General information about company						
Scrip code	500674					
NSE Symbol	SANOFI					
MSEI Symbol	NOTLISTED					
ISIN	INE058A01010					
Name of the entity	SANOFI INDIA LIMITED					
Date of start of financial year	01-01-2023					
Date of end of financial year	31-12-2023					
Reporting Quarter	Yearly					
Date of Report	31-12-2023					
Risk management committee	Applicable					
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities					

#### Annexure I Annexure I to be submitted by listed entity on quarterly basis I. Composition of Board of Directors Disclosure of notes on composition of board of directors explanatory Whether the listed entity has a Regular Chairperson Yes Whether Chairperson is related to MD or CEO No Category 3 of Title (Mr Category 2 of Date of Sr Name of the Director PAN DIN Category 1 of directors / Ms) directors directors Birth Non-Executive -08-01-ACWPN9272B 00012084 Chairperson Mr ADITYA NARAYAN **Independent Director** 1952 Non-Executive -20-02-2 **USHA THORAT** ABPPT5666B 00542778 Not Applicable Ms **Independent Director** 1950 13-04-**RODOLFO HROSZ** BNXPH8107A 09609832 **Executive Director** Not Applicable 3 Mr MD 1966 Non-Executive -29-03-RAHUL BHATNAGAR AADPB7374B 07268064 Not Applicable 4 Mr **Independent Director** 1958 MARC-ANTOINE Non-Executive - Non 20-02-5 Mr ZZZZZ9999Z 08812302 Not Applicable LUCCHINI **Independent Director** 1965 **VAIBHAV** Non-Executive - Non 20-11-ADUPK4764E 09049375 Not Applicable 6 Mr **KARANDIKAR Independent Director** 1972 RENEE VISWONATH 28-12-ACKPA1607R 10335917 **Executive Director** Not Applicable Ms **AMONKAR** 1963 09-07-8 **RACHID AYARI** FJEPA8618A 10408699 **Executive Director** Mr Not Applicable 1974

#### I. Composition of Board of Directors

### Disqualification of Directors under section 164 of the Companies Act, 2013

Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active
7	No				Active
8	No				Active

				7	T	ī		T				
Sr	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Reappointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	NA		30-04- 2016	27-04- 2021		90	1	1	0	0		
2	Yes	27-04- 2021	30-04- 2016	27-04- 2021		90	1	1	1	1		
3	NA		01-06- 2022				1	0	1	0		
4	NA		29-07- 2020	29-07- 2020		38	3	3	4	3		
5	NA		29-07- 2020				1	0	0	0	Textual Information(1)	
6	NA		01-12- 2023				1	0	1	0		
7	NA		26-09- 2023				1	0	0	0		
8	NA		01-12- 2023				1	0	1	0		

	Text Block
Textual Information(1)	Foreign Director

Αι	ıdit Committe	ee Details					
		Yes					
Sr	Number members 5 3 directors				Date of Appointment	Date of Cessation	Remarks
1	00542778	USHA THORAT	Non-Executive - Independent Director	Chairperson	01-01-2018		
2	07268064	RAHUL BHATNAGAR	Non-Executive - Independent Director	Member	29-07-2020		
3	10335917 Renee Viswonath Amonkar Executive Director		Member	26-09-2023	01-12-2023		
4	1.000/40375 1		Non-Executive - Non Independent Director	Member	01-12-2023		

No	Nomination and remuneration committee									
	Whe	ether the Nomination and r	egular Chairperson	Yes						
Sr	DIN Number	Name of Committee members	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks				
1	00542778	USHA THORAT	Non-Executive - Independent Director	Chairperson	01-01-2018					
2	07268064	RAHUL BHATNAGAR	Non-Executive - Independent Director	Member	29-07-2020					
3	08812302 MARC-ANTOINE Non-Executive - Non Independent Director		Member	29-07-2020						

Sta	Stakeholders Relationship Committee									
	7	Whether the Stakeholders 1	Yes							
Sr	DIN Number	Name of Committee members	Date of Appointment	Date of Cessation	Remarks					
1	07268064	RAHUL BHATNAGAR	Non-Executive - Independent Director Chairperson		29-07-2020					
2	09049375	VAIBHAV KARANDIKAR	Non-Executive - Non Independent Director	Member	23-02-2021	01-12-2023				
3	09609832	RODOLFO HROSZ	Executive Director Member		01-06-2022					
4	10408699	Rachid Ayari	01-12-2023							

Ri	Risk Management Committee									
		Whether the Risk Ma	egular Chairperson	Yes						
Sr	DIN Number	Name of Committee members	Date of Appointment	Date of Cessation	Remarks					
1	07268064	RAHUL BHATNAGAR	Non-Executive - Chairperson		28-07-2021					
2	09049375	VAIBHAV KARANDIKAR	Non-Executive - Non Independent Director	Member	28-10-2020	01-12-2023				
3	09609832	RODOLFO HROSZ	Executive Director	Member	01-06-2022					
4	10335917 RENEE VISWONATH AMONKAR Executive Director Member		Member	26-09-2023						
5	10408699	RACHID AYARI	Member	01-12-2023						

Co	Corporate Social Responsibility Committee									
	Whethe									
Sr	DIN Name of Committee Mumber Category 1 of directors Category 2 of Appointment						Remarks			
1	07268064	RAHUL BHATNAGAR	Non-Executive - Independent Director	Chairperson	29-07-2020					
2	00542778	00542778 USHA THORAT Non-Executive - Independent Director		Member	02-06-2016					
3	09609832 RODOLFO HROSZ Executive Director Member 01-06-2022									

Ot	Other Committee							
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks		

	Annexure 1								
An	Annexure 1								
III	. Meeting of B	oard of Direct	tors						
Di	Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*	
1	26-09-2023				Yes	7	7	3	
2		08-11-2023	42		Yes	7	5	3	

### Annexure 1

### **IV. Meeting of Committees**

	Disclosure of notes on meeting of committees explanatory									
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reson for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Nomination and remuneration committee	26-09-2023				Yes	3	3	2	0
2	Nomination and remuneration committee	07-11-2023				Yes	3	2	2	0
3	Corporate Social Responsibility Committee	09-08-2023				Yes	3	3	2	0
4	Audit Committee	09-08-2023				Yes	3	3	3	0
5	Audit Committee	08-11-2023	90			Yes	3	3	2	0
6	Audit Committee	19-12-2023	40			Yes	3	3	2	0

	Annexure 1						
V.	V. Related Party Transactions						
Sr	Sr Subject Compliance status (Yes/No/NA) If status is "No" details of non-compliance may be given here.						
1	Whether prior approval of audit committee obtained	Yes					
2	Whether shareholder approval obtained for material RPT	Yes					
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee						
Di	sclosure of notes of material transaction with related party		Textual Information(1)				

	Text Block				
Textual Information(1)	Shareholders have approved material related party transaction with Sanofi aventis Singapore Pte. Ltd for purchase, sale, transfer or receipt of products, goods, active pharmaceutical ingredients, materials, services or other obligations for an amount not exceeding in aggregate for Rs 20,000 million in each financial year by passing resolution at Annual General Meeting held on 5th May 2017. Shareholders have approved material related party transaction with Sanofi Healthcare India Private Limited for contracts/ arrangements / transactions to be entered into with Sanofi Healthcare India Private Limited (SHIPL), , which are in the ordinary course of business and at arms length with respect to sale, purchase or supply of finished goods, raw materials, or other materials and availing or rendering of any services, for a maximum aggregate value upto Rs. 10,000 Million for each Financial Year, for period of five years commencing from Financial Year 2022 to Financial Year 2026				

	Annexure 1							
VI	VI. Affirmations							
Sr	Subject	Compliance status (Yes/No)						
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes						
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes						
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes						
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes						
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes						
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes						
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes						
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes						

	Annexure 1				
Sr	Subject	Compliance status			
1	1 Name of signatory Radhika Shah				
2	Designation	Company Secretary and Compliance Officer			

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

#### I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		https://www.sanofiindialtd.com/en/about-us
2	Terms and conditions of appointment of independent directors	Yes		https://www.sanofiindialtd.com/dam/jcr:df71d1e4-18b6-4b79-a880-ff342a49c90c/Terms-and-Conditions-of-Appointment-of-Independent-Directors-of-Sanofi-India-Limited.pdf
3	Composition of various committees of board of directors	Yes		https://www.sanofiindialtd.com/en/investors/board-of-directors-and-board-commitees
4	Code of conduct of board of directors and senior management personnel	Yes		https://www.sanofiindialtd.com/dam/jcr:26ddcf45-a8cd-4a83-bf24-8deab793fb98/Code%20of%20Business%20Conduct%20and%20Ethics.pdf
5	Details of establishment	Yes		https://www.sanofiindialtd.com/dam/jcr:f95fd9f4-0912-46bf-babb-7e4bb39578c9/Whistle%20Blower%20Policy.pdf

	of vigil mechanism/ Whistle Blower policy		
6	Criteria of making payments to non-executive directors	Yes	https://www.sanofiindialtd.com/dam/jcr:20600948-92a1-491d-8cfa- 5ec2bb172b7d/20190308.pdf
7	Policy on dealing with related party transactions	Yes	https://www.sanofiindialtd.com/dam/jcr:fa781bba-05cc-47ef-a824-687b1c66c412/Policy%20on%20Related%20Party%20Transactions.pdf
8	Policy for determining 'material' subsidiaries	NA	
9	Details of familiarization programmes imparted to independent directors	Yes	https://www.sanofiindialtd.com/dam/jcr:5072f714-6838-4d0a-a122-e1b2084cbec8/newFamilliarisation%20Program%20for%20Independent%20Directors.pdf
10	Email address for grievance redressal and other relevant details	Yes	https://www.sanofiindialtd.com/en/investors/contact-us
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling	Yes	https://www.sanofiindialtd.com/en/investors/contact-us

	investor grievances		
12	Financial results	Yes	https://www.sanofiindialtd.com/en/investors/financial-results
13	Shareholding pattern	Yes	https://www.sanofiindialtd.com/en/investors/investor-information/shareholding-pattern
14	Details of agreements entered into with the media companies and/or their associates	NA	

### Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

## I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non- compliance may be given here.	Web address
15.1	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		https://www.sanofiindialtd.com/en/investors/investor-information/stock-exchange-announcement-and-disclosures
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	Yes		https://www.sanofiindialtd.com/en/investors/investor-information/analyst-investor-meet
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://www.sanofiindialtd.com/en/investors/investor-information/newspaper-advertisement-
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Secretarial Compliance Report	Yes		https://www.sanofiindialtd.com/en/investors/investor-information/Secretarial-Compliance-Report
21	Materiality Policy as per Regulation 30 (4)	Yes		https://www.sanofiindialtd.com/en/investors/disclosures-under-reg-46-of-the-listing-regulations/disclosures-under-reg-30-of-

			the-listing-regulations
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes	https://www.sanofiindialtd.com/dam/jcr%3Ab35dd467-0bc9-44f4-bb55-0f694474d17a/SIL-Materiality-Policy.pdf
23	Disclosures under regulation 30(8)	Yes	https://www.sanofiindialtd.com/en/investors/disclosures-under-reg-46-of-the-listing-regulations/disclosures-under-reg-30-of-the-listing-regulations
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA	
25	Dividend Distribution policy as per Regulation 43A(1)	Yes	https://www.sanofiindialtd.com/dam/jcr:3de29700-603f-4ecb-86b9-801fe58a2923/Dividend%20Distribution%20Policy.pdf
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes	https://www.sanofiindialtd.com/en/investors/disclosures-under-reg-46-of-the-listing-regulations
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes	https://www.sanofi.in/
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes	https://www.sanofi.in/

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	Yes	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	NA	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.		
41	Declaration from Independent Director	25(8) & (9)	Yes			
42	Directors and Officers insurance	25(10)	Yes			
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes			
44	Memberships in Committees	26(1)	Yes			
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes			
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes			
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes			
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	Yes			
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	Yes			
	Any other information to be provided - Add Notes					

Annexure II		
1	Name of signatory	Radhika Shah
2	Designation	Company Secretary and Compliance Officer

	Annexure II			
III	III. Affirmations			
Sr	Particulars	Compliance status (Yes/No/NA)		
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA		
	Any other information to be provided			

Annexure II		
1	Name of signatory	Radhika Shah
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
I. Disclosure of Loans/ guarantees/comfort lette	ers /securities etc.refer note below		
(A)Any loan or any other form of debt advanced b	by the listed entity directly or indirectly to		
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
(B) Any guarantee / comfort letter (by indirectly, in connection with any loan	, <u> </u>	•	ity directly or
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(D) Additional Information		Textual Information(2)	
II. Affirmations			
Affirmations	Compliance Status	Company Remarks	
All loans (or other form of debt), guarantees, compresecurities in connection with any loan(s) (or other indirectly by the listed entity to promoter(s), promorelatives), key managerial personnel (including the them are in the economic interest of the company.	Yes	Textual Information(3)	
Name	Rachid Ayari		
Designation	CFO		
Place	Mumbai		
Date	17-01-2024		

# **Details of Cyber security incidence**

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter

Signatory Details		
Name of signatory	Radhika Shah	
Designation of person	Company Secretary and Compliance Officer	
Place	Mumbai	
Date	17-01-2024	