

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

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

L24239MH1956PLC009794

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACH2736F

(ii) (a) Name of the company

SANOFI INDIA LIMITED

(b) Registered office address

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

Girish.Tekchandani@sanofi.cor

(d) *Telephone number with STD code

02228032000

(e) Website

www.sanofiindialtd.com

(iii) Date of Incorporation

02/05/1956

(iv)	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

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

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 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 01/01/2018 (DD/MM/YYYY) To date 31/12/2018 (DD/MM/YYYY)

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

(a) If yes, date of AGM

07/05/2019

(b) Due date of AGM

30/06/2019

(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

2

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

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
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
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. Public 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	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	0	0	0	

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

0

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	08/05/2018		
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			

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

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	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	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**

27,397,510,472

(ii) Net worth of the Company

21,855,667,428

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		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	1,243,442	5.4	0	
	(ii) Non-resident Indian (NRI)	237,881	1.03	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	2.21	0	
4.	Banks	66,388	0.29	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	2,716,195	11.79	0	
7.	Mutual funds	3,402,837	14.78	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	859,386	3.73	0	
10.	Others IEPF - 29,836, Overseas Cor	86,164	0.37	0	
	Total	9,121,035	39.6	0	0

Total number of shareholders (other than promoters)

21,926

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

21,928

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

130

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			38,820	0.16
LEGAL AND GENERAL	CITIBANK N.A. CUSTODY SERVICES			434	0
THE EMERGING MARK	CITIBANK N.A. CUSTODY SERVICES			529	0
THE EMERGING MARK	CITIBANK N.A. CUSTODY SERVICES			42,692	0.18
EMERGING MARKETS (CITIBANK N.A. CUSTODY SERVICES			46,749	0.2
ADVANTAGE GLOBAL	CITIBANK N.A. CUSTODY SERVICES			812	0
UTAH STATE RETIREM	CITIBANK N.A. CUSTODY SERVICES			373	0
T.A. WORLD EX U.S. CC	CITIBANK N.A. CUSTODY SERVICES			2,222	0

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
OLD WESTBURY SMAL	CITIBANK N.A. CUSTODY SERVICES			471	0
CITY OF LOS ANGELES	CITIBANK N.A. CUSTODY SERVICES			749	0
NORTHERN TRUST CO	CITIBANK N.A. CUSTODY SERVICES			230	0
EMERGING MARKETS (CITIBANK N.A. CUSTODY SERVICES			2,756	0.01
WORLD EX U.S. CORE I	CITIBANK N.A. CUSTODY SERVICES			2,330	0.01
MISSOURI LOCAL GOV	CITIBANK N.A. CUSTODY SERVICES			7,552	0.03
GOVERNMENT PENSIC	CITIBANK N.A. CUSTODY SERVICES			23,400	0.1
MORGAN STANLEY M	CITIBANK N.A. CUSTODY SERVICES			123	0
GLOBEFLEX EMERGIN	CITIBANK N.A. CUSTODY SERVICES			13,700	0.05
JOHN HANCOCK FUNI	CITIBANK N.A. CUSTODY SERVICES			2,078	0
QIC INTERNATIONAL E	CITIBANK N.A. CUSTODY SERVICES			164	0
NORTHERN TRUST CO	CITIBANK N.A. CUSTODY SERVICES			5,216	0
BLUE SKY PASSIVE EQ	CITIBANK N.A. CUSTODY SERVICES			312	0
AJO EMERGING MARK	CITIBANK N.A. CUSTODY SERVICES			7,015	0.03
VICTORY TRIVALENT II	CITIBANK N.A. CUSTODY SERVICES			929	0
FIDELITY SALEM STREI	CITIBANK N.A. CUSTODY SERVICES			25	0
MORGAN STANLEY (FI	CITIBANK N.A. CUSTODY SERVICES			47,043	0.2

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)	19,323	21,926
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	2	0	2	0	0
B. Non-Promoter	3	5	3	4	0	0
(i) Non-Independent	3	1	3	1	0	0
(ii) Independent	0	4	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	7	3	6	0	0

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

11

(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	
Mr. Rajaram Narayanan	02977405	Managing Director	0	
Mr. Rangaswamy R. Iye	00474407	Director	0	
Ms. Usha Thorat	00542778	Director	0	
Dr. Shailesh Ayyangar	00268076	Director	0	
Mr. Cyril Grandchamp D	07719763	Director	0	
Mr. Thomas Rouckout	07724517	Director	0	
Mr. Ashwani Sood	07272686	Whole-time director	0	01/06/2019

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Mr. Charles Billard	08173583	Whole-time director	0	
Mr. Girish Tekchandani	ABTPT5932E	Company Secretary	0	
Mr. Charles Billard	DYHPB6099C	CFO	0	

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

10

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. Rajaram Narayanan	02977405	Managing Director	01/01/2018	Change in designation
Dr. Shailesh Ayyangar	00268076	Director	01/01/2018	Change in designation
Mr. A. K. R. Nedungadi	00103214	Director	15/01/2018	Cessation
Mr. Lionel Guerin	07232453	Whole-time director	01/07/2018	Cessation
Mr. Lionel Guerin	07232453	Director	26/07/2018	Cessation
Mr. Charles Billard	08173583	Whole-time director	25/07/2018	Appointment
Mr. Charles Billard	DYHPB6099C	CFO	01/07/2018	Appointment
Mr. Lionel Guerin	BSBPG7662Q	CFO	01/07/2018	Cessation
Mr. Lionel Guerin	07232453	Director	01/07/2018	Change in designation
Mr. Subhash Gupte	00109548	Director	01/01/2018	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	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	08/05/2018	19,959	135	60.78

B. BOARD MEETINGS

*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	22/02/2018	9	8	88.89
2	08/05/2018	9	9	100
3	25/07/2018	10	10	100
4	31/10/2018	9	9	100

C. COMMITTEE MEETINGS

Number of meetings held

11

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	21/02/2018	3	3	100
2	Audit Committee	07/05/2018	3	3	100
3	Audit Committee	25/07/2018	3	3	100
4	Audit Committee	30/10/2018	3	3	100
5	Nomination and Remuneration	21/02/2018	3	3	100
6	Nomination and Remuneration	22/03/2018	3	3	100
7	Nomination and Remuneration	08/05/2018	3	3	100
8	Nomination and Remuneration	31/10/2018	3	2	66.67
9	Stakeholder Relationship	30/10/2018	3	3	100
10	Corporate Social Responsibility	21/02/2018	4	4	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	07/05/2019
								(Y/N/NA)
1	Mr. Aditya Na	4	4	100	0	0	0	Yes
2	Mr. Rajaram N	4	4	100	3	3	100	Yes

3	Mr. Rangaswa	4	4	100	11	11	100	Yes
4	Ms. Usha Tho	4	4	100	10	10	100	Yes
5	Dr. Shailesh Ay	4	4	100	6	6	100	Yes
6	Mr. Cyril Gran	4	4	100	4	3	75	Yes
7	Mr. Thomas Rc	4	3	75	0	0	0	Yes
8	Mr. Ashwani S	4	4	100	0	0	0	Yes
9	Mr. Charles Bi	2	2	100	1	1	100	Yes

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

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Rajaram Naraya	Managing Direct	18,723,528	0	0	16,246,191	34,969,719
2	Mr. Lionel Guerin	Whole Time Dire	2,280,222	0	0	4,595,045	6,875,267
3	Mr. Charles Billard	Whole Time Dire	3,665,218	0	0	5,554,562	9,219,780
4	Mr. Ashwani Sood	Whole Time Dire	8,226,099	0	0	3,684,541	11,910,640
	Total		32,895,067	0	0	30,080,339	62,975,406

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	8,200,443	0	0	2,376,481	10,576,924
	Total		8,200,443	0	0	2,376,481	10,576,924

Number of other directors whose remuneration details to be entered

7

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	270,000	1,830,000
2	Mr. A.K.R. Nedunga	Independent Dir	0	70,000	0	0	70,000
3	Mr. Rangaswamy Iy	Independent Dir	0	800,000	0	680,000	1,480,000
4	Ms. Usha Thorat	Independent Dir	0	800,000	0	650,000	1,450,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
5	Mr. Cyril Grandchar	Non-Executive D	0	0	0	0	0
6	Mr. Thomas Roucko	Non-Executive D	0	0	0	0	0
7	Dr. Shailesh Ayyang	Non-Executive D	0	0	0	0	0
	Total		0	3,230,000	0	1,600,000	4,830,000

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

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

Name

Mr. S N Ananthasubramanian

Whether associate or fellow

Associate Fellow

Certificate of practice number

1774

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

02977405

To be digitally signed by



- Company Secretary
- Company secretary in practice

Membership number

12602

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

MGT 8.pdf
Committee Meetings.pdf
Share Transfers.pdf
Fils.pdf

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