



27<sup>th</sup> April 2022

The Secretary  
Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai 400 001

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

### Scrutinizer's Report

Dear Sirs,

Please find enclosed the Scrutinizer's Report issued by M/s. Makarand M Joshi & Co., Company Secretaries on the remote e-voting conducted from 22<sup>nd</sup> April 2022 to 25<sup>th</sup> April 2022 and e-voting at the Annual General Meeting held on 26<sup>th</sup> April 2022.

### For Sanofi India Limited

Radhika

Kartik Shah

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Radhika Kartik Shah  
Date: 2022.04.27  
18:05:24 +05'30'

**Radhika Shah**  
**Company Secretary & Compliance Officer**

Membership No.: 19308

# MAKARAND M.JOSHI & CO.

## Company Secretaries

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Ecstasy, 803-804, 8<sup>th</sup> Floor, City of Joy, JSD Road, Mulund (W), Mumbai- 400080, (T) 022-21678100

### Consolidated Report of Scrutinizer on Remote e-voting and electronic voting at the Annual General Meeting (AGM)

To  
Mr. Aditya Narayan  
Chairman/Authorized Representative of the Company

**Consolidated Scrutinizer's Report on voting through Remote E-voting and electronic voting at the 66<sup>th</sup> AGM in terms of provisions of the Companies Act, 2013 (herein after the "ACT") read with the Rules issued there under and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

- A. I, Makarand M. Joshi, Partner of M/s. Makarand M. Joshi & Co., Practicing Company Secretaries, appointed as Scrutinizer in the meeting of Board of Directors of the Company held on February 23, 2022 to conduct the following:
- (i) **Remote e-voting** process done by the shareholders of the Company pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014; and
  - (ii) **Electronic Voting at the AGM** under the provisions of Section 109 of the Act read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the 66<sup>th</sup> AGM held on Tuesday, 26<sup>th</sup> April, 2022 at 03:00 PM
- B. Pursuant to Section 101, 108 of the Act and Rule 20 of Companies (Management & Administration) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company has confirmed that the Electronic copy of the Notice convening the 35<sup>th</sup> AGM of the Company and explanatory statement along with the process of electronic voting at the AGM and remote e-voting were sent to the Members of the Company whose e-mail addresses were registered with the Company/the Depository Participant(s) for communication purposes in compliance with the MCA Circular dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 5<sup>th</sup> May, 2020 and 13<sup>th</sup> January, 2021, 8<sup>th</sup> December, 2021 and SEBI Circular dated 12<sup>th</sup> May, 2020 and 15<sup>th</sup> January, 2021.
- C. The Company had appointed National Securities Depository Limited (NSDL) for conducting the electronic voting by the shareholders of the Company at the AGM. After the time fixed for closing of electronic voting at AGM by the Chairman, voting was closed and votes cast were unblocked.
- D. The Company had availed the remote e-voting facility provided by NSDL for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on

Friday, 22<sup>nd</sup> April, 2022 at 09.00 AM and ended on Monday, 25<sup>th</sup> April, 2022 at 5.00 PM and the NSDL remote e-voting portal was blocked for voting thereafter.

- E. On the basis of the votes exercised by the shareholders of the Company by way of electronic voting at the AGM of the Company held on Tuesday, 26<sup>th</sup> April, 2022, I have issued Scrutinizer's Report dated 27<sup>th</sup> April, 2022
- F. On the basis of the votes exercised by the shareholders of the Company through remote e-voting. I have issued separate Scrutinizer's Report dated 27<sup>th</sup> April, 2022

<b>Date of AGM</b>	<b>26th April, 2022</b>
<b>Total number of shareholders on record date (i.e., as on 19<sup>th</sup> April, 2022)</b>	<b>62,994</b>
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoter and Promoter group	<b>NA</b>
Public	<b>NA</b>
<b>No. of shareholders attended the meeting through Video Conferencing:</b>	
Promoter and Promoter group	<b>2</b>
Public	<b>60</b>

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

To receive, consider and adopt the Annual Audited Financial Statements of the Company for the year ended 31<sup>st</sup> December 2021 including the Balance Sheet as on 31<sup>st</sup> December 2021, the Statement of Profit and Loss and the Cash Flow Statement for the financial year ended on that date and Reports of Board of Directors and Auditors thereon.

Sr. No	Promoter/ Public	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	13909587	13909587	100.00	13909587	0	100.00	0.00
		E- Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		13909587	100.00	13909587	0	100.00	0.00
2	Public - Institutional holders	Remote E-Voting	6330147	5773847	91.21	5773847	0	100.00	0.00
		E- Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		5773847	91.21	5773847	0	100.00	0.00
3	Public-Others	Remote E-Voting	2790888	346968	12.43	346825	143	99.96	0.04
		E- Voting at AGM		649	0.02	649	0	100.00	0.00
		Total		347617	12.46	347474	143	99.96	0.04
<b>Total</b>			<b>23030622</b>	<b>20031051</b>	<b>86.98</b>	<b>20030908</b>	<b>143</b>	<b>100.00</b>	<b>0.00</b>

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

To declare a final dividend of Rs. 181 per equity share and a one-time special dividend of Rs. 309 per equity share for the financial year ended 31<sup>st</sup> December 2021.

Sr. No	Promoter/ Public	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	13909587	13909587	100.00	13909587	0	100.00	0.00
		E- Voting at AGM		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>13909587</b>	<b>100.00</b>	<b>13909587</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
2	Public - Institutional holders	Remote E-Voting	6330147	5785448	91.40	5785448	0	100.00	0.00
		E- Voting at AGM		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>5785448</b>	<b>91.40</b>	<b>5785448</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
3	Public-Others	Remote E-Voting	2790888	346641	12.42	346482	159	99.95	0.05
		E- Voting at AGM		649	0.02	649	0	100.00	0.00
		<b>Total</b>		<b>347290</b>	<b>12.44</b>	<b>347131</b>	<b>159</b>	<b>99.95</b>	<b>0.05</b>
<b>Total</b>			<b>23030622</b>	<b>20042325</b>	<b>87.02</b>	<b>20042166</b>	<b>159</b>	<b>100.00</b>	<b>0.00</b>

**Resolution Item No. 3 - Ordinary Resolution:**

To re-appoint Mr. Cherian Mathew (DIN: 08522813), who retires by rotation and being eligible, offers himself for re-appointment.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g 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	13909587	13909587	100.00	13909587	0	100.00	0.00
		E- Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		13909587	100.00	13909587	0	100.00	0.00
2	Public - Institutional holders	Remote E-Voting	6330147	5785448	91.40	5738939	46509	99.20	0.80
		E- Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		5785448	91.40	5738939	46509	99.20	0.80
3	Public-Others	Remote E-Voting	2790888	346641	12.42	345861	780	99.77	0.23
		E- Voting at AGM		649	0.02	649	0	100.00	0.00
		Total		347290	12.44	346510	780	99.78	0.22
<b>Total</b>			<b>23030622</b>	<b>20042325</b>	<b>87.02</b>	<b>19995036</b>	<b>47289</b>	<b>99.76</b>	<b>0.24</b>

**Resolution Item No. 4 - Ordinary Resolution:**

Re-appointment of Statutory Auditors- M/s. Price Waterhouse & Co. Chartered Accountants LLP (Firm Registration Number 304026E/E300009) for a further term of five (5) consecutive years, to hold office from the conclusion of the Sixty-Sixth Annual General meeting until the conclusion of Seventy-First Annual General Meeting on such remuneration, as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time.

Sr. No	Promoter/ Public	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	13909587	13909587	100.00	13909587	0	100.00	0.00
		E- Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		13909587	100.00	13909587	0	100.00	0.00
2	Public - Institutional holders	Remote E-Voting	6330147	5785448	91.40	5785448	0	100.00	0.00
		E- Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		5785448	91.40	5785448	0	100.00	0.00
3	Public-Others	Remote E-Voting	2790888	346637	12.44	346285	352	99.90	0.10
		E- Voting at AGM		649	0.00	649	0	100.00	0.00
		Total		347286	12.44	346934	352	99.90	0.10
<b>Total</b>			<b>23030622</b>	<b>20042321</b>	<b>87.02</b>	<b>20041969</b>	<b>352</b>	<b>100.00</b>	<b>0.00</b>

**Resolution Item No. 5 -Ordinary Resolution:**

Appointment of M/s. Kirit Mehta & Co., as Cost Auditor of the Company

Sr. No	Promoter/ Public	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	13909587	13909587	100.00	13909587	0	100.00	0.00
		E- Voting at AGM		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>13909587</b>	<b>100.00</b>	<b>13909587</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
2	Public - Institutional holders	Remote E-Voting	6330147	5785448	91.40	5496473	288975	95.01	4.99
		E- Voting at AGM		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>5785448</b>	<b>91.40</b>	<b>5496473</b>	<b>288975</b>	<b>95.01</b>	<b>4.99</b>
3	Public-Others	Remote E-Voting	2790888	346659	12.42	345874	785	99.77	0.23
		E- Voting at AGM		649	0.02	649	0	0.00	0.00
		<b>Total</b>		<b>347308</b>	<b>12.44</b>	<b>346523</b>	<b>785</b>	<b>99.77</b>	<b>0.23</b>
<b>Total</b>			<b>23030622</b>	<b>20042343</b>	<b>87.02</b>	<b>19752583</b>	<b>289760</b>	<b>98.55</b>	<b>1.45</b>



G. As requested by the management, I am submitting herewith a consolidated report on the results of remote e-voting together with the results of the Electronic voting facilitated at the AGM.

It is to be noted that:

1. Voting rights on the shares transferred to 'Unclaimed Suspense Account' and those shares transferred to the 'Investor Education and Protection Fund' are frozen.
2. The votes cast does not include invalid votes & abstained votes.
3. All the aforesaid resolutions were passed with requisite majority.

Thanking you,  
Yours faithfully,

**For Makarand M. Joshi & Co.,  
Company Secretaries**

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AN JOSHI Date: 2022.04.27  
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**Makarand M. Joshi**  
**Partner**  
FCS: F5533  
CP: 3662  
PR: 640/2019  
UDIN: F005533D000222002

**Place: Mumbai**  
**Date: 27.04.2022**

**For Sanofi India Limited**

**Radhika** Digitally signed by  
**Kartik Shah** Radhika Kartik Shah  
Date: 2022.04.27

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**Ms. Radhika Shah**  
**Company Secretary/Authorized Representative**  
Date: 27-04-2022  
Place: Mumbai