining the AGM through VC/OAVM shall be available for 1,000 Members on first-come-first-served basis. However, the participation of Members holding 2% or more shares, Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Auditors are not restricted on first-come-first-served basis.
6. Members who may require any technical assistance or support before or during the AGM are requested to contact KFin Technologies Private Limited at toll free number 1800 309 4001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com).

**General Instructions for best VC experience:**

- a. **Members can participate in the AGM through their desktops/smartphones/laptops etc. However, for a better experience and smooth participation, it is advisable to join the meeting through desktops/laptops with Google Chrome/Safari/ Firefox 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.**
- x. The Board of Directors has appointed Mr. V. N. Deodhar, Practicing Company Secretary, to act as Scrutinizer, to scrutinize the voting during AGM and remote e-Voting process in a fair and transparent manner.
  - xi. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting (votes cast during the AGM and votes cast through remote e-voting) and make, not later than two working days of the conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
  - xii. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company, [www.sekuritindia.com](http://www.sekuritindia.com), and on the website of the KFinTech at <https://evoting.kfintech.com>. The results shall also be immediately forwarded to the Stock Exchange, where the equity shares of the Company are listed.

In order to enable ease of participation of the Members, we are providing below the key details regarding the Annual General Meeting:

Particulars	Details
Date and Time of AGM	Friday, July 26, 2024 at 11:00 a.m. IST
Link for live webcast of the AGM and for participation through VC/OAVM	<a href="https://emeetings.kfintech.com">https://emeetings.kfintech.com</a>
Link for remote e-Voting	<a href="https://evoting.kfintech.com">https://evoting.kfintech.com</a>
Username and Password for VC/OAVM	Members may attend the AGM through VC/OAVM by accessing the link <a href="https://emeetings.kfintech.com">https://emeetings.kfintech.com</a> by using the login credentials. Please refer the instructions forming part of the Notice of AGM
Helpline number for VC/OAVM participation and e-Voting	Contact KFin Technologies Private Limited at 1800 309 4001 or write to them at <a href="mailto:evoting@kfintech.com">evoting@kfintech.com</a>
Cut-off date for e-Voting	Friday, July 19, 2024
Time period for remote e-Voting	Tuesday, July 23, 2024 at 9:00 a.m. IST and will ends on Thursday, July 25, 2024 at 5:00 p.m. IST
Book closure dates	Saturday, July 20, 2024 to Friday, July 26, 2024 (both days inclusive)
Rate of Dividend	₹ 2/- per equity share
Dividend payment date on and from	Tuesday July 30, 2024
Cut-off date for submission of TDS on dividend related exemption forms	Friday, July 19,2024
Email ID where the TDS on dividend related exemption forms to be submitted or upload on the link	<a href="mailto:saintgobaindivtax@linkintime.co.in">saintgobaindivtax@linkintime.co.in</a> ; <a href="https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html">https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html</a>



## **ANNEXURE TO THE NOTICE**

### **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. 4:**

The Board of Directors on the recommendation of the Nomination and Remuneration Committee appointed Dr. Sundar Parthasarathy (Director Identification No. 00119337) as an Additional Director (Non-Executive, Independent) on the Board of the Company with effect from May 5, 2024.

Further, basis recommendation of the Nomination and Remuneration Committee and subject to approval of the Members, the Board, in accordance with the provisions of Section 149 read with Schedule IV to the Act, and Regulation 16 of the Listing Regulations, appointed Dr. Parthasarathy as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) years commencing from May 5, 2024 to May 4, 2029.

Dr. Parthasarathy possesses skills, expertise, knowledge and competencies in the context of the Company's business, required for the role of an Independent Director of the Company, having wide experience in Strategic Management, Project Management, Operations, Human Resources and General Management.

The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing his candidature for the office of Director. The Company has also received from Dr. Parthasarathy (i) consent in writing to act as Director (ii) intimation to the effect that he is not disqualified under Section 164(1) and 164(2) of the Act (iii) a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, (iv) declaration that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

Further, Dr. Parthasarathy has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Dr. Parthasarathy has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Dr. Parthasarathy is a person of integrity and fulfils the conditions specified under the Act read with Rules made thereunder and the Listing Regulations for his appointment as an Independent Director of the Company and he is independent of the management of the Company.

The terms and conditions of appointment of Dr. Parthasarathy is available on the website of the Company, [www.sekuritindia.com/investor\\_information>Corporate Governance>Independent Directors](http://www.sekuritindia.com/investor_information>Corporate%20Governance>Independent%20Directors).

In compliance with the provisions of Section 149 read with Schedule IV to the Act, the appointment of Dr. Parthasarathy as an Independent Director is now being placed before the Members for their approval.

Further details of Dr. Parthasarathy have been given in the Annexure to this Notice.

The Board of Directors recommends the Special Resolution set out in Item No. 4 of this Notice for approval of the Members.

Except Dr. Parthasarathy and his relatives, none of the Directors or Key Managerial Personnel or their relatives are concerned or interested in the Resolution set out in Item No. 4 of this Notice.

#### **Item No. 5:**

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Hari Singudasu (Director Identification No. 10455516) as an Additional Director of the Company with effect from May 5, 2024.

Pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company, he holds office of Additional Director up to the date of this Annual General Meeting of the Company and is eligible to be appointed as a Non-Executive Director, whose office shall be liable to retire by rotation. The Company has, in terms of Section 160(1) of the Act, received a notice in writing from a Member, proposing his candidature for the office of Director.

Further details of Mr. Hari Singudasu have been given in the Annexure to this Notice.

The Board of Directors recommends the Ordinary Resolution set out in Item No. 5 of this Notice for approval of the Members.

Except Mr. Hari Singudasu and his relatives, none of the other Directors or Key Managerial Personnel or their relatives are concerned or interested in the Resolution set out in Item No. 5 of this Notice.

**Item Nos. 6 and 7:**

The Board of Directors at its meeting held on May 4, 2024 appointed Mr. K.S. Gopalakrishnan (Director Identification No. 10601515), as an Additional Director of the Company with effect from May 5, 2024. The Board of Directors, at the same meeting, also appointed him as the Managing Director of the Company with effect from May 5, 2024, for a period of three (3) years, subject to the approval of the Members. His appointment has been recommended by the Nomination and Remuneration Committee.

As per the provisions of Section 161(1) of the Act and Articles of Association of the Company, he holds office of Additional Director up to the date of this Annual General Meeting of the Company, and is eligible to be appointed as a Director, whose office shall not be liable to retire by rotation. The Company has, in terms of Section 160(1) of the Act, received a notice in writing from a Member, proposing his candidature for the office of Director.

Further details of Mr. K.S. Gopalakrishnan have been given in the Annexure to this Notice.

The main terms and conditions of the appointment of Mr. K.S. Gopalakrishnan (hereinafter referred to as “**Managing Director**”) are given below:

**(I) Tenure of Appointment:**

The appointment of the Managing Director is for a period of three (3) years with effect from May 5, 2024 up to May 4, 2027.

**(II) Nature of Duties:**

The Managing Director shall devote his time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board of Directors from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the supervision, control and directions of the Board of Directors in connection with and in the best interests of the Company and the business of one or more of its subsidiaries and/or associated companies, including performing duties as assigned to the Managing Director from time to time.

**(III) Remuneration:**

**a) Salary:**

Salary of ₹ 7,36,136/- per month.

The annual increment of maximum 25% which will be effective from January 1, of each year, will be decided by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee (“NRC”).

**b) In addition to the above mentioned Salary, the Managing Director is eligible for the following Benefits, Perquisites and Allowances:**

- Medclaim / Hospitalisation cover for self and family, one Company-maintained car with driver, reimbursement of mobile and telephone expenses and housing loan facility as per the Rules of the Company.
- Other perquisites and allowances including leave travel allowance and/or other allowances, personal accident and term life insurance for self.
- Contribution to Provident Fund, Superannuation Fund or Annuity Fund, National Pension Fund and Gratuity Fund as per the Rules of the Company.
- Leave and encashment of unavailed leaves as per the Rules of the Company.

**c) Performance Linked Incentives:**

In addition to the Salary, Benefits, Perquisites and Allowances, Mr. K.S. Gopalakrishnan may be paid such remuneration by way of annual Performance Linked Incentives. This performance linked incentives would be payable subject to the achievement of certain performance criteria and such other parameters as may be considered appropriate from time to time by the Board.

An indicative list of factors that may be considered for determination of the extent of the Performance Linked Incentives by the Board (supported by the NRC) are:

- Company performance on certain defined qualitative and quantitative parameters as may be decided by the Board from time to time,
- Performance of the individual

Incentive linked to performance of the Company against annual objective to the tune of 55% maximum of the total Gross Annual Compensation.



**d) Commission:**

The Managing Director is not eligible for remuneration by way of commission.

**(IV) Minimum Remuneration:**

Notwithstanding anything to the contrary herein contained, wherein any financial year during the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Benefits, Perquisites and Allowances subject to further approvals as required under Schedule V of the Companies Act, 2013, or any modification(s) thereto.

**(V) Other Terms of Appointment:**

- i. The Managing Director shall not become interested or otherwise concerned, directly or through his spouse and /or children, in any selling agency of the Company.
- ii. The terms and conditions of the appointment of the Managing Director may be altered and varied from time to time by the Board of Directors as it may, in its discretion deems fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board of Directors and the Managing Director, subject to such approvals as may be required.
- iii. The agreement may be terminated by either party by giving to the other party six months' notice of such termination or the Company paying six months' remuneration in lieu thereof.
- iv. The terms and conditions of appointment of the Managing Director also include a clause pertaining to adherence with the Principles of Conduct and Action and the Company's Code of Conduct, non-solicitation and maintenance of confidentiality.
- v. No sitting fees shall be paid to the Managing Director for attending the meetings of the Board of Directors or Committees thereof.
- vi. The Managing Director shall not be liable to retire by rotation.

The terms and conditions of his appointment, would be embodied in an agreement to be entered into between the Company and Mr. K.S. Gopalakrishnan.

Mr. K.S. Gopalakrishnan does not have any relationship with any Director or Key Managerial Personnel of the Company in terms of the Act.

The Board of Directors recommends the Ordinary Resolution set out in Item No. 6 and Special Resolution set out in Item No. 7 of the Notice for approval of the Members.

Except Mr. K.S. Gopalakrishnan and his relatives, none of the other Directors or Key Managerial Personnel or their relatives are concerned or interested in the Resolutions set out in Item Nos. 6 and 7 of this Notice.

The Particulars of the information, pursuant to the provisions of Schedule V, Part II, Section II, clause (B) of the Act are as under:

**I. General information:**

**(1) Nature of industry**

Saint-Gobain Sekurit India Limited ("SGSIL") is a subsidiary of Compagnie de Saint-Gobain ("Saint-Gobain"), a transnational group with its headquarters in Paris and with sales of Euros 47.94 billion in 2023. Saint-Gobain's businesses fall into two broad areas: regional construction or building related businesses and global businesses providing High Performance Solutions. SGSIL's business is part of High Performance Solutions. SGSIL is in the business of processing of glasses to manufacture windshields for the automobile section.

**(2) Date or expected date of commencement of commercial production**

Not applicable (Company is an existing Company).

**(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus**

Not Applicable.

**(4) Financial performance based on given indicators**

(₹ in Lakhs)

	2023-24	2022-23
Revenue from operations	20,069.97	18,631.66
Operating Profit	4,316.92	3,922.40
Profit before tax	4,267.92	3,882.21
Tax Expense	1,144.58	995.02
Profit after Tax	3,123.34	2,887.19
Profit/(Loss) as computed under Section 198 of the Act	3,682	3,640

**(5) Foreign investments or collaborations, if any**

Not Applicable.

**II. Information about the appointee:**

**(1) Background details**

Mr. K.S. Gopalakrishnan has been part of the Saint-Gobain Group since May 1990, having 34 years of extensive experience. In his most recent role at Saint-Gobain, he served as the General Manager overseeing the Coated and Superabrasives business.

**(2) Past remuneration**

Not Applicable. Mr. K.S. Gopalakrishnan (Director Identification No. 10601515) is being appointed as the Managing Director of the Company for a period of three (3) years with effect from May 5, 2024 up to May 4, 2027.

**(3) Recognition or awards**

Nil.

**(4) Job profile and his suitability**

The Board of Directors is of the opinion that the services of Mr. K.S. Gopalakrishnan are essential for smooth and efficient operation of the Company.

Mr. K.S. Gopalakrishnan joined Grindwell Norton Limited in May, 1990 from the campus, as Graduate Engineer Trainee. He commenced his career in Customer facing roles in Abrasives and progressively took responsibilities including Business Head for Super Abrasives, Factory Manager, Business Head for Thin Wheels, General Manager for Saint-Gobain Crystals and General Manager responsible for Coated and Superabrasives business. He brings in 34 years of experience in Saint-Gobain.

**(5) Remuneration proposed**

As mentioned above.

**(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)**

Mr. K.S. Gopalakrishnan has been part of the Saint-Gobain Group since May 1990, having 34 years of extensive experience. His respective skill sets and experience place him in at a correspondingly equivalent position commensurate with major diversified Companies in India. Considering the general industry and the specific company profile the proposed remuneration is in line with the industry levels and that of comparatively placed Companies in India.

**(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel (or other director), if any**

Mr. K.S. Gopalakrishnan has a relationship with the Company as Managing Director only. He does not hold any shares in the Company and does not have any other pecuniary relationship.

**III. Other information:**

- (1) Reasons of loss or inadequate profits - Nil
- (2) Steps taken or proposed to be taken for improvement - Nil
- (3) Expected increase in productivity and profits in measurable terms - Nil





**Item No. 8:**

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment and remuneration of Mr. G. Thangaraj, Cost Accountant, (Registration No. M5997), as “Cost Auditor” of the Company, to conduct the audit of the cost records maintained by the Company for the financial year ending March 31, 2025.

In accordance with the provision of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 8 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2025.

The Board of Directors recommends the Ordinary Resolution set out in Item No.8 of this Notice, for approval of the Members.

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested in the Resolution set out in Item No. 8 of this Notice.

**Item No. 9:**

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 SGIPL are deemed to be “material” in nature, as per the Regulation 23 of the Listing Regulations.

All Independent Directors of the Audit Committee and the Board of Directors at their respective meetings held on January 30, 2024, have accorded approval to enter into contracts/arrangements/transactions with SGIPL for an aggregate amount up to ₹150 Crores (Rupees one hundred and fifty crores) during the financial year ending March 31, 2025.

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 resolution.

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

Particulars	Information
Name of the Related Party	Saint-Gobain India Private Limited (“SGIPL”)
Nature of Relationship (including nature of its concern or interest financial or otherwise)	Indian Promoter (holding 26.74% of the paid-up Equity Share Capital of the Company)
Type of Proposed Transaction	Purchase, sale or transfer of products, goods, consumables, materials, assets, services and obligations from/to SGIPL
Tenure or proposed transaction	April 1, 2024 to March 31, 2025
Value of proposed transaction and percentage of SGSIL annual turnover	Not exceeding ₹ 150 Crores 75% of Turnover of the Company as on March 31, 2024
Name of the Director(s) or Key Managerial Personnel who is related	Mr. B. Santhanam, Director, is the Chairman and Managing Director of SGIPL Mr. Hari Singudasu, Additional Director, is the Director of SGIPL
Material terms of the contract/arrangements/transactions	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry towards purchase, sale or transfer of products, goods, consumables, materials, assets, services and obligations from/to SGIPL
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 the 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. Since SGIPL sources the raw material and manufactures the glass at the larger volumes, your Company is able to take advantage of the large volumes at a better negotiated price for its comparatively smaller volume.

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 Directors recommends the Ordinary Resolution set out in Item No. 9 of this Notice for the approval of the Members. Mr. B. Santhanam is interested and concerned as the Chairman and Managing Director of SGIPL and Mr. Hari Singudasu is also interested and concerned as the Director of SGIPL.

None of the other Directors or Key Managerial Personnel or their relatives are concerned or interested in the Resolution set out in Item No. 9 of this Notice.

By Order of the Board of Directors

**Girish T. Shajani**  
Company Secretary  
Membership No. A22547

Mumbai, May 13, 2024

**Registered Office:**

Plot No. 616 & 617, Village Kuruli  
Pune-Nashik Road, Chakan  
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Website: [www.sekuritindia.com](http://www.sekuritindia.com)  
Corporate Identity Number: L26101MH1973PLC018367



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

**Item No. 3:**

<b>Name of the Director</b>	<b>Mr. B. Santhanam</b>
Director Identification Number	00494806
Date of Birth	March 2, 1957
Age	67 years
Date of first appointment on the Board	April 1, 2019
Qualification	B.Tech in Civil Engineering from Indian Institute of Technology, Madras and Post Graduation in Management from Indian Institute of Management, Ahmedabad
Brief Resume including experience	Mr. B. Santhanam joined Grindwell Norton Limited as a Management Trainee in 1980 and served in various capacities over 18 years. He headed the Sales and Marketing function of Abrasives before moving to the newly formed Group company Saint-Gobain Glass in 1997 as its founder Managing Director. He was instrumental in the Group's investment of over INR 6,000 crores in Flat Glass to create a Pan India manufacturing footprint. Since July 1, 2021, Mr. Santhanam is CEO of Saint-Gobain APAC and India Region and Member of Global Executive Committee of Saint-Gobain, France. Mr. Santhanam has been an elected Member of CII National Council from 2006 to 2019. He has served as the Chairman of CII Southern Region in 2013-14 and as the President of Employers' Federation of India in 2009-10. He has helped to create and develop the "India Women Network" (IWN) under CII and played an active role in shaping India's policies in Human Resources, Skill Development, Sustainability, Manufacturing and Digitization. He has received a number of other awards and recognitions including: Distinguished Alumnus of IIT-Madras in 2004; "les Arches de la Croissance" (Arches of Growth) for Innovation and Growth in 2005; "CEO of the Year" by the National Human Resource Development Network in 2008
Expertise in specific functional role	Business Strategy, Engineering, General Management, Operations, Information Technology, Manufacturing Marketing Management and Project Management
Terms and Condition of Appointment	As per resolution passed by the Members at the Annual General Meeting held on August 8, 2022. Mr. B. Santhanam was re-appointed as a Non-Executive Director, liable to retire by rotation  As per Item No. 3 of the Notice, the approval of the Members is sought for his re-appointment as a Non-Executive Director of the Company, liable to retire by rotation
Remuneration last drawn (including sitting fees, if any)	Nil
Remuneration proposed to be paid	No Remuneration is payable
Relationship with other Directors/Key Managerial Personnel	Not related to any Director/Key Managerial Personnel
Number of meetings of the Board attended during the year	4
Directorships held in other listed companies (excluding foreign companies and Section 8 companies) as on March 31, 2024	<ul style="list-style-type: none"> <li>• Grindwell Norton Limited</li> <li>• Titan Company Limited</li> </ul>
Memberships/Chairmanships of Committees of other listed companies (includes only Audit Committee and Stakeholders Relationship Committee) as on March 31, 2024	<p><b>Grindwell Norton Limited</b></p> <ul style="list-style-type: none"> <li>• Audit Committee - Member</li> <li>• Stakeholders Relationship Committee - Member</li> </ul> <p><b>Titan Company Limited</b></p> <ul style="list-style-type: none"> <li>• Stakeholders Relationship Committee - Chairman</li> <li>• Audit Committee - Member</li> </ul>
Number of equity shares held in the Company as on March 31, 2024	Nil

## Item No. 4:

Name of the Director	Dr. Sundar Parthasarathy
Director Identification Number	00119337
Date of Birth	May 10, 1964
Age	60 years
Date of first appointment on the Board	May 5, 2024
Qualification	B.E., PhD
Brief Resume including experience	Dr. Sundar Parthasarathy obtained his Bachelor of Engineering in Mechanical Engineering from Delhi College of Engg. and holds a PhD in international business and management from IIT-Bombay, Mumbai. He is also an alumnus of Leeds Univ. Business School (via UK Government's Chevening Scholarship). Dr. Parthasarathy was President & Managing Director of Otis Elevator Company and CEO & Executive Director of Cummins Sales & Services, in India. His professional experience covers sectors such as automotive, building & construction, capital goods, energy & power, and infrastructure industries. As an accredited coach, he mostly works with executives at the top management team level who are facing challenges and opportunities relating to growth and transformation. He specializes in coaching executives in top leadership positions in their career progression, particularly during transitions. He teaches as a visiting faculty at premier B-schools (IIMs, IITs, and ISB)
Expertise in specific functional role	Wide experience in Strategic Management, Project Management, Operations, Human Resources, and General Management
Skills and capabilities required for the role and the manner in which he meets such requirements	Dr. Sundar Parthasarathy possesses skills, expertise, knowledge and competencies in the context of the Company's businesses, required for the role of an Independent Director of the Company, particularly related to Strategic Management, Project Management, Operations, Human Resources, and General Management
Terms and Condition of Appointment	The Board of Directors on the recommendation of the Nomination and Remuneration Committee appointed Dr. Sundar Parthasarathy as an Additional Director (Non-Executive, Independent) on the Board of the Company with effect from May 5, 2024. Further, basis recommendation of the Nomination and Remuneration Committee and subject to approval of the Members, the Board, In accordance with the provisions of Section 149 read with Schedule IV to the Act, and Regulation 16 of the Listing Regulations, appointed Dr. Parthasarathy as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) years commencing from May 5, 2024 to May 4, 2029  As per Item No. 4 of the Notice, the approval of the Members is sought for his appointment as an Independent Director of the Company
Remuneration last drawn (including sitting fees, if any)	Nil
Remuneration proposed to be paid	Sitting Fees
Relationship with other Directors/Key Managerial Personnel	Not related to any Director/Key Managerial Personnel
Number of meetings of the Board attended during the year	Nil
Directorships held in other listed companies (excluding foreign companies and Section 8 companies) as on May 5, 2024	Nil
Memberships/Chairmanships of Committees of other listed companies (includes only Audit Committee and Stakeholders Relationship Committee) as on May 5, 2024	Nil
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	Nil
Number of equity shares held in the Company as on May 5, 2024	Nil



**Item No. 5:**

<b>Name of the Director</b>	<b>Mr. Hari Singudasu</b>
Director Identification Number	10455516
Date of Birth	May 19, 1968
Age	56 years
Date of first appointment on the Board	May 5, 2024
Qualification	PGDM (Finance) and CWA
Brief Resume including experience	Mr. Hari Singudasu holds Post Graduate Diploma in Management with Finance from IRMA, Anand and is also a graduate of Institute of Cost Accountants of India. Mr. Hari Singudasu joined Grindwell Norton Limited in 1998 and since held various roles within the organization. He served as the Vice President of Abrasives Business. Currently serves as Chief Financial Officer of Saint-Gobain, India and Grindwell Norton Limited, overseeing finance functions of all SG Businesses in India
Expertise in specific functional role	Financial Management, Strategy and Business Management
Terms and Condition of Appointment	Appointed as an Additional Director of the Company with effect from May 5, 2024, to hold office up to the date of this Annual General Meeting of the Company, and is eligible to be appointed as a Director of the Company  As per Item No. 5 of the Notice, the approval of the Members is sought for his appointment as a Non-Executive Director of the Company, liable to retire by rotation
Remuneration last drawn (including sitting fees, if any)	Nil
Remuneration proposed to be paid	No Remuneration is payable
Relationship with other Directors/Key Managerial Personnel	Not related to any Director/Key Managerial Personnel
Number of meetings of the Board attended during the year	Nil
Directorships held in other listed companies (excluding foreign companies and Section 8 companies) as on May 5, 2024	Nil
Memberships/Chairmanships of Committees of other listed companies (includes only Audit Committee and Stakeholders Relationship Committee) as on May 5, 2024	Nil
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	Nil
Number of equity shares held in the Company as on May 5, 2024	Nil

**Item Nos. 6 and 7:**

<b>Name of the Director</b>	<b>Mr. K.S. Gopalakrishnan</b>
Director Identification Number	10601515
Date of Birth	May 12, 1968
Age	56 years
Date of first appointment on the Board	May 5, 2024
Qualification	B.E.
Brief Resume including experience	Mr. K.S. Gopalakrishnan joined Grindwell Norton Limited in May 1990 from the campus, as Graduate Engineer Trainee. He commenced his career in Customer facing roles in Abrasives and progressively took responsibilities including Business Head for Super Abrasives, Factory Manager, Business Head for Thin Wheels, General Manager for Saint-Gobain Crystals and General Manager responsible for Coated and Superabrasives business. He brings in 34 years of experience in Saint-Gobain
Expertise in specific functional role	Management, Sales, Operations
Terms and Condition of Appointment	Appointed as an Additional Director of the Company with effect from May 5, 2024, he holds office of Additional Director up to the date of this Annual General Meeting of the Company, and is eligible to be appointed as a Director of the Company  He was also appointed as the Managing Director of the Company for a period of three (3) years, with effect from May 5, 2024 to May 4, 2027, subject to approval of the Members  Further, terms and conditions of his appointment, refer Item Nos. 6 and 7 of the Statement annexed to the Notice convening Annual General Meeting  As per Item Nos. 6 and 7 of the Notice, the approval of the Members is sought for his appointment as a Director and the Managing Director of the Company, not liable to retire by rotation
Remuneration last drawn (including sitting fees, if any)	Nil
Remuneration proposed to be paid	Refer Item Nos. 6 and 7 of the Statement annexed to the Notice convening Annual General Meeting
Relationship with other Directors/Key Managerial Personnel	Not related to any Director/Key Managerial Personnel
Number of meetings of the Board attended during the year	Nil
Directorships held in other listed companies (excluding foreign companies and Section 8 companies) as on May 5, 2024	Nil
Memberships/Chairmanships of Committees of other listed companies (includes only Audit Committee and Stakeholders Relationship Committee) as on May 5, 2024	Nil
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	Nil
Number of equity shares held in the Company as on May 5, 2024	Nil