



30<sup>th</sup> April 2016

BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai 400001

National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No.C/1, G Block,  
Bandra Kurla Complex  
Bandra (East), Mumbai 400051

Scrip Code: 500674

Scrip Code: SANOFI

Dear Sirs,

Re: Annual General Meeting held on 29<sup>th</sup> April 2016- Voting Results

As required by Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the prescribed form giving the details of the voting results of the Annual General Meeting held on 29<sup>th</sup> April 2016.

We also enclose herewith a copy of the report of the Scrutinizer on the e-voting conducted from 26<sup>th</sup> April 2016 to 28<sup>th</sup> April 2016 and the poll at the venue of the meeting.

Thanking you,

Yours faithfully,

SANOFI INDIA LIMITED

A handwritten signature in blue ink, appearing to read "Subramani", written over a light blue horizontal line.

K.SUBRAMANI  
COMPANY SECRETARY

Encl: a/a

## Sanofi India Limited

1 - Adoption of financial statements for year ended 31st December 2015

Resolution Required : (Ordinary)		No									
Whether promoter/ promoter group are interested in the agenda/resolution?											
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3] = {[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6] = {[4]/[2]}*100	% of Votes against on votes polled [7] = {[5]/[2]}*100			
Promoter and Promoter Group	E-Voting		13904722	99.9650	13904722	0	100.0000	0.0000			
	Poll	13909587	4865	0.0350	4865	0	100.0000	0.0000			
	<b>Total</b>		<b>13909587</b>	<b>100.0000</b>	<b>13909587</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>			
Public Institutions	E-Voting		5792232	84.5677	5590105	202127	96.5104	3.4896			
	Poll	6849224	0	0.0000	0	0	0.0000	0.0000			
	<b>Total</b>		<b>5792232</b>	<b>84.5677</b>	<b>5590105</b>	<b>202127</b>	<b>96.5104</b>	<b>3.4896</b>			
Public Non Institutions	E-Voting		408341	17.9743	408341	0	100.0000	0.0000			
	Poll	2271811	789	0.0347	780	9	98.8593	1.1407			
	<b>Total</b>		<b>409130</b>	<b>18.0090</b>	<b>409121</b>	<b>9</b>	<b>99.9978</b>	<b>0.0022</b>			
<b>Total</b>		<b>23030622</b>	<b>20110949</b>	<b>87.3226</b>	<b>19908813</b>	<b>202136</b>	<b>98.9949</b>	<b>1.0051</b>			

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## Sanofi India Limited

2 - (a) Approval and confirmation of Interim Dividend for year ended 31st December 2015										
(b) Declaration of :										
(i) Final Dividend for year ended 31st December 2015; and										
No										
Resolution Required : (Ordinary)										
Whether promoter/ promoter group are interested in the agenda/resolution?										
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3] = {[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6] = {[4]/[2]}*100	% of Votes against on votes polled [7] = {[5]/[2]}*100		
Promoter and Promoter Group	E-Voting		13904722	99.9650	13904722	0	100.0000	0.0000		
	Poll	13909587	4865	0.0350	4865	0	100.0000	0.0000		
	<b>Total</b>		<b>13909587</b>	<b>100.0000</b>	<b>13909587</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>		
Public Institutions	E-Voting		5792232	84.5677	5792232	0	100.0000	0.0000		
	Poll	6849224	0	0.0000	0	0	0.0000	0.0000		
	<b>Total</b>		<b>5792232</b>	<b>84.5677</b>	<b>5792232</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>		
Public Non Institutions	E-Voting		408341	17.9743	408341	0	100.0000	0.0000		
	Poll	2271811	789	0.0347	780	9	98.8593	1.1407		
	<b>Total</b>		<b>409130</b>	<b>18.0090</b>	<b>409121</b>	<b>9</b>	<b>99.9978</b>	<b>0.0022</b>		
<b>Total</b>		<b>23030622</b>	<b>20110949</b>	<b>87.3226</b>	<b>20110940</b>	<b>9</b>	<b>100.0000</b>	<b>0.0000</b>		



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## Sanofi India Limited

3 - Ratification of appointment of M/s. SRBC & Co. LLP as Statutory Auditors										
No										
Resolution Required : (Ordinary)										
Whether promoter/ promoter group are interested in the agenda/resolution?										
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=([2]/[1])*100	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]=([4]/[2])*100	% of Votes against on votes polled [7]=([5]/[2])*100		
Promoter and Promoter Group	E-Voting		13904722	99.9650	13904722	0	100.0000	0.0000		
	Poll	13909587	4865	0.0350	4865	0	100.0000	0.0000		
	<b>Total</b>		<b>13909587</b>	<b>100.0000</b>	<b>13909587</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>		
Public Institutions	E-Voting		5740402	83.8110	5740259	143	99.9975	0.0025		
	Poll	6849224	0	0.0000	0	0	0.0000	0.0000		
	<b>Total</b>		<b>5740402</b>	<b>83.8110</b>	<b>5740259</b>	<b>143</b>	<b>99.9975</b>	<b>0.0025</b>		
Public Non Institutions	E-Voting		408341	17.9743	408141	200	99.9510	0.0490		
	Poll	2271811	789	0.0347	780	9	98.8593	1.1407		
	<b>Total</b>		<b>409130</b>	<b>18.0090</b>	<b>408921</b>	<b>209</b>	<b>99.9489</b>	<b>0.0511</b>		
<b>Total</b>		<b>23030622</b>	<b>20059119</b>	<b>87.0976</b>	<b>20058767</b>	<b>352</b>	<b>99.9982</b>	<b>0.0018</b>		

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## Sanofi India Limited

Resolution Required : (Ordinary)		4 - Approval of remuneration payable to M/s. N. I. Mehta & Co., Cost Auditors						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]= $\frac{[2]}{[1]} \times 100$	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]= $\frac{[4]}{[2]} \times 100$	% of Votes against on votes polled [7]= $\frac{[5]}{[2]} \times 100$
Promoter and Promoter Group	E-Voting		13904722	99.9650	13904722	0	100.0000	0.0000
	Poll	13909587	4865	0.0350	4865	0	100.0000	0.0000
	<b>Total</b>		<b>13909587</b>	<b>100.0000</b>	<b>13909587</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting		5792232	84.5677	5792232	0	100.0000	0.0000
	Poll	6849224	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5792232</b>	<b>84.5677</b>	<b>5792232</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting		408341	17.9743	408341	0	100.0000	0.0000
	Poll	2271811	789	0.0347	780	9	98.8593	1.1407
	<b>Total</b>		<b>409130</b>	<b>18.0090</b>	<b>409121</b>	<b>9</b>	<b>99.9978</b>	<b>0.0022</b>
<b>Total</b>		<b>23030622</b>	<b>20110949</b>	<b>87.3226</b>	<b>20110940</b>	<b>9</b>	<b>100.0000</b>	<b>0.0000</b>

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## Sanofi India Limited

Resolution Required : (Ordinary)		5 - Appointment of Mr. J. Silvestre as Director									
Whether promoter/ promoter group are interested in the agenda/resolution?		No									
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]= $\frac{[2]}{[1]}*100$	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]= $\frac{[4]}{[2]}*100$	% of Votes against on votes polled [7]= $\frac{[5]}{[2]}*100$			
Promoter and Promoter Group	E-Voting	13909587	13904722	99.9650	13904722	0	100.0000	0.0000			
	Poll		4865	0.0350	4865	0	100.0000	0.0000			
	<b>Total</b>		<b>13909587</b>	<b>100.0000</b>	<b>13909587</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>			
Public Institutions	E-Voting	6849224	5792232	84.5677	5663707	128525	97.7811	2.2189			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	<b>Total</b>		<b>5792232</b>	<b>84.5677</b>	<b>5663707</b>	<b>128525</b>	<b>97.7811</b>	<b>2.2189</b>			
Public Non Institutions	E-Voting	2271811	408341	17.9743	408341	0	100.0000	0.0000			
	Poll		789	0.0347	780	9	98.8593	1.1407			
	<b>Total</b>		<b>409130</b>	<b>18.0090</b>	<b>409121</b>	<b>9</b>	<b>99.9978</b>	<b>0.0022</b>			
<b>Total</b>		<b>23030622</b>	<b>20110949</b>	<b>87.3226</b>	<b>19982415</b>	<b>128534</b>	<b>99.3609</b>	<b>0.6391</b>			

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## Sanofi India Limited

Resolution Required : (Special)		6 - Re-appointment of and remuneration payable to Dr. S. Ayyangar, Managing Director													
Whether promoter/ promoter group are interested in the agenda/resolution?		No													
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled	[1]	[2]	[3]= $\frac{[2]}{[1]} \times 100$	[4]	[5]	[6]= $\frac{[4]}{[2]} \times 100$	[7]= $\frac{[5]}{[2]} \times 100$
Promoter and Promoter Group	E-Voting		13904722	99.9650	13904722	0	100.0000	0.0000							
	Poll	13909587	4865	0.0350	4865	0	100.0000	0.0000							
	<b>Total</b>		<b>13909587</b>	<b>100.0000</b>	<b>13909587</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>							
Public Institutions	E-Voting		5792232	84.5677	5735568	56664	99.0217	0.9783							
	Poll	6849224	0	0.0000	0	0	0.0000	0.0000							
	<b>Total</b>		<b>5792232</b>	<b>84.5677</b>	<b>5735568</b>	<b>56664</b>	<b>99.0217</b>	<b>0.9783</b>							
Public Non Institutions	E-Voting		408141	17.9654	408133	8	99.9980	0.0020							
	Poll	2271811	789	0.0347	780	9	98.8593	1.1407							
	<b>Total</b>		<b>408930</b>	<b>18.0001</b>	<b>408913</b>	<b>17</b>	<b>99.9958</b>	<b>0.0042</b>							
<b>Total</b>		<b>23030622</b>	<b>20110749</b>	<b>87.3218</b>	<b>20054068</b>	<b>56681</b>	<b>99.7182</b>	<b>0.2818</b>							

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## Sanofi India Limited

Resolution Required : (Special)		7 - Appointment of and remuneration payable to Mr. N. Rajaram, Wholetime Director (Alternate to Mr. J. Silvestre)									
Whether promoter/ promoter group are interested in the agenda/resolution?		No									
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]= $\frac{[2]}{[1]} \times 100$	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]= $\frac{[4]}{[2]} \times 100$	% of Votes against on votes polled [7]= $\frac{[5]}{[2]} \times 100$			
Promoter and Promoter Group	E-Voting		13904722	99.9650	13904722	0	100.0000	0.0000			
	Poll	13909587	4865	0.0350	4865	0	100.0000	0.0000			
	<b>Total</b>		<b>13909587</b>	<b>100.0000</b>	<b>13909587</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>			
Public Institutions	E-Voting		5792232	84.5677	5666142	126090	97.8231	2.1769			
	Poll	6849224	0	0.0000	0	0	0.0000	0.0000			
	<b>Total</b>		<b>5792232</b>	<b>84.5677</b>	<b>5666142</b>	<b>126090</b>	<b>97.8231</b>	<b>2.1769</b>			
Public Non Institutions	E-Voting		408341	17.9743	408133	208	99.9491	0.0509			
	Poll	2271811	789	0.0347	780	9	98.8593	1.1407			
	<b>Total</b>		<b>409130</b>	<b>18.0090</b>	<b>408913</b>	<b>217</b>	<b>99.9470</b>	<b>0.0530</b>			
<b>Total</b>		<b>23030622</b>	<b>20110949</b>	<b>87.3226</b>	<b>19984642</b>	<b>126307</b>	<b>99.3719</b>	<b>0.6281</b>			



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## Sanofi India Limited

8 - Appointment of and remuneration payable to Mr. L. Guerin, Wholetime Director (Alternate to Mr. F. Briens)

Resolution Required : (Special)		No									
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]= $\frac{[2]}{[1]}*100$	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]= $\frac{[4]}{[2]}*100$	% of Votes against on votes polled [7]= $\frac{[5]}{[2]}*100$			
Promoter and Promoter Group	E-Voting		13904722	99.9650	13904722	0	100.0000	0.0000			
	Poll	13909587	4865	0.0350	4865	0	100.0000	0.0000			
	<b>Total</b>		<b>13909587</b>	<b>100.0000</b>	<b>13909587</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>			
Public Institutions	E-Voting		5792232	84.5677	5666142	126090	97.8231	2.1769			
	Poll	6849224	0	0.0000	0	0	0.0000	0.0000			
	<b>Total</b>		<b>5792232</b>	<b>84.5677</b>	<b>5666142</b>	<b>126090</b>	<b>97.8231</b>	<b>2.1769</b>			
Public Non Institutions	E-Voting		408341	17.9743	408333	8	99.9980	0.0020			
	Poll	2271811	789	0.0347	780	9	98.8593	1.1407			
	<b>Total</b>		<b>409130</b>	<b>18.0090</b>	<b>409113</b>	<b>17</b>	<b>99.9958</b>	<b>0.0042</b>			
<b>Total</b>		<b>23030622</b>	<b>20110949</b>	<b>87.3226</b>	<b>19984842</b>	<b>126107</b>	<b>99.3729</b>	<b>0.6271</b>			

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## Sanofi India Limited

Resolution Required : (Special)		9 - Appointment of and remuneration payable to Mr. A. Sood, Wholetime Director (Alternate to Mr. P. Chocat)						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares [3] = {[2]/[1]}*100	No. of Votes - in favour	No. of Votes -Against	% of Votes in favour on votes polled [6] = {[4]/[2]}*100	% of Votes against on votes polled [7] = {[5]/[2]}*100
Promoter and Promoter Group	E-Voting		13904722	99.9650	13904722	0	100.0000	0.0000
	Poll	13909587	4865	0.0350	4865	0	100.0000	0.0000
	<b>Total</b>		<b>13909587</b>	<b>100.0000</b>	<b>13909587</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting		5792232	84.5677	5666142	126090	97.8231	2.1769
	Poll	6849224	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5792232</b>	<b>84.5677</b>	<b>5666142</b>	<b>126090</b>	<b>97.8231</b>	<b>2.1769</b>
Public Non Institutions	E-Voting		408341	17.9743	408341	0	100.0000	0.0000
	Poll	2271811	789	0.0347	780	9	98.8593	1.1407
	<b>Total</b>		<b>409130</b>	<b>18.0090</b>	<b>409121</b>	<b>9</b>	<b>99.9978</b>	<b>0.0022</b>
<b>Total</b>		<b>23030622</b>	<b>20110949</b>	<b>87.3226</b>	<b>19984850</b>	<b>126099</b>	<b>99.3730</b>	<b>0.6270</b>

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## Sanofi India Limited

Resolution Required : (Ordinary)		No									
Whether promoter/ promoter group are interested in the agenda/resolution?		No									
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]= $\frac{[2]}{[1]}*100$	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]= $\frac{[4]}{[2]}*100$	% of Votes against on votes polled [7]= $\frac{[5]}{[2]}*100$			
Promoter and Promoter Group	E-Voting		13904722	99.9650	13904722	0	100.0000	0.0000			
	Poll	13909587	4865	0.0350	4865	0	100.0000	0.0000			
	<b>Total</b>		<b>13909587</b>	<b>100.0000</b>	<b>13909587</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>			
Public Institutions	E-Voting		5792232	84.5677	5748232	44000	99.2404	0.7596			
	Poll	6849224	0	0.0000	0	0	0.0000	0.0000			
	<b>Total</b>		<b>5792232</b>	<b>84.5677</b>	<b>5748232</b>	<b>44000</b>	<b>99.2404</b>	<b>0.7596</b>			
Public Non Institutions	E-Voting		408341	17.9743	408141	200	99.9510	0.0490			
	Poll	2271811	789	0.0347	780	9	98.8593	1.1407			
	<b>Total</b>		<b>409130</b>	<b>18.0090</b>	<b>408921</b>	<b>209</b>	<b>99.9489</b>	<b>0.0511</b>			
<b>Total</b>		<b>23030622</b>	<b>20110949</b>	<b>87.3226</b>	<b>20066740</b>	<b>44209</b>	<b>99.7802</b>	<b>0.2198</b>			



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Resolution Required : (Ordinary)		11 - Appointment of Ms. Usha Thorat as an Independent Director									
Whether promoter/ promoter group are interested in the agenda/resolution?		No									
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]= $\frac{[2]}{[1]}*100$	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]= $\frac{[4]}{[2]}*100$	% of Votes against on votes polled [7]= $\frac{[5]}{[2]}*100$			
Promoter and Promoter Group	E-Voting		13904722	99.9650	13904722	0	100.0000	0.0000			
	Poll	13909587	4865	0.0350	4865	0	100.0000	0.0000			
	<b>Total</b>		<b>13909587</b>	<b>100.0000</b>	<b>13909587</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>			
Public Institutions	E-Voting		5792232	84.5677	5792232	0	100.0000	0.0000			
	Poll	6849224	0	0.0000	0	0	0.0000	0.0000			
	<b>Total</b>		<b>5792232</b>	<b>84.5677</b>	<b>5792232</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>			
Public Non Institutions	E-Voting		408341	17.9743	408341	0	100.0000	0.0000			
	Poll	2271811	789	0.0347	780	9	98.8593	1.1407			
	<b>Total</b>		<b>409130</b>	<b>18.0090</b>	<b>409121</b>	<b>9</b>	<b>99.9978</b>	<b>0.0022</b>			
<b>Total</b>		<b>23030622</b>	<b>20110949</b>	<b>87.3226</b>	<b>20110940</b>	<b>9</b>	<b>100.0000</b>	<b>0.0000</b>			



SANOFI INDIA LIMITED

*K. Subramani*

K. SUBRAMANI  
COMPANY SECRETARY

## Sanofi India Limited

Resolution Required : (Special)		12 - Adoption of new Articles of Association													
Whether promoter/ promoter group are interested in the agenda/resolution?		No													
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes -- in favour	No. of Votes --Against	% of Votes in favour on votes polled	% of Votes against on votes polled	[1]	[2]	[3]= $\frac{[2]}{[1]} \times 100$	[4]	[5]	[6]= $\frac{[4]}{[2]} \times 100$	[7]= $\frac{[5]}{[2]} \times 100$
Promoter and Promoter Group	E-Voting		13904722	99.9650	13904722	0	100.0000	0.0000							
	Poll	13909587	4865	0.0350	4865	0	100.0000	0.0000							
	<b>Total</b>		<b>13909587</b>	<b>100.0000</b>	<b>13909587</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>							
Public Institutions	E-Voting		5792232	84.5677	5770175	22057	99.6192	0.3808							
	Poll	6849224	0	0.0000	0	0	0.0000	0.0000							
	<b>Total</b>		<b>5792232</b>	<b>84.5677</b>	<b>5770175</b>	<b>22057</b>	<b>99.6192</b>	<b>0.3808</b>							
Public Non Institutions	E-Voting		408341	17.9743	408341	0	100.0000	0.0000							
	Poll	2271811	789	0.0347	780	9	98.8593	1.1407							
	<b>Total</b>		<b>409130</b>	<b>18.0090</b>	<b>409121</b>	<b>9</b>	<b>99.9978</b>	<b>0.0022</b>							
<b>Total</b>		<b>23030622</b>	<b>20110949</b>	<b>87.3226</b>	<b>20088883</b>	<b>22066</b>	<b>99.8903</b>	<b>0.1097</b>							



SANOFI INDIA LIMITED

*K. Subramani*

K. SUBRAMANI  
COMPANY SECRETARY

## Sanofi India Limited

Resolution Required : (Ordinary)		13 - Approval of material related party transaction - Loan to Shantha Biotechnics Private Limited						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=([2]/[1])*100	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]=([4]/[2])*100	% of Votes against on votes polled [7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	13909587	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting		3997300	58.3614	3542377	454923	88.6192	11.3808
	Poll	6849224	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3997300</b>	<b>58.3614</b>	<b>3542377</b>	<b>454923</b>	<b>88.6192</b>	<b>11.3808</b>
Public Non Institutions	E-Voting		408040	17.9610	152800	255240	37.4473	62.5527
	Poll	2271811	789	0.0347	780	9	98.8593	1.1407
	<b>Total</b>		<b>408829</b>	<b>17.9957</b>	<b>153580</b>	<b>255249</b>	<b>37.5658</b>	<b>62.4342</b>
<b>Total</b>		<b>23030622</b>	<b>4406129</b>	<b>19.1316</b>	<b>3695957</b>	<b>710172</b>	<b>83.8822</b>	<b>16.1178</b>



SANOFI INDIA LIMITED

*K. Subramani*

K. SUBRAMANI  
COMPANY SECRETARY

**S. N. ANANTHASUBRAMANIAN & CO.  
COMPANY SECRETARIES**

**10/26, BRINDABAN, THANE – 400 601**

Tel 25345648 / 2543 2704 : Fax 2539 0292 – email [sna@snaco.net](mailto:sna@snaco.net); website [www.snaco.net](http://www.snaco.net)

To,  
The Chairman  
**Sanofi India Limited**  
CIN: L24239MH1956PLC009794  
Sanofi House, CTS No. 117-B, L&T Business Park,  
Saki Vihar Road, Powai,  
Mumbai - 400 072

Dear Sir,

At the outset, I would like to thank you for appointing me as the Scrutinizer for the remote e-Voting and voting by your members, at the 60<sup>th</sup> Annual General Meeting (AGM) of your Company held on Friday, 29<sup>th</sup> April, 2016 at 02:45 p.m.

I am pleased to submit the Scrutinizer's Report, which is comprehensive and self-explanatory in all respects.

*Malati A. Kumar*



**Malati Kumar**  
**C.P. No. 10980**

**Date : 30<sup>th</sup> April, 2016**

**Place : Thane**

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**SCRUTINIZER'S REPORT**

NAME OF THE COMPANY	Sanofi India Limited
MEETING	60 <sup>th</sup> Annual General Meeting
DATE & TIME	Friday, 29 <sup>th</sup> April, 2016 at 02:45 p.m.
VENUE	Y. B. Chavan Centre - Auditorium, Gen J. Bhosale Marg, Near Sachivalaya Gymkhana, Nariman Point, Mumbai - 400 021.

**1. Appointment as Scrutinizer:**

I was appointed as the Scrutinizer for the remote e-voting as well as the electronic voting conducted at the 60<sup>th</sup> Annual General Meeting (60<sup>th</sup> AGM) of Sanofi India Limited (hereinafter referred to as the Company) held on Friday, 29<sup>th</sup> April, 2016 at 02:45 p.m. at Y. B. Chavan Centre - Auditorium, Gen J. Bhosale Marg, Near Sachivalaya Gymkhana, Nariman Point, Mumbai - 400 021.

**2. Dispatch of Notice convening the Meeting**

The Company has informed that, 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), the Company completed dispatch of the Notice of the AGM as under:-

- On 29<sup>th</sup> March, 2016 by e-mail to 8,376 members who had registered their e-mail-ids with the Company/ Depositories.
- On 31<sup>st</sup> March, 2016 by courier to 8,910 members in physical form.

**3. Cut-off date**

The Voting rights were reckoned as on Friday, 22<sup>nd</sup> April, 2016, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-Voting and voting at the Meeting.

*Report of Scrutinizer on remote e-Voting & e-Voting by members of Sanofi India Limited at the 60<sup>th</sup> AGM*





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**4. Remote e-Voting**

**4.1 Agency:**

The Company had appointed **Central Depository Services (India) Limited (CDSL)** as the agency for providing the remote e-Voting platform.

**4.2 Remote e-Voting:**

Remote e-Voting platform was open from **09:00 a.m. on Tuesday, 26<sup>th</sup> April, 2016 to 5:00 p.m. on Thursday, 28<sup>th</sup> April, 2016** and members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary and Special Resolutions, on the e-Voting platform provided by CDSL.

**5. Voting at the AGM:**

5.1 As prescribed under Rule 20 (4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that members who have cast their votes through remote e-Voting do not vote again at the general meeting, the Scrutinizer shall have access after closure of period of remote e-Voting and before the start of general meeting, to only such details relating to members who have cast their votes through remote e-Voting, such as their names, DP Id/ Client Id, folios, number of shares held but not the manner in which they have voted.

5.2 Accordingly, CDSL, the remote e-Voting Agency provided us with the names, DP Id/ Client Id, folios and shareholding of the members who had cast their votes through remote e-Voting.

5.3 Link Intime India Private Limited provided e-voting facility to the members who attended the meeting.

**6. Counting Process**

6.1 On completion of voting at the meeting, Link Intime India Private Limited provided me with the list of members who had cast their votes, their holding details and details of vote cast on the resolution.

*Report of Scrutinizer on remote e-Voting & e-Voting by members of Sanofi India Limited at the 60<sup>th</sup> AGM*



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- 6.2 The votes were reconciled with the records maintained by the Company and RTA with respect to the authorizations / proxies lodged with the Company.
- 6.3 I unblocked the remote e-Voting results on the CDSL e-Voting platform in the presence of Ms. Janvi and Mr. Aditya and downloaded the e-Voting results.

**7. Results**

- 7.1 I observed that
- a) 52 members had cast their votes at the meeting.
  - b) 147 members had cast their votes through remote e-Voting.
- 7.2 As required under Regulation 23 (4) of the SEBI (LODR) Regulations, 2015, all the related parties have abstained from voting on Resolution No. 13 whether the entity is a related party to the transaction or not.
- 7.3 The Consolidated Results with respect to each item on the agenda as set out in the Notice of the 60<sup>th</sup> AGM dated 25<sup>th</sup> March, 2016 is enclosed.
- 7.4 Based on the aforesaid results, I report that **eight Ordinary Resolutions** as contained in Item No. 1 to Item No. 5, Item No. 10, Item No. 11 and Item No. 13 and **five Special Resolutions** as contained in Item No. 6 to Item No. 9 and Item No. 12 of the Notice dated 25<sup>th</sup> March, 2016, have been passed with requisite majority.

*Malati A. Kumar*

**Malati Kumar  
C.P. No. 10980**



**Date : 30<sup>th</sup> April, 2016**

**Place : Thane**

**S. N. ANANTHASUBRAMANIAN & CO.**  
**COMPANY SECRETARIES**

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**Consolidated Results**

Item No. 1: Adoption of Financial Statements for the Financial Year ended 31<sup>st</sup> December, 2015.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	144	1,99,03,168	47	5,645	191	19,99,08,813	98.99
Dissent	03	2,02,127	05	09	08	2,02,136	1.01
Total	147	2,01,05,295	52	5,654	199	2,01,10,949	100

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item No. 1 of the Notice dated 25<sup>th</sup> March, 2016, has been passed with requisite majority.

*Malati A. Kumar*

Malati Kumar

C.P. No. 10980



Date : 30<sup>th</sup> April, 2016

Place : Thane

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**Consolidated Results**

**Item No. 2: Approval and confirmation of Interim Dividend and declaration of Final Dividend and Two Special One-time Dividends for the year ended 31<sup>st</sup> December, 2015.**

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	147	2,01,05,295	47	5,645	194	2,01,10,940	100.00
Dissent	0	0	05	09	05	09	0.00
<b>Total</b>	<b>147</b>	<b>2,01,05,295</b>	<b>52</b>	<b>5,654</b>	<b>199</b>	<b>2,01,10,949</b>	<b>100.00</b>

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item No. 2 of the Notice dated 25<sup>th</sup> March, 2016, has been passed with requisite majority.

*Malati Kumar*

Malati Kumar

C.P. No. 10980



Date : 30<sup>th</sup> April, 2016

Place : Thane

**S. N. ANANTHASUBRAMANIAN & CO.  
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**Consolidated Results**

Item No. 3: Ratification of appointment of M/s. S R B C & CO. LLP, Chartered Accountants, as the Statutory Auditors of the Company.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	142	2,00,53,122	47	5,645	189	2,00,58,767	100.00
Dissent	02	343	05	09	07	352	0.00
Total	144	2,00,53,465	52	5,654	196	2,00,59,119	100.00

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item No. 3 of the Notice dated 25<sup>th</sup> March, 2016, has been passed with requisite majority.

*Malati A. Kumar*

Malati Kumar

C.P. No. 10980



Date : 30<sup>th</sup> April, 2016

Place : Thane

**S. N. ANANTHASUBRAMANIAN & CO.**  
**COMPANY SECRETARIES**

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**Consolidated Results**

Item No. 4: Approval of remuneration payable to M/s. N. I. Mehta & Co., Cost Accountants for the financial year ending 31<sup>st</sup> December, 2016.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	147	2,01,05,295	47	5,645	194	2,01,10,940	100.00
Dissent	0	0	05	09	05	09	0.00
Total	147	2,01,05,295	52	5,654	199	2,01,10,949	100.00

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item No. 4 of the Notice dated 25<sup>th</sup> March, 2016, has been passed with requisite majority.

*Malati A. Kumar*

Malati Kumar

C.P. No. 10980



Date : 30<sup>th</sup> April, 2016

Place : Thane

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**Consolidated Results**

Item No. 5: Appointment of Mr. J. Silvestre (DIN: 00489526) as a Director of the Company.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	134	1,99,76,770	47	5,645	181	1,99,82,415	99.36
Dissent	13	1,28,525	05	09	18	128534	0.64
Total	147	2,01,05,295	52	5,654	199	2,01,10,949	100.00

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item No. 5 of the Notice dated 25<sup>th</sup> March, 2016, has been passed with requisite majority.

*Malati A. Kumar*

Malati Kumar

C.P. No. 10980



Date : 30<sup>th</sup> April, 2016

Place : Thane

**S. N. ANANTHASUBRAMANIAN & CO.  
COMPANY SECRETARIES**

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**Consolidated Results**

Item No. 6: Re-appointment of Dr. S. Ayyangar (DIN: 00268076) as Managing Director of the Company for a period of five years with effect from 25<sup>th</sup> October, 2015.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	138	2,00,48,423	47	5,645	185	2,00,54,068	99.72
Dissent	08	56,672	05	09	13	56,681	0.28
Total	146	2,01,05,095	52	5,654	198	2,01,10,749	100.00

Based on the aforesaid results, I report that the Special Resolution as contained in Item No. 6 of the Notice dated 25<sup>th</sup> March, 2016, has been passed with requisite majority.

*Malati A. Kumar*

Malati Kumar

C.P. No. 10980



Date : 30<sup>th</sup> April, 2016

Place : Thane



**S. N. ANANTHASUBRAMANIAN & CO.**  
**COMPANY SECRETARIES**

10/26, BRINDABAN, THANE – 400 601

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**Consolidated Results**

Item No. 7: Appointment of Mr. N. Rajaram (DIN: 02977405) [presently Alternate to Mr. J. Silvestre (DIN: 00489526)] as a Wholetime Director of the Company for a period of five years from 21st October, 2015.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	135	1,99,78,997	47	5,645	182	1,99,84,642	99.37
Dissent	12	1,26,298	05	09	17	1,26,307	0.63
<b>Total</b>	<b>147</b>	<b>2,01,05,295</b>	<b>52</b>	<b>5,654</b>	<b>199</b>	<b>2,01,10,949</b>	<b>100.00</b>

Based on the aforesaid results, I report that the Special Resolution as contained in Item No. 7 of the Notice dated 25<sup>th</sup> March, 2016, has been passed with requisite majority.

*Malati A. K.*

Malati Kumar

C.P. No. 10980



Date : 30<sup>th</sup> April, 2016

Place : Thane

**S. N. ANANTHASUBRAMANIAN & CO.  
COMPANY SECRETARIES**

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**Consolidated Results**

Item No. 8: Appointment of Mr. L. Guerin (DIN: 07232453) [presently Alternate to Mr. F. Briens (DIN: 03472959)] as a Wholetime Director of the Company for a period of five years from 21st October, 2015.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	136	1,99,79,197	47	5,645	183	1,99,84,842	99.37
Dissent	11	1,26,098	05	09	16	1,26,107	0.63
Total	147	2,01,05,295	52	5,654	199	2,01,10,949	100.00

Based on the aforesaid results, I report that the Special Resolution as contained in Item No. 8 of the Notice dated 25<sup>th</sup> March, 2016, has been passed with requisite majority.

*Malati A. Kumar*

Malati Kumar

C.P. No. 10980



Date : 30<sup>th</sup> April, 2016

Place : Thane

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**Consolidated Results**

Item No. 9: Appointment of Mr. A. Sood (DIN: 07272686) [presently Alternate to Mr. P. Chocat (DIN: 07194130)] as a Wholetime Director of the Company for a period of five years from 21st October, 2015.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	137	1,99,79,205	47	5,645	184	1,99,84,850	99.37
Dissent	10	1,26,090	05	09	15	1,26,099	0.63
Total	147	2,01,05,295	52	5,654	199	2,01,10,949	100.00

Based on the aforesaid results, I report that the Special Resolution as contained in Item No. 9 of the Notice dated 25<sup>th</sup> March, 2016, has been passed with requisite majority.

*Malati A. K.*  
Malati Kumar  
C.P. No. 10980



Date : 30<sup>th</sup> April, 2016  
Place : Thane

**S. N. ANANTHASUBRAMANIAN & CO.**  
**COMPANY SECRETARIES**

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**Consolidated Results**

Item No. 10: Appointment of Mr. Aditya Narayan (DIN: 00012084) as an Independent Director of the Company to hold office for a term of five years from 30<sup>th</sup> April, 2016 upto 29<sup>th</sup> April, 2021 and whose office shall not be liable to retire by rotation.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	145	2,00,61,095	47	5,645	192	2,00,66,740	99.78
Dissent	02	44,200	05	09	07	44,209	0.22
Total	147	2,01,05,295	52	5,654	199	2,01,10,949	100.00

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item No. 10 of the Notice dated 25<sup>th</sup> March, 2016, has been passed with requisite majority.

*Malati A. Kumar*

Malati Kumar

C.P. No. 10980

Date : 30<sup>th</sup> April, 2016

Place : Thane



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**Consolidated Results**

Item No. 11: Appointment of Ms. Usha Thorat (DIN: 00542778) as an Independent Director of the Company to hold office for a term of five years from 30<sup>th</sup> April, 2016 upto 29<sup>th</sup> April, 2021 and whose office shall not be liable to retire by rotation.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	147	2,01,05,295	47	5,645	194	2,01,10,940	100.00
Dissent	0	0	05	09	05	09	0.00
Total	147	2,01,05,295	52	5,654	199	2,01,10,949	100.00

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item No. 11 of the Notice dated 25<sup>th</sup> March, 2016, has been passed with requisite majority.

*Malati A. Kumar*

Malati Kumar

C.P. No. 10980



Date : 30<sup>th</sup> April, 2016

Place : Thane

**S. N. ANANTHASUBRAMANIAN & CO.  
COMPANY SECRETARIES**

10/26, BRINDABAN, THANE – 400 601

Tel 25345648 / 2543 2704 : Fax 2539 0292 – email [snar@snaco.net](mailto:snar@snaco.net): website [www.snaco.net](http://www.snaco.net)

**Consolidated Results**

**Item No. 12: Adoption of new Articles of Association of the Company.**

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	140	2,00,83,238	47	5,645	187	2,00,88,883	99.89
Dissent	07	22,057	05	09	12	22,066	0.11
<b>Total</b>	<b>147</b>	<b>2,01,05,295</b>	<b>52</b>	<b>5,654</b>	<b>199</b>	<b>2,01,10,949</b>	<b>100.00</b>

Based on the aforesaid results, I report that the Special Resolution as contained in Item No. 12 of the Notice dated 25<sup>th</sup> March, 2016, has been passed with requisite majority.

*Malati A. Kumar*

Malati Kumar

C.P. No. 10980



Date : 30<sup>th</sup> April, 2016

Place : Thane

**S. N. ANANTHASUBRAMANIAN & CO.  
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**Consolidated Results**

Item No. 13: Approval of Company for granting a loan upto Rs. 3300 million upto 15th April 2017 at an interest rate of 9.5% per annum to Shantha Biotechnics Private Limited, a 'Related Party' as defined under Section 2 (76) of the Companies Act, 2013 and the SEBI LODR.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	117	36,95,177	46	780	163	36,95,957	83.88
Dissent	11	7,10,163	05	09	16	7,10,172	16.12
Total	128	44,05,340	51	789	179	44,06,129	100.00

Based on the aforesaid results and after ensuring that the related parties have abstained from voting on this resolution, I report that the Ordinary Resolution as contained in Item No. 13 of the Notice dated 25<sup>th</sup> March, 2016, has been passed with requisite majority.

*Malati A. Kumar*

Malati Kumar

C.P. No. 10980

Date : 30<sup>th</sup> April, 2016

Place : Thane

