FORM NO. MGT-7

Refer the instruction kit for filing the form.

Form language

[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

| I. RE | GISTRATION AND OTHER | RDETAILS | | | | |
|--|---|-------------------------|-------------------------------|-------------------------------|--|--|
| (i) * Corporate Identification Number (CIN) of the company | | | L24239 | MH1956PLC009794 Pre-fill | | |
| G | lobal Location Number (GLN) of t | ne company | | | | |
| * P | ermanent Account Number (PAN) | of the company | AAACH: | 2736F | | |
| (ii) (a) | Name of the company | | SANOFI | INDIA LIMITED | | |
| (b) | Registered office address | | | | | |
| <u> </u> | SANOFI HOUSE, CTS NO.117-B, L&T E SAKI VIHAR ROAD, POWAI MUMBAI Mumbai City Maharashtra | | | | | |
| (c) | *e-mail ID of the company | | Girish.Tekchandani@sanofi.cor | | | |
| (d) | *Telephone number with STD co | de | 02228032000 | | | |
| (e) | Website | | www.sanofiindialtd.com | | | |
| (iii) | Date of Incorporation | | 02/05/1 | 956 | | |
| (iv) | Type of the Company | Category of the Company | | Sub-category of the Company | | |
| | Public Company | Company limited by sha | ares | Indian Non-Government company | | |
| (v) Wh | ether company is having share ca | pital | Yes (|) No | | |
| (vi) *W | hether shares listed on recognize | d Stock Exchange(s) | Yes (| ○ No | | |

(a) Details of stock exchanges where shares are listed

*Number of business activities

| S. No. | Stock Exchange Name | Code |
|--------|--|-------|
| 1 | BSE Limited | 1 |
| 2 | National Stock Exchange of India Limited | 1,024 |

| (b) CIN of the Registrar and | l Transfer Agent | | LI67190MI | | | Pre-fill |
|--|--|--------------|------------|----------------------|----|------------|
| Name of the Registrar and | • | | 0071701111 | 117771 10110300 | | |
| LINK INTIME INDIA PRIVATE LIMITED | | | | | | |
| Registered office address | Registered office address of the Registrar and Transfer Agents | | | | | |
| C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vil | khroli (West) | | | | | |
| (vii) *Financial year From date | 01/01/2017 | (DD/MM/YYYY) | To date | 31/12/2017 | ([| DD/MM/YYYY |
| (viii) *Whether Annual general n | neeting (AGM) held | | es 🔘 | No | | |
| (a) If yes, date of AGM | 08/05/2018 | | | | | |
| (b) Due date of AGM | 30/06/2018 | | | | | |
| (c) Whether any extension | for AGM granted | | Yes | No | | |
| II. PRINCIPAL BUSINESS | ACTIVITIES OF 1 | THE COMPAN | Y | | | |

| | Main Activity group code | | Business Activity Code | , | % of turnover of the company |
|---|--------------------------------|---------------|------------------------------|---|------------------------------|
| 1 | С | 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 2 Pre-fill All

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

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 | 1 |
|---------------------|---|
|---------------------|---|

| Class of Shares | Authorised capital | Icapilai | Subscribed capital | Paid up capital |
|---|--------------------|-------------|--------------------|-----------------|
| 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 |
|-------------------|---|

| | 1 A + la a i a a al | 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 |
|-----------------|------------------|----------------------|-------------------------|---------------|
| Equity shares | | | | |

| At the beginning of the year | 23,030,622 | 230,306,220 | 230,306,220 | |
|---|------------|-------------|-------------|---|
| Increase during the year | 0 | 0 | 0 | 0 |
| i. Pubic Issues | 0 | 0 | 0 | 0 |
| ii. Rights issue | 0 | 0 | 0 | 0 |
| iii. Bonus issue | 0 | 0 | 0 | 0 |
| iv. Private Placement/ Preferential allotment | 0 | 0 | 0 | 0 |
| v. ESOPs | 0 | 0 | 0 | 0 |
| vi. Sweat equity shares allotted | 0 | 0 | 0 | 0 |
| vii. Conversion of Preference share | 0 | 0 | 0 | 0 |
| viii. Conversion of Debentures | 0 | 0 | 0 | 0 |
| ix. GDRs/ADRs | 0 | 0 | 0 | 0 |
| x. Others, specify | | | | |
| Decrease during the year | 0 | 0 | 0 | 0 |
| i. Buy-back of shares | 0 | 0 | 0 | 0 |
| ii. Shares forfeited | 0 | 0 | 0 | 0 |
| iii. Reduction of share capital | 0 | 0 | 0 | 0 |
| iv. Others, specify | | | | |
| At the end of the year | 23,030,622 | 230,306,220 | 230,306,220 | |
| Preference shares | | | | |
| At the beginning of the year | 0 | 0 | 0 | |
| Increase during the year | 0 | 0 | 0 | 0 |
| i. Issues of shares | 0 | 0 | 0 | 0 |
| ii. Re-issue of forfeited shares | 0 | 0 | 0 | 0 |
| iii. Others, specify | | | | |
| Decrease during the year | 0 | 0 | 0 | 0 |

| i. Redemption of shares | | | 0 | C |) | | 0 | 0 | |
|---|-----------------------------|---------------|-------------|------------------------|---------------------|----------|----------|-------------|---------|
| ii. Shares forfeited | | | 0 | C |) | | 0 | 0 | |
| iii. Reduction of share capital | | | 0 | C |) | | 0 | 0 | |
| iv. Others, specify | | | | | | | | | |
| | | | | | | | | | |
| At the end of the year | | | 0 | C |) | | 0 | | |
| (ii) Details of stock split/ | consolidation during the | year (for eac | ch class of | shares) | | 0 | | | |
| Class o | of shares | (i) | | | (ii) | | | (iii) | |
| Before split / | Number of shares | | | | | | | | |
| Consolidation | Face value per share | | | | | | | | |
| After split / | Number of shares | | | | | | | | |
| Consolidation | Face value per share | | | | | | | | |
| ☐ Nil [Details being pro | vided in a CD/Digital Med | lia] | 0 | Yes | N | lo | ○ Not | Applicable | |
| Separate sheet at | tached for details of trans | sfers | • | Yes | O N | lo | | | |
| Note: In case list of tran Media may be shown. | osfer exceeds 10, option fo | or submission | as a separ | ate sheet | attachm | ent or s | ubmissio | n in a CD/[| Digital |
| Date of the previou | s annual general meetir | ng 05 | 5/05/2017 | | | | | | |
| Date of registration | of transfer (Date Month | n Year) | | | | | | | |
| Type of transf | er | 1 - Equity, | 2- Prefer | ence Sh | ares,3 - | Deben | tures, 4 | - Stock | |
| Number of Shares/ Units Transferred | Debentures/ | | | t per Sha ture/Unit | | | | | |
| Ledger Folio of Tra | nsferor | | | | | | | | |
| | | | | | | | | | |

| Transferor's Name | | | | | | |
|---|---------------------------|----------|--|------------|--|--|
| | Surname | | middle name | first name | | |
| Ledger Folio of Trans | sferee | <u>'</u> | | | | |
| Transferee's Name | Transferee's Name | | | | | |
| | Surname | | middle name | first name | | |
| Date of registration o | f transfer (Date Month Ye | ear) | | | | |
| Type of transfer 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock | | | | | | |
| Number of Shares/ D Units Transferred | Debentures/ | | Amount per Share/ Debenture/Unit (in Rs.) | | | |
| Ledger Folio of Trans | sferor | | | | | |
| Transferor's Name | | | | | | |
| | Surname | | middle name | first name | | |
| Ledger Folio of Trans | sferee | | | | | |
| Transferee's Name | | | | | | |
| | Surname | | middle name | first name | | |

(iv) *Indebtedness including 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 |
| Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits | | | 0 |
| Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits | | | 0 |
| Deposit | | | 0 |
| Total | | | 0 |

Details of debentures

| Class of debentures | Outstanding as at the beginning of 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)

| Type of Securities | Number of Securities | | 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

24,664,000,000

(ii) Net worth of the Company

20,261,000,000

0

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 | 60.39605444 | 0 | |
| 10. | Others | 0 | 0 | 0 | |
| | Total | 13,909,587 | 60.4 | 0 | 0 |

| Total number of shareholders (promote | rs) |
|---------------------------------------|-----|
|---------------------------------------|-----|

| 2 | 2 | | | |
|-----|---|--|--|--|
| - 1 | | | | |

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

| S. No. | Category | Equ | ity | Preference | | |
|--------|---|------------------|------------|------------------|------------|--|
| | | Number of shares | Percentage | Number of shares | Percentage | |
| 1. | Individual/Hindu Undivided Family | | | | | |
| | (i) Indian | 1,224,175 | 5.31542309 | 0 | | |
| | (ii) Non-resident Indian (NRI) | 227,031 | 0.98577885 | 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 | 508,742 | 2.20898072 | 0 | |
| 4. | Banks | 65,024 | 0.28233714 | 0 | |
| 5. | Financial institutions | 0 | 0 | 0 | |
| 6. | Foreign institutional investors | 3,091,982 | 13.42552537 | 0 | |
| 7. | Mutual funds | 2,873,287 | 12.47594181 | 0 | |
| 8. | Venture capital | 0 | 0 | 0 | |
| 9. | Body corporate (not mentioned above) | 1,082,162 | 4.69879624 | 0 | |
| 10. | Others iepf-11938,Trust - 689, HUF | 48,632 | 0.21116234 | 0 | |
| | Total | 9,121,035 | 39.6 | 0 | 0 |

Total number of shareholders (other than promoters)

19,323

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

19,325

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

86

| Name of the FII | Address | Date of Incorporation | Country of Incorporation | Number of shares held | % of shares held |
|-----------------------|--------------------------------|--------------------------|--------------------------|-----------------------|------------------|
| GOVERNMENT OF SIN | CITIBANK N.A. CUSTODY SERVICES | | NA | 38,820 | 0.1686 |
| LEGAL AND GENERAL | CITIBANK N.A. CUSTODY SERVICES | | NA | 792 | 0.0034 |
| CITIGROUP GLOBAL M | CITIBANK N.A. CUSTODY SERVICES | | NA | 687 | 0.003 |
| THE EMERGING MARK | CITIBANK N.A. CUSTODY SERVICES | | NA | 40,556 | 0.1761 |
| EMERGING MARKETS | CITIBANK N.A. CUSTODY SERVICES | | NA | 37,765 | 0.164 |
| UTAH STATE RETIREM | CITIBANK N.A. CUSTODY SERVICES | | NA | 373 | 0.0016 |
| T.A. WORLD EX U.S. CO | CITIBANK N.A. CUSTODY SERVICES | | NA | 2,222 | 0.0096 |
| OLD WESTBURY SMAL | CITIBANK N.A. CUSTODY SERVICES | | NA | 816 | 0.0035 |

| Name of the FII | Address | Date of Incorporation | Country of Incorporation | Number of shares held | % of shares held |
|----------------------|---------------------------------|--------------------------|--------------------------|-----------------------|------------------|
| CITY OF LOS ANGELES | CITIBANK N.A. CUSTODY SERVICES | | NA | 749 | 0.0033 |
| NORTHERN TRUST CO | CITIBANK N.A. CUSTODY SERVICES | | NA | 230 | 0.001 |
| EMERGING MARKETS (| CITIBANK N.A. CUSTODY SERVICES | | NA | 2,509 | 0.0109 |
| WORLD EX U.S. CORE I | CITIBANK N.A. CUSTODY SERVICES | | NA | 1,935 | 0.0084 |
| MORGAN STANLEY MA | CITIBANK N.A. CUSTODY SERVICES | | NA | 123 | 0.0005 |
| JOHN HANCOCK FUNI | CITIBANK N.A. CUSTODY SERVICES | | NA | 2,078 | 0.009 |
| QIC INTERNATIONAL E | CITIBANK N.A. CUSTODY SERVICES | | NA | 164 | 0.0007 |
| NORTHERN TRUST CO | CITIBANK N.A. CUSTODY SERVICES | | NA | 4,544 | 0.0197 |
| EXCEL FUNDS MAURIT | CITIBANK N.A. CUSTODY SERVICES | | NA | 9,045 | 0.0393 |
| BLUE SKY PASSIVE EQI | CITIBANK N.A. CUSTODY SERVICES | | NA | 779 | 0.0034 |
| FIDELITY SALEM STREI | CITIBANK N.A. CUSTODY SERVICES | | NA | 25 | 0.0001 |
| MORGAN STANLEY (FI | CITIBANK N.A. CUSTODY SERVICES | | NA | 167 | 0.0007 |
| PINEBRIDGE GLOBAL F | HSBC SECURITIES SERVICES,11TH F | | NA | 27,115 | 0.1177 |
| PINEBRIDGE GLOBAL F | HSBC SECURITIES SERVICES,11TH F | | NA | 90,117 | 0.3913 |
| DANSKE INVEST INDIA | HSBC SECURITIES SERVICES,11TH F | | NA | 16,756 | 0.0728 |
| DANSKE INVEST - INDI | HSBC SECURITIES SERVICES,11TH F | | NA | 18,732 | 0.0813 |
| PINEBRIDGE INVESTM | HSBC SECURITIES SERVICES,11TH F | | NA | 603,427 | 2.6201 |

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) | 19,190 | 19,323 |
| Debenture holders | 0 | 0 |

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

| Category | | lirectors at the g 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 | 3 | 0 | 2 | 0 | 0 |
| B. Non-Promoter | 4 | 5 | 4 | 5 | 0 | 0 |
| (i) Non-Independent | 4 | 0 | 4 | 0 | 0 | 0 |
| (ii) Independent | 0 | 5 | 0 | 5 | 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 | 4 | 8 | 4 | 7 | 0 | 0 |

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

13

(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 | |
| Dr.Shailesh Ayyangar | 00268076 | Managing Director | 0 | |
| Mr. A. K. R. Nedungadi | 00103214 | Director | 0 | 15/01/2018 |
| Mr. Rangaswamy R. Iye | 00474407 | Director | 0 | |
| Mr. Subhash R. Gupte | 00109548 | Director | 0 | 01/01/2018 |
| Ms. Usha Thorat | 00542778 | Director | 0 | |
| Mr. Cyril Grandchamp C | 07719763 | Director | 0 | |
| Mr.Thomas Rouckout | 07724517 | Director | 0 | |

| Name | DIN/PAN | Designation | Number of equity share(s) held | Date of cessation (after closure of financial year : If any) |
|------------------------|------------|--------------------|--------------------------------|--|
| Mr. Rajaram Narayanan | 02977405 | Whole-time directo | 0 | |
| Mr. Lionel Guerin | 07232453 | Whole-time directo | 0 | |
| Mr. Ashwani Sood | 07272686 | Whole-time directo | 0 | |
| Mr. Girish Tekchandani | ABTPT5932E | Company Secretar | 0 | |
| Mr. Lionel Guerin | BSBPG7662Q | CFO | 0 | |

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

5

| Name | DIN/PAN | 0 0, | ichange in decignation/ | Nature of change (Appointment/ Change in designation/ Cessation) |
|------------------------|----------|--------------------|-------------------------|---|
| Mr. Jerome Silvestre | 00489526 | Director | 27/02/2017 | Cessation |
| Mr. Patrick Chocat | 07194130 | Director appointed | 27/02/2017 | Cessation |
| Mr. Cyril Grandchamp С | 07719763 | Director | 27/02/2017 | Appointment |
| Mr.Thomas Rouckout | 07724517 | Director | 27/02/2017 | Appointment |
| Mr. Francois Briens | 03472959 | Director appointed | 05/05/2017 | Cessation |

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 1

| Type of meeting | ng Date of meeting Total Number of Members entitled to attend meeting | | Attendance | | |
|----------------------|---|--------|------------|----------------------------|--|
| | | | | % of total shareholding | |
| ANNUAL GENERAL MEETI | 05/05/2017 | 19,710 | 121 | 66.64 | |

B. BOARD MEETINGS

*Number of meetings held 5

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | | |
|--------|-----------------|--|------------------------------|-----------------|
| | | | Number of directors attended | % of attendance |
| 1 | 27/02/2017 | 10 | 10 | 100 |

| S. No. | Date of meeting | Total Number of directors associated as on the date | | |
|--------|-----------------|---|------------------------------|-----------------|
| | | of meeting | Number of directors attended | % of attendance |
| 2 | 05/05/2017 | 12 | 9 | 75 |
| 3 | 19/07/2017 | 11 | 9 | 81.81818182 |
| 4 | 31/10/2017 | 11 | 9 | 81.81818182 |
| 5 | 15/12/2017 | 11 | 10 | 90.90909091 |

C. COMMITTEE MEETINGS

Number of meetings held

12

| S. No. | Type of meeting | | | Attendance | | |
|--------|-----------------|-----------------|---|----------------------------|-----------------|--|
| | modulig | Date of meeting | | Number of members attended | % of attendance | |
| 1 | Audit Committe | 27/02/2017 | 5 | 5 | 100 | |
| 2 | Audit Committe | 03/05/2017 | 5 | 4 | 80 | |
| 3 | Audit Committe | 19/07/2017 | 5 | 4 | 80 | |
| 4 | Audit Committe | 30/10/2017 | 5 | 4 | 80 | |
| 5 | Nomination an | 16/02/2017 | 4 | 3 | 75 | |
| 6 | Nomination an | 03/05/2017 | 4 | 3 | 75 | |
| 7 | Nomination an | 19/07/2017 | 4 | 3 | 75 | |
| 8 | Nomination an | 30/10/2017 | 4 | 3 | 75 | |
| 9 | Nomination an | 15/12/2017 | 4 | 4 | 100 | |
| 10 | Stakeholder R | | 3 | 2 | 66.6666667 | |

D. *ATTENDANCE OF DIRECTORS

| S. No. | of the director | Board Meetings | | | Committee Meetings | | | Whether attended AGM |
|-----------|-----------------|---|----------|------|---|-----------------------|-----------------|------------------------|
| | | Number of Meetings which director was | Meetings | % of | Number of Meetings which director was | Number of Meetings | % of attendance | held on |
| | | entitled to attend | attended | | entitled to attend | attended | atteridance | 08/05/2018 (Y/N/NA) |
| 1 | Mr. Aditya Na | 5 | 5 | 100 | 0 | 0 | 0 | Yes |
| 2 | Dr.Shailesh Ay | 5 | 5 | 100 | 6 | 6 | 100 | Yes |

| 3 | Mr. A. K. R. N | 5 | 4 | 80 | 10 | 6 | 60 | Not Applicable |
|----|----------------|---|---|-----|----|----|-------------|----------------|
| 4 | Mr. Rangaswa | 5 | 5 | 100 | 11 | 11 | 100 | Yes |
| 5 | Mr. Subhash F | 5 | 5 | 100 | 10 | 10 | 100 | Not Applicable |
| 6 | Ms. Usha Tho | 5 | 4 | 80 | 11 | 7 | 63.63636364 | Yes |
| 7 | Mr. Cyril Gran | 4 | 3 | 75 | 0 | 0 | 0 | Yes |
| 8 | Mr.Thomas Ro | 4 | 1 | 25 | 0 | 0 | 0 | Yes |
| 9 | Mr. Rajaram N | 5 | 4 | 80 | 0 | 0 | 0 | Yes |
| 10 | Mr. Lionel Gue | 5 | 5 | 100 | 1 | 0 | 0 | Yes |
| 11 | Mr. Ashwani S | 5 | 5 | 100 | 0 | 0 | 0 | Yes |

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Ni

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

4

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|--------------------|-----------------|--------------|------------|-------------------------------|------------|-----------------|
| 1 | Dr.Shailesh Ayyang | Managing Direct | 14,640,022 | 0 | 0 | 13,041,075 | 27,681,097 |
| 2 | Mr. Lionel Guerin | Whole Time Dire | 6,753,624 | 0 | 0 | 10,350,976 | 17,104,600 |
| 3 | Mr. Rajaram Naraya | Whole Time Dire | 29,869,194 | 0 | 0 | 13,963,711 | 43,832,905 |
| 4 | Mr.Ashwani Sood | Whole Time Dire | 12,486,321 | 0 | 0 | 3,977,424 | 16,463,745 |
| | Total | | 63,749,161 | 0 | 0 | 41,333,186 | 0 |

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

1

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount | |
|--------|---------------------|---------------|--------------|------------|-------------------------------|---------|-----------------|--|
| 1 | Mr. Girish Tekchand | Company Secre | 11,200,660 | 0 | 0 | 860,229 | 12,060,889 | |
| | Total | | 11,200,660 | 0 | 0 | 860,229 | 0 | |

Number of other directors whose remuneration details to be entered

10

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|-------------------|-----------------|--------------|------------|-------------------------------|---------|-----------------|
| 1 | Mr.Aditya Narayan | Independent Dir | 0 | 1,560,000 | 0 | 330,000 | 1,890,000 |
| 2 | Mr. Subhash Gupte | Independent Dir | 0 | 800,000 | 0 | 710,000 | 1,510,000 |

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|---------------------|-----------------|--------------|------------|-------------------------------|-----------|-----------------|
| 3 | Mr.A.K.R. Nedunga | Independent Dir | 0 | 800,000 | 0 | 510,000 | 1,310,000 |
| 4 | Mr.Rangaswamy lye | Independent Dir | 0 | 800,000 | 0 | 740,000 | 1,540,000 |
| 5 | Ms. Usha Thorat | Independent Dir | 0 | 800,000 | 0 | 520,000 | 1,320,000 |
| 6 | Mr. Cyril Grandchan | Non-Executive C | 0 | 0 | 0 | 0 | 0 |
| 7 | Mr.Thomas Roucko | Non-Executive C | 0 | 0 | 0 | 0 | 0 |
| 8 | Mr. Francois Briens | Non-Executive C | 0 | 0 | 0 | 0 | 0 |
| 9 | Mr.Jerome Silvestre | Non-Executive C | 0 | 0 | 0 | 0 | 0 |
| 10 | Mr. Patrick Chocat | Non-Executive C | 0 | 0 | 0 | 0 | 0 |
| | Total | | 0 | 4,760,000 | 0 | 2,810,000 | 0 |

| I. MATTERS RELAT | ED TO CERTIFICAT | ION OF COMPLIA | NCES AND DISCLOSU | IRES | |
|--|--|----------------------|--|-----------------------------------|---|
| * A. Whether the corprovisions of the | mpany has made con e Companies Act, 201 | npliances and disclo | sures in respect of app | licable Yes | O No |
| B. If No, give reas | ons/observations | | | | |
| | | | | | |
| | | | | | |
| III. PENALTY AND P | UNISHMENT - DETA | AILS THEREOF | | | |
| A) DETAILS OF PEN | ALTIES / PUNISHME | ENT IMPOSED ON | COMPANY/DIRECTOR | S /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 CO | MPOUNDING OF OF | FENCES N | lil | | |
| 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 comp | lete list of sharehole | ders, debenture ho | olders has been enclo | sed as an attachme | nt |

| \bigcirc | Yes | | No |
|------------|-----|-------|-----|
| \ / | 103 | (•) | 110 |

(In case of 'No', submit the details separately through the method specified in instruction kit)

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 rupee | s or |
|--|------|
| more, details of company secretary in whole time practice certifying the annual return in Form MGT-8. | |

| Nama | | |
|-------------------------------------|--|---------|
| Name | Mr. S N Ananthasubramanian | |
| Whether associate or fellow | | |
| Certificate of practice number | 1774 | |
| | ney stood on the date of the closure of the financial year aforesaid correctly and adequately. ed to the contrary elsewhere in this Return, the Company has complied with all the provisions of t | the |
| | Declaration | |
| I am Authorised by the Board of D | rectors of the company vide resolution no 4 dated 15/12/2017 | |
| | nd declare that all the requirements of the Companies Act, 2013 and the rules made thereunder his form and matters incidental thereto have been compiled with. I further declare that: | |
| Whatever is stated in this | form and in the attachments thereto is true, correct and complete and no information material to form has been suppressed or concealed and is as per the original records maintained by the com | pany. |
| 2. All the required attachme | nts have been completely and legibly attached to this form. | |
| | the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provent for false statement and punishment for false evidence respectively. | vide fo |
| To be digitally signed by | | |
| Director | RAJARAM NARAYANA NARAYANA | |
| DIN of the director | 02977405 | |
| To be digitally signed by | GIRISH TEKCHAND ANI Nature value and control of the control of th | |
| Company Secretary | | |
| Ocompany secretary in practice | | |
| Membership number 12602 | Certificate of practice number | |

1. List of share holders, debenture holders Committee Meetings.pdf Attach Details of FIIs.pdf 2. Approval letter for extension of AGM; Attach Details of share Transfers.pdf MGT-8.pdf 3. Copy of MGT-8; **Attach** 4. Optional Attachement(s), if any **Attach** Remove attachment Prescrutiny Submit Check Form Modify

List of attachments

Attachments

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