



10<sup>th</sup> 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, 5<sup>th</sup> 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 4<sup>th</sup> 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 9<sup>th</sup> March 2015 and 7<sup>th</sup> April 2015 for the appointment of Independent Directors.

Date of Postal Ballot Notice – 20<sup>th</sup> February 2015

Date of declaration of results of Postal Ballot – 10<sup>th</sup> 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	$6 = \frac{(4)}{(2)} * 100$	$7 = \frac{(5)}{(2)} * 100$	
<b>Resolution No:1 Ordinary resolution for appointment of Mr. S.R.Gupte (DIN00109548) as an Independent Director</b>							
<b>Mode of Voting: (E-voting)</b>							
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
<b>Total(A)</b>	<b>23030622</b>	<b>19792282</b>	<b>85.9390</b>	<b>19791800</b>	<b>482</b>	<b>99.9976</b>	<b>0.0024</b>
<b>Mode of Voting: (Poll)</b>							
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
<b>Total(B)</b>	<b>23030622</b>	<b>110388</b>	<b>0.4793</b>	<b>29751</b>	<b>80637</b>	<b>26.9513</b>	<b>73.0487</b>
<b>Result (A+B)</b>	<b>23030622</b>	<b>19902670</b>	<b>86.4183</b>	<b>19821551</b>	<b>81119</b>	<b>99.5924</b>	<b>0.4076</b>



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
<b>Resolution No:2 Ordinary resolution for appointment of Mr. A.K.R.Nedungadi (DIN 00103214) as an Independent Director</b>							
<b>Mode of Voting: (E-voting)</b>							
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
<b>Total(A)</b>	<b>23030622</b>	<b>19792282</b>	<b>85.9390</b>	<b>19791790</b>	<b>492</b>	<b>99.9975</b>	<b>0.0025</b>
<b>Mode of Voting: (Poll)</b>							
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
<b>Total(B)</b>	<b>23030622</b>	<b>110272</b>	<b>0.4788</b>	<b>29463</b>	<b>80809</b>	<b>26.7185</b>	<b>73.2815</b>
<b>Result (A+B)</b>	<b>23030622</b>	<b>19902554</b>	<b>86.4178</b>	<b>19821253</b>	<b>81301</b>	<b>99.5915</b>	<b>0.4085</b>



SANOFI INDIA LIMITED

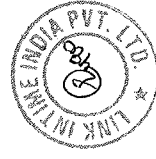
*K. Subramani*

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	$6 = \frac{(4)}{(2)} * 100$	$7 = \frac{(5)}{(2)} * 100$
<b>Resolution No:3 Ordinary resolution for appointment of Mr. Rangaswamy R.Iyer (DIN 00474407) as an Independent Director</b>							
<b>Mode of Voting: (E-voting)</b>							
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
<b>Total(A)</b>	<b>23030622</b>	<b>20024465</b>	<b>86.9471</b>	<b>20024449</b>	<b>16</b>	<b>99.9999</b>	<b>0.0001</b>
<b>Mode of Voting: (Poll)</b>							
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
<b>Total(B)</b>	<b>23030622</b>	<b>110231</b>	<b>0.4786</b>	<b>109545</b>	<b>686</b>	<b>99.3777</b>	<b>0.6223</b>
<b>Result (A+B)</b>	<b>23030622</b>	<b>20134696</b>	<b>87.4258</b>	<b>20133994</b>	<b>702</b>	<b>99.9965</b>	<b>0.0035</b>



SANOFI INDIA LIMITED

*Handwritten signature*

K. SUBRAMANIAN  
COMPANY SECRETARY

10/4/2015