

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company	<input type="text" value="L24239MH1956PLC009794"/>	<input type="button" value="Pre-fill"/>						
Global Location Number (GLN) of the company	<input type="text"/>							
* Permanent Account Number (PAN) of the company	<input type="text" value="AAACH2736F"/>							
(ii) (a) Name of the company	<input type="text" value="SANOFI INDIA LIMITED"/>							
(b) Registered office address	<input type="text" value="SANOFI HOUSE, CTS NO.117-B, L&T BUSINESS PARK
SAKI VIHAR ROAD, POWAI
MUMBAI
Mumbai City
Maharashtra
400072"/>							
(c) *e-mail ID of the company	<input type="text" value="radhika.shah@sanofi.com"/>							
(d) *Telephone number with STD code	<input type="text" value="02228032000"/>							
(e) Website	<input type="text" value="www.sanofiindialtd.com"/>							
(iii) Date of Incorporation	<input type="text" value="02/05/1956"/>							
(iv)	<table border="1"><thead><tr><th>Type of the Company</th><th>Category of the Company</th><th>Sub-category of the Company</th></tr></thead><tbody><tr><td>Public Company</td><td>Company limited by shares</td><td>Indian Non-Government company</td></tr></tbody></table>	Type of the Company	Category of the Company	Sub-category of the Company	Public Company	Company limited by shares	Indian Non-Government company	
Type of the Company	Category of the Company	Sub-category of the Company						
Public Company	Company limited by shares	Indian Non-Government company						
(v) Whether company is having share capital	<input checked="" type="radio"/> Yes	<input type="radio"/> No						
(vi) *Whether shares listed on recognized Stock Exchange(s)	<input checked="" type="radio"/> Yes	<input type="radio"/> No						

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	National Stock Exchange	1,024
2	Bombay Stock Exchange	1

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) *Financial year From date 01/01/2023 (DD/MM/YYYY) To date 31/12/2023 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

30/06/2024

(c) Whether any extension for AGM granted

Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C6	Chemical and chemical products, pharmaceuticals, medicinal chemical and	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

3

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Hoechst GmbH (Holding Company)		Holding	60.38
2	Sanofi SA(ultimate holding company)		Holding	0.02

3	Sanofi Consumer Healthcare Ir	U21002MH2023PLC402652	Subsidiary	100
---	-------------------------------	-----------------------	------------	-----

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	23,500,000	23,030,622	23,030,622	23,030,622
Total amount of equity shares (in Rupees)	235,000,000	230,306,220	230,306,220	230,306,220

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity shares				
Number of equity shares	23,500,000	23,030,622	23,030,622	23,030,622
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	235,000,000	230,306,220	230,306,220	230,306,220

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	94,765	22,935,857	23030622	230,306,220	230,306,220	
Increase during the year	0	13,211	13211	23,030,622	23,030,622	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	13,211	13211	23,030,622	23,030,622	0
Dematerialization of Shares						+
Decrease during the year	13,211	0	13211	23,030,622	23,030,622	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	13,211	0	13211	23,030,622	23,030,622	
Dematerialization of Shares						+
At the end of the year	81,554	22,949,068	23030622	230,306,220	230,306,220	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0

iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text" value="11/05/2023"/>
---	---

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)**(i) Turnover**

28,511,000,000

(ii) Net worth of the Company

10,155,000,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	13,909,587	60.4	0	
10.	Others	0	0	0	
	Total	13,909,587	60.4	0	0

Total number of shareholders (promoters)

2

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	1,939,624	8.42	0	
	(ii) Non-resident Indian (NRI)	249,580	1.08	0	
	(iii) Foreign national (other than NRI)	50	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	2,523,428	10.96	0	

4.	Banks	202	0	0	
5.	Financial institutions	45,555	0.2	0	
6.	Foreign institutional investors	1,454,072	6.31	0	
7.	Mutual funds	2,651,427	11.51	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	189,339	0.82	0	
10.	Others Alternate Investment Fund: +	67,758	0.29	0	
	Total	9,121,035	39.59	0	0

Total number of shareholders (other than promoters)

62,868

**Total number of shareholders (Promoters+Public/
Other than promoters)**

62,870

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

153

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	2	2
Members (other than promoters)	74,591	62,868
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL


(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	3	5	3	5	0	0
(i) Non-Independent	3	2	3	2	0	0

(ii) Independent	0	3	0	3	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	3	5	3	5	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 10

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Mr. Aditya Narayan	00012084	Director	0	
Ms. Usha Thorat	00542778	Director	0	
Mr. Rodolfo Hrosz	09609832	Managing Director	0	
Mr. Rahul Bhatnagar	07268064	Director	0	
Mr. Marc Antoine Lucch 	08812302	Director	0	28/03/2024
Mr. Vaibhav Karandikar	09049375	Director	0	
Ms. Renee Vishwonath 	10335917	Whole-time director	0	
Mr. Rachid Ayari	10408699	Whole-time director	0	
Ms. Radhika Shah	AFWPJ3095D	Company Secretar	0	
Mr. Rachid Ayari	FJEPA8618A	CFO	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year 7

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Mr. Cherian Mathew	08522813	Whole-time director	26/09/2023	Cessation
Ms. Annapurna Das	08634664	Director	31/07/2023	Cessation
Mr. Vaibhav Karandikar	09049375	Director	01/12/2023	Change in Designation
Ms. Renee Vishwonath	10335917	Whole-time director	26/09/2023	Appointment
Mr. Rachid Ayari	10408699	Whole-time director	01/12/2023	Appointment
Mr. Vaibhav Karandikar	ADUPK4764E	CFO	30/11/2023	Cessation
Mr. Rachid Ayari	FJEPA8618A	CFO	01/12/2023	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	11/05/2023	82,726	71	
Court Convened Meeting	18/12/2023	64,810	40	

B. BOARD MEETINGS

*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	23/02/2023	8	8	100
2	18/04/2023	8	8	100
3	10/05/2023	8	7	87.5
4	10/08/2023	7	6	85.71
5	26/09/2023	7	7	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
6	08/11/2023	7	5	71.43

C. COMMITTEE MEETINGS

Number of meetings held

16

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	22/02/2023	3	3	100
2	Nomination and Remuneration	22/02/2023	3	3	100
3	Risk Management	22/02/2023	4	4	100
4	Corporate Social Responsibility	23/02/2023	3	3	100
5	Audit Committee	08/05/2023	4	3	75
6	Audit Committee	09/05/2023	4	4	100
7	Risk Management	09/05/2023	4	4	100
8	Audit Committee	09/08/2023	3	3	100
9	Stakeholder Relationship	09/08/2023	3	3	100
10	Corporate Social Responsibility	09/08/2023	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	Mr. Aditya Nar	6	6	100	3	3	100	
2	Ms. Usha Tho	6	5	83.33	12	12	100	
3	Mr. Rodolfo H	6	5	83.33	7	6	85.71	
4	Mr. Rahul Bha	6	6	100	16	16	100	
5	Mr. Marc Anto	6	3	50	3	2	66.67	

6	Mr. Vaibhav K	6	6	100	5	5	100	
7	Ms. Renee Vis	1	1	100	1	1	100	
8	Mr. Rachid Ay	0	0	0	0	0	0	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Rodolfo Hrosz	Managing Direc +	22,730,000	0	0	13,660,000	36,390,000
2	Mr. Rachid Ayari	Whole-Time Dire +	990,000	0	0	520,000	1,510,000
3	s. Renee Vishwonat +	Whole-Time Dire +	1,630,000	0	0	220,000	1,850,000
4	Mr. Vaibhav Karand +	Whole-Time Dire +	11,950,000	0	0	8,280,000	20,230,000
5	Mr. Cherian Mathew +	Whole-Time Dire +	14,670,000	0	0	7,600,000	22,270,000
	Total		51,970,000	0	0	30,280,000	82,250,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

Number of other directors whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Aditya Narayan I +	Independent Dir +	0	2,580,000	0	960,000	3,540,000
2	Ms. Usha Thorat I +	Independent Dir +	0	1,310,000	0	1,370,000	2,680,000
3	Mr. Rahul Bhatnaga +	Independent Dir +	0	1,310,000	0	1,730,000	3,040,000
	Total		11,950,000	5,200,000	0	12,340,000	29,490,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow

Associate Fellow

Certificate of practice number

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

To be digitally signed by

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

List of attachments

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

COMMITTEE MEETINGS

S.No.	Type of Meeting	Date of Meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
11	Risk Management Committee Meeting	10/08/2023	4	4	100
12	Nomination and Remuneration Committee Meeting	26/09/2023	3	3	100
13	Nomination and Remuneration Committee Meeting	07/11/2023	3	2	66.67
14	Corporate Social Responsibility Committee Meeting	07/11/2023	3	2	66.67
15	Audit Committee Meeting	08/11/2023	3	3	100
16	Audit Committee Meeting	19/12/2023	3	3	100