sanofi

SANOFI INDIA LIMITED

Sanofi House, CTS No.117-B, L&T Business Park, Saki Vihar Road, Powai, Mumbai 400072 Tel.: +91(22) 2803 2000 Fax: +91(22) 2803 2939 Corporate Identity Number: L24239MH1956PLC009794 Website: www.sanofiindialtd.com; Email: igrc.sil@sanofi.com

POSTAL BALLOT NOTICE

NOTICE of Postal Ballot is hereby given to the Members of Sanofi India Limited ('the Company'), pursuant to Section 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Rule 20 and Rule 22 of the Companies (Management and Administration), Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Secretarial Standards-2 (SS-2), and Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, ('Listing Regulations') and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder read with General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December 2021 and 3/2022 dated 5th May 2022, in view of the COVID-19 pandemic (collectively referred to as the 'MCA Circulars'), for seeking consent / approval of the members of the Company by way of an Ordinary Resolution for appointment of Director by way of Postal Ballot only through remote e-voting process.

The Explanatory Statement pursuant to Section 102 and other applicable provisions, if any, of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company have appointed Mr. Omkar Dindorkar (ACS 43029), Partner or failing him Ms. Deepti Kulkarni (ACS 34733), Partner at M/s. MMJB & Associates LLP, Practicing Company Secretaries, as Scrutinizer for conducting the Postal Ballot only through remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and be available for the said purpose.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

In the event, the Resolution as set out in the Notice is assented to by requisite majority by means of remote e-voting process, it shall be deemed to have been passed as Special Business at the General Meeting convened in that behalf. The last date of e-voting shall be the date on which the Resolution would be deemed to have been passed, if approved by the requisite majority.

The remote e-voting period commences from 9:00 a.m. (IST) on Monday, 28th November 2022 and ends at 5:00 p.m. (IST) on Tuesday, 27th December 2022. The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or before 5.00 p.m. (IST) on 29th December 2022.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website at <u>www.sanofiindialtd.com</u> and on the website of National Securities Depository Limited ('NSDL') at <u>www.evoting.nsdl.com</u>.

SPECIAL BUSINESS:

1. <u>Appointment of Ms. Annapurna Das (DIN: 08634664) as a Non-Executive (Non-Independent)</u> <u>Director</u>

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

"RESOLVED THAT Ms. Annapurna Das (DIN: 08634664) who was appointed as an Additional Director by the Board of Directors of the Company under Section 161 of the Companies Act, 2013 (the Act) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) with effect from 3rd November 2022, who holds office up to the date of the Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act signifying intention to propose her candidature for the office of Non-Executive Director, be and is hereby appointed as Non-Executive Director of the Company, whose term of office shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Managing Director of the Company, the Chief Financial Officer, and the Company Secretary of the Company be and are hereby severally authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

Registered Office:

By Order of the Board of Directors

Sanofi House, CTS No.117-B L&T Business Park, Saki Vihar Road, Powai, Mumbai – 400072. CIN: L24239MH1956PLC009794 E-mail: <u>igrc.sil@sanofi.com</u>. Date: 3rd November 2022

Radhika Shah Company Secretary Membership No: A19308

NOTES

- The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules') stating material facts and reasons for the proposed resolution is annexed hereto and forms part of this Notice
- 2. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent by electronic mode to all those members, whose names appear in the Register of Members/List of Beneficial Owners maintained by the Company/ Depositories as on 18th November 2022, ('Cut-off date') and whose e-mail IDs are registered with the Company/Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given below under these Notes.
- 3. In accordance with the provisions of the MCA Circulars, Members can vote only through the e-voting process. Members are requested to provide their assent or dissent through e-voting only. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
- 4. In compliance with provisions of Section 108 and Section 110 and other applicable provisions, of the Act read with the Management Rules, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has engaged the services of NSDL for facilitating e-voting to enable the Members to cast their votes electronically.
- Members may please note that the Postal Ballot Notice will also be available on the Company's website at <u>www.sanofiindialtd.com</u>, websites of the Stock Exchanges i.e., BSE Limited ('BSE') at <u>www.bseindia.com</u> and National Stock Exchange Limited ('NSE') at <u>www.nseindia.com</u> and on the website of NSDL at <u>www.evoting.nsdl.com</u>.
- 6. All the material and relevant documents referred to Explanatory Statements, shall be available for inspection through electronic mode from 28th November 2022 till 27th December 2022, basis the request being sent on <u>igrc.sil@sanofi.com</u>, mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card or Aadhar Card attached to the email.

- 7. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, 18th November 2022 being the cut-off date fixed for the purpose.
- 8. The voting through electronic means will commence on Monday, 28th November 2022 at 9:00 a.m. and will end on Tuesday, 27th December 2022 at 5:00 p.m. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- 9. A Shareholders / Members cannot exercise his/her vote by proxy on Postal Ballot.
- 10. The Scrutinizer will submit their report to the Chairman or the Company Secretary after completion of the scrutiny and the result of the Postal Ballot voting process will be declared within two working days from the end of voting, i.e., on or before Thursday, 29th December 2022.
- 11. Resolution passed by Members with requisite majority, through Postal Ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.
- 12. The result of the Postal Ballot shall be communicated to all the Stock Exchanges where the equity shares of the Company are listed. The Ordinary Resolution, if passed by the requisite majority, shall be deemed to have been passed on Tuesday, 27th December 2022, being the last date specified by the Company for e-voting.
- 13. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to or query/grievance with respect to E-Voting from the NSDL e-Voting System, you can write an email to <u>evoting@nsdl.co.in</u> or contact at toll free no.: 1800 1020 990 and 1800 224 430.
- 14. Members who have not registered their e-mail addresses so far are requested to register the same so that they can receive all future communications from the Company electronically.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting for Individual Shareholders/Members holding securities in demat mode

In terms of SEBI circular dated 9th December 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders/Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders/Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual Shareholders/Members holding securities in demat mode is given below:

Type of shareholders	Login Method	
Individual Shareholders / Members holding securities in demat mode with NSDL.	 a. Existing IDeAS user can visit the e-Services website of NSDL Viz. <u>https://eservices.nsdl.com</u> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e- Voting services under Value added services. Click on "Access to e- Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 	

Type of shareholders	s Login Method		
	b.	If you are not registered for IDeAS e-Services, option to register isavailable at https://eservices.nsdl.com . Select "Register OnlineforIDeASPortal"orclickathttps://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp	
		Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <u>https://www.evoting.nsdl.com/</u> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.	
	d.	Shareholders/Members can also download NSDL Mobile App " NSDL Speede " facility by scanning the QR code mentioned below for seamless voting experience.	
		NSDL Mobile App is available on	
		App Store Socie Play	
Individual Shareholders / Members holding securities in demat mode with CDSL	a.	a. Users who have opted for CDSL Easi / Easiest facility, can lo through their existing user id and password. Option will be ma available to reach e-Voting page without any further authenticati The users to login Easi / Easiest are requested to visit CDSL webs <u>www.cdslindia.com</u> and click on login icon & New System Mye Tab and then use your existing my Easi username & password.	
	b. After successful login the Easi / Easiest user will be able to see-Voting option for eligible companies where the evoting progress as per the information provided by company. On the evoting option, the user will be able to see e-Voting page e-Voting service provider for casting your vote during the e-Voting period. Additionally, there is also links provided to the system of all e-Voting Service Providers, so that the us visit the e-Voting service providers' website directly.		
	c.	If the user is not registered for Easi / Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.	
	d.	Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <u>www.cdslindia.com</u> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication,	

Type of shareholders	Login Method
	user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders / Members (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e- Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e- Voting feature. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders/Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders / Members	Members facing any technical issue in login can contact
with NSDI	NSDL helpdesk by sending a request at <u>evoting@nsdl.co.in</u> or call at Toll free po : 1800 1020 990 and 1800 224 430
	Members facing any technical issue in login can contact
Individual Shareholders / Members	CDSL helpdesk by sending a request at
holding securities in demat mode	helpdesk.evoting@cdslindia.com or contact at toll free no.
WITH CDSL	1800 225 533

B. Login Method for Shareholders / Members other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- i. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <u>https://www.evoting.nsdl.com/</u> either on a Personal Computer or on a mobile.
- ii. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- iii. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

iv. Your User ID details are given below:

Manne Demat	er of holding shares i.e., t (NSDL or CDSL) or Physical	Your User ID is:
a) For der	r Members who hold shares in mat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical		Your User ID is:
b)	For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12************ then your user ID is 12*********
c)	For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- v. Password details for Shareholders / Members other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii) If your email ID is not registered, please follow steps mentioned below in **process for those Shareholders / Members whose email ids are not registered**.
- vi. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on <u>www.evoting.nsdl.com.</u>
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at <u>evoting@nsdl.co.in</u> mentioning your demat account number/folio number, your PAN, your name, and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- vii. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- viii. Now, you will have to click on "Login" button.
- ix. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-voting system?

A. After successful login at Step 1, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle is in active status.

- B. Select 'EVEN' of Company which is 122963 for which you wish to cast your vote during the remote e-voting period.
- C. Now you are ready for e-voting as the Voting page opens.
- D. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
- E. Upon confirmation, the message "Vote cast successfully" will be displayed.
- F. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- G. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders / Members

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to <u>omkardindorkar@mmic.in</u> with a copy marked to <u>evoting@nsdl.co.in</u>. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 224 430 or send a request to Ms. Pallavi Mhatre, Senior Manager NSDL or Mr. Amit Vishal, Assistant Vice President NSDL at evoting@nsdl.co.in.

Process for those Shareholders / Members whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

- A. In case shares are held in physical mode please provide Folio No., Name of shareholder / member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to <u>igrc.sil@sanofi.com</u>.
- B. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to <u>igrc.sil@sanofi.com</u>. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1(A) i.e., <u>Login method for e-Voting for Individual shareholders</u> holding securities in demat mode.
- C. Alternatively shareholder/members may send a request to <u>evoting@nsdl.co.in</u> for procuring user id and password for e-voting by providing above mentioned documents.
- D. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

Based on the recommendation of the Nomination and Remuneration Committee, at its Meeting held on 3rd November 2022, the Board of Directors of the Company at its meeting held on the aforesaid date, appointed Ms. Annapurna Das as an Additional (Non-Executive) Director with effect from 3rd November 2022.

Pursuant to the provisions of Section 161(1) of the Act and Regulation 17(1C) of Listing Regulations, Ms. Annapurna Das will hold the office of a Director only up to the date of the next annual general meeting or for a period of three months from the date of appointment, whichever is earlier. The Company has received a notice in writing from a member under the provisions of Section 160(1) of the Act proposing the candidature of Ms. Annapurna Das for the office of Non-Executive Director.

Ms. Annapurna Das is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director of the Company.

The Board of Directors is of the opinion that Ms. Annapurna Das' knowledge and experience will be of immense value to the Company. The Board, therefore, recommends the approval of the resolution set out at Item no. 1 of the Notice convening the Meeting.

Except Annapurna Das, being the proposed appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, financially or otherwise concerned or interested in the said Resolution except to the extent of their shareholding in the Company, if any.

Further, as required by Regulation 36(3) of the Listing Regulations, the particulars of Director who is proposed to be appointed are given below:

Name	Ms. Annapurna Das
Age	48 years
Qualifications	She holds Bachelor's degree in Science (Chemical Engineering) from BIT Sindri and a Master in Business Administration – Marketing, from Madurai Kamraj University
	Annapurna is currently the Head of Asia, Sanofi Vaccines since June 2022 with responsibility for commercial operations for countries across Asia including India. Prior to this, she was General Manager, Sanofi Vaccines, India since Nov 2019. She has completed her Bachelor's in Science (Chemical Engineering), BIT Sindri and her MBA, Marketing, Madurai Kamraj University. Annapurna had joined Sanofi India in November 2019, after a successful career in major pharmaceutical organizations in
Brief profile including expertise and experience	India holding roles with increasing responsibilities across sales, marketing, and strategy and business development. Annapurna with more than 23 years of experience, brings to the Company, strong knowledge of the pharmaceutical industry and an energetic drive towards growth and transformation. She has demonstrated in her most recent experience, leading India vaccines organization through a major go to market model transformation, the ability to engage internally and externally, together with a strong resilience. She is a compassionate leader with focus on talent and people development while driving diversity and building an inclusive workplace.
	With deep and diverse strategic and operational experience in the pharmaceutical industry in India and other markets across Asia, she has worked across disease and therapeutic areas. Annapurna has led P&L across both pharma and

	vaccine businesses in India and South Asia markets in leading global pharma companies. Her critical experiences are in life cycle and growth management of mature portfolio, new launches, business model transformation, digital acceleration and establishing innovative partnerships for expanding patient access.
Directorships in other companies in India	Nil
Committee Memberships and Chairmanships	Member of Audit Committee of Sanofi India Limited.
Number of Board meetings attended during the year	Nil
Remuneration last drawn for the financial year 2021	Not applicable
Remuneration sought to be paid	As per Nomination and Remuneration Policy of the Company, no remuneration is payable to Non-Executive Directors who are employees of Sanofi group.
Terms and conditions of appointment	Non-Executive Director as per the Nomination and Remuneration Policy of the Company.
Relationship with other Directors and KMP	None
Date of first appointment on the Board	3 rd November 2022
Shareholding in Sanofi India Limited	Nil

Registered Office:

By Order of the Board of Directors

Sanofi House, CTS No.117-B L&T Business Park, Saki Vihar Road, Powai, Mumbai – 400072. CIN: L24239MH1956PLC009794 E-mail: <u>igrc.sil@sanofi.com</u>. Date: 3rd November 2022

Radhika Shah Company Secretary Membership No: A19308