

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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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.

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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.



The image shows a handwritten signature in black ink that reads "S. N. Ananthasubramanian". To the left of the signature is a circular stamp. The stamp contains the text "S. N. ANANTHASUBRAMANIAN & CO." around the top edge, "CP No. 1774" in the center, and "THANE" below it. The words "COMPANY SECRETARIES" are written around the bottom edge of the stamp.

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



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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

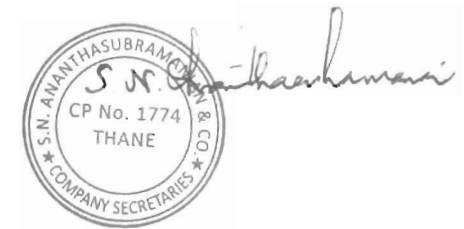
Place: Thane

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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



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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

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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



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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