



SANOFI INDIA LIMITED

Corporate Identity Number L24239MH1956PLC009794

Registered Office: SANOFI HOUSE, CTS No.117-B, L&T Business Park, Saki Vihar Road, Powai, Mumbai
400072

Website: www.sanofiindialtd.com Email: igrc@sil.com

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION - (UPSİ)

PREAMBLE

As required by Regulation 8(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter called the SEBI Insider Trading Regulations), the Board of Directors of Sanofi India Limited (hereinafter called "SIL" or "the Company") has adopted the Code of Practices and Procedures for fair disclosure of unpublished price sensitive information.

TITLE

The Code shall be called SIL Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

EFFECTIVE DATE

The Code will come into effect from 1st April 2019 and will supersede the previous Code which was made effective from 15th May 2015.

DEFINITIONS

- (1) Unpublished Price Sensitive Information (UPSİ) means any information relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming available, is likely to materially affect the price of the securities and shall ordinarily include but will not be restricted to, information relating to the following:
- (i) Financial results;
 - (ii) Dividends;
 - (iii) Change in capital structure;
 - (iv) Mergers, demergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
 - (v) Changes in key managerial personnel; and

- (2) Compliance Officer for the purposes of the SEBI Insider Trading Regulations shall mean the Company Secretary of the Company who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information, monitoring of trades and the implementation of the codes specified in the SEBI Insider Trading Regulations under the overall supervision of the Board of Directors of the Company.
- (3) Chief Investor Relations Officer (CIRO) shall mean the Company Secretary of the Company.

Prompt public disclosure of Unpublished Price Sensitive Information

The Company will comply with all periodic reporting and disclosure requirements contained in the Companies Act, 2013, listing agreements entered into with the stock exchanges on which the Company's securities are listed, the SEBI Insider Trading Regulations and other applicable laws. The Company will make prompt disclosures to the Stock Exchanges on which its securities are listed and also display the same on its website of Unpublished Price Sensitive Information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available. The Company shall disseminate UPSI uniformly and without any selective disclosure.

Prompt disclosure of information that gets disclosed inadvertently or selectively

The Company shall promptly disseminate UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available by informing the Stock Exchanges and also displaying the same on its website.

If any UPSI is inadvertently disclosed without the Company Secretary / CIRO being informed, the same should be communicated to the Company Secretary / CIRO as soon as possible who should then take such action to ensure that such information is generally available.

Appropriate response to queries on news reports

The Company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.

Information shared with analysts, research personnel, institutional investors, etc.

The Company will ensure that the information shared with analysts, research personnel, institutional investors, etc. is not Unpublished Price Sensitive Information.

Alternatively, any unpublished Price Sensitive Information given to analysts/ research personnel/ institutional investors will be made public at the earliest.

Transcripts or records of proceedings of meetings or conference calls with analysts, research personnel and investor relations conferences

Transcripts or records of proceedings of meetings or conference calls with analysts, research personnel and other investor relations conferences will be made available on the Company's website.

Unpublished Price Sensitive Information on need to know basis

Unpublished Price Sensitive Information shall be handled on a need to know basis. It will be disclosed only to those who need the information to discharge their duty and will not be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

Sharing of unpublished price sensitive information by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants third parties will be considered for “Legitimate purpose” when it is in the ordinary course of business and has not been carried out to evade or circumvent the prohibitions of SEBI Insider Trading Regulations.

Any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered an “insider” as defined under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 for purposes of Sanofi India Limited- Code of Conduct to Regulate, Monitor and Report Trading by Insiders and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with Sanofi India Limited- Code of Conduct to Regulate, Monitor and Report Trading by Insiders.

Responsibility for dissemination and disclosure of Unpublished Price Sensitive Information

The Company Secretary / CRO shall be responsible for dissemination/ disclosure of UPSI.

In addition, the following persons (“Authorised Spokespersons”) are also authorised to communicate with investors / media:

- a) Managing Director
- b) Chief Financial Officer
- c) Any Director on the Board of Directors of the Company
- d) Authorised Members of the Corporate Communications Department

Code of Conduct for prevention of Insider Trading

As required by the SEBI (Prohibition of Insider Trading Regulations), 2015, the Board of Directors has adopted a revised Code of conduct to regulate, monitor and report trading in securities of the Company.