



9th May 2018

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

Scrutinizer's Report

Dear Sirs,

Please find enclosed the Scrutinizer's Report on the e-voting conducted from 5th May 2018 to 7th May 2018 and polling conducted at the venue of the Annual General Meeting.

Please take the above information on record.

Thanking you,

Yours sincerely,
SANOFI INDIA LIMITED

A handwritten signature in black ink, appearing to be "GIRISH TEKCHANDANI", written over a horizontal line.

GIRISH TEKCHANDANI
COMPANY SECRETARY

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE - 400 601 Tel 25345648 / 2543 2704 : Fax 2539 0292 - email sna@snaco.net: website 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 - 400072

Dear Sir,

We thank you for appointing us as Scrutinizer for the remote e-Voting and voting by your members, at the Annual General Meeting (AGM) of your Company held on 8th May, 2018.

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

Malati A. Kumar

Malati Kumar

Partner

Date : 9th May, 2018

Place : Thane

SCRUTINIZER'S REPORT

NAME OF THE COMPANY	Sanofi India Limited
MEETING	Annual General Meeting
DAY, DATE & TIME	Tuesday, 8 th May, 2018 at 3.00 p.m.
VENUE	Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai 400 018

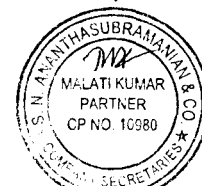
1. Appointment as Scrutinizer

We were appointed as the Scrutinizer for the remote e-voting as well as the Voting conducted at the Annual General Meeting (AGM) of **Sanofi India Limited** (hereinafter referred to as the **Company**) held on **Tuesday, 8th May, 2018 at 3:00 p.m.** at Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai 400 018.

2. Dispatch of Notice convening the Meeting

The Company has informed that, on the basis of the Register of Members and the List of Beneficial 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 10th April, 2018 by e-mail to 12,593 members who had registered their e-mail-ids with the Company/ Depositories.
- On 10th April, 2018 by Speed Post to 21 members, by Courier to 6,895 members in physical form and by air-mail to 17 members.



3. Cut-off date

The Voting rights were reckoned as on **1st May, 2018** being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-Voting and voting at the Meeting.

4. Remote e-Voting

4.1 Agency

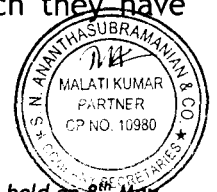
The Company has appointed **Central Depository Services (India) Limited (CDSL)** as the agency for providing the remote e-Voting platform.

4.2 Remote e-Voting

Remote e-Voting platform was open from **Saturday, 5th May, 2018** at **9:00 a.m.** till **Monday, 7th May, 2018** at **5:00 p.m.** and members were required to cast their votes electronically conveying their assent or dissent in respect of the Resolutions, on the remote 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 The Company had authorized Link Intime India Private Limited to provide tab based e-voting facility at the venue of the meeting for members who attended the meeting.

6. Counting Process

6.1 On completion of voting at the meeting Link Intime India Private Limited, provided us with the list of members who had casted their votes, their holding details and details of votes casted on the resolutions.

6.2 The votes were reconciled with the records maintained by the Company and CDSL with respect to the authorizations / proxies lodged with the Company.

6.3 We unblocked the remote e-Voting results on the CDSL e-Voting platform in the presence of Ms. Shivangi Abhyankar and Ms. Aishwarya Krishnan and downloaded the remote e-Voting results.

7. Results

7.1 We observed that,

- a) **68** Members had cast their votes at the meeting.
- b) **131** Members had cast their votes through remote e-Voting.



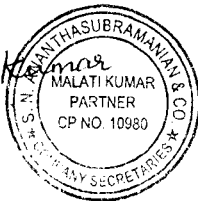
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- 7.2 The Consolidated Result with respect to each item on the agenda as set out in the Notice of the AGM dated 22nd February, 2018 is enclosed herewith.
- 7.3 Based on the aforesaid results, we report that Seven Ordinary Resolutions as contained in Item No. 1 to Item No.7 and One Special Resolution as contained in the Item No. 8 of the Notice of the AGM dated 22nd February, 2018 have been passed with the requisite majority.

For S. N. Ananthasubramanian & Co.
Company Secretaries

Malati A. Kumar



Malati Kumar
Partner
COP No.10980

Date : 9th May, 2018

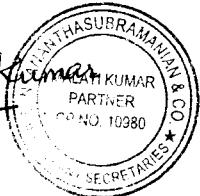
Place : Thane

Consolidated Results

1. Receive, consider and adopt the financial statements of the Company for the year ended 31st December 2017 including the audited Balance Sheet as on 31st December 2017 and the statement of Profit and Loss for the year ended on that date and the Reports of the Directors and Auditors thereon.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	129	1,90,39,211	68	1,093	197	1,90,40,304	100.000
Dissent	0	0	0	0	0	0	0.000
Total	129	1,90,39,211	68	1,093	197	1,90,40,304	100.000

Based on the aforesaid results, we report that the **Ordinary Resolution** as contained in **Item No. 1** of the Notice of the AGM dated **22nd February, 2018** has been passed with requisite majority.

Malati A. Kumar


Malati Kumar
COP No. 10980

Date : 9th May, 2018

Place : Thane


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2. Confirmation of payment of Interim Dividend and declaration of Final Dividend on equity shares for the financial year ended 31st December 2017.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	130	1,90,40,833	68	1,093	198	1,90,41,926	100.000
Dissent	1	40	0	0	1	40	0.000
Total	131	1,90,40,873	68	1,093	199	1,90,41,966	100.000

Based on the aforesaid results, we report that the **Ordinary Resolution** as contained in **Item No. 2** of the Notice of the AGM dated **22nd February, 2018** has been passed with requisite majority.

Malati A. Kumar


Malati Kumar
COP No. 10980

Date : 9th May, 2018

Place : Thane

3. Re-appointment of Mr. Rajaram Narayanan (DIN 02977405)

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	128	1,90,40,783	68	1,093	196	1,90,41,876	100.000
Dissent	3	90	0	0	3	90	0.000
Total	131	1,90,40,873	68	1,093	199	1,90,41,966	100.000

Based on the aforesaid results, we report that the **Ordinary Resolution** as contained in **Item No. 3** of the Notice of the AGM dated **22nd February, 2018** has been passed with **requisite majority**.

Malati A. Kumar


Malati Kumar
COP No. 10980

Date : 9th May, 2018

Place : Thane

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4. Re-appointment of Mr. Ashwani Sood (DIN 07272686)

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	129	1,90,40,791	68	1,093	197	1,90,41,884	100.000
Dissent	2	82	0	0	2	82	0.000
Total	131	1,90,40,873	68	1,093	199	1,90,41,966	100.000

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 4 of the Notice of the AGM dated 22nd February, 2018 has been passed with requisite majority.

Malati A. K.


Malati Kumar
COP No. 10980

Date : 9th May, 2018

Place : Thane


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5. Ratification of appointment M/s. Price Waterhouse & Co Chartered Accountants LLP as Statutory Auditors

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	128	1,90,40,042	68	1,093	196	1,90,41,135	99.996
Dissent	3	831	0	0	3	831	0.004
Total	131	1,90,40,873	68	1,093	199	1,90,41,966	100.000

Based on the aforesaid results, we report that the **Ordinary Resolution** as contained in **Item No. 5** of the Notice of the AGM dated **22nd February, 2018** has been passed with requisite majority.

Malati A. Kumar


Malati Kumar
COP No. 10980

Date : 9th May, 2018

Place : Thane


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6. Appointment of Mr. Rajaram Narayanan (DIN 02977405) as Managing Director of the Company for a period of five years with effect from 1st January 2018.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	129	1,90,40,785	68	1,093	197	1,90,41,878	100.000
Dissent	2	88	0	0	2	88	0.000
Total	131	1,90,40,873	68	1,093	199	1,90,41,966	100.000

Based on the aforesaid results, we report that the **Ordinary Resolution** as contained in **Item No. 6** of the Notice of the AGM dated **22nd February, 2018** has been passed with requisite majority.

Malati A. Kumar


Malati Kumar
COP No. 10980

Date : 9th May, 2018

Place : Thane

S. N. ANANTHASUBRAMANIAN & CO.
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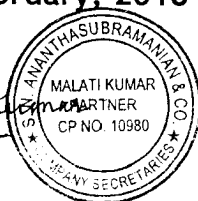
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7. Approval of remuneration to be paid to M/s. D. C. Dave & Co., Cost Accountants.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	120	1,90,06,860	67	1,092	187	1,90,07,952	99.821
Dissent	11	34,013	1	1	12	34,014	0.179
Total	131	1,90,40,873	68	1,093	199	1,90,41,966	100.000

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 7 of the Notice of the AGM dated 22nd February, 2018 has been passed with requisite majority.

Malati A. Kumar



Malati Kumar
COP No. 10980

Date : 9th May, 2018

Place : Thane


S. N. ANANTHASUBRAMANIAN & CO.
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8. Approval to keep the Register of Members of the Company together with the Index of Members and copies of Annual Returns of the Company at the new registered office of the Company's Registrars & Transfer Agents (R&T Agents), Link Intime India Private Limited and/or at such places within Mumbai where the R&T Agents may have their office from time to time and/or at the Registered Office of the Company

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	127	1,90,39,883	67	1,092	194	1,90,40,975	99.998
Dissent	3	288	1	1	4	289	0.002
Total	130	1,90,40,171	68	1,093	198	1,90,41,264	100.000

Based on the aforesaid results, we report that the Special Resolution as contained in Item No. 8 of the Notice of the AGM dated 22nd February, 2018 has been passed with requisite majority.

Malati A. Kumar

Malati Kumar
COP No. 10980

Date : 9th May, 2018

Place : Thane