



8th July 2020

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, 5th Floor
Plot No. C/1, G Block
Bandra-Kurla Complex
Bandra East
Mumbai 400 050

Summary of Proceedings of 64th Annual General Meeting and Scrutinizer's Report

Dear Sirs,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a summary of proceedings of the 64th Annual General Meeting of the Company held on 7th July 2020 through video conferencing facility.

We are also enclosing a copy of the Scrutinizer's Report issued by M/s. Makarand M Joshi & Co., Company Secretaries on the remote e-voting conducted from 4th July 2020 to 6th July 2020 and e-voting at the Annual General Meeting held on 7th July 2020.

Thanking you,

Yours sincerely,
SANOFI INDIA LIMITED

GIRISH TEKCHANDANI
COMPANY SECRETARY



Summary of Proceedings of 64th Annual General Meeting

Dear Sirs,

The 64th Annual General Meeting of the Company was held on 7th July 2020 through video conferencing facility.

The Company had provided the members, opportunity to exercise their vote on the resolutions contained in the Notice convening this Annual General Meeting, by means of remote e-voting and e-voting during the AGM.

The shareholders approved the following resolutions:

1. Adoption of financial statements for the year ended 31st December 2019
2. Declaration of final dividend of Rs.106 per equity share and one-time special dividend of Rs.243 per equity share for the year ended 31st December 2019
3. Re-appointment of Mr. Rajaram Narayanan, who retires by rotation
4. Appointment of Mr. Cherian Mathew as Director of the Company
5. Appointment of Mr. Cherian Mathew as Whole Time Director of the Company for period of five years with effect from 29th July 2019
6. Remuneration payable to M/s. Kirit Mehta & Co., Cost Accountants., Cost Auditors of the Company

Please take the above information on record.

Thanking you,

Yours sincerely,
SANOFI INDIA LIMITED

GIRISH TEKCHANDANI
COMPANY SECRETARY

MAKARAND M. JOSHI & CO.

Company Secretaries

Ecstasy, 803/804, 8th Floor, City of Joy, J.S.D Road, Mulund (West), Mumbai- 400080 (Ph) 022-21678136

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

To

Mr. Aditya Narayan
Chairman/Authorised Representative
Sanofi India Limited
Sanofi House, CTS No. 117-B,
L&T Business Park, Saki Vihar Road,
Powai, Mumbai 400 072

of 64th Annual General Meeting of the shareholders of **Sanofi India Limited (herein after the "Company")**, held on Tuesday, 7th July, 2020, through video conferencing ("VC") / other audio-visual means (OVAM)

Consolidated Scrutinizer's Report on voting through Remote E-voting and electronic voting at the 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 Tuesday, 19th May, 2020 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 Companies Act, 2013 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 Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the 64th AGM held on Tuesday, 7th July, 2020.
- 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), Company has confirmed that the Electronic copy of the Notice convening the 64th Annual General Meeting (AGM) of the Company along with the process of electronic voting at the AGM and the remote e-voting were sent to the shareholders whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes in compliance with MCA Circulars dated 5th May. 2020 read with circulars dated 8th April 2020 and 13th April. 2020 and SEBI Circular dated 12th May, 2020.

- C. The Company had appointed Central Depository Services (India) Limited (CDSL) 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 CDSL for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on Saturday, 4th July, 2020 at 9.00 a.m. and ended on Monday, 6th July, 2020 at 5.00 p.m. and the CDSL 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, 7th July, 2020, I have issued Scrutinizer's Report dated 8th July, 2020.
- 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 8th July, 2020.

Date of AGM	7th July 2020
Total number of shareholders on record date (i.e. as on 30th June, 2020)	42,133
No. of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter group	NA
Public	NA
No. of shareholders attended the meeting through Video Conferencing:	
Promoter and Promoter group	2
Public	80

Resolution on Item No. 1 - Ordinary Resolution:

To receive, consider and adopt the financial statements of the Company for the year ended 31st December 2019 including the audited Balance Sheet as on 31st December 2019 and the statement of Profit and Loss for the year ended on that date and the Reports of the Directors and Auditors thereon.

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	E-Voting	13909587	13909587	100.00	13909587	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		13909587	100.00	13909587	0	100.00	0.00
2	Public - Institutional holders	E-Voting	6588450	5676626	86.16	5676626	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		5676626	86.16	5676626	0	100.00	0.00
3	Public-Others	E-Voting	2532585	220572	8.71	220572	0	100.00	0.00
		Poll		359	0.014	359	0	100.00	0.00
		Total		220931	8.72	220931	0	100.00	0.00
Total			23030622	19807144	86.00	19807144	0	100.00	0.00

*No of votes polled does not include no of votes abstained

Resolution on Item No. 2 - Ordinary Resolution:

To declare a final dividend of Rs.106/- per equity share and a one-time special dividend of Rs.243/- per equity share for the financial year ended 31st December 2019.

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	E-Voting	13909587	13909587	100.00	13909587	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		13909587	100.00	13909587	0	100.00	0.00
2	Public - Institutional holders	E-Voting	6588450	5689150	86.35	5689150	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		5689150	86.35	5689150	0	100.00	0.00
3	Public-Others	E-Voting	2532585	220572	8.71	220557	15	99.99	0.01
		Poll		359	0.01	358	1	99.72	0.28
		Total		220931	8.72	220915	16	99.99	0.01
Total			23030622	19819668	86.06	19819652	16	100.00	0.00

*No of votes polled does not include no of votes abstained

Resolution on Item No. 3 - Ordinary Resolution:

To re-appoint Mr. Rajaram Narayanan (DIN 02977405), 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	E-Voting	13909587	13909587	100.00	13909587	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		13909587	100.00	13909587	0	100.00	0.00
2	Public - Institutional holders	E-Voting	6588450	5528562	83.91	5490309	38253	99.31	0.69
		Poll		0	0.00	0	0	0.00	0.00
		Total		5528562	83.91	5490309	38253	99.31	0.69
3	Public-Others	E-Voting	2532585	220572	8.71	220560	12	99.99	0.01
		Poll		359	0.01	359	0	100.00	0.00
		Total		220931	8.72	220919	12	99.99	0.01
Total			23030622	19659080	85.36	19620815	38265	99.81	0.19

*No of votes polled does not include no of votes abstained

Resolution on Item No. 4 - Ordinary Resolution:

To regularize appointment of Mr. Cherian Mathew (DIN 08522813) as a Director 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	E-Voting	13909587	13909587	100.00	13909587	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		13909587	100.00	13909587	0	100.00	0.00
2	Public - Institutional holders	E-Voting	6588450	5189456	78.77	4159491	1029965	80.15	19.85
		Poll		0	0.00	0	0	0.00	0.00
		Total		5189456	78.77	4159491	1029965	80.15	19.85
3	Public-Others	E-Voting	2532585	220572	8.71	220566	6	100.00	0.00
		Poll		359	0.01	359	0	100.00	0.00
		Total		220931	8.72	220925	6	100.00	0.00
Total			23030622	19319974	83.89	18290003	1029971	94.67	5.33

*No of votes polled does not include no of votes abstained

Resolution on Item No. 5 - Ordinary Resolution:

To appoint Mr. Cherian Mathew (DIN 08522813) as a Whole Time Director of the Company for a period of five years and to fix his remuneration.

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	E-Voting	13909587	13909587	100.00	13909587	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		13909587	100.00	13909587	0	100.00	0.00
2	Public - Institutional holders	E-Voting	6588450	5189456	78.77	4218659	970797	81.29	18.71
		Poll		0	0.00	0	0	0.00	0.00
		Total		5189456	78.77	4218659	970797	81.29	18.71
3	Public-Others	E-Voting	2532585	220572	8.71	220560	12	99.99	0.01
		Poll		359	0.01	359	0	100.00	0.00
		Total		220931	8.72	220919	12	99.99	0.01
Total			23030622	19319974	83.89	18349165	970809	94.98	5.02

*No of votes polled does not include no of votes abstained

Resolution on Item No. 6 - Ordinary Resolution:

To approve payment of remuneration to M/s Kirit Mehta & Co., Cost Auditors for the financial year ending 31st December, 2020.

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	E-Voting	13909587	13909587	100.00	13909587	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		13909587	100.00	13909587	0	100.00	0.00
2	Public - Institutional holders	E-Voting	6588450	5689150	86.35	5689150	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		5689150	86.35	5689150	0	100.00	0.00
3	Public-Others	E-Voting	2532585	220572	8.71	220571	1	100.00	0.00
		Poll		359	0.01	359	0	100.00	0.00
		Total		220931	8.72	220930	1	100.00	0.00
Total			23030622	19819668	86.06	19819667	1	100.00	0.00

*No of votes polled does not include no of votes abstained

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.
3. All the aforesaid resolutions were passed with requisite majority.

Thanking You,
Yours faithfully,

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

MAKARAND
MADHUSUDA
N JOSHI

Digitally signed by MAKARAND
MADHUSUDAN JOSHI
DN: cn=MAKARAND MADHUSUDAN
JOSHI, o=PK, st=Maharashtra,
c=Personal,
serialNumber=bee4659e3922f7832d414
d470b9e8d3d4be4b4a4b544c4e9274c36
06687ca030
Date: 2020.07.08 17:55:07 +05'30'

Makarand Joshi
Partner
CP No. 3662
Date: 8th July, 2020
Place: Mumbai

For Sanofi India Limited

Chairman/Authorized Representative
Date: 8th July, 2020
Place: Mumbai