



SAINT-GOBAIN SEKURIT INDIA LIMITED

CIN : L26101MH1973PLC018367

Registered Office: Plot No. 616 & 617, Village Kuruli, Pune - Nashik Road, Chakan, Pune, Maharashtra India - 410 501
Tel.: +91 2135 676 400/01 • **Fax:** +91 2135 676 444 • **Email:** sekurit.investors@saint-gobain.com • **Website:** www.sekuritindia.com

POSTAL BALLOT NOTICE

**(Pursuant to Section 110 of the Companies Act , 2013 read with the
Companies (Management and Administration) Rules, 2014
as amended by the Companies (Management and Administration) Amendment Rules, 2015)**

To,
The Members,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Ministry of Corporate Affairs ("MCA") General Circulars No.14, 17 and 22/2020 dated 8th April 2020, 13th April 2020 and 15th June, 2020 respectively ("MCA Circulars") and subject to other applicable laws and regulations, that the Special Resolution appended below is proposed to be passed by the Members by way of Postal Ballot through remote e-voting. MCA has clarified that the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis for companies that are required to provide e-voting facility under the Act while they are transacting any business(es) by postal ballot upto 30th September 2020.

In compliance with the MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to those members whose email addresses are registered with the Company/Registrar and Share Transfer Agents/Depository Participant(s) and the communication of assent / dissent of the Members will only take place through the remote e-voting system and the physical Postal Ballot Notice (along with postal ballot forms) and pre-paid business envelope through post will not be sent to the Members for this Postal Ballot.

In compliance with the Listing Regulations and pursuant to the relevant provisions of the Act read with Rules framed thereunder and the MCA circulars, the Company is providing remote e-voting facility to its members, to exercise their right to vote through the evoting by Central Depository Services (India) Limited ("CDSL"). The instructions for remote e-voting are appended to the Notice.

The Explanatory Statement pursuant to sections 102 and 110 of the Act pertaining to the special resolution setting out the material facts concerning the same and the reasons thereof are annexed hereto for your consideration.

The Board of Directors of the Company ("Board"), at its Meeting held on 18th September 2020, has appointed Mr. V. N. Deodhar, Practicing Company Secretary, as the Scrutiniser for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner.

Members are requested to peruse the proposed Resolution along with Explanatory Statement and thereafter record their assent or dissent by means of remote e-voting facility from Monday, 28th September 2020 (9:00 A.M. IST) and not later than on Tuesday, 27th October 2020 (5:00 P.M. IST), failing which it will be strictly considered that no reply has been received from the Members. Members desiring to exercise their votes are requested to carefully read the instructions in the Notes under the section "Remote e-voting process".

The Scrutiniser will submit his report to the Chairman or any other person of the Company authorised by him, after completion of scrutiny of the votes. The results of voting by means of Postal Ballot through Remote E-voting shall be declared on or before Monday, 2nd November 2020 and will be communicated to BSE Limited and also be uploaded on the Company's website at www.sekuritindia.com and on the website of CDSL, www.evotingindia.com.

The proposed Special Resolution, if approved, shall be deemed to have been passed on the last date of voting, i.e. Tuesday, 27th October 2020.

SPECIAL BUSINESS :

1. Sell / dispose / transfer / assign the leasehold rights of plots obtained from MIDC

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (the “Act”) and any other applicable provisions, if any of the Act, or any amendment or modifications thereof and pursuant to the provisions of the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to sell, dispose, transfer, assign the leasehold rights of the plots at Bhosari, Pune, obtained from Maharashtra Industrial Development Corporation (“MIDC”) by the Company, on “as is where is basis” to A2IR Industries Pvt. Ltd, RPINDOSPACE Pvt. Ltd. and / or Unnati Industrial Estate Co-Operative Ltd. (hereinafter referred to as “prospective Buyers”) at such negotiated aggregate consideration which shall not be less ₹ 32.50 crores, on such terms and conditions as may be deemed fit by the Board.

RESOLVED FURTHER THAT the Board be and is hereby severally authorized to finalise and execute necessary documents including but not limited to definitive agreements, deeds of assignment / conveyance and other ancillary documents and in such manner as is decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution.”

By Order of the Board of Directors
For **Saint-Gobain Sekurit India Limited**

Rukmini Subramanian
Company Secretary
Membership No. A 20207

Friday, 18th September 2020

Notes:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts in respect of the aforesaid resolution is annexed hereto.

The Postal Ballot Notice is being published/displayed for all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) as on 18th September 2020 and is also being sent to the Members who already have their e-mail IDs registered with the Company/ Registrar and Share Transfer Agents/ Depositories, in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and Ministry of Corporate Affairs, Government of India’s General Circular No. 17/2020 dated 13th April 2020 and the General Circular No. 22/2020 dated 15th June 2020. A person who is not a Member as on 18th September 2020, should treat this Postal Ballot Notice for information purposes only. A copy of this Postal Ballot Notice will also be available on the website of the Company at www.sekuritindia.com and the website of CDSL at www.evotingindia.com.

2. The Members of the Company whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories i.e., NSDL/CDSL as on 18th September 2020 (including those Members who may not have received this Postal Ballot Notice due to non-registration of the e-mail ID with the Company /Depositories), shall be entitled to vote in relation to the resolution specified in this Postal Ballot Notice.
3. In terms of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, as amended, read together with the Rules, MCA Circulars and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the Company is pleased to offer remote e-voting facility to all the Members of the Company. The Company has appointed CDSL for facilitating remote e-voting to enable the Members to cast their votes electronically.
4. The Company will send this Postal Ballot Notice in electronic form only. The hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting system only.
5. Members holding shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participants. Members holding shares in physical mode and who have not registered/updated their email addresses with the Company are requested to register/update their email addresses by writing to the Company or Company’s Registrar and Share Transfer Agent, Link Intime India Private Limited (“Link Intime”) at along with the copy of the signed request letter mentioning the name, address and folio number, self-attested copy of the PAN Card, copy of the share certificate (front and back), and self-attested copy of any document (e.g. Aadhaar Card, Driving License, Election Identity Card, Passport).

6. The remote e-voting period commences on Monday, 28th September 2020, at 9:00 A.M. IST and ends on Tuesday, 27th October 2020 at 5:00 P.M. IST. During this period, the Members of the Company holding shares in physical form or in dematerialised form, as on the cut-off date, Friday, 18th September 2020, may cast their votes by electronic means in the manner and process set out herein below. The remote e-voting module shall be disabled for voting after Tuesday, 27th October 2020 (5:00 P.M. IST). Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
7. The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company, as on 18th September 2020.
8. Resolutions passed by the members through Postal Ballot (e-voting) are deemed to have been passed as if they have been passed at a General Meeting of the members.
9. Corporate / Institutional Members (i.e. other than individuals, HUF, NRI etc.) for the purpose of evoting are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized person(s). The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to investors.sekurit@saint-gobain.com with a copy marked to helpdesk.evoting@cdslindia.com.
10. The Securities and Exchange Board of India has mandated registration of Permanent Account Number (“PAN”) and bank account details by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit details of PAN and bank account details to DP with whom they have demat accounts. Members holding shares in physical form can submit their PAN and bank account details to Link Intime.
11. To support the ‘Green Initiative’, the Members who have not registered their e-mail addresses are requested to register the same with Link Intime/DPs.

Remote e-voting process

I. The instructions for remote e-voting are as under:

- a. The shareholders should log on to the e-voting website www.evotingindia.com.
- b. Click on Shareholders.
- c. Now enter your User ID
 - For CDSL : 16 digits beneficiary ID
 - For NSDL : 8 Character DPID followed by 8 Digit Client ID
 - Members holding shares in Physical Form should enter Folio Number registered with the Company. Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

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

For Members holding shares in demat form and physical form:

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number mentioned in “Password” field in the electronic voting particulars.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company, enter the member id/folio number in the Dividend Bank details field.

- d. After entering these details appropriately, click on “SUBMIT” tab.
- e. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- f. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- g. Click on the EVSN for Saint-Gobain Sekurit India Limited on which you choose to vote.
- h. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- i. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- j. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- k. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- l. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- m. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- n. Note for Non-Individual Shareholders and Custodians:
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a user should be created using the admin login and password. The user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- II. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help Section or write an email to helpdesk.evoting@cdslindia.com, or contact Mr. Santosh Jaiswal, Associate Vice President, Link Intime India Private Limited, Unit: Saint-Gobain Sekurit India Limited, C-101, 247 Park, L B S Marg, Vikhroli (West) Mumbai 400 083 at email id: rnt.helpdesk@linkintime.co.in or at Telephone No.: +91 22 4918 6270.
- III. If you forgot your password, you can reset password by using "Forgot user details/password" option available on www.evotingindia.com or contact CDSL on toll free no. 1802005533.

EXPLANATORY STATEMENT

Item No. 1

The Company's erstwhile Bhosari plant was situated on plots obtained on 99 years lease from Maharashtra Industrial Development Corporation ("MIDC") between 1974 and 1984. The Company discontinued the operations at its Bhosari plant as it was economically unviable. The Company had evaluated various options for utilization of the plots and was noted that the utilization of the plots did not meet the objectives of the Company and was not economically viable.

The Board of Directors at their meeting held on 18th September 2020, approved to transfer / sell /assign the leasehold rights of the above said plots to A2IR Industries Pvt. Ltd or RPINDOSPACE Pvt. Ltd. or Unnati Industrial Estate Co-Operative Ltd., for an aggregate consideration of not less than ₹ 32.50 crores.

The Board of Directors recommend the Special Resolution set out in the accompanying notice for approval of the Members.

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

By Order of the Board of Directors
For **Saint-Gobain Sekurit India Limited**

Rukmini Subramanian
Company Secretary
Membership No. A 20207

Friday, 18th September 2020