



16<sup>th</sup> May 2024

The Secretary  
Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai 400 001  
**Scrip Code: 500674**

The Secretary,  
The 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**

**Sub: Scrutinizer's Report**

Dear Sirs,

Please find enclosed Scrutinizer's Report issued by M/s. MMJB & Associates LLP, Company Secretaries, on the remote e-voting conducted from 11<sup>th</sup> May 2024 to 13<sup>th</sup> May 2024 and e-voting at the Annual General Meeting held on 14<sup>th</sup> May 2024.

Kindly take the above information on record.

Thanking you,

Yours faithfully  
For **Sanofi India Limited**

---

**Radhika Shah**  
**Company Secretary & Compliance Officer**  
**Membership No: A19308**

# *MMJB & Associates LLP*

## Company Secretaries

Ecstasy, 803-804, 8<sup>th</sup> Floor, City of Joy, JSD Road, Mulund (West), Mumbai - 400080, (T) 022-21678100  
LLPIN - AAR-9997

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

To,  
Radhika Shah  
Company Secretary & Compliance Officer,  
Sanofi India Limited,  
Sanofi House, CTS No.117-B, L&T Business Park  
Saki Vihar Road, Powai, Mumbai 400072

**Consolidated Scrutinizer's Report on voting through remote e-voting and electronic voting at the AGM of the shareholders of the Company, held on Tuesday, May 14, 2024, at 03:30 P.M. (IST) through video conferencing ("VC")/other audio-visual means ("OAVM") 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 (hereinafter the "SEBI Listing Regulations")**

- A. I, Omkar Dindorkar, Designated Partner of M/s. MMJB & Associates LLP, Practicing Company Secretaries, appointed as Scrutinizer through resolution passed by circulation by the Board of Directors of the Company on Friday, February 23, 2024 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 held on Tuesday, May 14, 2024, at 03:30 P.M. (IST).
- 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 AGM of the Company along with the process of remote e-voting was sent to the shareholders whose e-mail addresses were registered with the Company's Registrar and Share Transfer Agent/Depository Participant(s) for communication purposes in compliance with the Circulars issued by the Ministry of Corporate Affairs dated 14/2020, 17/2020, 2/2022, 10/2022 and 09/2023 dated April 08, 2020, April 13, 2020, May 05, 2022, December 28, 2022 and September 25, 2023 respectively and Master circular dated July 11, 2023 and circular dated October 07, 2023, issued by the Securities and Exchange Board of India and other applicable provisions of the SEBI Listing Regulations, the Secretarial Standard-2 on General Meetings

issued by the Institute of Company Secretaries of India. The Company has completed dispatch of Notice along with explanatory statement on Monday, April 22, 2024, only through electronic mode, to those members whose name(s) appeared on the Register of Members/ List of beneficiaries as on Friday, April 12, 2024.

- C. The Company had availed the remote e-voting facility provided by M/s. National Securities Depository Limited (“NSDL”) for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on Saturday, May 11, 2024 at 9:00 A.M. (IST) and ends on Monday, May 13, 2024 at 5:00 P.M. (IST).
- D. The Company had appointed 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. The remote e-voting and voting at AGM summary statement was thereafter downloaded from e-voting website of NSDL i.e. [www.evoting.nSDL.com](http://www.evoting.nSDL.com).
- E. On the basis of the votes exercised by the shareholders of the Company through remote e-voting and by way of electronic voting at the AGM I have issued this Scrutinizer’s Report dated May 16, 2024
- F. During the scrutinizer process, it has come to our attention that a discrepancy exists in the allocation of voting rights for a subset of shareholders. Upon examination, it has been determined that an error occurred during the upload of the shareholders' list as of the cutoff date by the Registrar and Transfer Agent's (RTA). As a result, 1,130 shareholders were unable to exercise their voting rights, while 780 shareholders received excess voting rights compared to their shareholding. This discrepancy affected approximately 0.09% of the total shareholding. For those shareholders who received excess voting rights, we have only considered their rightful shareholding as of the cutoff date, i.e., 7th May 2024, and have not counted the excess votes.

However, it is important to highlight that despite these irregularities all resolutions have received the required majority as per legal regulations, notwithstanding the discrepancies in the allocation of voting rights.

<b>Date of AGM</b>	May 14, 2024
<b>Total number of shareholders on record date (i.e., as on Tuesday, May 7, 2024)</b>	64,475
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoter and Promoter group	NA
Public	NA
<b>No. of shareholders attended the meeting through Video Conferencing:</b>	
Promoter and Promoter group	2
Public	55

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

To receive, consider and adopt the Annual Audited Financial Statements (Standalone and Consolidated) of the Company for the year ended December 31, 2023 including the Balance Sheet as on December 31, 2023, 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	1,39,09,587	1,39,09,587	100.0000	1,39,09,587	0	100.0000	0.0000
		Poll		0	0.0000	0	0	0.0000	0.0000
		Total		1,39,09,587	100.0000	1,39,09,587	0	100.0000	0.0000
2	Public - Institutional holders	Remote E-Voting	62,93,824	59,02,730	93.7861	59,02,730	0	100.0000	0.0000
		Poll		0	0.0000	0	0	0.0000	0.0000
		Total		59,02,730	93.7861	59,02,730	0	100.0000	0.0000
3	Public-Non-Institutional	Remote E-Voting	28,27,211	4,25,080	15.0353	4,25,077	3	99.9993	0.0007
		Poll		61	0.0022	61	0	0.0000	0.0000
		Total		4,25,141	15.0375	4,25,138	3	99.9993	0.0007
<b>Total</b>			<b>2,30,30,622</b>	<b>2,02,37,458</b>	<b>87.8720</b>	<b>2,02,37,455</b>	<b>3</b>	<b>100.0000</b>	<b>0.0000</b>

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

(a) To confirm the payment of Interim Dividend of ₹ 50 per equity share of ₹ 10 each for the Financial Year ended December 31, 2023.

(b) To declare a final dividend of ₹ 117 per equity share of ₹ 10 each for the Financial Year ended December 31, 2023

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	1,39,09,587	1,39,09,587	100.0000	1,39,09,587	0	100.0000	0.0000
		Poll		0	0.0000	0	0	0.0000	0.0000
		Total		1,39,09,587	100.0000	1,39,09,587	0	100.0000	0.0000
2	Public - Institutional holders	Remote E-Voting	62,93,824	59,13,784	93.9617	59,13,784	0	100.0000	0.0000
		Poll		0	0.0000	0	0	0.0000	0.0000
		Total		59,13,784	93.9617	59,13,784	0	100.0000	0.0000
3	Public-Non-Institutional	Remote E-Voting	28,27,211	4,25,131	15.0371	4,25,047	84	99.9802	0.0198
		Poll		61	0.0000	61	0	0.0000	0.0000
		Total		4,25,192	15.0393	4,25,108	84	99.9802	0.0198
<b>Total</b>			<b>2,30,30,622</b>	<b>2,02,48,563</b>	<b>87.9202</b>	<b>2,02,48,479</b>	<b>84</b>	<b>99.9996</b>	<b>0.0004</b>

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

To re-appoint Mr. Vaibhav Karandikar (DIN: 09049375), 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 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	1,39,09,587	1,39,09,587	100.0000	1,39,09,587	0	100.0000	0.0000
		Poll		0	0.0000	0	0	0.0000	0.0000
		Total		1,39,09,587	100.0000	1,39,09,587	0	100.0000	0.0000
2	Public - Institutional holders	Remote E-Voting	62,93,824	59,13,387	93.9554	56,43,567	2,69,820	95.4371	4.5629
		Poll		0	0.0000	0	0	0.0000	0.0000
		Total		59,13,387	93.9554	56,43,567	2,69,820	95.4371	4.5629
3	Public-Non- Institutional	Remote E-Voting	28,27,211	4,25,131	15.0371	4,24,845	286	99.9327	0.0673
		Poll		61	0.0022	61	0	100.0000	0.0000
		Total		4,25,192	15.0393	4,24,906	286	99.9327	0.0673
<b>Total</b>			<b>2,30,30,622</b>	<b>2,02,48,166</b>	<b>87.9185</b>	<b>1,99,78,060</b>	<b>2,70,106</b>	<b>98.6660</b>	<b>1.3340</b>

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

To re-appoint Mr. Rodolfo Hrosz (DIN: 09609832), 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 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	1,39,09,587	1,39,09,587	100.0000	1,39,09,587	0	100.0000	0.0000
		Poll		0	0.0000	0	0	0.0000	0.0000
		Total		1,39,09,587	100.0000	1,39,09,587	0	100.0000	0.0000
2	Public - Institutional holders	Remote E-Voting	62,93,824	59,13,387	93.9554	58,78,576	34,811	99.4113	0.5887
		Poll		0	0.0000	0	0	0.0000	0.0000
		Total		59,13,387	93.9554	58,78,576	34,811	99.4113	0.5887
3	Public-Non-Institutional	Remote E-Voting	28,27,211	4,25,131	15.0371	4,24,987	144	99.9661	0.0339
		Poll		61	0.0000	61	0	100.0000	0.0000
		Total		4,25,192	15.0393	4,25,048	144	99.9661	0.0339
<b>Total</b>			<b>2,30,30,622</b>	<b>2,02,48,166</b>	<b>87.9185</b>	<b>2,02,13,211</b>	<b>34,955</b>	<b>99.8274</b>	<b>0.1726</b>

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

Ratification of remuneration to Cost Auditors.

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	1,39,09,587	1,39,09,587	100.0000	1,39,09,587	0	100.0000	0.0000
		Poll		0	0.0000	0	0	0.0000	0.0000
		Total		1,39,09,587	100.0000	1,39,09,587	0	100.0000	0.0000
2	Public - Institutional holders	Remote E-Voting	62,93,824	59,13,387	93.9554	59,13,387	0	100.0000	0.0000
		Poll		0	0.0000	0	0	0.0000	0.0000
		Total		59,13,387	93.9554	59,13,387	0	100.0000	0.0000
3	Public-Non- Institutional	Remote E-Voting	28,27,211	4,25,131	15.0371	4,24,961	170	99.9600	0.0400
		Poll		61	0.0022	61	0	100.0000	0.0000
		Total		4,25,192	15.0393	4,25,022	170	99.9600	0.0400
<b>Total</b>			<b>2,30,30,622</b>	<b>2,02,48,166</b>	<b>87.9185</b>	<b>2,02,47,996</b>	<b>170</b>	<b>99.9992</b>	<b>0.0008</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. The votes cast does not include abstained votes.
2. There were no invalid votes in the total votes cast on aforesaid resolution.
3. The aforesaid resolution was passed with requisite majority.

Thanking you,  
Yours faithfully,

**For MMJB & Associates LLP**  
**Company Secretaries**

OMKAR  
MADHAV  
DINDORKAR

Digitally signed by  
OMKAR MADHAV  
DINDORKAR  
Date: 2024.05.16  
16:45:55 +05'30'

**Omkar Dindorkar**  
**Designated Partner**  
**ACS No. 43029**  
**CP No. 24580**  
**UDIN: A043029F000382577**  
**Date: May 16, 2024**  
**Place: Mumbai**

**For Sanofi India Limited**

**Radhika Shah**  
**Company Secretary & Compliance Officer**  
**(Authorised Representative)**  
**Date: May 16, 2024**  
**Place: Mumbai**