



13<sup>th</sup> December 2024

The Secretary,  
Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street,  
Mumbai – 400 001  
Scrip Code: 544250

The Secretary,  
The National Stock Exchange of India Limited  
C-1, Block G, Exchange Plaza  
Bandra-Kurla Complex  
Bandra East, Mumbai - 400 050  
Symbol: SANOFICONR

**Sub: Results of Postal Ballot**

Dear Sirs,

This is in reference to our letter dated 12<sup>th</sup> November 2024, wherein we submitted the Postal Ballot Notice seeking approval from the Members of the Company for the appointment of Directors and the authorization of Material Related Party Transactions through Ordinary Resolutions.

In this regard, please note that Mr. Omkar Dindorkar, Partner, at M/s. MMJB & Associates LLP, Practicing Company Secretaries who was appointed as the Scrutinizer for the aforesaid Postal Ballot process has submitted his Report on 12<sup>th</sup> December 2024. In accordance with the said Report, the Members of the Company have approved the Ordinary Resolutions as embodied in the Postal Ballot Notice dated 12<sup>th</sup> November 2024 with majority of votes as detailed here under: -

<b>Particulars</b>	<b>Appointment of Mr. Himanshu Bakshi (DIN:08188412) as a Director of the Company</b>	<b>Appointment of Mr. Himanshu Bakshi (DIN: 08188412) as Managing Director of the Company</b>	<b>Appointment of Mr. Stanislas Camart (DIN: 10686945), as a Director of the Company</b>	<b>Approval for material related party transactions with Sanofi India Limited</b>
<b>Votes in favour of the resolution (%)</b>	99.9605	99.9706	99.7980	93.9185
<b>Votes against of the resolution (%)</b>	0.0395	0.0294	0.2020	6.0815

Further, please find enclosed the following: -

1. Voting results pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, signed by the Company Secretary.
2. Report of the Scrutinizer dated 12<sup>th</sup> December 2024

For **Sanofi Consumer Healthcare India Limited**

**Nikunj Kumar Savaliya**  
**Company Secretary and Compliance Officer**  
**Membership No.: FCS 7048**



### Results of Postal Ballot as per Regulation 44(3) of Listing Regulations

Name of Company	Sanofi Consumer Healthcare India Limited
Date of Postal Ballot Notice	12 <sup>th</sup> November, 2024
Voting Start Date	13 <sup>th</sup> November, 2024
Voting end date	12 <sup>th</sup> December, 2024
Total number of members as of record date	59,482
Number of members present in the meeting either in person or proxy	Not Applicable
Promoter and Promoter Group	Not Applicable
Public	Not Applicable
Number of members present through Video-Conferencing	Not Applicable
Promoter and Promoter Group	Not Applicable
Public	Not Applicable



Results of Postal Ballot is given as under:

**Resolution 1**

**Appointment of Mr. Himanshu Bakshi (DIN: 08188412) as a Director of the Company**

Resolution Details(1)								
Resolution Required					Appointment of Mr. Himanshu Bakshi (DIN: 08188412) as an Director of the Company			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)0020	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)	13909587	13909587	100	13909587	0	100	0
	<b>Total</b>	<b>13909587</b>	<b>13909587</b>	<b>100</b>	<b>13909587</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Institutions	E-voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)	67,58,868	60,88,851	90.0868	60,82,957	5,894	99.9032	0.0968
	<b>Total</b>	<b>6758868</b>	<b>6088851</b>	<b>90.0868</b>	<b>6082957</b>	<b>5894</b>	<b>99.9032</b>	<b>0.0968</b>
Public Non-Institutions	E-voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)	23,62,167	23,141	0.9797	21,118	2,023	91.2579	8.7421
	<b>Total</b>	<b>2362167</b>	<b>23141</b>	<b>0.9797</b>	<b>21118</b>	<b>2023</b>	<b>91.2579</b>	<b>8.7421</b>
<b>Total</b>		<b>23030622</b>	<b>2,00,21,579</b>	<b>86.9346</b>	<b>2,00,13,662</b>	<b>7,917</b>	<b>99.9605</b>	<b>0.0395</b>



## Resolution 2

Appointment of Mr. Himanshu Bakshi (DIN: 08188412) as Managing Director of the Company.

Resolution Details(1)								
Resolution Required					Appointment of Mr. Himanshu Bakshi (DIN: 08188412) as an Managing Director of the Company			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)0020	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	13909587	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		13909587	100	13909587	0	100	0
	<b>Total</b>		<b>13909587</b>	<b>13909587</b>	<b>100</b>	<b>13909587</b>	<b>0</b>	<b>100</b>
Public Institutions	E-voting	67,58,868	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		60,88,851	90.0868	6084978	3873	99.9364	0.0636
	<b>Total</b>		<b>6758868</b>	<b>6088851</b>	<b>90.0868</b>	<b>6084978</b>	<b>3873</b>	<b>99.9364</b>
Public Non-Institutions	E-voting	23,62,167	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		22991	0.9733	20976	2015	91.2357	8.7643
	<b>Total</b>		<b>2362167</b>	<b>22991</b>	<b>0.9733</b>	<b>20976</b>	<b>2015</b>	<b>91.2357</b>
<b>Total</b>		<b>23030622</b>	<b>2,00,21,579</b>	<b>86.9339</b>	<b>20015541</b>	<b>5888</b>	<b>99.9706</b>	<b>0.0294</b>



### Resolution 3

#### Appointment of Mr. Stanislas Camart (DIN: 10686945), as a Director of the Company

Resolution Details(1)								
Resolution Required					Appointment of Mr. Stanislas Camart (DIN: 10686945), as a Director of the Company			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)0020	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	13909587	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		13909587	100	13909587	0	100	0
	<b>Total</b>		<b>13909587</b>	<b>13909587</b>	<b>100</b>	<b>13909587</b>	<b>0</b>	<b>100</b>
Public Institutions	E-voting	67,58,868	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		60,88,851	90.0868	6050462	38389	99.3695	0.6305
	<b>Total</b>		<b>6758868</b>	<b>6088851</b>	<b>90.0868</b>	<b>6050462</b>	<b>38389</b>	<b>99.3695</b>
Public Non-Institutions	E-voting	23,62,167	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		23085	0.9773	21029	2056	91.0938	8.9062
	<b>Total</b>		<b>2362167</b>	<b>23085</b>	<b>0.9773</b>	<b>21029</b>	<b>2056</b>	<b>91.0938</b>
<b>Total</b>		<b>23030622</b>	<b>20021523</b>	<b>86.9344</b>	<b>19981078</b>	<b>40445</b>	<b>99.7980</b>	<b>0.2020</b>



**Resolution 4**

**Approval for material related party transactions with Sanofi India Limited**

Resolution Details(1)								
Resolution Required					Approval for material related party transactions with Sanofi India Limited			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	13909587	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>13909587</b>	<b>13909587</b>	<b>100</b>	<b>13909587</b>	<b>0</b>	<b>100</b>
Public Institutions	E-voting	67,58,868	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		4734018	70.0416	4447134	286884	93.9399	6.0601
	<b>Total</b>		<b>6758868</b>	<b>4734018</b>	<b>70.0416</b>	<b>4447134</b>	<b>286884</b>	<b>93.9399</b>
Public Non-Institutions	E-voting	23,62,167	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		22700	0.9610	20304	2396	89.4449	10.5551
	<b>Total</b>		<b>2362167</b>	<b>22700</b>	<b>0.9610</b>	<b>20304</b>	<b>2396</b>	<b>89.4449</b>
<b>Total</b>		<b>23030622</b>	<b>4756718</b>	<b>20.6539</b>	<b>4467438</b>	<b>289280</b>	<b>93.9185</b>	<b>6.0815</b>

**For Sanofi Consumer Healthcare India Limited**

**Nikunj Kumar Savaliya**  
**Company Secretary & Compliance officer**

# *MMJB & Associates LLP*

## *Company Secretaries*

802-805, 8<sup>th</sup> Floor, Ecstasy, Citi of Joy, JSD Road, Mulund West, Mumbai 400080, (T) 022-31008600  
LLPIN: AAR-9997

### **Report of Scrutinizer for Voting on Postal Ballot through Remote e-voting**

To,

**Mr. Nikunj Savaliya**

**Company Secretary**

**Sanofi Consumer Healthcare India Limited ("the Company")**

3<sup>rd</sup> Floor, Sanofi House, CTS No. 117-B, L&T Business Park,

Saki Vihar Road, Powai, Mumbai - 400072

### **Scrutinizer's Report on voting through remote e-voting for Postal Ballot conducted in terms of Sections 108 and 110 of the Companies Act, 2013 (the "Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014**

- A. In accordance with Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, I, Omkar Dindorkar (Membership No. A43029, COP: 24580), Designated Partner of M/s. MMJB & Associates LLP, Practicing Company Secretaries, have been appointed as Scrutinizer by the Board of Directors of the Company on November 12, 2024, for scrutiny of the votes casted through electronic means for the Postal Ballot process in respect of the resolution as set out in the Postal Ballot Notice dated November 12, 2024 ("Notice").
- B. Member's approvals were sought for approving the following special businesses i.e.,
- i. Appointment of Mr. Himanshu Bakshi (DIN: 08188412) as a Director of the Company through an Ordinary Resolution.
  - ii. Appointment of Mr. Himanshu Bakshi (DIN: 08188412) as Managing Director of the Company through an Ordinary Resolution.
  - iii. Appointment of Mr. Stanislas Camart (DIN: 10686945), as a Director of the Company through an Ordinary Resolution.
  - iv. Approval for material related party transactions with Sanofi India Limited through an Ordinary Resolution.
- C. Pursuant to Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, General Circular No. 09/2024 dated September 19, 2024 and other relevant Circulars issued by the Ministry of Corporate Affairs ('MCA') from time to time ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, and other applicable laws and regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the resolution as set out in the Notice was placed for approval of the members of the Company through remote e-voting only. The Company has confirmed that the

electronic copy of the Notice and the explanatory statement along with the procedure for remote e-voting in terms of the MCA Circulars were sent to those members on Tuesday, November 12, 2024 whose e-mail addresses were registered with the Company/Depository Participant(s) and whose name(s) appeared in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on Friday, November 08, 2024 (“cut-off date”).

- D. The Company had appointed National Securities Depository Limited (“NSDL”) for providing remote e-voting facility to the members of the Company.
- E. Members were required to communicate their assent or dissent only through remote e-voting system in terms of the MCA Circulars.
- F. The remote e-voting period commenced on Wednesday, November 13, 2024, at 9.00 A.M. (IST) and ends on Thursday, December 12, 2024, at 5.00 P.M. (IST).
- G. Accordingly, the votes cast through remote e-voting were taken into account and at the end of the remote e-voting period, on Thursday, December 12, 2024 at 5.00 P.M. IST, the remote e-voting module was thereafter disabled for voting by NSDL. The remote e-voting summary statement was thereafter downloaded from e-voting website of NSDL i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- H. The Register, in accordance with Rules 20(4)(xiv) and 22(10) of the Companies (Management and Administration) Rules, 2014, has been maintained electronically to record the assent or dissent received, mentioning the particulars of name, address, folio number or client ID of the members, number of shares held by them and nominal value of such shares. There were no shares with differential voting rights in the Company, hence there is no requirement of maintaining the list of shares with differential voting rights.
- I. Resolution No. 4 of this report is material related party transaction as per Regulation 23 of Listing Regulations. Further, Regulation 23 (4) of Listing Regulations states that no related party shall vote to approve such resolution whether the entity is a related party to the particular transaction or not. Accordingly, we have reconciled from the list of related parties given to us by the Company and excluded their voting while finalizing the voting results for aforesaid resolutions.
- J. On the basis of the votes exercised by the shareholders of the Company through remote e-Voting, I have issued this Scrutinizer’s Report dated December 12, 2024.



Results of the Postal Ballot through remote e-voting are as under:

**Resolution Item No. 1: Ordinary Resolution**

Appointment of Mr. Himanshu Bakshi (DIN: 08188412) as a Director of the Company.

Sr. No.	Category	Mode of voting	Total 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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
1.	Promoter and Promoter Group	Remote e-voting through Postal Ballot	1,39,09,587	1,39,09,587	100.0000	1,39,09,587	0	100.0000	0.0000
2.	Public Institutions		67,58,868	60,88,851	90.0868	60,82,957	5,894	99.9032	0.0968
3.	Public Non-Institutions		23,62,167	23,141	0.9797	21,118	2,023	91.2579	8.7421
<b>Total</b>			<b>2,30,30,622</b>	<b>2,00,21,579</b>	<b>86.9346</b>	<b>2,00,13,662</b>	<b>7,917</b>	<b>99.9605</b>	<b>0.0395</b>

**Resolution Item No. 2: Ordinary Resolution**

Appointment of Mr. Himanshu Bakshi (DIN: 08188412) as Managing Director of the Company.

Sr. No.	Category	Mode of voting	Total 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]	$[6]=\{[4]/[2]\}*100$	$[7]=\{[5]/[2]\}*100$
1.	Promoter and Promoter Group	Remote e-voting through Postal Ballot	1,39,09,587	1,39,09,587	100.0000	1,39,09,587	0	100.0000	0.0000
2.	Public Institutions		67,58,868	60,88,851	90.0868	60,84,978	3,873	99.9364	0.0636
3.	Public Non-Institutions		23,62,167	22,991	0.9733	20,976	2,015	91.2357	8.7643
<b>Total</b>			<b>2,30,30,622</b>	<b>2,00,21,429</b>	<b>86.9339</b>	<b>2,00,15,541</b>	<b>5,888</b>	<b>99.9706</b>	<b>0.0294</b>

### Resolution Item No. 3: Ordinary Resolution

Appointment of Mr. Stanislas Camart (DIN: 10686945), as a Director of the Company.

Sr. No.	Category	Mode of voting	Total 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]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
1.	Promoter and Promoter Group	Remote e-voting through Postal Ballot	1,39,09,587	1,39,09,587	100.0000	1,39,09,587	0	100.0000	0.0000
2.	Public Institutions		67,58,868	60,88,851	90.0868	60,50,462	38,389	99.3695	0.6305
3.	Public Non-Institutions		23,62,167	23,085	0.9773	21,029	2,056	91.0938	8.9062
<b>Total</b>			<b>2,30,30,622</b>	<b>2,00,21,523</b>	<b>86.9344</b>	<b>1,99,81,078</b>	<b>40,445</b>	<b>99.7980</b>	<b>0.2020</b>

#### Resolution Item No. 4: Ordinary Resolution

Approval for material related party transactions with Sanofi India Limited.

Sr. No.	Category	Mode of voting	Total 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]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
1.	Promoter and Promoter Group	Remote e-voting through Postal Ballot	1,39,09,587	0	0.0000	0	0	0.0000	0.0000
2.	Public Institutions		67,58,868	47,34,018	70.0416	44,47,134	2,86,884	93.9399	6.0601
3.	Public Non-Institutions		23,62,167	22,700	0.9610	20,304	2,396	89.4449	10.5551
<b>Total</b>			<b>2,30,30,622</b>	<b>47,56,718</b>	<b>20.6539</b>	<b>44,67,438</b>	<b>2,89,280</b>	<b>93.9185</b>	<b>6.0815</b>

**It is to be noted that:**

1. There were no invalid votes cast on the above resolutions.
2. The aforesaid resolutions were passed by the members of the Company with requisite majority.
3. Voting rights of Foreign Portfolio Investors, if any, who have not submitted additional disclosures by the end of the prescribed period as notified by SEBI Circular No. SEBI/HO/AFD/AFD-PoD-2/CIR/P/2023/148 dated August 24, 2023 (subsumed as a part of the SEBI Master Circular No. SEBI/HO/AFD/AFD-PoD-2/P/CIR/2024/70 dated May 30, 2024) have been restricted as provided in the said Circular.

Thanking you,

Yours faithfully,

**For MMJB & Associates LLP  
Company Secretaries**

OMKAR  
MADHAV  
DINDORKAR

Digitally signed by  
OMKAR MADHAV  
DINDORKAR  
Date: 2024.12.12  
21:22:39 +05'30'

**Omkar Dindorkar  
Designated Partner**  
ACS No.: 43029  
CP No.: 24580  
PR: 2826/2022  
UDIN: A043029F003367671  
Date: December 12, 2024  
Place: Mumbai

**For Sanofi Consumer Healthcare India Limited**

**Nikunj Savaliya  
Company Secretary**  
FCS No.: 7048  
Date: December 13, 2024  
Place: Mumbai