



19th December 2023

To,
The Secretary,
BSE Limited, Phiroze Jeejeebhoy
Towers, Dalal Street,
Mumbai 400 001
Scrip Code: 500674

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

Ref: Disclosure under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI (LODR) Regulations").

Sub: Details of voting results with respect to the meeting of the equity shareholders of Sanofi India Limited ("Company") convened pursuant to the order dated 9 November 2023, passed by the Hon'ble NCLT, Mumbai.

Dear Sir/Madam,

In continuation of our intimation dated 18 December 2023 in relation to the proceedings of the meeting of the equity shareholders of the Company, please find enclosed the details of the voting results with respect to the meeting of the equity shareholders of the Company held on Monday, 18 December 2023 at 11 a.m. through electronic mode (video conference or other audio-visual means) as per the format prescribed under the SEBI (LODR) Regulations.

Also, please find enclosed the report issued by the scrutinizer appointed by the Hon'ble NCLT for your records.

The voting results along with the scrutinizer's report is also available on the website of the Company at www.sanofiindia.com, at the registered office of the Company and on the website of the NSDL at www.evoting.nsdl.com.

This is for your information and records.

Thanking you,

Yours faithfully

For **Sanofi India Limited**

Radhika Shah
Company Secretary & Compliance Officer
Membership No: A19308

Encl: As above



RESULTS OF MEETING AS PER REGULATION 44(3) OF LISTING REGULATIONS

Date of the AGM/EGM NCLT Convened Meeting	18 th December 2023
Total number of shareholders on record date	64,810
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public	Not Applicable as the Meeting was held through VC / OAVM
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	 2 38



Resolution	To approve, with or without modification(s), the scheme of arrangement (“ Scheme ”) between and amongst Sanofi India Limited and Sanofi Consumer Healthcare Limited and their respective shareholders and creditors in terms of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.
Whether promoter /promoter are interested in the agenda/resolution?-	No

Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes-in favour	No. of votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & promoter group	E-voting	1,39,09,587	1,39,09,587	100	1,39,09,587	0	100	0
	Poll	0	0	0	0	0	0	0
	Postal ballot (If applicable)	0	0	0	0	0	0	0
	Total	1,39,09,587	1,39,09,587	100	1,39,09,587	0	100	0
Public-institution	E-voting	63,15,814	58,64,568	92.85	58,64,568	0	100	0
	Poll		0	0	0	0	0	0
	Postal ballot (If applicable)		0	0	0	0	0	0
	Total	63,15,814	58,64,568	92.85	58,64,568	0	100	0
Public- non institution	E-voting	28,05,221	3,89,798	13.89	3,89,625	173	99.96	0.04
	Poll		0	0	0	0	0	0
	Postal ballot (If applicable)		0	0	0	0	0	0
	Total	28,05,221	3,89,798	13.89	3,89,798	173	99.96	0.04
Total		2,30,30,622	20,16,39,53	87.55	2,01,63,780	173	99.99	0.01



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

10/25-26, 2nd Floor, Brindaban,
Thane (W) – 400 601
T: +91 22 25345648 | +91 22 25432704
E: snaco@snaco.net | W: www.snaco.net
ICSI Unique Code: P1991MH040400

To,

Mrs. Saseekala Nair,

Chairperson appointed by the National Company Law Tribunal, Mumbai Bench (“NCLT”) for the meeting of the Equity Shareholders of Sanofi India Limited, the Applicant/Demerged Company (“Applicant/Demerged Company” or “Company”).

Sub: Report of the Scrutinizer for the meeting of Equity Shareholders of Sanofi India Limited (“Applicant/Demerged Company” or “Company”), convened pursuant to order dated 09th November, 2023 of the Hon’ble National Company Law Tribunal, Mumbai bench (“NCLT”), on Monday, December 18, 2023 at 11:00 a.m. (IST) through Video Conferencing (“VC”) or other audio visual means (“OAVM”).

Dear Madam,

1. In terms of the directions issued by the Hon’ble NCLT *vide* order dated 9th November 2023 in Company Application No. CA (CAA) No. 236 of 2023 (“Order”), I, S. N. Viswanathan (ACS: 61955 ; COP No.: 24335), Practicing Company Secretary, have been appointed as the Scrutinizer, in relation to the voting process (remote e-voting and e-voting during the meeting) on the resolution proposed in the notice dated 11th November, 2023 for the meeting of the Equity Shareholders of the Company, convened on Monday, 18th December 2023 at 11.00 am (IST) through VC/OAVM pursuant to the provisions of Section 230-232 and other applicable provisions of the Companies Act, 2013 (“Act”) read with Companies (Compromises, Arrangements and Amalgamations) Rules 2016 (“Rules”) and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), for approval of the Scheme of Arrangement between the Company and Sanofi Consumer Healthcare India Limited and their respective shareholders and creditors (“Scheme”).





S. N. ANANTHASUBRAMANIAN & CO **Company Secretaries**

2. The compliance with the relevant provisions of the Act, Rules thereunder, circulars and notifications issued by the Ministry of Corporate Affairs (“MCA”), SEBI Master Circular No. SEBI/HO/CFD/DIL/CIR/P/2021/0000000665 dated 23rd November, 2023 and NCLT order dated 9th November 2023, in relation to voting through e-voting prior to the meeting and e-voting at the meeting on the proposed Resolution is the responsibility of the management of the Company. My responsibility as a Scrutinizer is restricted to ensure that the voting process is conducted in a fair and transparent manner and furnish a consolidated Scrutinizer’s Report to the Chairman of the meeting, on the votes cast “IN FAVOUR” or “AGAINST” on the business set out in the Notice of the Meeting, based on the reports generated from the e-voting system of National Securities Depository Limited (“NSDL”), the authorized agency engaged by the Company.
3. In terms of Section 230(4) read with Section 108 of the Act and read with Rule 20 and other applicable provisions of the Companies (Management and Administration) Rules, 2014 (“MGT Rules”) and in accordance with Regulation 44(1) of the SEBI LODR read with SEBI Master Circular dated 11th July, 2023, the Company had provided remote e-voting facility through NSDL and also the facility to e-vote during the Meeting.
4. As directed by the Hon’ble NCLT vide its Order, the Meeting was duly convened and held on Monday, 18th December, 2023 at 11.00 am (IST) through video conferencing. Mrs. Saseekala Nair, Chairperson of the Meeting appointed by the Hon’ble NCLT chaired the meeting. Mr. Rodolfo Hrosz, Managing Director of the Company and Alternate Chairperson of the Meeting appointed by the Hon’ble NCLT and the undersigned being the Scrutinizer of the Meeting, also attended the Meeting. As the requisite quorum of 30 members were not present, in terms of the Order, the Chairperson adjourned the meeting till 11:35 a.m. (IST). At 11:35 a.m. (IST) the requisite quorum being the shareholders present, the Chairperson called the meeting to order. I do hereby submit my report as under:
 - (i) The Company had sent to the Equity Shareholders of the Company, the notice of the meeting along with the explanatory statement under Section 230(2), 230(3) and 102 of the Companies Act, 2013 read with Rule 6 of the Rules, together with a copy of the Scheme (“**Equity Shareholders Notice**”)

Report of Scrutinizer on remote e-voting and voting conducted at the NCLT Convened Meeting of Shareholders of Sanofi India Limited held on 18th December 2023.





S. N. ANANTHASUBRAMANIAN & CO **Company Secretaries**

and other documents as set out in the Equity Shareholders Notice, to **66,960** Equity Shareholders of the Applicant/ Demerged Company by email on 13th November, 2023 and to **3,811** Equity Shareholders by speed post on 14th November 2023, i.e., 30 (thirty) days prior to the date of the meeting.

- (ii) The Applicant/Demerged Company has caused publication of the notice of the meeting of the Equity Shareholders of the Applicant/Demerged Company on 14th November, 2023 in the newspapers Business Standard (English) (All India Edition) and Navshakti (Marathi) (Maharashtra Edition). The Company has also hosted the Notice of the above Meeting on its website as well as NSDL, the e-voting agency.

5. Remote e-voting period:

- i. Remote e-voting platform was open from **9:00 a.m. (IST) on Friday, 15th December, 2023 and ended at 5:00 p.m. (IST) on Sunday, 17th December, 2023** and the Equity Shareholders were given facility to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the remote e-voting platform provided by NSDL.
- ii. In line with the regulatory requirements, for the purpose of ensuring that the Equity Shareholders who have cast their votes through remote e-voting do not vote again at the Meeting, we were provided access to only the demographic details relating to the Equity Shareholders but not the manner in which they have voted after closure of period of remote e-voting and before the commencement of the Meeting.
- iii. Accordingly, after the closure of the remote e-voting process at 05:00 p.m. (IST) on **17th December, 2023**, we downloaded the file containing demographic details of the Equity Shareholders who had cast their votes through remote e-voting and shared the file with the Company / Link Intime India Private Limited, the Registrar and Transfer Agent of the Company ("RTA").

6. E-Voting at the Meeting

After the announcement was made by the Chairperson appointed by Hon'ble NCLT for the Meeting, the Equity Shareholders present at the Meeting voted through the e-voting facility provided by NSDL.





S. N. ANANTHASUBRAMANIAN & CO

Company Secretaries

7. Counting Process

- i. On completion of voting at the meeting, I unblocked the votes cast through e-voting at the meeting, in the presence of Mr. Nishant Ponkshe and Ms. Shivani Abhyankar neither of whom are in the employment of the Company and / or NSDL and downloaded the e-voting results.
 - ii. Votes were reconciled with the records maintained by the Company and / or Registrar and Share Transfer Agent of the Company with respect to the authorizations lodged with the Company.
 - iii. All the votes cast by the Shareholders were found to be valid.
8. I have scrutinized and reviewed the remote e-voting and e-voting during the meeting and votes cast therein based on the combined data downloaded from NSDL e-voting system and segregated data for remote e-voting as provided by NSDL.
9. I have relied on the information provided by NSDL, in order to ascertain the details of votes cast by the equity shareholders through remote e-voting or e-voting during the meeting.
10. The Consolidated results of remote e-voting and e-voting at the meeting provided by the Company through NSDL, on the Resolution is as follows:

i. Voted in favour of the resolution:

Mode of Voting	Number of Equity Shareholders Voted	% of the total number of Equity shareholders voted	Number of Valid votes cast by them (Number of Shares)	% of total number of valid votes cast
Remote e-voting	384	97.2152	2,01,63,754	99.9990
Voting at the meeting	5	1.2658	26	0.0001
Total	389	98.4810	2,01,63,780	99.9991





S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

ii. Voted against the resolution:

Mode of Voting	Number of Members Voted	% of the total number of Equity shareholders voted	Number of Valid votes cast by them (Number of Shares)	% of total number of valid votes cast
Remote e-voting	6	1.5190	173	0.0009
Voting at the meeting	0	0	0	0
Total	6	1.5190	173	0.0009

iii. Invalid votes:

Mode of Voting	Number of Members Voted	Number of votes declared invalid
Remote e-voting	0	0
Voting at the meeting	0	0
Total	0	0

- iv. The Resolution was thus approved by a majority of the Equity Shareholders exercising voting rights representing three-fourths in value of the shares held by them, voting in favour through remote e-voting and e-voting facility made available at the Meeting.
- v. The list of the Equity Shareholders who voted "IN FAVOUR", "AGAINST" and all other relevant electronic records relating to remote e-voting and e-voting have been emailed to your good self and handed over to Ms. Radhika Shah, Company Secretary of the Company for safekeeping.

Thanking you,

Yours truly,

S. N. Viswanathan



S. N. Viswanathan

Practising Company Secretary

ACS: 61955 | COP No.: 24335

ICSI UDIN: A061955E002971312

18th December, 2023 | Mumbai