

Saint-Gobain Sekurit India Limited

NOTICE

NOTICE is hereby given that the Thirty-eighth Annual General Meeting of the Members of Saint-Gobain Sekurit India Limited will be held on Saturday, 30th July, 2011 at Hotel Kalasagar, P-4, MIDC, Kasarwadi, Mumbai-Pune Road, Near State Bank of India, Pune 411034 at 11.30 a.m., to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Directors' Report, the Auditors' Report and the Audited Balance Sheet and Profit and Loss Account together with Schedules and Cash Flow Statement of the Company for the year ended 31st March, 2011.
2. To appoint a Director in place of Mr. A. Y. Mahajan, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. Price Waterhouse, Delhi (Registration No.012754N) Chartered Accountants as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration, in place of M/s. Price Waterhouse, Bangalore (Registration No.007568S) Chartered Accountants, who are the retiring auditors and have expressed their inability to continue as Auditors of the Company.

18th May, 2011

By Order of the Board

Registered Office :

T-94, M.I.D.C.,
Bhosari Industrial Area
Pune – 411 026

Anant N. Bavare
Company Secretary

4. Members holding shares in the same set of names under different Ledger Folios are requested to apply for consolidation of the Folios along with relevant share certificates to the Link Intime India Private Limited (previously known as Intime Spectrum Registry Limited).
5. Members are requested to immediately intimate the change, if any, in their registered address to the Link Intime India Private Limited.
6. Copies of the Annual Report will not be distributed at the Annual General Meeting. You are therefore, requested to bring copy of the Annual Report to the Meeting.

ANNEXURE TO THE NOTICE

Note on the director seeking re-appointment as required under Clause 49 of the Listing Agreement, entered into with Stock exchange.

ITEM No. 2

Mr. A. Y. Mahajan is 58 years old. He has wide business experience across variety of industries. He holds a Masters Degree in Economics from the University of Mumbai and a Masters Degree in Business Administration from Cornell University (USA). He serves on the Boards of various Companies. Mr. A. Y. Mahajan does not hold any equity shares in Saint Gobain Sekurit India Limited.

NOTES :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE INSTEAD OF HIMSELF, AND A PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. The Register of Members and Share Transfer Books of the Company will be closed from Monday, 18th July, 2011 to Wednesday 20th July, 2011 (both days inclusive).
3. Members desirous of seeking any information concerning the accounts and operations of the Company are requested to address their queries to the Company Secretary, at the Registered Office at least Ten days in advance of the meeting, so that the information, to the extent practicable, can be made available at the meeting.

DIRECTORS' REPORT

The Members,

Saint-Gobain Sekurit India Limited

Your Directors present the Thirty-eighth Annual Report of your Company along with the Audited Accounts for the year ended 31st March, 2011.

Financial Highlights

Particulars	(Rs. in Lacs)	
	For the year ended March 31, 2011	For the year ended March 31, 2010
Sales	10372.95	9051.59
Operating Profit / (Loss)	1064.79	646.82
Interest and Financial Charges	(40.62)	(143.04)
Profit / (Loss) Before tax	1024.17	503.78
Provision for Tax	(23.61)	–
Profit / (Loss) after Tax	1000.56	503.78
Balance brought forward from Previous Year	(4676.66)	(5180.44)
Profit / (Loss) carried to Balance Sheet	(3676.10)	(4676.66)

Responsibility Statement:

Your Directors confirm that:

- in the preparation of annual accounts, the applicable accounting standards have been followed;
- appropriate accounting policies have been selected and applied consistently and judgements and estimates that are reasonable and prudent have been made so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2011 and of the profit of the Company for that year;
- proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the annual accounts have been prepared on a going concern basis.

Operations:

During the year under review, your Company's sales increased by 13%. The recovery witnessed in the latter part of 2009-10 strengthened in 2010-11. All relevant segments of the market - commercial vehicles, passenger vehicles and 3 wheelers saw strong growth.

During the past few years, your Company has taken a number of important initiatives. The plants at Bhosari and Chakan were modernised. The operations of your Company were restructured and rationalised. There was sustained focus on operational efficiencies. Thanks to these efforts, your Company's operating profit has increased steadily; in the year under review, operating profit at Rs.1065 lacs was nearly 65% higher than the previous year.

Environment, Health & Safety:

Environment, Health and Safety are accorded the highest priority within Saint-Gobain. The Company is conscious of its responsibility towards creating, maintaining and ensuring a safe and clean environment. Strict adherence to all regulatory requirements and guidelines is maintained at all times. Your Company's plants were recertified under ISO 14001 and OHSAS 18001.

Corporate Governance Report and Management Discussion & Analysis Report:

- As per Clause 49 of the Listing Agreement with the Bombay Stock Exchange Limited, Corporate Governance Report and Management Discussion and Analysis Report are annexed and form part of the Directors' report. (Annexure A & C respectively)
- Certificate dated 18th May, 2011 of M/s. V.N. Deodhar & Co., Company Secretaries, regarding the compliance of the conditions of the Corporate Governance as stipulated in Clause 49 of the Listing Agreement with the Stock Exchange, is enclosed. (Annexure B)

Energy Conservation, Technology Absorption, Foreign Exchange Earnings & Outgo:

The Company is focused on energy conservation, as a key component of its overall strategy for remaining competitive. The Company ensures that the scarce energy resources are utilised in the most productive manner. The consumption of energy is closely monitored at all the manufacturing units. Regular studies are conducted to analyse quantitative energy consumption pattern, variances are rigorously scrutinised and accordingly continuous efforts are made towards further improving efficiency.

As required by the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, the relevant information pertaining to conservation of energy, technology

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absorption and foreign exchange earnings and outgo as required in the prescribed format is annexed (Annexure D) and forms part of this Report.

Employee Relations:

The Company places significant importance on its human resources and enjoys cordial and peaceful relations at all sites and at all levels. During the year, various initiatives for employee involvement and efficiency improvement were undertaken.

The Directors are pleased to place on record their appreciation of the hard work and dedication of all its employees. As at March 31, 2011, there were 179 employees.

Fixed Deposits:

The Company has not accepted any Fixed Deposits from the public under Section 58A of the Companies Act, 1956.

Insurance:

The Company's assets and insurable interests continue to be adequately insured against the risk of fire, riot and earthquake among other perils.

Listing:

The Equity Shares of the Company are currently listed on the Bombay Stock Exchange Limited (BSE). The Company has received a proposal from Saint-Gobain Glass India Limited, Promoter of the Company on 18th May, 2011 for voluntary delisting of the equity shares of the Company from the BSE. The Board of Directors of the Company, at its meeting held on 18th May, 2011, have approved and recommended the same to the shareholders for approval by way of a Postal Ballot in accordance with Section 192A of the Companies Act, 1956 and the rules framed there under.

Particulars of Employees:

There are no employees whose information is required to be given as per Section 217 (2A) of the Companies Act, 1956,

read with the Companies (Particulars of Employees) Rules, 1975, as amended.

Directors:

As per the provisions of the Companies Act, 1956 and Articles of Association, Mr. A. Y. Mahajan retires by rotation and being eligible offers himself for reappointment.

Auditors:

M/s Price Waterhouse, Bangalore (Firm Registration No. 007568S) Chartered Accountants, Auditors of the Company, retire at the conclusion of 38th Annual General Meeting of the Company and have expressed their inability to continue as Auditors of the Company. M/s. Price Waterhouse, Delhi (Firm Registration No.012754N) Chartered Accountants, have conveyed that, if appointed, they would be eligible to act as Auditors of the Company.

You are requested to appoint Auditors for the current financial year and fix their remuneration.

Acknowledgements:

Your Directors wish to place on record their sincere appreciation for the continuous support and co-operation received from your Company's customers, dealers, suppliers and bankers. Your Directors also acknowledge with gratitude the encouragement and support extended by our valued shareholders.

On behalf of the Board of Directors,

A.Y. MAHAJAN
CHAIRMAN

Place : Mumbai
Date : May 18, 2011

ANNEXURE 'A' TO THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH 2011

REPORT ON CORPORATE GOVERNANCE

(As required under Clause 49 of the Listing Agreement entered into with the Bombay Stock Exchange Limited)

A. MANDATORY REQUIREMENTS

1. CORPORATE GOVERNANCE AT SAINT-GOBAIN SEKURIT INDIA LIMITED (SGSIL)

Saint-Gobain Sekurit India Limited (SGSIL) is a member of the transnational 'Saint-Gobain' group and is committed to the highest standards of Corporate Governance. It strives to monitor and ensure compliance with all applicable Laws and Regulations. It has always been SGSIL's philosophy on the code of Corporate Governance, to ensure that adequate control systems are devised and implemented and are put in place to enable optimum returns to the stakeholders. SGSIL has always held itself to high standards of accountability, auditing, disclosure and reporting. These standards continue to define your Company's Corporate Governance philosophy of transparency and accountability, built on strong systems and procedures. The Compliance Report

of the Company vis-à-vis the Stock Exchange Listing Agreement is presented below.

2. BOARD OF DIRECTORS

The present strength of the Board is Four Directors. The Board comprises of one Executive Director and Three Non-Executive Directors. Out of the Three Non-Executive Directors, two are Independent Directors.

During the year 2010-2011, four Board meetings were held. The dates on which the said meetings were held are as follows:-

29th May, 2010 31st July, 2010 25th October, 2010
27th January, 2011

Details of attendance of each Director at the Board Meetings, the last AGM, directorships held by them in other Indian Companies and committee memberships are as follows:

Name of the Director	Category of Directorship	No. of Board Meetings attended	Attendance at the last AGM held on 31st July, 2010	No. of Directorships held as on 31st March, 2011 in other Public Companies (excluding Foreign Companies)	No. of Committee positions held as on 31st March, 2011 in Companies (Including SGSIL)*
Mr. A. Y. Mahajan	Chairman (Non-Executive)	04	Yes	08	**05
Dr. Sreeram Srinivasan	Managing Director	04	Yes	Nil	02
Mr. M.G. Ramakrishna	Non-Executive (Independent)	04	Yes	02	***02
Mr. Padmanabha Shetty	Non-Executive (Independent)	04	Yes	02	02

* Committee positions include positions held only in Audit Committee and Shareholders/Investors Grievance Committee.

** Mr. A.Y. Mahajan is a Chairman of 3 Committees.

*** Mr. M.G. Ramakrishna is a Chairman of 1 Committee.

3. AUDIT COMMITTEE

The Companies Act, 1956 and the Listing Agreement with Bombay Stock Exchange Limited provide for constitution of Audit Committee. The terms of reference of the Audit Committee are wide enough to cover the matters specified for Audit Committee under the Listing Agreement as well as under the provisions of the Companies Act, 1956. The Audit Committee comprises of Mr. M.G. Ramakrishna, Chairman of the Committee, Mr. Padmanabha Shetty and Dr. Sreeram Srinivasan. The Head Finance and the Statutory Auditors are invitees to the Meeting. The Company Secretary acts as the Secretary of the Committee.

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During the year 2010-2011, four Audit Committee meetings were held. The dates on which the said meetings were held are as follows:-

29th May, 2010 31st July, 2010 25th October, 2010
27th January, 2011

The attendance of each Member of the Committee is given below:

Name of Director	No. of Meetings attended
Mr. M.G. Ramakrishna	04
Mr. Padmanabha Shetty	04
Dr. Sreeram Srinivasan	04

The terms of reference of the Audit Committee are in consonance with the Clause 49 of the Listing Agreement as well as Section 292 A of the Companies Act, 1956, which are as under:

1. Oversee the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
 2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
 3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
 4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgement by Management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of any related party transactions.
 - g. Qualifications in the draft audit report.
 5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
 - 5A. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue etc.) the statement of funds utilised for purposes other than those stated in the offer document/prospectus /notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
 6. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
 7. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
 8. Discussion with internal auditors, any significant findings and follow up there on.
 9. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
 10. Discussion with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
 11. Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
 12. To review the functioning of the Whistle Blower mechanism, in case the same is existing.
 - 12A. Approval of appointment of CFO (i.e. the Whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
 13. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- Minutes of the Audit Committee meetings are circulated to the members of the Board, discussed and taken note of.

4. REMUNERATION COMMITTEE

The Remuneration Committee comprises of Mr. M.G. Ramakrishna, Chairman of the Committee, Mr. Padmanabha Shetty and Mr. A.Y. Mahajan. The terms of reference of Remuneration Committee is to recommend/ review the remuneration package of the Managing Director/ Executive Directors based on the performance and defined criteria. The remuneration policy is directed towards rewarding performance based on review of achievements on a periodical basis. During the year 2010-11, there was no need to hold meeting of the Remuneration Committee.

5. REMUNERATION OF DIRECTORS

- (A) Dr. Sreeram Srinivasan, Managing Director is not drawing any remuneration.
- (B) The details of sitting fees paid for the year 2010-2011 are given below:

Non-Executive Directors	Sitting Fees (Rs.)
Mr. M.G. Ramakrishna	80,000/-
Mr. Padmanabha Shetty	80,000/-

(C) Criteria of making payment to Non-Executive Directors:

The nominee of Compagnie de Saint-Gobain (CSG), the ultimate holding company is not paid any sitting fees. Mr. A.Y. Mahajan is nominee of CSG.

(D) Pecuniary relationship or transactions of Non-Executive Directors vis-à-vis the Company:

Apart from receiving Director's sitting fees, the Non-Executive Independent Directors of the Company do not have any pecuniary relationship or transactions with the Company.

(E) Equity shareholding of the Non-Executive Directors in the Company as on 31st March, 2011:

Name of the Non-Executive Director	No. of Shares held
Mr. A. Y. Mahajan	Nil
Mr. M.G. Ramakrishna	Nil
Mr. Padmanabha Shetty	Nil

6. INVESTORS / SHAREHOLDERS GRIEVANCE COMMITTEE

The Company's Investors/ Shareholders Grievance Committee comprises of Mr. A. Y. Mahajan – Chairman of the Committee and Dr. Sreeram Srinivasan. The Committee met twice during the year ended 31st March, 2011 on 29th May, 2010 and 25th October, 2010. The Company had NIL transfers pending at the year ended 31st March, 2011.

7. GENERAL BODY MEETINGS

Details of the last three Annual General Meetings of the Company:

Particulars	Date	Timing	Venue
35 th AGM	26 th July, 2008	11.30 a.m.	Hotel Panchshill. Telco Road, Chinchwad, Pune 411 019
36 th AGM	19 th Sept., 2009	11.30 a.m.	Hotel Kalasagar, P-4, MIDC, Kasarwadi, Mumbai-Pune Road, Near State Bank of India, Pune 411 034
37 th AGM	31 st July, 2010	11.30 a.m.	Same as above

No Special Resolution was passed in any of the above three Annual General Meetings. No Special Resolution was passed during the year under review through postal ballots.

8. DISCLOSURES

a) Related party transactions

Besides the transactions reported in Note No.9 of Schedule 19 there are no other related party transactions with the promoters, directors and management that had potential conflict with the interest of the Company at large.

b) Compliances by the Company

The Company has not complied with the provisions of Clause 40(A) of the Listing Agreement in respect of minimum Public Shareholding in the Company. Saint Gobain Glass India Ltd., one of the Promoters of the Company has vide its Letter dated 18th May 2011 has expressed the intention of the Promoters to make a Voluntary delisting offer to the Public shareholders of the Company in accordance with Securities & Exchange Board of India (Delisting of Equity shares) Regulations, 2009.

9. MEANS OF COMMUNICATION

Half Yearly Report

Whether Half-yearly report sent to each household of Shareholders – No. The results of the Company are published in the Newspapers.

Quarterly results

In which newspapers the financial results are normally published

(i) Financial Express – Mumbai Edition and

(ii) Loksatta – Pune Edition

Email Id for Investors Grievances:

sekurit.investors@saint-gobain.com

Whether it also displays the official news releases; and the presentations made to Institutional Investors and Analysts: No.

Whether Management Discussion and Analysis is a part of annual report or not : Yes

Saint-Gobain Sekurit India Limited

10. GENERAL SHAREHOLDERS' INFORMATION

AGM : 38th Annual General Meeting

Date : 30th July, 2011

Time : 11.30 a.m.

Venue : Hotel Kalasagar P-4, MIDC, Kasarwadi, Mumbai-Pune Road, Near State Bank of India, Pune 411034.

Financial Calendar for 2011-12	Date(s)
(i) First Quarter Results	July/Aug., 2011
(ii) Second Quarter and Half-yearly Results	Oct./Nov., 2011
(iii) Third Quarter Results	Jan./Feb., 2012
(iv) Results for the year ending 31 st March, 2012	May, 2012

Date of Book Closure

Monday, 18th July, 2011 to Wednesday, 20th July, 2011, (both days inclusive)

Date of Payment of Dividend

Not Applicable

Listing on Stock Exchange

The Bombay Stock Exchange Limited
The Annual listing fees of Bombay Stock Exchange Limited have been paid for the financial year 2011-2012.

BSE-Stock Code

Physical - 515043

ISIN No for NSDL & CDSL

INE068B01017

Market Price Data: High, Low during each month in the last financial year

Please see Annexure '1'

Performance in comparison to BSE Sensex, (broad based index) Please see Annexure '1'

Registrars and Transfer Agents

Link Intime India Private Limited (formerly known as Intime Spectrum Registry Limited) C-13, Pannalal Silk Mills Compound L.B.S. Marg, Bhandup (West) Mumbai 400 078
Tel : 022-25963838

Share Transfer System

All transfers are processed by R & T Agent and approved by the Share Transfer Committee of Directors.

Distribution of Shareholding and Shareholding Pattern as on 31st March, 2011.

Please see Annexure '2'

Dematerialisation of Shares and liquidity

12.91% of the Paid-up capital has been dematerialised as on 31st March, 2011. However 87.09% of the paid-up capital held by the Promoters has not been dematerialised.

Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity

Not issued

Plant Locations

- 1) Bhosari, Pune, Maharashtra
- 2) Chakan, Pune, Maharashtra

Promoters

I a) Foreign Promoter Saint-Gobain Sekurit, S.A., France

b) Indian Promoter Saint-Gobain Glass India Limited

II Other Saint-Gobain Group Companies

- a) Saint-Gobain Glass, France
- b) Saint-Gobain Seva, France
- c) Grindwell Norton Limited
- d) Saint-Gobain Sekurit (Thailand) Co. Limited, Thailand
- e) Saint-Gobain Seva Engineering India Limited, India
- f) Saint-Gobain Sekurit Deutschland Gmbh & Co. KG, Germany
- g) Saint-Gobain Hanglass Clfg Qingdao Glass Co. Ltd., China
- h) Saint-Gobain Sekurit Italia, Italy
- i) Saint-Gobain Hanglass Sekurit, Shanghai
- j) Hankuk Sekurit Limited, Korea

Compliance Officer:

Mr. Anant N. Bavare
Company Secretary
T-94, M.I.D.C., Bhosari Industrial Area,
Pune - 411 026. Maharashtra
Tel.: (020) 66311600
Fax: (020) 66311666

Annexure '1'

Market Price Data – SGSIL & Sensex :- High- Low

Period	High (Rs.)	Low (Rs.)	Sensex High (Rs.)	Sensex Low (Rs.)
April-10	30.45	21.15	18047.86	17276.80
May-10	28.30	24.30	17536.86	15960.15
June-10	31.00	24.60	17919.62	16318.39
July-10	34.50	28.65	18237.56	17395.58
August-10	24.80	30.00	18475.27	17819.99
September-10	34.40	29.60	20267.98	18027.12
October-10	31.90	27.80	20854.55	19768.96
November-10	34.00	24.50	21108.64	18954.82
December-10	28.35	22.95	20552.03	19074.57
January-11	26.80	22.30	20664.80	18038.48
February-11	26.35	20.55	18690.97	17295.62
March-11	23.80	20.50	19575.16	17792.17

Annexure '2'

The Distribution of Shareholding as on 31.03.2011

No. of Equity Shares held	No. of Holders	% of Total Holders	No. of Shares	% of Total Shares
1-500	13006	76.91	2768073	3.04
501-1000	1970	11.65	1670677	1.83
1001-2000	923	5.46	1456483	1.60
2001-3000	350	2.07	913591	1.00
3001-4000	156	0.92	566092	0.62
4001-5000	159	0.94	756339	0.83
5001-10000	188	1.11	1394507	1.53
10001 and above	159	0.94	81579938	89.55
Grand Total	16911	100.00	91105700	100.00
No. of Shareholders in Physical Mode	3879	22.94	79340691	87.09
No. of Shareholders in Electronic Mode	13032	77.06	11765009	12.91

Shareholding Pattern as on 31.03.2011

Category	No. of Shareholders	No. of Shares	%
Promoter :			
Foreign	01	55813526	61.26
Local	01	22325410	24.50
Banks	04	13400	0.01
Mutual Funds/Trusts	03	20914	0.03
Non Resident Indians	79	150891	0.18
Domestic Companies	353	1497926	1.64
Resident Individuals	16470	11283633	12.38
Total	16911	91105700	100.00

Saint-Gobain Sekurit India Limited

11. OTHER INFORMATION:

A. CEO/CFO Certification:

Pursuant to the provisions of Sub-clause V of Clause 49 of the Listing Agreement with the Bombay Stock Exchange Limited, the Managing Director (CEO) and the Head-Finance (CFO) have issued a Certificate to the Board of Directors for the financial year ended 31st March, 2011.

B. Risk Management Framework:

The Company has laid down the broad framework of risk identification, assessment, mitigation and review.

C. Code of Conduct:

The Company has laid down a Code of Conduct for all its Board Members and Senior Management Personnel of the Company.

12. DECLARATION BY THE MANAGING DIRECTOR UNDER CLAUSE 49 OF THE LISTING AGREEMENT REGARDING COMPLIANCE WITH THE CODE OF CONDUCT :

In accordance with Clause 49 I (D) of the Listing Agreement with the Bombay Stock Exchange Limited, I hereby confirm that all the Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct for the year ended 31st March, 2011.

For SAINT-GOBAIN SEKURIT INDIA LIMITED

**DR. SREERAM SRINIVASAN
MANAGING DIRECTOR**

Date : May 18, 2011

B. Non-mandatory requirements have not been adopted.

ANNEXURE 'B' TO THE DIRECTORS' REPORT, FOR THE YEAR ENDED 31ST MARCH, 2011.

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

TO THE MEMBERS OF
SAINT-GOBAIN SEKURIT INDIA LIMITED

We have examined the compliance of conditions of Corporate Governance by Saint-Gobain Sekurit India Limited (the Company) for the year ended on March 31, 2011 as stipulated in Clause 49 of the Listing Agreement of the Company with the Bombay Stock Exchange Limited.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement except to the extent of non-compliance of Clause 40-A of the said agreement. We have been informed that Saint Gobain Glass India Ltd, one of the Promoters of the Company has vide its Letter dated 18th May 2011 has expressed the intention of the Promoters to make a Voluntary delisting offer to the Public shareholders of the Company in accordance with Securities & Exchange Board of India (Delisting of Equity shares) Regulations, 2009.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For and on behalf of

V.N.DEODHAR & CO

Name : Vinayak Deodhar

Membership No. FCS 1880

CP No. 898

Place : Mumbai

Date : May 18, 2011

ANNEXURE 'C' TO THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2011:

Management Discussion and Analysis Report

(Pursuant to Clause 49 of the Listing Agreement with the Bombay Stock Exchange Limited)

General Review:

Saint-Gobain Sekurit India Ltd. (SGSIL) is a subsidiary of Saint-Gobain Sekurit S. A. France, which is a part of Compagnie de Saint-Gobain, a transnational Group with its headquarters in Paris and with sales of Euros 40.1 billion for the year 2010. Saint-Gobain's business fall into five broad sectors of activity: Construction Products, Flat Glass, Packaging, Building Distribution and High Performance Materials. SGSIL's business is a part of Flat Glass sector. SGSIL is in the business of processing of glasses to cater to the Automobile sector.

A brief outline and a review of Company's business are provided below:

1. Automotive Segment:

(i) Products and Plants:

Automotive Glasses are glasses fitted in the body of any automobile. Typically, these glasses are either Laminated or Tempered. Normally all windshields are Laminated and the other glasses (Doorlites, Backlites, Sidelites etc.) are Tempered. SGSIL has two plants one at Bhosari and the other at Chakan, near Pune. Both these plants were recertified under ISO 14001 and OHSAS 18001. The Laminated Glasses are manufactured in Chakan while the Tempered Glasses are produced in Bhosari.

(ii) Industry:

Broadly, there are two types of market avenues – Automobile manufacturers and the Replacement Market. There is only one major player, other than SGSIL catering to the needs of Automobile manufacturers. There are however quite a few small players in the Replacement market.

(iii) Broad Characteristics of the Business:

- High Entry Barrier in the form of High Capital Investment.
- Complete dependency on the Auto sector.
- Key success factors are quality, cost, capability to supply in full car sets to Automobile manufacturer and proximity to customers.

Development, Outlook, Risks and Concerns:

During the year 2010-11, the market staged a recovery after the global slow down in the year 2009-10. In a growing market, your Company strengthened its position in the commercial vehicles and 3-wheeler market segments. Your Company also succeeded in increasing prices to offset a part of the significant increase in input costs. The outlook for 2011-12 is positive.

The risk environment has been evolving rapidly, as advancing technological and social developments bring forth new or hitherto dormant risks associated with such phenomena as hazardous materials, pollution, electronic data and exposure to legal and political liability. The Company has an obligation to be fully aware of the state of the art in risk management and to prevent losses and unnecessary expenditures. As stated in the last year's Management Discussion and Analysis Report, the Company has rationalised and restructured its operations in order to meet the new challenges in the market place.

Overall Performance:

During the year under review, your Company's sales increased by 13%. The recovery witnessed in the latter part of 2009-10 strengthened in 2010-11. All relevant segments of the market - commercial vehicles, passenger vehicles and 3-wheelers saw strong growth.

During the past few years, your Company had taken a number of important initiatives. The plants at Bhosari and Chakan were modernised. The operations of your Company were restructured and rationalised. There was sustained focus on operational efficiencies. Thanks to these efforts, your Company's operating profit has increased steadily; in the year under review, operating profit at Rs.1065 lacs was nearly 65% higher than the previous year.

Internal Control Systems:

Your Company has a strong management audit framework. The Audit Committee consists of the Managing Director and Independent Directors. The Audit Committee meets every quarter to review compliance with internal controls, accounting standards, policies and approve quarterly financial results etc. Internal Audits are also periodically carried out both, within the group as well as by an external agency. These Audit Reports along with action taken report are placed before the Audit Committee for review. The Business controls are also annually reviewed.

Applicability of Segmental Financials:

Your Company recognises Automotive Glass as a single segment.

Human Resources:

Developing human resources capabilities across all levels and functional areas is integral part of the Company's philosophy.

Saint-Gobain Sekurit India Limited

The Company provides a congenial and productive work environment with an aim to retaining those who are capable of translating challenges into opportunities and weakness into strengths. The twin objective of improving the quality of human capital available with the Company and harnessing its potential for the benefit of the Company continues to form the cornerstone of the HR policy of your Company.

CAUTIONARY STATEMENT:

The Management Discussion and Analysis Report contains some forward looking statements based upon the information and data available with the Company, assumptions with regard to global economic conditions, the government policies etc.

The Company cannot guarantee the accuracy of assumptions and perceived performance of the Company in future. Hence it is cautioned that the actual results may differ from those expressed or implied in this report.

On behalf of the Board of Directors,

A.Y. MAHAJAN
CHAIRMAN

Place : Mumbai
Date : May 18, 2011

ANNEXURE 'D' TO THE DIRECTORS' REPORT, FOR THE YEAR ENDED 31ST MARCH, 2011

Information pursuant to the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988.

Conservation of Energy:

The Company is continuously adopting energy conservation measures to improve energy efficiency of the processes and reduce wastages.

Form A for disclosure of particulars with respect to Conservation of Energy:

	For the 12 months period ended 31.03.2011	For the 12 months period ended 31.03.2010
Electricity purchased from MSEB Units (KWH)	15,058,765	14,237,700
Total Amount (Rs.)	85,032,203	76,258,726
Rate / Unit (Rs.)	5.65	5.36
Consumption per unit of production (Rs. Per Glass)	46.34	53.53

Form B for disclosure of particulars with respect to Technology Absorption:

Technology absorption, adaptation and innovations:

SGSIL continually develops new products to meet the demands of its customers. It is working closely with Saint-Gobain Sekurit S. A. France

to improve the existing processes and technologies in order to meet the growing requirements of the automobile market in India. Further in house development work is in progress to reduce rejections and improve yields and develop new products.

Future Action Plan:

Continuous development of the tempered and laminated automobile glasses to cater to the demands of the existing and new automobile manufacturers in India.

Expenditure on Research & Development:

	For the year ended 31.03.2011	For the year ended 31.03.2010
Capital (Rs.)	Nil	124,224
Recurring (Rs.)	787, 548	1,177,196
Total Expenditure (Rs.)	787,548	1,301,420
Total Expenditure as a percentage of total turnover	0.08%	0.16%

Foreign Exchange earnings and outgo:

Total earnings in foreign exchange was Rs. Nil (Previous Year Rs.Nil) and the total outflow was Rs. 213,134,655/- (Previous Year Rs.156,658,836/-) including CIF value of Imports. Details are given Schedule 19.

Saint-Gobain Sekurit India Limited

AUDITORS' REPORT

To The Members of Saint-Gobain Sekurit India Limited

1. We have audited the attached Balance Sheet of Saint-Gobain Sekurit India Limited (the "Company") as at March 31, 2011, and the related Profit and Loss Account and Cash Flow Statement for the year ended on that date annexed thereto, which we have signed under reference to this report. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by Management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003, as amended by the Companies (Auditor's Report) (Amendment) Order, 2004 (together the "Order"), issued by the Central Government of India in terms of sub-section (4A) of Section 227 of 'The Companies Act, 1956' of India (the 'Act') and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:
 - (a) We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - (c) The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - (d) In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Act;
 - (e) On the basis of written representations received from the directors, as on March 31, 2011 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2011 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Act;

- (f) In our opinion and to the best of our information and according to the explanations given to us, the said financial statements together with the notes thereon and attached thereto give, in the prescribed manner, the information required by the Act, and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (i) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2011;
 - (ii) in the case of the Profit and Loss Account, of the profit for the year ended on that date;

and

 - (iii) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

For Price Waterhouse
Firm Registration Number:007568S
Chartered Accountants

Place : Mumbai
Date : May 18, 2011

Mehul Desai
Partner
Membership
Number 103211

ANNEXURE TO AUDITORS' REPORT

[Referred to in paragraph 3 of the Auditors' Report of even date to the members of Saint-Gobain Sekurit India Limited on the financial statements for the year ended March 31, 2011]

1. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
- (b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies between the book records and the physical inventory have been noticed.
- (c) In our opinion and according to the information and explanations given to us, a substantial part of fixed assets has not been disposed of by the Company during the year.
2. (a) The inventory (excluding stocks with third parties and stock in transit) has been physically verified by the Management during the year. In respect of inventory lying with third parties, these have substantially been confirmed by them. In our opinion, the frequency of verification is reasonable.
- (b) In our opinion, the procedures of physical verification of inventory followed by the Management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) On the basis of our examination of the inventory records, in our opinion, the Company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material.
3. (a) The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 301 of the Act.
- (b) The Company has not taken any loans, secured or unsecured, from companies, firms or other parties covered in the register maintained under Section 301 of the Act.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory, fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system.
5. According to the information and explanations given to us, there have been no contracts or arrangements referred to in Section 301 of the Act during the year to be entered in the register required to be maintained under that Section. Accordingly, the question of commenting on transactions made in pursuance of such contracts or arrangements does not arise.
6. The Company has not accepted any deposits from the public within the meaning of Sections 58A and 58AA of the Act and the rules framed there under.
7. In our opinion, the Company has an internal audit system commensurate with its size and nature of its business.
8. The Central Government of India has not prescribed the maintenance of cost records under clause (d) of sub-section (1) of Section 209 of the Act for any of the products of the Company.
9. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, customs duty, excise duty, cess and other material statutory dues as applicable with the appropriate authorities.
- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of income-tax, wealth-tax, service-tax and customs duty, as March 31, 2011 which have not been deposited on account of any dispute. The dues in respect of sales-tax, excise duty and cess as at March 31, 2011 which have not been deposited on account of a dispute, are as follows:

Name of the statute	Nature of the dues	Amount in (Rs.)	Period to which the amount relates	Forum where the dispute is pending
The Central Excise Act, 1944	Excise Duty and penalty	9,358,884	1989-90, 1989-92, 1999-00	Customs, Excise and Service Tax Appellate Tribunal (CESTAT)
The Central Excise Act, 1944	Excise Duty	12,620,169	2003-04, 2004-2005	Commissioner of Central Excise
Andhra Pradesh General Sales Tax Act, 1957	Sales Tax	292,692	2000-01	Additional Commissioner of Commercial Taxes, Hyderabad

Saint-Gobain Sekurit India Limited

10. The Company's accumulated losses as at March 31, 2011 does not exceed fifty percent of its net worth and it has not incurred any cash losses in the current financial year or in the immediately preceding financial year.
11. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of dues to any financial institution or bank or debenture holders as at the balance sheet date.
12. The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The provisions of any special statute applicable to chit fund / nidhi / mutual benefit fund/ societies are not applicable to the Company.
14. In our opinion, the Company is not a dealer or trader in shares, securities, debentures and other investments.
15. In our opinion and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions during the year.
16. The Company has not obtained any term loans.
17. On the basis of an overall examination of the balance sheet of the Company, in our opinion and according to the information and explanations given to us, there are no funds raised on a short-term basis which have been used for long-term investment.
18. The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act during the year.
19. The Company has not issued any debentures.
20. The Company has not raised any money by public issues during the year.
21. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the Management.

For Price Waterhouse
Firm Registration Number:007568S
Chartered Accountants

Mehul Desai
Partner
Membership
Number 103211

Place : Mumbai
Date : May 18, 2011

BALANCE SHEET AS AT 31ST MARCH, 2011

Schedule	As at 31st March, 2011 (Rs.)	As at 31st March, 2010 (Rs.)
SOURCES OF FUNDS		
Shareholders' Funds		
Capital	1	911,057,000
Reserves and Surplus	2	113,258,720
		<u>1,024,315,720</u>
Loan Funds		
Secured Loans	3	2,820,217
		<u>1,027,135,937</u>
APPLICATION OF FUNDS		
Fixed Assets		
Gross Block	4	1,067,353,687
Less : Depreciation and Amortisation		601,070,263
Net Block		466,283,424
Capital Work-in-Progress (including capital advances)		46,027,081
		<u>512,310,505</u>
Investments	5	17,861,636
Deferred Tax Asset (Refer Note 6 of Schedule 19)		53,246,585
Current Assets, Loans and Advances		
Inventories	6	86,965,931
Sundry Debtors	7	176,202,464
Cash and Bank Balances	8	2,261,691
Other Current Assets	9	333,418
Loans and Advances	10	27,964,473
		<u>293,727,977</u>
Less : Current Liabilities and Provisions	11	193,635,862
Liabilities		23,984,975
Provisions		<u>217,620,837</u>
Net Current Assets		76,107,140
Profit and Loss Account		367,610,071
		<u>1,027,135,937</u>
Significant Accounting Policies	18	
Notes to Accounts	19	

The Schedules referred to above form an integral part of the Balance Sheet.
This is the Balance Sheet referred to in our report of even date

For Price Waterhouse

Firm Registration Number : 007568S
Chartered Accountants

For and on behalf of the Board

Mehul Desai
Partner
Membership No. 103211

A.Y. Mahajan
Chairman

Dr. Sreeram Srinivasan
Managing Director

Anant Bavare
Company Secretary

Place : Mumbai
Date : May 18, 2011

Place : Mumbai
Date : May 18, 2011

Saint-Gobain Sekurit India Limited

PROFIT & LOSS ACCOUNT FOR YEAR ENDED 31ST MARCH, 2011

	Schedule	For the year ended 31st March, 2011 (Rs.)	For the year ended 31st March, 2010 (Rs.)
INCOME :			
Gross Sales		1,037,294,529	905,158,674
Less : Excise Duty		97,847,218	70,621,632
Net Sales		939,447,311	834,537,042
Job-work Income		-	6,598,095
Other Income	12	5,480,041	6,069,664
		<u>944,927,352</u>	<u>847,204,801</u>
EXPENDITURE :			
Costs of Goods Sold	13	475,676,864	454,372,196
Manufacturing and Other Expenses	14	227,161,545	196,235,106
Employees' Emoluments	15	75,321,841	65,911,959
Interest On Term Loan	16	2,530,667	7,787,000
Other Interest & Finance Charges	17	1,531,343	6,516,635
Depreciation		60,287,600	66,004,282
		<u>842,509,860</u>	<u>796,827,178</u>
Profit before tax		102,417,492	50,377,623
Provision for Taxation :			
Current Tax		10,064,963	-
Less : MAT Credit Entitlement		(10,022,783)	-
Deferred Tax		2,319,281	-
		<u>2,361,461</u>	<u>-</u>
Profit after tax		100,056,031	50,377,623
Balance Brought Forward from Previous Year		(467,666,102)	(518,043,725)
		<u>(367,610,071)</u>	<u>(467,666,102)</u>
Loss Carried Forward to the Balance Sheet			
Earnings Per Share:			
Basic & Diluted (Refer Note 7 of Schedule 19)		1.10	0.55
(Face Value Rs. 10/-)			
Significant Accounting Policies	18		
Notes to Accounts	19		

The Schedules referred to above form an integral part of the Profit and Loss Account.
This is the Profit and Loss Account referred to in our report of even date

For Price Waterhouse

Firm Registration Number : 007568S
Chartered Accountants

For and on behalf of the Board

Mehul Desai
Partner
Membership No. 103211

A.Y. Mahajan
Chairman

Dr. Sreeram Srinivasan
Managing Director

Anant Bavare
Company Secretary

Place : Mumbai
Date : May 18, 2011

Place : Mumbai
Date : May 18, 2011

SCHEDULES FORMING PART OF THE BALANCE SHEET

	As at 31st March, 2011 (Rs.)	As at 31st March, 2010 (Rs.)
SCHEDULE - 1 : CAPITAL		
AUTHORISED		
92,000,000 (March 31, 2010 : 92,000,000) Equity Shares of Rs. 10/- each	920,000,000	920,000,000
ISSUED, SUBSCRIBED AND PAID UP		
91,105,700 (March 31, 2010 : 91,105,700) Equity Shares of Rs. 10/- each fully paid up	911,057,000	911,057,000
NOTES		
Issued, Subscribed and Paid Up Capital includes		
(i) 55,813,526 (March 31, 2010: 55,813,526) Equity Shares held by Saint-Gobain Sekurit S.A., France, the Holding Company and 22,325,410 (March 31, 2010: 22,325,410) Equity Shares held by Saint-Gobain Glass India Limited, the subsidiaries of Compagnie de Saint-Gobain, the ultimate Holding Company.		
(ii) 240,000 (March 31, 2010: 240,000) Equity Shares allotted as fully paid up Bonus Shares by capitalisation of General Reserve.		
(iii) 20,000 (March 31, 2010: 20,000) Equity Shares allotted as fully paid up pursuant to scheme of amalgamation of Maharashtra Mirror Industries Private Limited.		
SCHEDULE - 2 : RESERVES AND SURPLUS		
A. CAPITAL RESERVE		
As per Last Balance Sheet	11,000	11,000
B. SECURITIES PREMIUM ACCOUNT		
As per Last Balance Sheet	113,247,720	113,247,720
	113,258,720	113,258,720
SCHEDULE - 3 : LOAN FUNDS		
SECURED LOANS :		
Loans from Banks :		
(i) Cash Credit	2,820,217	2,224,259
(ii) Term Loan [Repayable within one year: Rs.Nil (Rs.33,333,332/-)]	-	66,666,668
(iii) Buyers Line of Credit [Repayable within one year: Rs.Nil (Rs.18,849,881/-)]	-	18,849,881
(iv) Working Capital Demand Loan [Repayable within one year: Rs.Nil (Rs.20,000,000/-)]	-	20,000,000
	2,820,217	107,740,808
NOTES:		
Working Capital Demand Loan, Cash Credit facilities and Buyers Line of Credit from Banks are secured by hypothecation of Stocks and Book Debts on a parri passu basis.		
Term Loan from bank is secured by first charge on fixed assets.		

Saint-Gobain Sekurit India Limited

SCHEDULES FORMING PART OF THE BALANCE SHEET

Schedule - 4 : Fixed Assets

Description	Gross Block			Depreciation			Net Block			
	As at 01.04.2010	Addition	Deduction	As at 31.03.2011	Upto 01.04.2010	For the year	On Deductions	Upto 31.3.2011	As at 31.03.2010	As at 31.3.2011
Tangible Assets										
Land - Freehold	2,866,677	-	-	2,866,677	-	-	-	-	-	2,866,677
- Leasehold	512,669	-	-	512,669	122,071	6,120	-	128,191	390,598	390,598
Buildings	91,245,540	1,641,156	-	92,886,696	29,878,011	2,918,135	-	32,796,146	61,367,529	61,367,529
Plant and Machinery *	886,772,227	47,263,833	1,906,734	932,129,326	487,961,482	55,028,686	1,853,174	541,136,994	398,810,745	398,810,745
Furniture , Fixtures & Office Equipments	17,582,747	310,651	58,359	17,835,039	7,189,805	994,126	51,151	8,132,780	10,392,942	10,392,942
Vehicles	225,894	-	-	225,894	225,894	-	-	225,894	-	-
Computer	7,747,835	356,285	2,511,606	5,592,514	7,444,710	203,641	2,487,248	5,161,103	431,411	303,125
Intangible Assets										
Goodwill	8,143,000	-	-	8,143,000	8,143,000	-	-	8,143,000	-	-
Computer Software	9,032,831	-	1,870,959	7,161,872	6,080,222	1,136,892	1,870,959	5,346,155	1,815,717	2,952,609
	1,024,129,420	49,571,925	6,347,658	1,067,353,687	547,045,195	60,287,600	6,262,532	601,070,263	466,283,424	477,084,225
Capital Work-in-Progress [Including capital advances Rs. 41,505,056 (March 31, 2010 : Rs. 1,467,049)]									46,027,081	2,793,511
Total									512,310,505	479,877,736
Previous Year	1,018,641,704	6,099,080	611,364	1,024,129,420	481,299,582	66,004,282	258,669	547,045,195		

* 1) Plant and Machinery includes Machinery costing Rs. 5,436,927 (March 31, 2010 Rs. 5,436,927) Net block Rs. 1,479,886 (March 31, 2010 Rs. 1,738,140) and depreciation for the year Rs. 258,254 (Previous period Rs.258,254) given under operating lease arrangement.

SCHEDULES FORMING PART OF THE BALANCE SHEET

	As at 31st March, 2011 (Rs.)	As at 31st March, 2010 (Rs.)
SCHEDULE - 5 : INVESTMENTS (Unquoted)		
Current, Non Trade (At lower of cost and fair value)		
1,786,038.603 units (March 31, 2010: NIL units) of Rs.10.0007/- each, of Principal Cash Management Fund - Dividend Reinvested Daily (Refer Note 13 of Schedule 19)	17,861,636	-
NIL units (March 31, 2010: 4,311,647.320 units) of Rs.10.0022/- each, of Principal Cash Management Fund -Liquid Option Dividend Reinvested Daily (Refer Note 13 of Schedule 19)	-	43,125,959
	<u>17,861,636</u>	<u>43,125,959</u>
SCHEDULE - 6 : INVENTORIES		
Raw Materials (Including Stock in transit Rs. NIL (March 31, 2010 Rs. 894,073)	29,802,023	40,455,093
Finished Goods - Manufactured	20,658,703	20,476,235
Work in Process	13,859,642	9,513,050
Consumables and Spares	22,645,563	17,826,015
	<u>86,965,931</u>	<u>88,270,393</u>
SCHEDULE - 7 : SUNDRY DEBTORS		
(Unsecured)		
Debts outstanding for period exceeding 6 months		
Considered Good	3,746,502	13,215,301
Considered Doubtful	20,539	20,539
	<u>3,767,041</u>	<u>13,235,840</u>
Other Debts		
Considered Good	172,455,962	112,655,962
Considered Doubtful	-	-
	<u>176,223,003</u>	<u>125,891,802</u>
Less: Provision for Doubtful Debts	20,539	20,539
	<u>176,202,464</u>	<u>125,871,263</u>
SCHEDULE - 8 : CASH AND BANK BALANCES		
Cash on Hand	162,831	215,299
Balances with Scheduled Banks :		
Current Accounts	2,098,860	4,513,578
	<u>2,261,691</u>	<u>4,728,877</u>
SCHEDULE - 9 : OTHER CURRENT ASSETS		
Interest Accrued on Security Deposits	333,418	313,716
	<u>333,418</u>	<u>313,716</u>

Saint-Gobain Sekurit India Limited

SCHEDULES FORMING PART OF THE BALANCE SHEET

	As at 31st March, 2011 (Rs.)	As at 31st March, 2010 (Rs.)
SCHEDULE - 10 : LOANS AND ADVANCES		
(Unsecured , Considered good , unless otherwise stated)		
Advances recoverable in cash or in kind or for value to be received		
Considered Good	11,587,245	16,055,907
Considered Doubtful	180,000	2,046,329
	<u>11,767,245</u>	<u>18,102,236</u>
Less : Provision for Doubtful Advances	180,000	2,046,329
	<u>11,587,245</u>	<u>16,055,907</u>
Balance with Excise Authorities	291,643	346,834
Advance Fringe Benefit Tax (Net of Provision for Fringe Benefit tax Rs. 4,649,243) (March 31, 2010 Rs. 4,649,243)	937,373	901,316
MAT Credit Entitlement	10,022,783	-
Security Deposits	5,125,429	8,055,064
Less : Provision for Doubtful Deposits	-	932,000
	<u>5,125,429</u>	<u>7,123,064</u>
	<u>27,964,473</u>	<u>24,427,121</u>
SCHEDULE - 11 : CURRENT LIABILITIES AND PROVISIONS		
LIABILITIES		
Sundry Creditors		
Total Outstanding dues of Micro Enterprises and Small Enterprises (Refer Note 3 of Schedule 19)	857,028	375,394
Total Outstanding dues of creditors other than Micro Enterprises and Small Enterprises	182,451,512	137,996,773
Other Liabilities	10,327,322	9,201,732
	<u>193,635,862</u>	<u>147,573,899</u>
PROVISIONS		
Compensated Absences (Leave Liability)	3,354,743	3,117,202
Gratuity (Refer Note 11 of Schedule 19)	10,565,269	7,099,404
Provision for Tax (Net of Avance tax Rs. NIL (March 31, 2010 Rs. NIL)	10,064,963	-
	<u>23,984,975</u>	<u>10,216,606</u>

SCHEDULES FORMING PART OF THE PROFIT & LOSS ACCOUNT

	For the year ended 31st March, 2011 (Rs.)	For the year ended 31st March, 2010 (Rs.)
SCHEDULE - 12 : OTHER INCOME		
Interest on Security Deposit	365,237	392,814
[Tax Deducted at Source Rs. 36,057 (Previous period: Rs. 89,011)]		
Dividend from Current Investments (Non Trade)	1,135,677	459,073
Sundry Credit Balances/ Excess Provision Written Back (Net)	-	4,239,836
Rent-Gross	192,000	192,000
Miscellaneous Income	1,133,859	785,941
Exchange Fluctuation Gain (Net)	2,653,268	-
	<u>5,480,041</u>	<u>6,069,664</u>
SCHEDULE - 13 : COST OF GOODS SOLD		
RAW MATERIAL CONSUMED		
Opening Stock	40,455,093	36,471,024
Add: Purchases	458,511,805	411,075,540
Less: Closing Stock	29,802,023	40,455,093
	<u>469,164,875</u>	<u>407,091,471</u>
(INCREASE)/DECREASE IN INVENTORY OF FINISHED GOODS AND WORK-IN-PROCESS		
OPENING STOCK :		
Work In Process	9,513,050	12,227,303
Finished Goods (Manufactured)	20,476,235	41,208,521
	<u>29,989,285</u>	<u>53,435,824</u>
Less: CLOSING STOCK :		
Work In Process	13,859,642	9,513,050
Finished Goods (Manufactured)	20,658,703	20,476,235
	<u>34,518,345</u>	<u>29,989,285</u>
	<u>(4,529,060)</u>	<u>23,446,539</u>
COST OF TRADED GOODS SOLD		
Opening Stock	-	19,892
Add: Purchases	11,041,049	23,814,294
Less: Closing Stock	-	-
	<u>11,041,049</u>	<u>23,834,186</u>
	<u>475,676,864</u>	<u>454,372,196</u>

Saint-Gobain Sekurit India Limited

SCHEDULES FORMING PART OF THE PROFIT & LOSS ACCOUNT

(Rs.)	For the year ended 31st March, 2011 (Rs.)	For the year ended 31st March, 2010 (Rs.)
SCHEDULE - 14 :		
MANUFACTURING & OTHER EXPENSES		
Stores and Spares Consumed	9,109,023	6,581,386
Power and Fuel	93,293,041	81,695,021
Freight , Octroi and Packing Expenses	34,064,693	31,239,416
Labour Charges	20,330,439	14,451,633
Claims for Breakages and Rejections	3,611,733	7,404,588
Repairs and Maintenance		
- Plant and Machinery	7,109,094	6,293,026
- Buildings	3,717,024	1,160,504
- Others	6,655,756	6,821,723
Software cost	2,748,000	-
Rent	1,021,946	1,086,992
Rates and Taxes	1,948,074	2,642,867
Insurance	3,338,570	2,441,400
Royalty	15,237,349	14,917,356
Travelling and Conveyance Expenses	4,828,656	3,642,519
Auditors' Remuneration:		
As Auditors	1,125,000	1,000,000
Out of Pocket Expenses	49,307	23,773
Loss on Assets Sold / Written Off (Net)	85,126	15,743
Exchange Fluctuation Loss (Net)	-	597,790
Legal and Professional Charges	3,340,277	3,293,647
Miscellaneous Expenses	14,760,889	9,748,526
Research and Development Expenses (Refer Note No.5 of Schedule 19)	787,548	1,177,196
	<u>227,161,545</u>	<u>196,235,106</u>

SCHEDULES FORMING PART OF THE PROFIT & LOSS ACCOUNT

	For the year ended 31st March, 2011 (Rs.)	For the year ended 31st March, 2010 (Rs.)
SCHEDULE - 15 : EMPLOYEES' EMOLUMENTS		
- Salaries, Wages and Bonus [net of recoveries Rs. 3,296,636 (Previous period Rs. 3,128,773)]	61,218,919	54,762,326
- Contribution to Provident and Other Funds	8,061,242	6,527,212
- Staff Welfare Expenses	6,041,680	4,622,421
	<u>75,321,841</u>	<u>65,911,959</u>
SCHEDULE - 16 : INTEREST ON TERM LOAN (FIXED)		
Interest on :		
Term Loan	2,530,667	7,787,000
	<u>2,530,667</u>	<u>7,787,000</u>
SCHEDULE - 17 : OTHER INTEREST AND FINANCE CHARGES		
Interest on :		
- Cash Credit	87,308	83,484
- Working Capital Demand Loan	388,322	5,841,909
- Others	-	26,423
Bank and Other Finance Charges	1,055,713	564,819
	<u>1,531,343</u>	<u>6,516,635</u>

Saint-Gobain Sekurit India Limited

SCHEDULES FORMING PART OF THE BALANCE SHEET AND PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011

SCHEDULE-18 : STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

1. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements have been prepared to comply in all material aspects with all the applicable accounting principles in India, the applicable accounting standards notified under Section 211 (3C) of the Companies Act, 1956 and the relevant provisions of the Companies Act, 1956.

2. FIXED ASSETS

- a) Fixed assets are stated at cost of acquisition or construction less accumulated depreciation.
- b) Cost is inclusive of duties, taxes, erection/commissioning expenses and incidental expenses of bringing the asset to its working condition for intended use and is net of Cenvat benefit/Sales Tax set off, where applicable.
- c) Borrowing costs, if any, for assets which necessarily take a substantial period of time to get ready for its intended use are capitalized to the cost of assets.
- d) Computer software is recognised as an asset when control over the future economic benefits is achieved through legal rights granted.

3. DEPRECIATION ON FIXED ASSETS

- a) Depreciation is provided using the straight-line method in the manner specified in Schedule XIV to the Companies Act, 1956 and at rates prescribed therein or based on the useful life of assets, whichever is higher.
- b) Moulds, Pallets & Trolleys are depreciated over a period of four years.
- c) Computers and vehicles are depreciated over a period of four years.
- d) Computer Software is depreciated over a period of five years.
- e) Fixed Assets costing less than Rs.5,000 are fully depreciated in the year of purchase.
- f) Leasehold Land is amortised over the period of lease.

4. INVENTORY VALUATION

- a) Inventories are valued at the lower of cost, computed on weighted average basis and net realisable value.
- b) Finished goods and work in progress include costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

- c) Traded goods include the purchase price, duties and taxes (Net of duties & taxes recoverable).
- d) Excise duty on Finished goods is included in the value of finished goods.

5. INVESTMENTS

- a) Long-term investments are stated at cost. A provision for diminution is made to recognise a decline, other than temporary, in the value of long-term investments.
- b) Current Investments are stated at lower of cost and fair value.

6. FOREIGN CURRENCY TRANSACTIONS

- (i) Foreign currency transactions are recorded at the exchange rates prevailing at the date of the transaction. Gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies are recognised in the Profit and Loss Account.
- (ii) The premium or discount arising at the inception of forward exchange contract is amortised as expense or income over the life of the contract. Exchange differences on such contracts are recognised in the Profit and Loss Account in the reporting period in which the exchange rates change. Any profit or loss arising on cancellation or renewal of such a forward exchange contract is recognised as income or as expense for the period.

7. RESEARCH AND DEVELOPMENT

Revenue Expenditure on Research and Development is charged under the respective heads of account. Capital Expenditure on Research and Development is included as part of Fixed Assets and depreciated appropriately..

8. REVENUE RECOGNITION

Revenue from sale of goods is recognised on transfer of significant risks and rewards of ownership of the goods to the buyer. Sales of products are stated net of sales tax, returns, discounts and allowances

Interest income is recognised on the time proportion method.

Dividend income on investments is accounted for when the right to receive the payment is established.

9. EMPLOYEE BENEFITS

- 1) Post Employment Benefits
 - a) Defined Contribution Plans:

SCHEDULES FORMING PART OF THE BALANCE SHEET AND PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011

SCHEDULE-18 : STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

The Company contributes on a defined contribution basis to the Employee's Provident Fund and Superannuation Fund (for few eligible employees) towards post employment benefits, all of which are administered by the respective Government authorities, and has no further obligation beyond making its contribution. The contribution is expensed in the year to which it pertains.

b) **Defined Benefit Plans:**

Funded Plan: The Company has a Defined Benefit Plan namely Gratuity for all its employees. The liability for the defined benefit plan of Gratuity is determined on the basis of an actuarial valuation by an independent actuary at the year end, which is calculated using projected unit credit method, which is administered through Life Insurance Corporation (LIC).

Actuarial gains and losses which comprise experience adjustment and the effect of changes in actuarial assumptions are recognised in the Profit and Loss Account.

2) **Other Long Term Employee Benefits**

The employees of the Company are entitled to leave as per the leave policy of the Company. The liability in respect of unutilised leave balances is provided based on an actuarial valuation carried out by an independent actuary as at the year end and charged to the Profit and Loss Account..

10. LEASES

Lease Income from Operating Leases are recognised as rent income on a straight line basis over the lease term.

11. TAXATION

a) **Current Taxation:**

Provision for current taxation is based on the taxable profits of the current accounting year. Adjustments for taxation relating to previous years, if any, are based on the returns filed for the fiscal year ended March 31 and cognizance is taken of assessment/appeal orders received by the Company.

b) **Deferred Taxation:**

Deferred tax resulting from timing differences between book and tax profits is accounted for under the Liability method at the current rate of tax to the

extent that the timing differences are expected to crystallise/capable of reversal as a deferred tax charge/credit in the Profit and Loss Account and as deferred tax liability/asset in the Balance Sheet.

In cases where there is unabsorbed tax depreciation and unabsorbed losses, deferred tax asset are recognised only to the extent that there is virtual certainty of their realisation supported by convincing evidence.

12. IMPAIRMENT OF ASSETS

The Company assesses at each balance sheet date whether there is an indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Profit and Loss Account. If at the Balance Sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

13. PROVISIONS & CONTINGENCIES

The Company recognizes a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation but the likelihood of outflow of resources is remote, no provision or disclosure is made, as required by Accounting Standard 29 on Provisions, Contingent Liabilities and Contingent Assets issued by the Institute of Chartered Accountants of India.

14. ACCOUNTING ESTIMATES

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of financial statements and the reported amounts of revenue and expenses during the reporting period. Difference between the actual results and the estimates are recognized in the period in which the results are known/ materialised.

Saint-Gobain Sekurit India Limited

SCHEDULES FORMING PART OF THE BALANCE SHEET AND PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011

SCHEDULE -19 : NOTES FORMING PART OF THE BALANCE SHEET AND PROFIT & LOSS ACCOUNT

1) Contingent Liabilities :

Particulars	As at 31st March, 2011 (Rs.)	As at 31st March, 2010 (Rs.)
a) Bills Discounted and outstanding	78,081,397	65,246,786
b) Claims against the Company not Acknowledged as debts	183,384	2,713,464
c) Bank Guarantees	8,214,850	-
d) Disputed Central Excise Duty / Service Tax	19,879,053	19,879,053
e) Sales Tax Matters	4,294,440	4,294,440
f) Octroi	56,213	56,213

- 2) Estimated amount of contracts remaining to be executed on Capital Account and not provided for [Net of advance Rs.41,505,056 (Previous Year Rs. 1,467,049) is Rs.82,111,360 (Previous Year: Rs. 1,549,312)].

3) Dues to Micro, Small And Medium Enterprises :

Details of amounts due under the Micro, Small and Medium Enterprises Development Act, 2006 are as under:

Sr. No.	Particulars	For the year ended 31.03.2011	For the year ended 31.03.2010
a)	The principal amount remaining unpaid as at March 31,	Rs. 857,028	Rs. 375,394
	Interest due thereon remaining unpaid on March 31,	Rs. 205,282	Rs. 27,697
b)	The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	Principal - Rs.3,802,047	Principal - Refer Note below Interest Rs.Nil
c)	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006.	Rs. Nil	Rs. Nil
d)	The amount of interest accrued and remaining unpaid on March 31, in respect of principal amount settled during the year.	Rs. 85,035	Rs. 25,408
e)	The amount of further Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of	Rs. 318,014	Rs. 27,697

disallowance as a deductible expenditure under Section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.		
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Note : - Information in this regard is not available with the company. The Company has compiled this information based on intimations received from the suppliers of their status as Micro or Small Enterprises and / or its registration with the appropriate authority under the Micro, Small and Medium Enterprises Development Act, 2006.

4) Remuneration to Managing Director:

Particulars	For the year ended 31 st March 2011 (Rs.)	For the year ended 31 st March 2010 (Rs.)
Salary and Incentive	Nil	Nil
Perquisites	Nil	Nil
Total	Nil	Nil

- 5) Revenue Expenditure on Research & Development charged to the Profit & Loss Account during the year in Schedule 14 aggregates Rs.787,548 (Previous period Rs.1,177,196).

- 6) The break up of net deferred tax asset is tabulated below:

Item of timing difference	Accumulated Deferred Tax Balances as at 31st March 2011 Rs.	Accumulated Deferred Tax Balances as at 31st March 2010 Rs.
Deferred Tax Assets		
Unabsorbed Depreciation	103,488,464	107,287,662
	103,488,464	107,287,662
Deferred Tax Liabilities		
Depreciation	50,241,879	51,721,796
Net Deferred Tax Asset	53,246,585	55,565,866

During the year, out of the net deferred tax asset of Rs. 55,565,866 as at March 31, 2010, the Company has utilised Rs 2,319,281. Based on the orders on hand, growth prospects of the automobile industry, the demand for the Company's products, the long term plans of the Company's customers and the history of order fulfillment by the Company's customers, the Company is positive of generating adequate profits in the years to come, to fully set off the balance deferred tax assets.

- 7) Information on Earnings per Share as per Accounting Standard 20 on "Earnings Per Share"

Particulars	For the year ended 31st March 2011	For the year ended 31st March 2010
Net Profit after tax for the year/period (Rs.)	100,056,031	50,377,623
Number of Equity Shares outstanding as at the period end	91,105,700	91,105,700
Basic and Diluted Earning Per Share (Rs.)	1.10	0.55
Nominal value of Share (Rs.)	10	10

**SCHEDULES FORMING PART OF THE BALANCE SHEET AND PROFIT & LOSS ACCOUNT
FOR THE YEAR ENDED 31ST MARCH, 2011**

SCHEDULE - 19 : NOTES FORMING PART OF THE BALANCE SHEET & PROFIT & LOSS ACCOUNT

8) The Company is engaged in the business of "Automotive Glass" which, as per the Accounting Standard – AS-17 Segment Reporting is considered as the only reportable primary business segment. The geographical segment is not considered as a reportable segment as exports are insignificant.

9) Related Party Disclosures:

1(a) Name of the related party and the nature of relationship where control exists:

Name of the related party	Nature of relationship
Compagnie de Saint-Gobain, France	Ultimate Holding Company
Saint-Gobain Sekurit S.A., France	Holding Company

(b) Relationships:

i) **Holding Company**

Saint-Gobain Sekurit S.A., France

ii) **Entity in respect of which the Company is an Associate**

Saint-Gobain Glass India Limited, India

iii) **Fellow Subsidiaries**

Saint-Gobain Glass, France

Saint-Gobain Seva, France

Grindwell Norton Limited, India

Saint-Gobain Sekurit (Thailand) Co. Limited, Thailand

Saint-Gobain Seva Engineering India Limited, India

Saint-Gobain Sekurit Deutschland Gmbh & Co KG, Germany

Saint-Gobain Hanglass Clfg Qingdao Glass Co. Ltd, China

Saint-Gobain Sekurit Italia, Italy

Saint-Gobain Hanglass Sekurit (Shanghai)

Hankuk Sekurit Limited, Korea

iv) **Key Management Personnel**

Dr. Sreeram Srinivasan - Managing Director

Saint-Gobain Sekurit India Limited

SCHEDULES FORMING PART OF THE BALANCE SHEET AND PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011

SCHEDULE - 19 : NOTES FORMING PART OF THE BALANCE SHEET & PROFIT & LOSS ACCOUNT

2. The following transactions were carried out in the ordinary course of business with the parties referred to in 1(b) above :

Amount (Rs.)

Sr. No.	Nature of Transaction	Name of Related Party	Holding	Fellow Subsidiaries	Entity in respect of which the Company is an Associate	Key Managerial Personnel	Total
1	Purchase of Fixed Assets	Saint-Gobain Glass, India Limited, India	- (-)	- (-)	3,134,945 (-)	- (-)	3,134,945 (-)
		Saint-Gobain Sekurit (Thailand) Co. Ltd., Thailand	- (-)	328,034 (-)	- (-)	- (-)	328,034 (-)
2	Purchase of Consumables & Spares	Grindwell Norton Limited, India	- (-)	1,262,849 (1,090,216)	- (-)	- (-)	1,262,849 (1,090,216)
		Saint-Gobain Sekurit (Thailand) Co. Ltd. Thailand	- (-)	- (138,708)	- (-)	- (-)	- (138,708)
		Saint-Gobain Glass India Limited, India	- (-)	- (-)	19,322 (171,900)	- (-)	19,322 (171,900)
		Saint-Gobain Seva, France	- (-)	986,158 (545,212)	- (-)	- (-)	986,158 (545,212)
		Saint-Gobain Seva Engineering, Bangalore	- (-)	26,501 (-)	- (-)	- (-)	26,501 (-)
		Saint-Gobain Hanglass Sekurit (Shanghai)	- (-)	- (57,631)	- (-)	- (-)	- (57,631)
3	Purchase of Goods	Saint-Gobain Glass India Limited, India	- (-)	- (-)	306,805,035 (309,182,113)	- (-)	306,805,035 (309,182,113)
		Saint-Gobain Sekurit (Thailand) Co. Ltd., Thailand	- (-)	2,293,770 (-)	- (-)	- (-)	2,293,770 (-)
		Saint-Gobain Sekurit Deutschland GmbH, Germany	- (-)	- (10,800,523)	- (-)	- (-)	- (10,800,523)
4	Royalty	Saint-Gobain Sekurit S.A., France	15,237,349 (14,917,356)	- (-)	- (-)	- (-)	15,237,349 (14,917,356)
5	Services Received	Saint-Gobain Glass India Limited, India	- (-)	- (-)	16,739,077 (15,296,248)	- (-)	16,739,077 (15,296,248)
		Grindwell Norton Limited, India	- (-)	2,831,933 (2,322,068)	- (-)	- (-)	2,831,933 (2,322,068)
		Saint-Gobain Sekurit S.A., France	174,300 (200,250)	- (-)	- (-)	- (-)	174,300 (200,250)
6	Services Rendered	Saint-Gobain Glass India Limited	- (-)	- (-)	6,148,155 (11,951,032)	- (-)	6,148,155 (11,951,032)
7	Sale of Goods	Saint-Gobain Glass India Limited, India	- (-)	- (-)	75,045,456 (66,048,646)	- (-)	75,045,456 (66,048,646)
		Others	- (-)	1,280 (-)	- (-)	- (-)	1,280 (-)

**SCHEDULES FORMING PART OF THE BALANCE SHEET AND PROFIT & LOSS ACCOUNT
FOR THE YEAR ENDED 31ST MARCH, 2011**

SCHEDULE - 19 : NOTES FORMING PART OF THE BALANCE SHEET & PROFIT & LOSS ACCOUNT

3. Outstanding Balances as on March 31, 2011:

Amount (Rs.)

Sr. No.	Name of the Related Party	Holding	Fellow Subsidiaries	Entity in respect of which the Company is an Associate	Key Managerial Personnel	Total
A.	Debtors:					
1	Saint-Gobain Sekurit S.A., France	191,121 (1,039,060)	- (-)	- (-)	- (-)	191,121 (1,039,060)
2	Saint-Gobain Glass India Limited, India	- (-)	- (-)	35,972,214 (204,939)	- (-)	35,972,214 (204,939)
3	Others	- (-)	378,430 (378,430)	- (-)	- (-)	378,430 (378,430)
B.	Current Liabilities :					
1	Saint-Gobain Sekurit S.A., France	2,103,046 (1,510,226)	- (-)	- (-)	- (-)	2,103,046 (1,510,226)
2	Grindwell Norton Limited, India	- (-)	53,014 (25,252)	- (-)	- (-)	53,014 (25,252)
3	Saint-Gobain Glass India Limited, India	- (-)	- (-)	78,556,384 (53,839,758)	- (-)	78,556,384 (53,839,758)
4	Saint-Gobain Seva Engineering India Limited, India	- (-)	4,000 (-)	- (-)	- (-)	4,000 (-)
5	Saint-Gobain Seva, France	- (-)	20,231,920 (-)	- (-)	- (-)	20,231,920 (-)
6	Saint-Gobain Glass, France	- (-)	743,499 (714,858)	- (-)	- (-)	743,499 (714,858)
7	Saint-Gobain Sekurit (Thailand) Co. Limited, Thailand	- (-)	- (127,564)	- (-)	- (-)	- (127,564)
8	Saint-Gobain Hanglass Clfg Qingdao Glass Co. Ltd, China	- (-)	- (3,177)	- (-)	- (-)	- (3,177)
9	Others	- (-)	139,215 (137,935)	- (-)	- (-)	139,215 (137,935)

Notes :

1. Figures in brackets pertain to the previous period.

Saint-Gobain Sekurit India Limited

SCHEDULES FORMING PART OF THE BALANCE SHEET AND PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011.

SCHEDULE - 19:NOTES FORMING PART OF THE BALANCE SHEET & PROFIT & LOSS ACCOUNT

10) Additional information pursuant to the provisions of Para 3 and 4 of Part II of Schedule VI of the Companies Act, 1956:

A. Licensed Capacity : Not Applicable

B. Installed Capacity*

Laminated Safety Glass (in nos.) : 6.00 lacs p.a. (Previous Year: 6.00 lacs)

Flat Toughened Glasses (in sq. mts.) : 3.00 lacs p.a. (Previous Year: 3.00 lacs)

Bend Tempered Glasses (in nos.) : 28.00 lacs p.a. (Previous Year: 28.00 lacs)

* As certified by the Management and relied upon by the Auditors.

C. Production and turnover of Finished Goods/Scrap Sales/Trading Sales:

Product	Production Qty. (Nos.)	Turnover Qty. (Nos.)	Turnover Value (Rs.)
Laminated Safety Glass	779,261 (695,677)	780,021 (713,778)	703,992,990 (622,474,066)
Tempered Glasses	1,055,767 (728,931)	1,076,744 (724,901)	211,305,290 (175,892,450)
Sales Scrap			13,285,698 (9,539,874)
Trading Sales :			
Laminated Curved Windshields		9,190 (8,125)	9,593,302 (9,280,952)
Tempered Glasses		9,335 (132,118)	1,270,031 (17,349,700)

Note: 1) Sales are net of Excise Duty paid.

2) Figures in brackets pertain to the previous year.

D. Opening and Closing Stock of Finished Goods:

Product	Opening Stock		Closing Stock	
	Qty. (Nos.)	Value (Rs.)	Qty. (Nos.)	Value (Rs.)
Manufactured:				
Laminated Safety Glass	14,133 (32,234)	11,690,792 (31,537,118)	13,373 (14,133)	14,326,922 (11,690,792)
Tempered Glasses	52,967 (48,937)	8,785,443 (9,671,403)	31,990 (52,967)	6,331,781 (8,785,443)
Traded:				
Tempered Glasses	- (15)	- (19892)	- (-)	- (-)

Note: Figures in brackets pertain to the previous year.

SCHEDULES FORMING PART OF THE BALANCE SHEET AND PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011.
SCHEDULE - 19 : NOTES FORMING PART OF THE BALANCE SHEET & PROFIT & LOSS ACCOUNT

Particulars	For the year ended 31st March, 2011		For the year ended 31 st March, 2010	
	Qty.	Value (Rs.)	Qty.	Value (Rs.)
E. Consumption of Raw Materials:				
Sheet/Float Glasses(Sq. Mtrs.)	2,127,706	295,817,354	2,624,476	271,106,840
P.V.B. Film (Sq. Mtrs.)	635,157	154,315,079	558,114	117,330,665
Other Raw Materials *	-	19,032,442	-	18,653,966
		469,164,875		407,091,471
F. Purchase of Traded Goods:				
Product				
Laminated Curved Windshields (Nos.)	9,190	9,558,324	8,125	8,356,737
Tempered Glasses (Nos.)	9,335	1,482,725	132,103	15,457,557
		11,041,049		23,814,294

* Individually do not account 10% or more of the total consumption.

Particulars	For the year ended 31st March 2011 (Rs.)	For the year ended 31 st March 2010 (Rs.)
G. CIF Value of Imports:		
Raw Material	164,637,860	134,900,685
Components and Spare Parts	4,720,715	6,063,805
Capital Goods	27,081,663	-
H. Expenditure in Foreign Currency:		
Research and Development	174,300	200,250
Technical Services	-	-
Travel	320,781	49,758
Repairs to Machinery	52,626	55,494
Royalty	15,237,349	14,917,356
Others	909,361	471,487
I. Earnings in Foreign Currency:		
FOB Value of Exports	-	-

Saint-Gobain Sekurit India Limited

SCHEDULES FORMING PART OF THE BALANCE SHEET AND PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011.

SCHEDULE - 19:NOTES FORMING PART OF THE BALANCE SHEET & PROFIT & LOSS ACCOUNTS

J. Value of Imported and Indigenous Raw Materials, Spares and Components Consumed:

Particulars	For the year ended		For the year ended	
	31st March 2011		31st March 2010	
	%	Value (Rs.)	%	Value (Rs.)
a) Raw Material				
i) Imported	32.52	152,569,809	31.56	128,460,547
ii) Indigenous	67.48	316,595,066	68.44	278,630,924
	100.00	469,164,875	100.00	407,091,471
b) Stores & Spares				
i) Imported	27.00	4,631,757	85.34	5,616,433
ii) Indigenous	73.00	4,477,266	14.66	964,953
	100.00	9,109,023	100.00	6,581,386

11) Disclosures in accordance with Revised AS 15 on "Employee Benefits"

A Defined Contribution Plans – The Company has recognised the following amounts in the Profit and Loss Account for the period:

Particulars	For the 12 months ended 31st March 2011	For the 12 months ended 31st March 2010
Contribution to Employees Provident Fund	2,972,750	2,704,590
Contribution to Management Superannuation Fund	46,086	40,358
Total	3,018,836	2,744,948

B Defined Benefit Plans –

- a) The following figures are as per actuarial valuation, as at the Balance Sheet date, carried out by an independent actuary.

A reconciliation of opening and closing balances of the defined benefit obligation:

Sr.No.	Particulars for Gratuity	For the 12 months ended 31st March 2011	For the 12 months ended 31st March 2010
	Opening DBO as on April 2010	9,800,442	6,756,626
i)	Current Service Cost	802,227	656,198
ii)	Interest Cost	784,035	568,684
iii)	Actuarial (Gains) / Losses	3,216,520	2,427,473
iv)	Benefits Paid	(319,792)	(608,539)
	Closing DBO as on March 31, 2011	14,283,432	9,800,442

SCHEDULES FORMING PART OF THE BALANCE SHEET AND PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011.
SCHEDULE - 19:NOTES FORMING PART OF THE BALANCE SHEET & PROFIT & LOSS ACCOUNTS

b) A reconciliation of the opening and closing balances of the fair value of plan assets:

Sr. No.	Particulars for Gratuity	For the 12 months ended 31st March 2011	For the 12 months ended 31 st March 2010
	Opening Fair Value of Plan Assets	2,701,038	1,791,533
i)	Expected Return on Plan Assets	216,083	184,052
ii)	Actuarial Gains / (Losses)	113,640	520,604
iii)	Contribution by the Employer	1,007,194	813,388
iv)	Benefits Paid	(319,792)	(608,539)
	Closing Fair Value of Plan Assets	3,718,163	2,701,038

c) Amount recognised in Balance Sheet including a reconciliation of the present value of the defined obligation in (a) and the fair value of the plan assets in (b) to the assets and liabilities recognised in the Balance Sheet:

Sr. No.	Particulars for Gratuity	For the 12 months ended 31st March 2011	For the 12 months ended 31 st March 2010
i)	Present value of Funded Obligations	14,283,432	9,800,442
ii)	Fair value of Plan Assets	(3,718,163)	(2,701,038)
	Net Liability/(Asset) recognized in Balance Sheet	10,565,269	7,099,404

d) The total expense recognised in the Profit & Loss Account

Sr. No.	Particulars for Gratuity	For the 12 months ended 31st March 2011	For the 12 months ended 31 st March 2010
i)	Current Service Cost	802,227	656,198
ii)	Interest Cost	784,035	568,684
iii)	Expected Return on Plan Assets	(216,083)	(184,052)
iv)	Actuarial (Gains) / Losses	3,102,880	1,906,869
	Total	4,473,059	2,947,699

All the above have been included in the line item 'Contribution to Provident and Other Funds' in Schedule 15 of Profit & Loss Account.

e) For each major category of plan assets, following is the percentage that each major category constitutes of the fair value of the total plan assets:

Sr. No.	Particulars for Gratuity	For the 12 months ended 31st March 2011	For the 12 months ended 31 st March 2010
i)	Insurer Managed Funds	100%	100%
	Total	100%	100%

f) Actual return on plan assets is as follows:

Sr.No.	Particulars for Gratuity	For the 12 months ended 31st March 2011	For the 12 months ended 31 st March 2010
1	Expected Return on Plan Assets	216,083	184,052
2	Actuarial gain/(loss) on plan Assets	113,640	520,604
3	Actual Return on Plan Assets	329,723	704,656

Saint-Gobain Sekurit India Limited

SCHEDULES FORMING PART OF THE BALANCE SHEET AND PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011.

SCHEDULE - 19:NOTES FORMING PART OF THE BALANCE SHEET & PROFIT & LOSS ACCOUNTS

g) Following are the Principal Actuarial Assumptions used as at the Balance Sheet date:

Sr.No.	Particulars for Gratuity	For the 12 months ended 31st March 2011	For the 12 months ended 31st March 2010
1	Discount Rate	8.00%	8.00%
2	Expected Rate of Return on Plan Assets	8.00%	8.00%
3	Salary Escalation Rate	7.00%	6.00%

The estimates of future salary increases considered in actuarial valuation takes into account inflation, seniority, promotion and other relevant factors.

h) Actuarial Gains / Losses recognised during the year

	1st April, 2010 to 31st March, 2011	1st April, 2009 to 31st March, 2010
Actuarial (Gains)/ Loss - PBO	3,216,520	2,427,473
Actuarial (Loss)/ Gain - Asset	113,640	520,604

i) Experience Adjustments

	1st April, 2010 to 31st March, 2011	1st April, 2009 to 31st March, 2010	1st Jan., 2008 to 31st March, 2009	1st Jan., 2007 to 31st Dec., 2007
Experience Adjustment On Plan Liabilities (Gain)/ Loss - PBO	1,650,627	2,427,473	(95,686)	-
Experience Adjustment On Plan Asset (Loss)/Gain - Asset	113,640	520,604	216,419	-

12) Derivatives & Forward Contracts

a) Forward Contracts outstanding (for hedging) as at Balance Sheet date:

Currency	As at 31st March 2011	As at 31st March 2010	Type
In USD	363,176	756,263	Buy
Equivalent approximate in Rs.	16,568,316	34,470,465	
In EURO	-	5,964	Buy
Equivalent approximate in Rs.	-	365,671	

b) The year end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below:

Currency	As at 31st March 2011	As at 31st March 2010
Liability (Payables)		
In GBP	500	500
Equivalent approximate in Rs.	41,925	34,470
In EURO	31,019	38,346
Equivalent approximate in Rs.	1,963,662	2,350,973
In CHF	-	-
Equivalent approximate in Rs.	-	-
In USD	28,744	-
Equivalent approximate in Rs.	1,284,031	-
Debit balance in Creditors		
In EURO	11,688	11,688
Equivalent approximate in Rs.	513,977	696,955
Assets (Receivables)		
In EURO	-	14,220
Equivalent approximate in Rs.	-	847,939

(Conversion done using the respective rates of March 31)

SCHEDULES FORMING PART OF THE BALANCE SHEET AND PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011.
SCHEDULE - 19:NOTES FORMING PART OF THE BALANCE SHEET & PROFIT & LOSS ACCOUNTS

13) Short Term investments in mutual fund purchased and sold during the year are as under:

Name of the fund	Qty Purchased (Nos.)		Qty Sold (Nos.)		Dividend Reinvested (Nos.)	
	For the year ended 31.03.2011	For the year ended 31.03.2010	For the year ended 31.03.2011	For the year ended 31.03.2010	For the year ended 31.03.2011	For the year ended 31.03.2010
Sceme - I Principal Cash Management Fund - Liquid Option - Inst. Plan-Dividend reinvestment - Daily	13,027,134.03	22,415,068.69	#17,395,814.59	18,176,001.30	57,033.24	45,897.22
Scheme - II Principal Cash Management Fund - Dividend Reinvestment Daily (formerly - Cash Management Fund-Inst. Premium Plan-Dividend Reinvestment Daily)	*15,328,568.67	-	13,599,048.07	-	56,518.003	-

* Includes 9,640.994 units (Previous Year: Nil) on account of conversion from Scheme-I.

Includes 9,639.548 units (Previous Year: Nil) on account of switch over to Scheme-II.

14) The previous year's figures, wherever necessary, have been regrouped to conform with the current year's classification.

Schedule referred to above form as integral part of the Balance Sheet and Profit & Loss Account.

For Price Waterhouse

Firm Registration Number : 007568S
Chartered Accountants

For and on behalf of the Board

Mehul Desai
Partner
Membership No. - 103211

A.Y. Mahajan
Chairman

Dr. Sreeram Srinivasan
Managing Director

Anant Bavare
Company Secretary

Place : Mumbai
Date : May 18, 2011

Place : Mumbai
Date : May 18, 2011

Saint-Gobain Sekurit India Limited

Additional information as required under Part IV of Schedule VI of the Companies Act, 1956 for the year ended 31st March, 2011.

Balance Sheet Abstract & Company's General Business Profile

I. Registration Details

Registration No.	:				18367
State Code	:				11
Balance Sheet Date	:	31	03	2011	
		Date	Month	Year	

II. Capital Raised during the year (Amount in Rs. Thousands)

Public Issue	:				Nil
Right Issue	:				Nil
Bonus Issue	:				Nil
Private Placement	:				Nil

III. Position of Mobilisation and Deployment of Funds

(Amount in Rs. Thousands)

Sources of Funds					
Total Liabilities	:				1,027,136
Total Assets	:				1,027,136
Paid-up Capital	:				911,057
Reserves & Surplus	:				113,259
Secured Loans	:				2,820
Unsecured Loans	:				-
Deferred Tax Assets	:				53,247
Net Fixed Assets	:				466,283
Investments	:				17,862
Net Current Assets	:				76,107
Miscellaneous Expenditure	:				-
Accumulated Losses	:				367,610

IV. Performance of Company

(Amount in Rs. Thousands)

Turnover (Including Misc Income)	:				944,927
Total Expenditure	:				842,510
Profit Before Tax	:				102,417
Profit After Tax	:				100,056
Earning Per Share	:				1.10
Dividend rate %	:				-

V. Generic Names of Three Principal Products / Service of the Company. (As per monetary terms)

Product Description				Item code No. :
i) Toughened (Tempered) Safety Glass for Vehicles	:			700711
ii) Laminated Safety Glass for Vehicles other than bullet proof	:			700722

For and on behalf of the Board

A.Y. Mahajan
Chairman

Dr. Sreeram Srinivasan
Managing Director

Anant Bavare
Company Secretary

Place : Mumbai
Date : May 18, 2011

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 31, 2011

Particulars	For the year ended 31st March, 2011		For the year ended 31st March, 2010	
	Rs.	Rs.	Rs.	Rs.
A CASH FLOW FROM OPERATING ACTIVITIES :				
Net Profit Before Tax		102,417,492		50,377,623
Adjustments for:				
Depreciation	60,287,600		66,004,282	
Loss on Assets Sold / Written Off	85,126		15,743	
Interest & Finance Charges	4,062,010		13,713,407	
Sundry Credit balance written back	-		(4,239,836)	
Interest Received on security deposit	(365,237)		-	
Dividend Income	(1,135,677)		(459,073)	
		62,933,822		75,034,523
Operating Profit / (Loss) Before Working Capital Changes		165,351,314		125,412,146
Adjustments for:				
Loans and Advances	6,521,488		32,631,838	
Receivables	(50,331,201)		17,454,594	
Inventories	1,304,462		19,837,969	
Current Liabilities & Provisions	49,765,369		(6,394,269)	
		7,260,118		63,530,132
Cash generated from operations		172,611,432		188,942,278
Interest Paid				
Taxes Paid	(36,057)		(293,218)	
		(36,057)		(293,218)
Net Cash From Operating Activities		172,575,375		188,649,060
B CASH FLOW FROM INVESTING ACTIVITIES :				
Sale of Fixed Assets	-		336,952	
Purchase of Investments in Mutual Funds	(284,732,094)		(42,859,073)	
Redemption of Investments in Mutual Funds	309,996,417		459,073	
Dividend Received	1,135,677		-	
Interest Received	345,535		(11,822,201)	
Purchase of Fixed Assets	(92,805,495)		-	
Net Cash Used in Investing Activities		(66,059,960)		(53,885,249)
C CASH FLOW FROM FINANCING ACTIVITIES :				
Interest & Finance Charges	(4,062,010)		(13,713,407)	
Repayment of term loans	(66,666,668)		(33,333,332)	
Short Term Loans (Net)	(38,253,923)		(90,132,431)	
Net Cash Used in Financing Activities		(108,982,601)		(137,179,170)
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS		(2,467,186)		(2,415,359)
OPENING BALANCE OF CASH AND CASH EQUIVALENTS		4,728,877		7,144,236
CLOSING BALANCE OF CASH AND CASH EQUIVALENTS		2,261,691		4,728,877
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS		(2,467,186)		(2,415,359)

NOTES :

1 The above Cash Flow has been prepared under the 'Indirect Method' as set out in Accounting Standard - 3 on Cash Flow Statements issued by the Institute of Chartered Accountants of India.

Cash and Cash equivalents comprise :	31st March 2011	31st March 2010
	Rs.	Rs.
Cash on Hand	162,831	215,299
Balances with Scheduled Banks :		
Current Accounts	2,098,860	4,513,578
Total	2,261,691	4,728,877

3 Previous period figures have been regrouped / rearranged , wherever considered necessary.

This is the Cash Flow Statement referred to in our report of even date.

For Price Waterhouse

Firm Registration Number : 007568S
Chartered Accountants

For and on behalf of the Board

Mehul Desai
Partner
Membership No. - 103211

A.Y. Mahajan
Chairman

Dr. Sreeram Srinivasan
Managing Director

Anant Bavare
Company Secretary

Place : Mumbai
Date : May 18, 2011

Place : Mumbai
Date : May 18, 2011

Saint-Gobain Sekurit India Limited

SAINT-GOBAIN SEKURIT INDIA LIMITED

Registered Office: T-94, M.I.D.C. Bhosari Industrial Area, Pune, Maharashtra-411 026.

ATTENDANCE SLIP FOR THIRTY-EIGHTH ANNUAL GENERAL MEETING

PLEASE FILL IN THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL. Joint Shareholders may obtain additional Attendance Slip on request.

NAME OF THE SHAREHOLDER :

MASTER FOLIO NO. / DP I. D. & CLIENT ID :

NO. OF SHARES HELD :

I hereby record my presence at the THIRTY-EIGHTH ANNUAL GENERAL MEETING of the Company, being held on Saturday, 30th July, 2011 at 11.30 am at HOTEL KALASAGAR, P-4 MIDC, Kasarwadi, Mumbai-Pune Road, Near State Bank of India, Pune - 411 034.

Signature of the Shareholder / Proxy

✂️ ----- TEAR HERE -----

PROXY FORM

SAINT-GOBAIN SEKURIT INDIA LIMITED

Registered Office: T-94, M.I.D.C. Bhosari Industrial Area, Pune, Maharashtra-411 026.

Master Folio No./DP I. D. & Client I. D. _____

I/We _____ of _____

_____ being a memebr/mebers of Saint-Gobain Sekurit India Limited hereby

appoint _____ of _____ or failing

him _____ of _____ as my/our Proxy to vote for me/us and on my/our behalf of at the THIRTY-EIGHTH ANNUAL GENERAL MEETING of the Company to be held on SATURDAY, 30th July, 2011 at 11.30 A. M. at HOTEL KALASAGAR, P-4 MIDC, Kasarwadi, Mumbai-Pune Road, Near State Bank of India, Pune - 411 034 and at any adjournment thereof.

Signed this _____ day of _____ 2011.

Re. 1 Revenue Stamp

Signature

Note : The Proxy Form must be returned so as to reach the Registered Office of the Company not less than 48 hours before the time of holding the aforesaid meeting.

The Proxy need not be a member of the Company.