



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 3, 2023

**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

The 50th Annual General Meeting (“AGM”) of the Company will be held on Friday, July 28, 2023 at 11:00 a.m. IST through Video Conference (“VC”)/ Other Audio Visual Means (“OAVM”).

Please find enclosed Notice of AGM for the financial year 2022-23, which is being sent to the Members, who have registered their email addresses with the Company/Depositories, through electronic mode.

The Notice is also available on the Company’s website, www.sekuritindia.com .

Thanking you,

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 50th Annual General Meeting of the Members of Saint-Gobain Sekurit India Limited will be held on Friday, July 28, 2023 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, 2023, 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, 2023.
3. To appoint a Director in place of Mr. Deepak Chindarkar (Director Identification No. 03573562), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. 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 other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended or re-enacted from time to time, the remuneration of ₹1,70,000/- (Rupees one lakh seventy thousand only) plus taxes and out of pocket expenses at actuals payable to Mr. G. Thangaraj, Cost Accountant (Registration No. M5997), who has been appointed by the Board of Directors on the recommendation of the Audit Committee, as the Cost Auditor of the Company to conduct the audit of the cost records for the financial year ending March 31, 2024, and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company 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."

5. 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)(c), 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time, 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, if any, each as amended from time to time, approval of the Members be and is hereby accorded to the Board of Directors of the Company to enter into contracts/arrangements/and/or enter into and/or carry out new contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), as detailed in the Explanatory Statement, in the 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 Act, for purchase, sale or transfer of products, goods, consumables, materials, assets, services and obligations during the financial year ending March 31, 2024, for an aggregate amount not exceeding ₹150 crores (Rupees one hundred and fifty crores).

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 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 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 authorised 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 15, 2023

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
Website: www.sekuritindia.com
Corporate Identity Number: L26101MH1973PLC018367

NOTES :

- (a) In 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 issued by the Ministry of Corporate Affairs (collectively referred to as “MCA Circulars”), the Company is convening the 50th 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 and January 5, 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 50th AGM of the Company is being held through VC/OAVM on Friday, July 28, 2023 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 and 5 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 50th 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 28, 2023. Members can write to the Company Secretary at sekurit.investors@saint-gobain.com.
- (e) In compliance with the aforesaid Circulars, Notice of the AGM along with the Annual Report 2022-23 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 2022-23 will also be available on the Company’s website, www.sekuritindia.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of KFin Technologies Limited (“KFinTech”) at <https://evoting.kfintech.com>.



- (f) The Company has engaged the services of KFintech 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, 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 22, 2023 to Friday, July 28, 2023 (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, August 1, 2023, 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 21, 2023.
 - 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 21, 2023.
- (k) As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. 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 Registrars and Transfer Agents, Link Intime India Private Limited (“Link Intime”), for assistance in this regard.
- (l) Pursuant to SEBI Circular no. SEBI/HO/MIRSD/MIRSDPoD-1/P/CIR/2023/37 dated March 16, 2023, issued in supersession of earlier circulars issued by SEBI bearing nos. SEBI/HO/MIRSD/MIRSD RTAMB/P/CIR/2021/655 and SEBI/HO/MIRSD/MIRSD RTAMB/P/CIR/2021/687 dated November 3, 2021 and December 14, 2021, respectively, SEBI mandated all listed companies to record PAN/Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers of holders of physical securities. **The folios wherein any one of the cited documents/details is not available on or after October 1, 2023, shall be frozen by Link Intime.**

The securities in the frozen folios shall be eligible:

- To lodge any grievance or avail of any service, only after furnishing the complete documents/details as mentioned above;
- To receive any payment including dividend, interest or redemption amount (which would be only through electronic mode) only after they comply with the above stated requirements.

The forms for updation of PAN, KYC, Bank 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. **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.** The Company has sent a letter to the Members who hold shares in physical form in relation to the above referred SEBI Circular. Members who hold shares in dematerialized form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective Depository Participant(s) (“DP”).

Further, Shareholders holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar to avoid freezing of folios. Such frozen folios shall be referred by Link Intime/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, after December 31, 2025.

- (m) Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers etc., to their 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, to provide efficient and better services.

- (n) 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.
- (o) 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.
- (p) 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 25, 2023, through email on 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.
- (q) 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 (s) 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

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 rnt.helpdesk@linkintime.co.in of Link Intime.

- (r) 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 or update the same at the link <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> by 11:59 p.m. IST on Wednesday, July 19, 2023. Shareholders are requested to note that in case their PAN is not registered, 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 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 by 11:59 p.m. IST on Wednesday, July 19, 2023.

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 25, 2023 (9:00 a.m. IST) and will end on Thursday, July 27, 2023 (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 21, 2023 may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by KFintech after Thursday, July 27, 2023 (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. 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>1. User already registered for IDeAS facility</p> <ol style="list-style-type: none"> i. URL: https://eservices.nsdl.com ii. Click on the “Beneficial Owner” icon under ‘IDeAS’ section iii. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” 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 	<p>1. Existing user who have opted for Easi/Easiest</p> <ol style="list-style-type: none"> i. URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com ii. Click on New System Myeasi iii. Login with user id and password iv. Option will be made available to reach e-Voting page without any further authentication v. Click on e-Voting service provider name to cast your vote
<p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> i. To register click on link: https://eservices.nsdl.com ii. Select “Register Online for IDeAS” iii. Proceed with completing the required fields 	<p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> i. Option to register is available at https://web.cdslindia.com/myeasi/Registration/ EasiRegistration ii. Proceed with completing the required fields.
<p>3. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> i. To register click on link: https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp ii. Proceed with completing the required fields 	<p>3. By visiting the e-Voting website of CDSL</p> <ol style="list-style-type: none"> i. URL: www.cdslindia.com ii. Provide demat Account Number and PAN Number iii. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account iv. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress
<p>4. By visiting the e-Voting website of NSDL</p> <ol style="list-style-type: none"> i. URL: https://www.evoting.nsdl.com/ ii. Click on the icon “Login” which is available under ‘Shareholder/Member’ section 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 iv. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page 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 	

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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

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

- Open your web browser during the remote e-Voting period and navigate to "<https://evoting.kfintech.com>".
- 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
- After entering these details appropriately, click on "LOGIN".
- 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.
- You need to login again with the new credentials.
- On successful login, system will prompt you to select the 'EVENT' and click on 'Saint-Gobain Sekurit India Limited'.
- 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.
- On the voting page, enter the number of shares (which represents the number of votes as on cut-off date, Friday, July 21, 2023) 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.
- Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- 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.
- 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 21, 2023.

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 Vice President - Corporate Registry of KFin Technologies Limited, Selenium, Plot 31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad-500 032 or at einward.ris@kfintech.com and evoting@kfintech.com or call 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 KFintech at toll free number 1800 309 4001 or write to them at 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, 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 28, 2023 at 11:00 a.m. IST
Link for live webcast of the AGM and for participation through VC/OAVM	https://emeetings.kfintech.com
Link for remote e-Voting	https://evoting.kfintech.com
Username and Password for VC/OAVM	Members may attend the AGM through VC/OAVM by accessing the link https://emeetings.kfintech.com 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 Limited at 1800 309 4001 or write to them at evoting@kfintech.com
Cut-off date for e-Voting	Friday, July 21, 2023
Time period for remote e-Voting	Tuesday, July 25, 2023 at 9:00 a.m. IST and will end on Thursday, July 27, 2023 at 5:00 p.m. IST
Book closure dates	Saturday, July 22, 2023 to Friday, July 28, 2023 (both days inclusive)
Last date for publishing results of the e-Voting	Sunday, July 30, 2023
Rate of Dividend	1.50/- per equity share
Dividend payment date on and from	Tuesday, August 1, 2023
Cut-off date for submission of TDS on dividend related exemption forms	Wednesday, July 19, 2023
Email ID where the TDS on dividend related exemptions forms to be submitted	saintgobaindivtax@linkintime.co.in



ANNEXURE TO THE NOTICE

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. 4

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 the “Cost Auditor” of the Company, to conduct the audit of the cost records for the financial year ending March 31, 2024.

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 at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2024.

The Board of Directors recommends the Ordinary Resolution set out at Item No.4 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 at Item No. 4 of this Notice.

Item No. 5

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 explanation to 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, 2023, have accorded approval to enter into contracts/arrangements/transactions with SGIPL for an aggregate amount upto ₹150 crores (Rupees one hundred and fifty crores) during the financial year ending March 31, 2024.

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, 2023 to March 31, 2024
Value of proposed transaction and percentage of SGSIL annual turnover	Not exceeding ₹ 150 crores 81% of Turnover of the Company as on March 31, 2023
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. Deepak Chindarkar, 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. 5 for the approval of the Members. Mr. B. Santhanam is interested and concerned as the Chairman and Managing Director of SGIPL and Mr. Deepak Chindarkar 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 at Item No. 5 of this Notice.

By Order of the Board of Directors

Girish T. Shajani
Company Secretary
Membership No. A22547

Mumbai, May 15, 2023

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
Website: www.sekuritindia.com
Corporate Identity Number: L26101MH1973PLC018367



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

Item No. 3

Name of the Director	Mr. Deepak Chindarkar
Director Identification Number	03573562
Date of Birth	October 18, 1963
Age	59 years
Date of first appointment on the Board	December 28, 2021
Qualifications	B.Tech., CWA, MBA
Brief Resume including experience	Mr. Deepak Chindarkar obtained his Bachelor of Engineering in Mechanical Engineering (1985) from VJTI, Mumbai and Post-Graduation in Management (1987) from Jamnalal Bajaj Institute of Management Studies, Mumbai. Is also a graduate of Institute of Cost Accountants of India. Joined Grindwell Norton Ltd. as Management Trainee (Saint-Gobain group company) and served in various capacities over 10 years. After that worked for the Saint-Gobain Group in different businesses and geographies before returning as CFO of Grindwell Norton Ltd in 2013. Currently serves as CFO of Saint-Gobain India region and as CFO of Grindwell Norton Ltd., overseeing finance function of all SG Businesses in India.
Expertise in specific functional role	Finance, Information Technology, Finance Strategy
Terms and Condition of Appointment	As per resolution passed by the Members at the Annual General Meeting held on August 8, 2022. Mr. Deepak Chindarkar was 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, 2023	Nil
Memberships/Chairmanships of Committees of other listed companies (includes only Audit Committee and Stakeholders Relationship Committee) as on March 31, 2023	1
Number of equity shares held in the Company as on March 31, 2023	Nil

Saint-Gobain Sekurit India Limited
www.sekuritindia.com CIN : L26101MH1973PLC018367