



29th August 2017

The Secretary,
The National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra-Kurla Complex,
Bandra East,
Mumbai 400 050

Voting Results and Scrutinizer's Report

Dear Sirs

We would like to inform you that the resolution in the Postal Ballot Notice dated 5th May 2017 has been passed by the members of the Company with requisite majority.

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed the voting results and the Scrutinizer's Report for your information and records.

Thanking you,

Yours sincerely,
SANOFI INDIA LIMITED



GIRISH TEKCHANDANI
COMPANY SECRETARY

Sanofi India Limited

Approval of related party transaction with Shantha Biotechnics Private Limited

Resolution Required : (Ordinary)		Approval of related party transaction with 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	13909587	0	0.0000	0	0	0.0000	0.0000			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000			
	Total		0	0.0000	0	0	0.0000	0.0000			
Public Institutions	E-Voting	6457503	4623153	71.5935	3050726	1572427	65.9880	34.0120			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000			
	Total		4623153	71.5935	3050726	1572427	65.9880	34.0120			
Public Non Institutions	E-Voting	2663532	487781	18.3133	1045	486736	0.2142	99.7858			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot		17019	0.6390	16512	507	97.0210	2.9790			
	Total		504800	18.9523	17557	487243	3.4780	96.5220			
Total		23030622	5127953	22.2658	3068283	2059670	59.8345	40.1655			



SCRUTINIZER'S REPORT

To,
The Chairman / Managing Director,
Sanofi India Limited
CIN: L24239MH1956PLC009794
Sanofi House, CTS No.117-B,
L&T Business Park Saki Vihar Road,
Powai, Mumbai-400072.

I am pleased to present the report on the **POSTAL BALLOT** conducted by the Company to pass One Ordinary Resolution as contained in the Notice of Postal Ballot dated 5th May, 2017.

1. In terms of provisions of section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, I was appointed as the Scrutinizer by the Company on 5th May, 2017 to conduct the Postal Ballot as contained in the Notice dated 5th May, 2017.
2. Members approval was sought for Related party Transaction with Shantha Biotechnics Private Limited.
3. 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)**, as on **14th July, 2017**, the Company completed dispatch of the Notice of Postal Ballot as under:
 - On **25.07.2017**, by email to **11,901** Members who had registered their email IDs with the Company/ Depositories;

Scrutinizer's Report on Postal Ballot of Sanofi India Limited



- On **25.07.2017**, in physical form by speed post to **7,800** Members; and
 - On **25.07.2017**, in physical form by Airmail to **19** Members.
4. In terms of the aforesaid notice, Members were required to convey their assent or dissent, as the case may be, as under:
- a. In case of Postal Ballot Form mailed to them by the Company, in pre-paid envelopes addressed to me, upto **5:00 p.m. on Sunday, 27th August, 2017**.
 - b. In case of remote e-Voting, votes to be cast electronically on the e-voting platform provided by Central Depository Services (India) Limited upto **5:00 p.m. on Sunday, 27th August, 2017**.
 - c. I received **286** Postal Ballot Forms and **145** Members had cast their votes on the remote e-Voting platform, till **5:00 p.m. on Sunday, 27th August, 2017**.
5. With the support of **M/s. Link Intime India Private Limited**, the Registrar & Transfer Agents (RTA) of the Company, the Postal Ballot Forms were scrutinized and signatures of Members were verified with their specimen signatures registered with RTA and as provided by the Depositories.
6. In case of remote e-Voting, Members' demographic details, their voting rights and voting pattern were provided by the RTA.
7. The votes, if any, cast by a Member(s) both in physical form and remote e-Voting having been identified, votes cast through remote e-Voting only were considered valid.



S. N. ANANTHASUBRAMANIAN & CO.

COMPANY SECRETARIES

Firm Registration No. P1991MH040400

10/26, BRINDABAN, THANE – 400601 | Tel 25345648/25432704 | Email sna@snaco.net | Website www.snaco.net

8. After the aforesaid scrutiny of Postal Ballot Forms and taking into account the remote e-Voting result, I report that, One Ordinary Resolution as contained in the notice of Postal Ballot dated 5th May, 2017 has been passed with requisite majority.

I have annexed with this report, details of the Postal Ballot Forms and remote e-Voting and an analysis of the Result of the Ordinary Resolution as contained in the said Notice.

**For S.N.Ananthasubramanian & Co.
Company Secretaries**

Malati A. Kumar



Malati Kumar

C.P.No. 10980

Date : 28th August, 2017

Place : Thane

Details of the Postal Ballot & remote e-Voting

A	Postal Ballot	
1	Number of Forms received from Members	286
2	Number of Forms rejected / not considered for reasons as stated below:-	
	a. Signature mismatch	18
	b. Duplicate	0
	c. Not signed	0
	d. Not Voted	7
	e. Voted Electronically	2
	f. Board Resolution not attached	0
	Total Invalid Forms	27
3	Number of Valid Forms (A)	259
B	Remote e-Voting	
1	Number of Members who participated in e-Voting.	145
2	Number of Invalid e-Votes/not voted	0
3	Number of Valid e-Voters (B)	145
C	Total Valid Voters (A+B)	404



Result of Postal Ballot

Item No. 1: To Approve Related Party Transaction with Shantha Biotechnics Private Limited							
Particulars	Number of			Number of Votes contained in			Percentage (%)
	Remote e-Votes	Postal Ballot Forms	Total	Remote e-Votes	Postal Ballot Forms	Total	
Received	145	259	404	51,10,934	17,019	51,27,953	
Assent	92	252	344	30,51,771	16,512	30,68,283	59.83
Dissent	53	7	60	20,59,163	507	20,59,670	40.17
Total	145	259	404	51,10,934	17,019	51,27,953	100.00

Based on the aforesaid result, I report that, the **Ordinary Resolution** as contained in the Notice of Postal Ballot dated, 5th May, 2017 has been passed with **requisite majority**.

Malati A. Kumar

Malati Kumar
C.P.No. 10980



Date : 28th August, 2017
Place : Thane