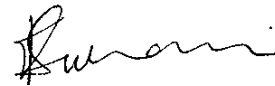


SANOFI INDIA LIMITED



K. SETHRAMANI  
COMPANY SECRETARY

## SANOFI INDIA LIMITED

Corporate Identity Number: L24239MH1956PLC009794

Registered Office (from 30.03.2015): Sanofi House, CTS No.117-B, L&T Business Park, Saki Vihar Road, Powai, Mumbai 400072

Proceedings of the Postal Ballot through which Ordinary Resolutions were transacted by the Shareholders of the Company (deemed to have been duly transacted on 10<sup>th</sup> April 2015 at a meeting convened in that behalf) pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

Sanofi India Limited (the "Company") had, on 4<sup>th</sup> and 5<sup>th</sup> March 2015, despatched to all the shareholders, as on 20<sup>th</sup> February 2015 (the "cut-off date"), Notice dated 20<sup>th</sup> February 2015 together with Explanatory statement and postal ballot forms, through speed post, registered post and by email to their respective email ids, as the case may be, pursuant to Section 110 of the Companies Act, 2013 ("the Act"), for obtaining the consent of the shareholders to the following three Ordinary Resolutions in compliance with Sections 149, 152 and other applicable provisions of the Companies Act, 2013, Rule 22 of the Companies (Management and Administration) Rules, 2014 and the Memorandum and Articles of Association of the Company, by means of postal ballot:

### **Resolution no. 1 – Appointment of Mr. S. R. Gupte as an Independent Director**

**“RESOLVED THAT** pursuant to Sections 149,152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) , Clause 49 of the Listing Agreement and in pursuance of General Circular No.14/2014 dated June 9, 2014, Mr. S.R.Gupte (DIN 00109548), a non-executive Director of the Company, who has submitted a declaration of independence under Section 149(6) of the Companies Act, 2013 and is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. S.R.Gupte as a candidate for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years from March 31, 2015 upto March 30, 2020 and whose office shall not be liable to retire by rotation.”

### **Resolution no. 2 - Appointment of Mr. A.K.R.Nedungadi as an Independent Director**

**“RESOLVED THAT** pursuant to Sections 149,152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) , Clause 49 of the Listing Agreement and in pursuance of General Circular No.14/2014 dated June 9, 2014, Mr. A.K.R.Nedungadi (DIN 00103214), a non-executive Director of the Company, who has submitted a declaration of independence under Section 149(6) of the Companies Act, 2013 and is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. A.K.R.Nedungadi as a candidate for the office of director of the Company, be and is

hereby appointed as an Independent Director of the Company to hold office for a term of five years from March 31,2015 upto March 30, 2020 and whose office shall not be liable to retire by rotation.”

**Resolution no. 3 - Appointment of Mr. Rangaswamy R. Iyer as an Independent Director**

“**RESOLVED THAT** pursuant to Sections 149,152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) , Clause 49 of the Listing Agreement and in pursuance of General Circular No.14/2014 dated June 9, 2014, Mr. Rangaswamy R. Iyer (DIN 00474407), a non-executive Director of the Company who has submitted a declaration of independence under Section 149(6) of the Companies Act, 2013 and is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Rangaswamy R. Iyer as a candidate for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years from March 31,2015 upto March 30, 2020 and whose office shall not be liable to retire by rotation.”

On the basis of the report dated 9<sup>th</sup> April 2015 received from Mr. S. N. Ananthasubramanian, Company Secretary in Wholetime Practice, the scrutinizer appointed for the Postal Ballot process, all the three Ordinary Resolutions were passed with requisite majority as per details given below.

**Resolution No. 1 – Appointment of Mr. S R Gupte as an Independent Director**

Total Number of Valid Postal Ballot Forms and e-Votes	463		
	No. of Ballot forms and e-votes	No. of votes	% of votes polled
VOTES IN FAVOUR OF THE RESOLUTION	424	1,98,21,551	98.433
VOTES AGAINST THE RESOLUTION	21	81,119	0.403
ABSTAINED	18	2,34,322	1.164
<b>TOTAL</b>	<b>463</b>	<b>2,01,36,992</b>	<b>100</b>

**Resolution No. 2 – Appointment of Mr. A. K. R. Nedungadi as an Independent Director**

Total Number of Valid Postal Ballot Forms and e-Votes	463		
	No. of Ballot forms and e-votes	No. of votes	% of votes polled
VOTES IN FAVOUR OF THE RESOLUTION	413	1,98,21,253	98.432

VOTES AGAINST THE RESOLUTION	28	81,301	0.404
ABSTAINED	22	2,34,463	1.164
<b>TOTAL</b>	<b>463</b>	<b>2,01,37,017</b>	<b>100</b>

**Resolution No. 3 – Appointment of Mr. Rangaswamy R. Iyer as an Independent Director**

Total Number of Valid Postal Ballot Forms and e-Votes	463		
	No. of Ballot forms and e-votes	No. of votes	% of votes polled
VOTES IN FAVOUR OF THE RESOLUTION	431	2,01,33,994	99.985
VOTES AGAINST THE RESOLUTION	16	702	0.003
ABSTAINED	16	2,280	0.012
<b>TOTAL</b>	<b>463</b>	<b>2,01,36,976</b>	<b>100</b>

Mr. K. Subramani, Company Secretary, announced the results on Friday, 10<sup>th</sup> April 2015 at 2.30 p.m. at the Registered Office of the Company. The results were also displayed at the Registered Office of the Company and uploaded (together with the Scrutinizer's report) on the website of the Company [www.sanofiindia.com](http://www.sanofiindia.com). The results were also sent simultaneously to the two Stock Exchanges on which the Company's shares are listed in the format prescribed in Clause 35B of the Listing Agreement.

CHAIRMAN