



23<sup>rd</sup> May 2022

The Secretary  
Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai 400 001

The Secretary,  
The National Stock Exchange of India Limited  
Exchange Plaza, 5th Floor  
Plot No. C/1, G Block  
Bandra-Kurla Complex  
Bandra East  
Mumbai 400 050

## Completion of Dispatchment of Postal Ballot

Dear Sirs,

Further to our letter dated 13<sup>th</sup> May 2022, this is to inform that the Company is seeking approval of Members of the Company through an Ordinary Resolution for appointment of Mr. Rodolfo Hrosz as Additional Director and Managing Director of the Company by way of Postal Ballot as detailed in the Postal Ballot Notice dated 26<sup>th</sup> April 2022.

Please find enclosed copy of the Postal Ballot Notice together with the Explanatory Statement for your record.

The Company has today, 23<sup>rd</sup> May 2022, sent an e-mail through Central Depository Services (India) Limited CDSL, along with the Login ID and password to the Members for e-voting who have registered their e-mail id's with Depository Participant(s) or with the Company. The Board of Directors approved the Postal Ballot Notice on 26<sup>th</sup> April 2022 for seeking approval of members of the Company on Resolution as set out in the said Notice.

The Notice is being sent to all the Members, whose names appear in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email IDs are registered with the Company / Depositories as on Friday, 13<sup>th</sup> May 2022.

The voting period will commence from Tuesday, 24<sup>th</sup> May 2022, IST at 9.00 a.m. and will end on Wednesday, 22<sup>nd</sup> June 2022 IST at 5.00 p.m. You are requested to kindly take the above information on record

**For Sanofi India Limited**

**Radhika Shah**  
**Company Secretary & Compliance Officer**  
**Membership No: A19308**



## SANOFI INDIA LIMITED

Registered Office: Sanofi House, CTS No.117-B, L&T Business Park,  
Saki Vihar Road, Powai, Mumbai 400 072

**Tel.:** +91(22) 2803 2000 **Fax:** +91(22) 2803 2939

**Corporate Identity Number:** L24239MH1956PLC009794

**Website:** [www.sanofiindia ltd.com](http://www.sanofiindia ltd.com); **Email:** [igrc.sil@sanofi.com](mailto:igrc.sil@sanofi.com)

## POSTAL BALLOT NOTICE

NOTICE of Postal Ballot is hereby given to the Members of Sanofi India Limited ('the Company'), pursuant to Section 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Rule 20 and Rule 22 of the Companies (Management and Administration), Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Secretarial Standards-2 (SS-2), and Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, ('Listing Regulations') and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder read with General Circular No. 20/2021 dated 8 December 2021 issued by the Ministry of Corporate Affairs ('MCA') in view of COVID-19 pandemic, for seeking consent / approval of the members of the Company by way of an Ordinary Resolution for appointment of Mr. Rodolfo Hrosz as Additional Director and Managing Director by way of Postal Ballot only through remote e-voting process. The Company has engaged Central Depositories Services Limited ('CDSL'), an agency authorised by the Ministry of Corporate Affairs, to provide remote e-voting facility to its Members.

The explanatory statement pursuant to Section 102 and other applicable provisions, if any, of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company have appointed Mr. Makarand M. Joshi (FCS 5533), Partner or failing him Ms. Kumudini Bhalerao (FCS 6667), Partner at M/s Makarand M. Joshi & Co., Practicing Company Secretaries (ICSI Unique Code: P2009MH007000), as Scrutinizer for conducting the Postal Ballot only through remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and be available for the said purpose.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

In the event, the Resolutions as set out in the Notice is assented to by requisite majority by means of remote e-voting process, it shall be deemed to have been passed as Special Business at the General Meeting convened in that behalf. The last date of e-voting shall be the date on which the Resolutions would be deemed to have been passed, if approved by the requisite majority.

The remote e-voting period commences from 9.00 a.m. (IST) on 24<sup>th</sup> May 2022 and ends at 5.00 p.m. (IST) on 22<sup>nd</sup> June 2022. The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or before 5.00 p.m. (IST) on 24<sup>th</sup> June 2022.

The said results along with the Scrutinizer's Report would be intimated to Bombay Stock Exchange Limited ('BSE') and National Stock Exchange of India Limited ('NSE') where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website [www.sanofiindia ltd.com](http://www.sanofiindia ltd.com) and on the website of Central Depository Services (India) Limited ('CDSL') [www.evoting.cdslindia.com](http://www.evoting.cdslindia.com).

## **SPECIAL BUSINESS:**

### 1. Appointment of Mr. Rodolfo Hrosz (DIN : 09609832) as a Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED That pursuant to the provisions of Section 149 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) ("the Act") read with the Articles of Association of the Company, Mr. Rodolfo Hrosz (DIN : 09609832), who is appointed as an Additional Director of the Company by the Board of Directors effective 1<sup>st</sup> June 2022 in terms of the provisions of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a Member in terms of Section 160 of the Act, proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company with effect from 1<sup>st</sup> June, 2022.

### 2. Appointment of Mr. Rodolfo Hrosz as Managing Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED That subject to the approval of Central Government and pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("the Act"), consent of the Company be and is hereby accorded to the appointment of Mr. Rodolfo Hrosz (DIN: 09609832) as the Managing Director, for a period of 3 (three) years effective 1<sup>st</sup> June 2022 upto 31<sup>st</sup> May 2025, on such terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice, with the power to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit, within the maximum limits of remuneration approved by the Members of the Company.

RESOLVED further that the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.

#### **Registered Office:**

Sanofi House, CTS no.117-B  
L&T Business Park Saki Vihar Road,  
Powai, Mumbai – 400072.  
CIN: L24239MH1956PLC009794  
E-mail: [IGRC.SII@sanofi.com](mailto:IGRC.SII@sanofi.com).  
Date: 26<sup>th</sup> April 2022

**By the order of Board of Directors**

**Radhika K. Shah**  
Company Secretary  
Membership No: A19308

## NOTES

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of the Rules stating material facts and reasons for the proposed resolutions is annexed hereto.
2. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent by electronic mode to all those members, whose names appear in the Register of Members/List of Beneficial Owners maintained by the Company/ Depositories as on 13<sup>th</sup> May 2022, ('Cut-off date') and whose e-mail IDs are registered with the Company/ Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given below under these Notes.
3. In accordance with the provisions of the MCA Circulars, Members can vote only through the e-voting process. Members are requested to provide their assent or dissent through e-voting only. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
4. In compliance with provisions of Section 108 and Section 110 and other applicable provisions, of the Act read with the Management Rules, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has engaged the services of CDSL for facilitating e-voting to enable the Members to cast their votes electronically.
5. Members may please note that the Postal Ballot Notice will also be available on the Company's website at [www.sanofiindialtd.com](http://www.sanofiindialtd.com), websites of the Stock Exchanges i.e. BSE Limited ('BSE') at [www.bseindia.com](http://www.bseindia.com) and NSE India Limited ('NSE') at [www.nseindia.com](http://www.nseindia.com) and on the website of CDSL at [www.cdslindia.com](http://www.cdslindia.com).
6. All the material documents referred to Explanatory Statements, shall be available for inspection through electronic mode from 24<sup>th</sup> May 2022 till 22<sup>nd</sup> June 2022, basis the request being sent on [IGRC.SIL@Sanofi.com](mailto:IGRC.SIL@Sanofi.com), mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card or Aadhar Card attached to the email.
7. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, 13<sup>th</sup> May 2022 being the cut-off date fixed for the purpose.
8. The voting through electronic means will commence on Tuesday, 24<sup>th</sup> May 2022 at 9:00 a. m. and will end on Wednesday, 22<sup>nd</sup> June 2022 at 5:00 p. m. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution(s) is cast by the member, the member shall not be allowed to change subsequently.
9. A shareholder cannot exercise his/her vote by proxy on Postal Ballot.
10. The Scrutinizer will submit their report to the Chairman or any other Director after completion of the scrutiny and the result of the Postal Ballot voting process will be declared within two working days from the end of voting, i.e. on or before Friday, 24<sup>th</sup> June 2022.
11. Resolutions passed by Members with requisite majority, through Postal Ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.
12. The result of the Postal Ballot shall be communicated to all the Stock Exchanges where the equity shares of the Company are listed. The Ordinary Resolution, if passed by the requisite majority, shall be deemed to have been passed on Wednesday, 22<sup>nd</sup> June 2022, being the last date specified by the Company for e-voting.
13. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to or query / grievance with respect to E-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.
14. Members who have not registered their e-mail addresses so far are requested to register the same so that they can receive all future communications from the Company electronically.

### THE INTRUCTIONS OF MEMBERS FOR E-VOTING ARE AS UNDER:

- (i) The voting period begins on Tuesday, 24<sup>th</sup> May 2022 at 9:00 a. m. and will end on Wednesday, 22<sup>nd</sup> June 2022. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 13<sup>th</sup> May 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its Members, in respect of all Members' resolutions.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of

Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**Pursuant to above said SEBI Circular, Login method for e-Voting for Individual Members holding securities in Demat mode CDSL/NSDL is given below:**

Type of Members	Login Method
Individual Members holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/mveasi/home/login">https://web.cdslindia.com/mveasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers’ website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/mveasi/Registration/EasiRegistration">https://web.cdslindia.com/mveasi/Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/Evotinglogin">https://evoting.cdslindia.com/Evoting/Evotinglogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Members holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Members (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

## **Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Members holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Members holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) Login method for e-Voting for **Physical Members and Members other than individual holding in Demat form.**

- 1) The Members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Members" module.
- 3) Now enter your User ID

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

Members holding shares in Physical Form should enter Folio Number registered with the Company.

- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

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**For Physical Members and other than individual Members holding shares in Demat.**

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PAN Enter your 10 digit alpha-numeric \*PAN issued by Income Tax Department (Applicable for both demat Members as well as physical Members)  
Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details OR Date of Birth (DOB) Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.  
If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

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(v) After entering these details appropriately, click on "SUBMIT" tab.

(vi) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(viii) Click on the EVSN for the relevant Company' Name i.e. Sanofi India Limited on which you choose to vote.



- (ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) Additional Facility for Non – Individual Members and Custodians –For Remote Voting only.

Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Alternatively Non Individual Members are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [IGRC.SIL@sanofi.com](mailto:IGRC.SIL@sanofi.com)., if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

#### **PROCESS FOR THOSE MEMBERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical Members- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat Members -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat Members – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Resolution No 1 & 2**

Based on the recommendation of the Nomination and Remuneration Committee, at its Meeting held on 18th April 2022, appointed Mr. Rodolfo Hrosz (DIN : 09609832) as an Additional Director effective 1<sup>st</sup> June 2022 in terms of Section 161 of the Companies Act, 2013 and Rules framed thereunder ("the Act").

The Board, based on the recommendations of the Nomination and Remuneration Committee, subject to the approval of the Members of the Company and the Central Government, also approved appointed Mr. Rodolfo Hrosz as the Managing Director, for a term of 3 (three) years effective 1<sup>st</sup> June 2022, subject to the approval of the Members of the Company.

Mr. Rodolfo Hrosz has given his consent to act as the Managing Director of the Company. Also, as per the confirmations received from him, he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and satisfies all the conditions as set out under Part I of Schedule V and Section 196(3) of the Act for his appointment as Managing Director. The Company has received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Rodolfo Hrosz for the office of a Director of the Company.

The remuneration proposed to be paid to Mr. Rodolfo Hrosz is set out below:

1. Basic Salary - Rs.12,000,000 /- per annum
2. Special Allowance of Rs.9,982,800/- per annum and such higher amount as may be decided by the Board from time to time and in alignment with the company policy
3. Provident Fund - Company's contribution not to exceed 12% of Basic salary.
4. Gratuity – Company's contribution not to exceed 4.81% of Basic salary
5. Increments - Such increments as may be fixed by the Board of Directors from time to time, not exceeding 25% per annum.
6. Performance Bonus with a target payout of Rs. 7,200,000/- per annum for the financial year ending 31st December 2022 and a payout range of 0% to 200% of target amount to be paid at the end of the financial year, as may be determined by the Board of Directors.
7. Housing – Company leased accommodation will be provided as a benefit, the cost of which will be borne by the company including any brokerage / incidental expenses (such as registration charges and housing deposit for the lease) as per applicable policy. The lease rental may be subject to annual revision in line with prevalent market practice and / or inflation rates.
8. Utilities – reimbursement of residential utility bills such as Electricity, Water & Gas on actuals can be claimed as per applicable policy.
9. Company Car – benefit of a fully maintained or leased company car along with driver as per applicable policy.
10. Leave Travel Allowance - Round-trip Travel for self & dependent family can be claimed on actuals as per mobility policy.
11. Coverage for Hospitalisation, Life and Accident Insurance in line with the applicable company policy.
12. Annual Vacation Leave on full pay and allowances as per applicable policy.
13. Company Club – coverage for annual membership fees as per applicable policy
14. Children's Education Tuition Support – reimbursement of school fees as per applicable policy
15. Reimbursement of actual travelling and entertainment expenses incurred on behalf of the Company, subject to such ceiling on entertainment expenses as may be imposed by the Board of Directors from time to time.
16. Reimbursement of expenses on mobile phone and internet at residence as per rules & applicable policy.
17. Relocation Support for movement to India as per mobility policy to cover temporary accommodation, removal & shipment of goods etc.
18. Stock linked incentive plans whether existing or declared by the holding company, and the cost thereof will be borne by the Company, upto Rs. 15,000,000 per annum, as per the policy of the holding company

(All the above prerequisites shall be valued as per Income-tax Rules, wherever applicable. In the absence of any such Rule, prerequisites shall be valued at actual cost.)



## MINIMUM REMUNERATION

In any financial year, if the Company has no profits or its profits are inadequate, the Company shall pay the remuneration to the Director in accordance with the provisions of Section 197 read with Schedule V of the Act and rules framed thereunder and any other applicable provisions of the Act or any statutory modification or re-enactment thereof.

A copy of the agreement between Mr. Rodolfo Hrosz and the Company containing terms of his appointment referred in this Notice will be available for inspection without any fees by the Members up to the date of passing of these resolutions. The Members may write an email to [IGRC.SJI@Sanofi.com](mailto:IGRC.SJI@Sanofi.com) for inspection of the same.

As required by Regulation 36(3) of the Listing Regulations, the particulars of Directors who are proposed to be appointed are given below:

Name	Mr. Rodolfo Hrosz
Age	56 years
Qualifications	He holds Bachelor's degree in Naval Engineering from the University of Sao Paulo, a Finance and Accounting diploma from Columbia University, and a Masters of Business Administration from the University of Pittsburgh.
Brief profile including expertise and experience	<p>Mr. Rodolfo Hrosz joined Sanofi in 2017 as General Manager of Consumer Healthcare in Brazil.</p> <p>In this role, Rodolfo led the organization through a number of transformative and strengthening stages, from the business unit's inception to its transformation into a top growth contributor and digital acceleration reference inside the broader organization.</p> <p>Since 2018, Rodolfo has also served as president of the Brazilian OTC Industry Association, contributing to elevate not only patient self-care and wellness agenda, but also industry self-regulation standards.</p> <p>Prior to joining Sanofi, Rodolfo began his career at Procter &amp; Gamble, thereafter, serving in numerous commercial, marketing and general management roles for multinational companies such as Pfizer, Louis Vuitton Moet Hennessy (LVMH), and Heineken.</p> <p>He brings over 15 years of executive leadership experience, having worked throughout the Americas, in turnarounds, mergers and acquisitions, as well as new business development improving corporate governance practices.</p>
Directorships in other companies in India	None
Number of Board meetings attended during the year	Not applicable
Remuneration last drawn for the financial year 2021	Not applicable
Remuneration sought to be paid	As per agreement mentioned above
Terms and conditions of appointment	As per agreement mentioned above
Relationship with other Directors and KMP	None
Date of first appointment on the Board	1 <sup>st</sup> June 2022
Shareholding in Sanofi India Limited	Nil

The Board of Directors is of the opinion that Mr. Rodolfo Hrosz's knowledge and experience will be of immense value to the Company. The Board, therefore, recommends the approval of the resolutions set out at item no. 1 and 2 of the Notice convening the Meeting

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, financially or otherwise concerned or interested in the said Resolutions except to the extent of their shareholding in the company, if any.

**Registered Office:**

Sanofi House, CTS no.117-B  
L&T Business Park Saki Vihar Road,  
Powai, Mumbai – 400072.  
CIN: L24239MH1956PLC009794  
E-mail: [IGRC.STI@sanofi.com](mailto:IGRC.STI@sanofi.com).  
Date: 26<sup>th</sup> April 2022

**By the order of Board of Directors**

**Radhika K. Shah**  
Company Secretary  
Membership No: A19308