



10th April 2015

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

Dear Sir,

Re : Clause 35A of the Listing Agreement – Disclosure of Voting Results on the Postal Ballot for appointment of Independent Directors

We refer to our letter dated 4th March 2015 wherein we had informed you that the approval of the Members was being sought through Postal Ballot for passing Ordinary resolutions for appointment of Independent Directors. A copy of the Postal Ballot Notice had been enclosed with the said letter.

In terms of Clause 35A of the Listing Agreement, we furnish the voting results on the Postal Ballot held between 9th March 2015 and 7th April 2015 for the appointment of Independent Directors.

Date of Postal Ballot Notice – 20th February 2015

Date of declaration of results of Postal Ballot – 10th April 2015

Agenda wise details:

Details of the Agenda				
Item No.	Particulars	Resolution required (Ordinary / Special)	Mode of Voting	Remarks
1	Appointment of Mr. S. R. Gupte as an Independent Director	Ordinary	E-voting and Postal Ballot Form	Passed with requisite majority
2	Appointment of Mr. A. K. R. Nedungadi as an Independent Director	Ordinary	E-voting and Postal Ballot Form	Passed with requisite majority
3	Appointment of Mr. Rangaswamy R. Iyer as an Independent Director	Ordinary	E-voting and Postal Ballot Form	Passed with requisite majority

The detailed results are given in the annexe to this letter.

A copy of the report of the scrutinizer is also enclosed.

Thanking you,

Yours faithfully,
SANOFI INDIA LIMITED



K. SUBRAMANI
COMPANY SECRETARY

Encl: a/a

ANNEXE

SANOFI INDIA LIMITED							
Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled	
1	2	$3 = \frac{(2)}{(1)} * 100$	4	5	$6 = \frac{(4)}{(2)} * 100$	$7 = \frac{(5)}{(2)} * 100$	
Resolution No:1 Ordinary resolution for appointment of Mr. S.R.Gupte (DIN00109548) as an Independent Director							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	13909587	13904722	99.9650	13904722	0	100.0000	0.0000
Public Institutional Holders	6675169	5520642	82.7042	5520269	373	99.9932	0.0068
Public-Others	2445866	366918	15.0016	366809	109	99.9703	0.0297
Total(A)	23030622	19792282	85.9390	19791800	482	99.9976	0.0024
Mode of Voting: (Poll)							
Promoter and Promoter Group	13909587	4865	0.0350	4865	0	100.0000	0.0000
Public Institutional Holders	6675169	80000	1.1985	0	80000	0.0000	100.0000
Public-Others	2445866	25523	1.0435	24886	637	97.5042	2.4958
Total(B)	23030622	110388	0.4793	29751	80637	26.9513	73.0487
Result (A+B)	23030622	19902670	86.4183	19821551	81119	99.5924	0.4076



SANOFI INDIA LIMITED

K. SUBRAMANI
COMPANY SECRETARY

10/4/2015

SANOFI INDIA LIMITED

	1	2	3= $\frac{(2)}{(1)} \times 100$	4	5	6= $\frac{(4)}{(2)} \times 100$	7= $\frac{(5)}{(2)} \times 100$
Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Resolution No:2 Ordinary resolution for appointment of Mr. A.K.R.Nedungadi (DIN 00103214) as an Independent Director							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	13909587	13904722	99.9650	13904722	0	100.0000	0.0000
Public Institutional Holders	6675169	5520642	82.7042	5520269	373	99.9932	0.0068
Public-Others	2445866	366918	15.0016	366799	119	99.9676	0.0324
Total(A)	23030622	19792282	85.9390	19791790	492	99.9975	0.0025
Mode of Voting: (Poll)							
Promoter and Promoter Group	13909587	4865	0.0350	4865	0	0.0000	0.0000
Public Institutional Holders	6675169	80000	1.1985	0	80000	0.0000	100.0000
Public-Others	2445866	25407	1.0388	24598	809	96.8158	3.1842
Total(B)	23030622	110272	0.4788	29463	80809	26.7185	73.2815
Result (A+B)	23030622	19902554	86.4178	19821253	81301	99.5915	0.4085



SANOFI INDIA LIMITED

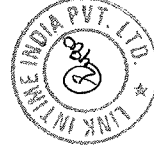
K. Subramani

K. SUBRAMANI
COMPANY SECRETARY

10/4/2015

SANOFI INDIA LIMITED

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
	1	2	$3 = \frac{(2)}{(1)} * 100$	4	5	$6 = \frac{(4)}{(2)} * 100$	$7 = \frac{(5)}{(2)} * 100$
Resolution No:3 Ordinary resolution for appointment of Mr. Rangaswamy R.Iyer (DIN 00474407) as an Independent Director							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	13909587	13904722	99.9650	13904722	0	100.0000	0.0000
Public Institutional Holders	6675169	5752825	86.1825	5752825	0	100.0000	0.0000
Public-Others	2445866	366918	15.0016	366902	16	99.9956	0.0044
Total(A)	23030622	20024465	86.9471	20024449	16	99.9999	0.0001
Mode of Voting: (Poll)							
Promoter and Promoter Group	13909587	4865	0.0350	4865	0	100.0000	0.0000
Public Institutional Holders	6675169	80000	1.1985	80000	0	100.0000	0.0000
Public-Others	2445866	25366	1.0371	24680	686	97.2956	2.7044
Total(B)	23030622	110231	0.4786	109545	686	99.3777	0.6223
Result (A+B)	23030622	20134696	87.4258	20133994	702	99.9965	0.0035



SANOFI INDIA LIMITED

K. Subramani

K. SUBRAMANI
COMPANY SECRETARY

10/4/2015

SCRUTINIZER'S REPORT

Report to the Chairman of the Board of Directors of SANOFI INDIA LIMITED (CIN:L24239MH1956PLC009794), a Company incorporated under the Companies Act, 1956 and having its Registered Office (with effect from 30th March 2015) at Sanofi House, CTSNo.117-B, L&T Business Park, Saki Vihar Road, Powai, Mumbai-400072 (hereinafter referred to as 'the Company') on the **POSTAL BALLOT** conducted by the Company to pass the Ordinary Resolutions as contained in the Notice of Postal Ballot dated **20th February, 2015**.

1. Shareholders' approval was sought for appointment of three Independent Directors on the Board of Directors of the Company.
2. In terms of provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, I was appointed as Scrutinizer by the Company on **20th February, 2015** to conduct the Postal Ballot as contained in the Notice dated **20th February, 2015**.
3. On the basis of the Register of Members and the List of beneficiary owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on **20th February, 2015**, the Company completed dispatch of the Notice of Postal Ballot:
 - On **4th March, 2015** by email to **6,546** Members who had registered their email-ids with the Company.
 - On **5th March, 2015** in physical form by Registered Post to **5,114** members and by Speed Post to **3,993** members.

Scrutinizer's Report on Sanofi India Limited Postal Ballot



S. N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES

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E-mail: sna@snaco.net, Website: www.snaco.net

4. In terms of the aforesaid Notice, members were required to convey their assent or dissent, as the case may be, by or before 5.00 p.m. on 7th April, 2015 as under:-
 - In case of Postal Ballot Form mailed to them by the Company, in pre-paid envelopes addressed to me on or before close of working hours at 5.00 P.M. on 7th April, 2015.
 - In case of e-Voting, votes to be cast electronically on e-Voting platform provided by CDSL upto 5.00 P.M. on 7th April, 2015.
5. I received 426 Postal Ballot Forms and 92 Members cast their votes on the e-Voting platform, till 5.00 P.M. on 7th April, 2015.
6. With the support of M/s. Link Intime India Pvt Ltd, the Registrar & Transfer Agents (RTA) of the Company, the Postal Ballot Forms were scrutinized and signatures of Members who had cast their votes were verified with their specimen signatures registered with Company and as provided by the Depositories.
7. In case of e-Voting, Members' demographic details, their voting rights and voting pattern were provided by CDSL.
8. The votes, if any, cast by a member(s) both in physical form and e-Voting having been identified, votes cast through e-Voting only were considered valid.
9. After the aforesaid scrutiny of Postal Ballot Forms and taking into account the e-Voting results, I report that **all the Ordinary Resolutions as contained in the Postal Ballot Notice dated 20th February, 2015 have been passed with Requisite Majority.**

Scrutinizer's Report on Sanofi India Limited Postal Ballot



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I have annexed with this Report, the details of the Postal Ballot and e-Voting and the analysis of the Results of the Ordinary Resolutions as contained in the said Notice.

A handwritten signature in black ink, appearing to read 'S. N. Ananthasubramanian', is written over a circular stamp. The stamp contains the text 'S. N. ANANTHASUBRAMANIAN & CO. CP No. 1774 THANE COMPANY SECRETARIES' around the perimeter.

S. N. Ananthasubramanian

Date: 9th April, 2015

Place: Thane

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Annexure

Details of the Postal Ballot & E-voting

A	Postal Ballot	
1	Number of Forms received from Members	426
2	Number of Forms rejected/not considered for reasons as stated below:-	
	a. Signature mismatch	50
	b. Board resolution not forwarded	2
	c. Not signed	3
	Total Invalid Forms	55
	Number of valid Forms (A)	371
B	E-Voting	
1	Number of members who participated in e-Voting.	92
	Number of Valid Votes(B)	92
C	Total (A+B)	463



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Analysis of Results of the Ordinary Resolution No.1 as set out in Notice

Particulars	Number of Valid			Number of Votes contained in			%age
	Postal Ballot Forms	e-Votes	Total	Postal Ballot Forms	e-Votes	Total	
Received	371	92	463	1,12,527	2,00,24,465	2,01,36,992	100.000
Assent	342	82	424	29,751	1,97,91,800	1,98,21,551	98.433
Dissent	17	4	21	80,637	482	81,119	0.403
Abstained	12	6	18	2,139	2,32,183	2,34,322	1.164
Total	371	92	463	1,12,527	2,00,24,465	2,01,36,992	100.000



Scrutinizer's Report on Sanofi India Limited Postal Ballot

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Accordingly, out of the **2,01,36,992** valid votes polled through Postal Ballot Forms and e-Votes, **1,98,21,551** votes were cast **ASSENTING** to the Ordinary Resolution constituting approximately **98.433%** of the votes polled and **81,119** votes constituting **0.403%** of the votes polled **DISSENTING** to the Ordinary Resolution.

Thus, the appointment of Mr. S. R. Gupte as an Independent Director under sections 149, 152 and other applicable provisions of the Companies Act, 2013 as contained in the Agenda Item No.1 of the Notice of Postal Ballot dated 20th February, 2015 is passed with **Requisite Majority**.



S. N. Ananthasubramanian

Date: 9th April, 2015

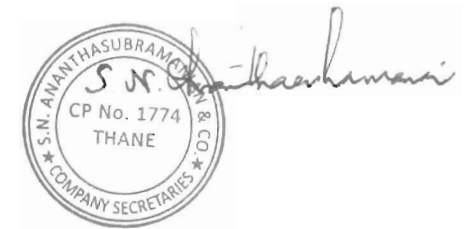
Place: Thane

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Analysis of Results of the Ordinary Resolution 2 as set out in Notice

Particulars	Number of Valid			Number of Votes contained in			%age
	Postal Ballot Forms	e-Votes	Total	Postal Ballot Forms	e-Votes	Total	
Received	371	92	463	1,12,552	2,00,24,465	2,01,37,017	100.000
Assent	333	80	413	29,463	1,97,91,790	1,98,21,253	98.432
Dissent	22	6	28	80,809	492	81,301	0.404
Abstained	16	6	22	2,280	2,32,183	2,34,463	1.164
Total	371	92	463	1,12,552	2,00,24,465	2,01,37,017	100.000



Scrutinizer's Report on Sanofi India Limited Postal Ballot

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Accordingly, out of the 2,01,37,017 valid votes polled through Postal Ballot Forms and e-Votes, 1,98,21,253 votes were cast **ASSENTING** to the Ordinary Resolution constituting approximately 98.432 % of the votes polled and 81,301 votes constituting 0.404% of the votes polled **DISSENTING** to the Ordinary Resolution.

Thus, the appointment of Mr. A. K. R. Nedungadi as an Independent Director under sections 149, 152 and other applicable provisions of the Companies Act, 2013 as contained in the Agenda Item No.2 of the Notice of Postal Ballot dated 20th February, 2015 is passed with Requisite Majority.



S. N. Ananthasubramanian

Date: 9th April, 2015

Place: Thane

Scrutinizer's Report on Sanofi India Limited Postal Ballot

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Analysis of Results of the Ordinary Resolution 3 as set out in Notice

Particulars	Number of Valid			Number of Votes contained in			%age
	Postal Ballot Forms	e-Votes	Total	Postal Ballot Forms	e-Votes	Total	
Received	371	92	463	1,12,511	2,00,24,465	2,01,36,976	100.000
Assent	341	90	431	1,09,545	2,00,24,449	2,01,33,994	99.985
Dissent	14	2	16	686	16	702	0.003
Abstained	16	0	16	2,280	0	2280	0.012
Total	371	92	463	1,12,511	2,00,24,465	2,01,36,976	100.000



Scrutinizer's Report on Sanofi India Limited Postal Ballot

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Accordingly, out of the **2,01,36,976** valid votes polled through Postal Ballot Forms and e-Votes, **2,01,33,994** votes were cast **ASSENTING** to the Ordinary Resolution constituting approximately **99.985 %** of the votes polled and **702** votes constituting **0.003%** of the votes polled **DISSENTING** to the Ordinary Resolution.

Thus, the appointment of Mr. Rangaswamy R. Iyer as an Independent Director under sections 149, 152 and other applicable provisions of the Companies Act, 2013 as contained in the Agenda Item No.3 of the Notice of Postal Ballot dated 20th February, 2015 is passed with **Requisite Majority**.



S. N. Ananthasubramanian

Date: 9th April, 2015

Place: Thane