



SANOFI INDIA LIMITED

Corporate Identity No.L24239MH1956PLC009794

Registered Office : 54/A, Sir Mathuradas VasANJI Road, Andheri East, Mumbai 400093

Website: www.sanofiindiaLtd.com • Email: igrc.sil@sanofi.com

Tel no. (022) 28278000 Fax no.(022) 28370939

Postal Ballot Notice

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) ("the Rules"), Clause 35B of the Listing Agreement with stock exchanges and other applicable laws and regulations that the resolutions appended are proposed to be passed by way of E-voting/Postal Ballot.

The Explanatory Statement pertaining to the Resolutions setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Form for your consideration.

In the event the draft resolutions as set out in the notice are assented to by the requisite majority by means of E-voting or Postal Ballot (whichever method the Shareholder opts for), they shall be deemed to have been passed as Special Business at an Extraordinary General Meeting. The date of the announcement of result of Postal Ballot shall be considered as the date of passing of the said resolutions.

The Board of Directors of the Company has appointed Mr. S.N.Ananthasubramanian, a Practising Company Secretary (FCS: 4206 CP:1774) as the Scrutinizer for conducting the postal ballot and e-voting process thereto in accordance with the provisions of the Companies Act, 2013 and the Rules made thereunder in a fair and transparent manner. Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 17.00 Hours (IST) on April 7, 2015.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means' in this Notice.

The Scrutinizer will submit his report to the Chairman or any Director or Company Secretary of the Company on or before April 10, 2015. The result of postal ballot (including e-voting) shall be declared on or before April 10, 2015 at the Company's registered office. In addition to the results being communicated to the BSE Limited and the National Stock Exchange of India Limited, it shall also be displayed at the Company's registered office and would also be displayed on the Company's website www.sanofiindiaLtd.com.

SPECIAL BUSINESS

Item no. 1 – Appointment of Mr. S.R.Gupte as an Independent Director

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Sections 149,152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Clause 49 of the Listing Agreement and in pursuance of General Circular No.14/2014 dated June 9,2014, Mr. S.R.Gupte (DIN 00109548), a non-executive Director of the Company, who has submitted a declaration of independence under Section 149 (6) of the Companies Act, 2013 and is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. S.R.Gupte as a candidate for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years from March 31, 2015 upto March 30, 2020 and whose office shall not be liable to retire by rotation.”

Item no. 2 -Appointment of Mr. A.K.R.Nedungadi as an Independent Director

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Sections 149,152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Clause 49 of the Listing Agreement and in pursuance of General Circular No. 14/2014 dated June 9,2014,Mr. A.K.R.Nedungadi (DIN 00103214), a non-executive Director of the Company, who has submitted a declaration of independence under Section 149 (6) of the Companies Act, 2013 and is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. A.K.R.Nedungadi as a candidate for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years from March 31, 2015 upto March 30, 2020 and whose office shall not be liable to retire by rotation.”

Item no. 3 -Appointment of Mr. Rangaswamy R. Iyer as an Independent Director

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Sections 149,152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Clause 49 of the Listing Agreement and in pursuance of General Circular No.14/2014 dated June 9, 2014, Mr. Rangaswamy R. Iyer (DIN 00474407), a non-executive Director of the Company, who has submitted a declaration of independence under Section 149 (6) of the Companies Act, 2013 and is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Rangaswamy R. Iyer as a candidate for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years from March 31, 2015 upto March 30, 2020 and whose office shall not be liable to retire by rotation.”

**By Order of the Board
SANOFI INDIA LIMITED**

**Place : Mumbai
Date : February 20, 2015**

**K.SUBRAMANI
COMPANY SECRETARY**

Notes:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business specified above and a brief profile of each of the proposed Independent Directors is annexed.
2. In terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the items of business as set out in the Notice are sought to be passed by E- voting & Postal Ballot.
3. Mr. S.N.Ananthasubramanian, Practising Company Secretary (FCS: 4206 CP:1774) has been appointed as Scrutinizer for conducting the E-voting/ Postal Ballot in accordance with the law in a fair and transparent manner.
4. The Company has engaged Central Depository Services (India) Limited (“CDSL”) to offer E-voting facility to all its members to enable them to cast their votes electronically. This notice is being sent to all the members, whose names appear in the Register of Members/Records of Depositories as on the close of working hours on February 20, 2015 i.e. “the cut-off date”. Voting Rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on the cut-off date. E-voting is optional for members. The Postal Ballot Notice is sent electronically to all the shareholders who have registered their email addresses with the Company /Depositories and to other shareholders by Speed Post/ Registered Post/ Courier.
5. The Postal Ballot form together with the self-addressed business reply envelope is enclosed for the use of the members. Please read carefully the instructions printed on the enclosed Postal Ballot form before exercising your vote and return the same duly completed, signifying your assent/dissent, in the attached self-addressed business reply envelope, so as to reach the Scrutinizer on or before 17.00 hours on April 7, 2015.
6. The shareholders are requested to exercise their voting rights by using the attached original Postal Ballot form only.
7. Members desiring to exercise their vote by using E-voting facility, should carefully follow the instructions for E-voting printed in this notice. A Member can log in any number of times till the votes are cast on all the resolutions or till the end of the Voting Period, whichever is earlier.
8. Members have an option to request for physical copy of the Postal Ballot form from the Company's Registrars and Transfer Agent viz., Link Intime India Pvt Ltd, C-13, Pannalal Silk Mills Compound, L B S Marg, Bhandup West, Mumbai – 400 078. Request can be sent through an e-mail to manohar.shirwadkar@linkintime.co.in by mentioning their Folio / DP Id and Client Id No. However, the duly completed Ballot Forms should reach the Scrutinizer not later than 17.00 hours on April 7, 2015. Postal Ballot forms received after this date will be strictly treated as if the reply from the Members has not been received.
9. The Scrutinizer will submit his report of the votes polled through E-voting/ Postal Ballot, to the Chairman or any Director or Company Secretary. The Chairman will, or in his absence, any Director or the Company Secretary will announce the results of Voting by Postal Ballot on or before April 10, 2015 and the resolutions will be taken as passed effectively on the date of announcement of the results by the Chairman or any Director or the Company Secretary as the case may be. The Scrutinizer's decision on the validity of the votes cast through E-voting/Postal Ballot shall be final. The Results of the E-voting/Postal Ballot will be displayed at the Registered Office, displayed on the website of the Company and intimated to the Stock Exchanges on which the shares of the Company are listed.
10. Voting through electronic means:
 - (i) The voting period begins on March 9, 2015 at 9.00 hours and ends on April 7, 2015 at 17.00 hours. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. February 20, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the evoting website : www.evotingindia.com
 - (iii) Click on Shareholders Tab.
 - (iv) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID;
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;

c. Members holding shares in Physical Form should enter Folio Number registered with the Company. Next enter the Image Verification as displayed and Click on Login

(v) If you are holding shares in demat form and had logged on to and have cast your vote earlier for EVSN of any company, then your existing password is to be used.

(vi) If you are a first time user, follow the steps given below and fill the appropriate boxes:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. The Sequence Number is printed on the Postal Ballot Paper. Alternatively, they may use the Postal Ballot Form for voting. In case the Sequence Number is less than 8 digits, enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters, e.g. if your name is Ramesh Kumar with sequence number 1, then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details #	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. # Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then directly reach the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the relevant EVSN for Sanofi India Limited on which you choose to vote.

(xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii) Note for Non – Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and signature of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

I. Please follow all steps from sl.no (i) to sl.no (xvii) above to cast vote.

II. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) AND 110 OF THE COMPANIES ACT, 2013

As per the requirements of Section 102(1) read with Section 110 and other applicable provisions of the Companies Act, 2013, this Explanatory Statement contains relevant and material information to enable the shareholders to consider and approve the Ordinary Resolutions set out at item nos. 1, 2 and 3 of the Notice.

Mr. S.R.Gupte, Mr. A.K.R.Nedungadi and Mr. Rangaswamy R. Iyer are Independent Directors of the Company. Section 149 of the Companies Act, 2013 (the " Act") inter-alia stipulates the criteria for independence for the appointment of an Independent Director, not liable to retire by rotation. Mr. S.R.Gupte, Mr. A.K.R.Nedungadi and Mr. Rangaswamy R. Iyer are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have consented to act as Directors of the Company. The Company has also received declarations from them that they meet with the criteria of independence as prescribed both under Section 149(6) of the Act and under Clause 49 of the Listing Agreement with the Stock Exchanges. In the opinion of the Board, all the three of them fulfill the conditions specified in the Act and the Rules made thereunder and also under the Listing Agreement for appointment as Independent Director and they are independent of the management.

Keeping in view the contributions made by them during their association with the Company, the Board considers that it shall be in the best interests of the Company to continue to have their benefit and knowledge. It is, therefore, proposed to appoint Mr. S.R.Gupte, Mr. A.K.R.Nedungadi and Mr. Rangaswamy R. Iyer as Independent Directors under Section 149 of the Act to hold office for a term of five years from March 31, 2015 upto March 30, 2020. A brief profile of each Director is annexed hereto. Copies of the draft letters for the appointment of Mr. S..R.Gupte, Mr. A.K.R.Nedungadi and Mr. Rangaswamy R. Iyer as Independent Directors setting out the terms and conditions are available for inspection by Members at the Registered Office of the Company.

None of the Independent Directors hold any shares in the Company. Save and except Mr. S.R.Gupte, Mr. A.K.R.Nedungadi and Mr. Rangaswamy R.Iyer and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolutions set out at item nos. 1, 2 and 3 of the Notice.

**By Order of the Board
SANOFI INDIA LIMITED**

**Place : Mumbai
Date : February 20, 2015**

**K.SUBRAMANI
COMPANY SECRETARY**

PROFILE OF DIRECTORS BEING APPOINTED

As required by Clause 49 of the Listing Agreement, the particulars of Directors who are proposed to be appointed are given below:

1. Name : Mr. S. R. Gupte
Age : 75 Years
Qualifications : B.Com, CA
Experience :
Mr. Gupte worked with Caltex India Limited from 1964 for 5 ½ years in various capacities.

He joined Air India in 1969 and worked in various positions in India and abroad. He was promoted as Director of Finance in May 1988 and also took charge as Director-Human Resources Development in August 1988. He was also entrusted with the functions of Deputy Managing Director at the same time. He took over in the acting capacity as Chairman and Managing Director of Air India from 17th July 1990 and was also Chairman of Hotel Corporation of India till November 1991. He retired from Air India in March 1992 as Deputy Managing Director.

During his tenure with Air India, he was on the Boards of Air Mauritius and Indian Airlines and was Deputy Chairman and Vice President of Airline Mutual Insurance based in Bermuda. He was an Executive Committee Member of the International Air Transport Association (IATA). He was also on the Financial Committees and Fuel Trade Group. He was also a Director on the Board of Pacific Asia Travel Association.

Mr. Gupte joined the United Breweries Group in March 1992 as Executive Vice Chairman. He is presently an Adviser to the said Group and continues to be its Executive Vice Chairman.

He has been on the Board of the Company from 9th March 1993. He has been Chairman of the Audit Committee & Investors' Grievance Committee (now called Stakeholders Relationship Committee) from March 2001.

He is also Chairman of the Nomination and Remuneration Committee of the Company constituted in 2014.

Other Directorships (as on 20th February 2015)

<u>Name of the company</u>	<u>Position held</u>
Mangalore Chemicals & Fertilizers Limited	Director
UB Electronic Instruments Limited	Director
Blitz Multimedia Private Limited	Chairman
United Helicharters Pvt. Ltd.	Chairman

Membership of Committees

<u>Name of the Company</u>	<u>Member of Committee</u>
Mangalore Chemicals & Fertilizers Limited	Audit Committee Nomination and Remuneration Committee CSR Committee (Chairman)

Mr. Gupte does not hold any shares in the Company.

2. Name : Mr. A. K. R. Nedungadi
Age : 57 years
Qualifications : B.Com., ACA, AICWA
Experience :

Mr. Nedungadi joined the United Breweries Group in 1990 as the Corporate Treasurer. Within two years, he became the Group Finance Director of the Group's International business managing the businesses of UB International, which included the paint giant Berger Jenson and Nicholson with operations spanning 27 countries. He was instrumental in listing the Berger Group Companies on the London and Singapore bourses.

Since his appointment as the President and Group CFO in 1998, he led the way to sharpening the focus of the Group, which had a conglomerate approach, on areas of competence and global reach. This saw the Group focus on three verticals – Brewing, Distilling and Aviation, each area presenting clear leadership within India and global significance.

He was also responsible for opening up the beverage alcohol sector to Global Best Practices and Transparency, enabling the entry of institutional investors and rerating of the industry itself.

Under his leadership, the market capitalisation of the 3 principal group companies has crossed US\$ 5 Billion which bears testimony to the successful accomplishment of business restructuring, consolidation and enhanced shareholder value. As the principle leadership resource of the UB Group, Mr. Nedungadi was responsible in concluding the acquisition of Shaw Wallace & Co., Whyte & Mackay, Bouvet Ladubay, etc.

Mr. Nedungadi is the recipient of many awards of excellence, including UdyogRatan Award, IMA's CFO of the Year, CNBC TV18's – CFO of the Year – M & A, etc. Memberships in esteemed organisations like Who's Who of Professionals only reinforce the above

His interests in social work and the arts engage his free time. He is an active Rotarian and is a Trustee of India Foundation for the Arts, India's leading grant making Art Philanthropy.

He has been on the Board of the Company from 13th January 2000.

He is a member of the Audit Committee, Stakeholders Relationship Committee (formerly called Investors' Grievance Committee) and Nomination and Remuneration Committee of the Company.

Other Directorships (as on 20th February 2015)

<u>Name of the company</u>	<u>Position held</u>
Bayer CropScience Limited	Director
United Breweries Limited	Director
Force India Brand Limited	Director
Force India Formula One Limited	Director
Force India Formula One Team Limited	Director
Orange India Holdings S.A.R.L.	Director
Wotan Pte Limited	Director

Membership of Committees

<u>Name of the company</u>	<u>Member of Committee</u>
Bayer CropScience Limited	Audit Committee Stakeholders Relationship Committee (Chairman) Nomination and Remuneration Committee
United Breweries Limited	Share Transfer Committee (Chairman) Amalgamation Committee (Member) Borrowing Committee (Member)

Mr. Nedungadi does not hold any shares in the Company.

3. Name : Mr. Rangaswamy R. Iyer
Age : 61 years
Qualifications : M. Com., MBA (Finance) (University of Mumbai)

Experience :

Mr. Rangaswamy Iyer is currently an Advisor / Consultant to various companies in the Pharma Industry in the areas of Mergers, Acquisitions, Business Strategy and Business Development. He is also an Advisor to Global Pharma Associations in the areas of Intellectual Property Rights / Regulatory matters.

He was the Managing Director of Wyeth Limited, subsidiary of Wyeth USA for 10 years till end Oct 2009. He joined Cyanamid in 1980, transitioned to Wyeth in 1998 and rose to become its Managing Director in the year 2000.

He has also been:

- President of Organisation of Pharmaceutical Producers of India (OPPI) from 2007 to 2009
- President of American Chamber of Commerce, Mumbai Chapter.
- Managing Committee Member of Bombay Chamber of Commerce for 4 years and of Indian Merchants Chamber for one year.

He has worked on behalf of the Pharma Industry with the Govt. of India on matters relating to Drug Pricing Policy and Intellectual Property Rights.

In recognition of his contribution to the industry, he was adjudged as the 33rd most influential person in the Global Pharmaceutical Industry by World Pharmaceutical Frontiers in 2009, a leading UK Pharma magazine.

He has been on the Board of the Company from 30th October 2013.

He is a Member of the Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Chairman of the Corporate Social Responsibility (CSR) Committee of the Company.

He does not hold any shares in the Company.

Other Directorships (as on 20th February 2015)

<u>Name of the company</u>	<u>Position held</u>
Atul Bioscience Limited	Director
Cybernoid Healthcare Private Limited	Chairman
Bombay Presidency Golf Club Limited	Director

Membership of Committees

<u>Name of the company</u>	<u>Member of Committee</u>
Atul Bioscience Limited	Audit Committee