



28th April 2021

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 65th 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 65th Annual General Meeting of the Company held on 27th April 2021 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 24th April 2021 to 26th April 2021 and e-voting at the Annual General Meeting held on 27th April 2021.

Thanking you,

Yours sincerely,
SANOFI INDIA LIMITED

Girish Arjan
Tekchandani
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Arjan Tekchandani
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GIRISH TEKCHANDANI
COMPANY SECRETARY

Summary of Proceedings of 65th Annual General Meeting

Dear Sirs,

The 65th Annual General Meeting of the Company was held on 27th April 2021 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 2020
2. Declaration of final dividend of Rs. 125 per equity share and a one-time special dividend of Rs. 240 per equity share for the financial year ended 31st December 2020
3. Re-appointment of Mr. Charles Billard (DIN 08173583), who retires by rotation and being eligible, offers himself for re-appointment
4. Appointment of Mr. Rahul Bhatnagar (DIN 07268064), as an Independent Director of the Company, for a term of five consecutive years from 29th July 2020 to 28th July 2025
5. Appointment of Mr. Marc-Antoine Lucchini (DIN 08812302), as a Director of the Company.
6. Re-appointment of Mr. Aditya Narayan (DIN 00012084), as an Independent Director of the Company, for a second term of five consecutive years from 30th April 2021 to 29th April 2026.
7. Re-appointment of Ms. Usha Thorat (DIN 00542778), as an Independent Director of the Company, for a second term of five consecutive years from 30th April 2021 to 29th April 2026.
8. Appointment of Mr. Vaibhav Karandikar (DIN 09049375), as Director of the Company.
9. Appointment of Mr. Vaibhav Karandikar (DIN 09049375) as Whole Time Director of the Company for a period of five years with effect from 23rd February 2021.
10. Ratification of 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 Arjan
Tekchandani

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Arjan Tekchandani
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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

Consolidated Scrutinizer's Report on voting through Remote E-voting and electronic voting at the 65th AGM of the shareholders of Company held on 27th April, 2021 at 3:00 PM through video conferencing ("VC")/ other audio-visual means (OVAM) 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, 23rd February, 2021 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 65th AGM held on Tuesday, 27th April, 2021.
- 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 65th 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, 13th April, 2020 and 13th January, 2021 and SEBI Circular dated 12th May, 2020 and 15th January, 2021
- C. The Company had appointed Central Depository Services (India) Limited (CDSL) for conducting the Electronic voting by the shareholders of the Company at the 65th AGM. After the time fixed

for closing of Electronic voting at 65th 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, 24th April, 2021 at 09:00 a.m. and end on Monday, 26th April, 2021 at 5:00 p.m. and 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 65th AGM of the Company held on Tuesday, 27th April, 2021, I have issued Scrutinizer's Report dated 28th April, 2021.
- 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 28th April, 2021.

Date of AGM	27 th April 2021
Total number of shareholders on record date (i.e. as on 20th April, 2021)	52,111
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	75

Resolution on Item No. 1 - Ordinary Resolution:

To receive, consider and adopt the financial statements of the Company for the year ended 31st December, 2020 including the audited Balance Sheet as on 31st December, 2020 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
		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	E-Voting	6549539	5815260	88.79	5815260	0	100.00	0.00
		E-Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		5815260	88.79	5815260	0	100.00	0.00
3	Public-Others	E-Voting	2571496	232170	9.03	232159	11	100.00	0.00
		E-Voting at AGM		232	0.01	232	0	100.00	0.00
		Total		232402	9.04	232391	11	100.00	0.00
Total			23030622	19957249	86.66	19957238	11	100.00	0.00

Resolution on Item No. 2 - Ordinary Resolution:

To declare a final dividend of Rs. 125 per equity share and a one-time special dividend of Rs. 240 per equity share for the financial year ended 31st December, 2020.

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
		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	E-Voting	6549539	5828173	88.99	5828173	0	100.00	0.00
		E-Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		5828173	88.99	5828173	0	100.00	0.00
3	Public-Others	E-Voting	2571496	232170	9.03	232159	11	100.00	0.00
		E-Voting at AGM		232	0.01	232	0	100.00	0.00
		Total		232402	9.04	232391	11	100.00	0.00
Total			23030622	19970162	86.71	19970151	11	100.00	0.00

Resolution on Item No. 3 - Ordinary Resolution:

To re-appoint Mr. Charles Billard (DIN 08173583), 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
		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	E-Voting	6549539	5750475	87.80	5644517	105958	98.16	1.84
		E-Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		5750475	87.80	5644517	105958	98.16	1.84
3	Public-Others	E-Voting	2571496	232169	9.03	232159	10	100.00	0.00
		E-Voting at AGM		232	0.01	232	0	100.00	0.00
		Total		232401	9.04	232391	10	100.00	0.00
Total			23030622	19892463	86.37	19786495	105968	99.47	0.53

Resolution on Item No. 4 - Ordinary Resolution:

To appoint Mr. Rahul Bhatnagar (DIN 07268064), as an Independent Director of the Company, for a term of five consecutive years from 29th July, 2020 to 28th July 2025.

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
		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	E-Voting	6549539	5750475	87.80	5676031	74444	98.71	1.29
		E-Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		5750475	87.80	5676031	74444	98.71	1.29
3	Public-Others	E-Voting	2571496	232170	9.03	231945	225	99.90	0.10
		E-Voting at AGM		232	0.01	232	0	100.00	0.00
		Total		232402	9.04	232177	225	99.90	0.10
Total			23030622	19892464	86.37	19817795	74669	99.62	0.38

Resolution on Item No. 5 - Ordinary Resolution:

To appoint Mr. Marc-Antoine Lucchini (DIN 08812302), 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 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
		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	E-Voting	6549539	5750475	87.80	5665858	84617	98.53	1.47
		E-Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		5750475	87.80	5665858	84617	98.53	1.47
3	Public-Others	E-Voting	2571496	232170	9.03	232159	11	100.00	0.00
		E-Voting at AGM		232	0.01	232	0	100.00	0.00
		Total		232402	9.04	232391	11	100.00	0.00
Total			23030622	19892464	86.37	19807836	84628	99.57	0.43

Resolution on Item No. 6 - Special Resolution:

To re-appoint Mr. Aditya Narayan (DIN 00012084), as an Independent Director of the Company, for a second term of five consecutive years from 30th April, 2021 to 29th April, 2026.

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
		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	E-Voting	6549539	5750475	87.80	5721737	28738	99.50	0.50
		E-Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		5750475	87.80	5721737	28738	99.50	0.50
3	Public-Others	E-Voting	2571496	232169	9.03	231945	224	99.90	0.10
		E-Voting at AGM		232	0.01	232	0	100.00	0.00
		Total		232401	9.04	232177	224	99.90	0.10
Total			23030622	19892463	86.37	19863501	28962	99.85	0.15

Resolution on Item No. 7 - Special Resolution:

To re-appoint of Ms. Usha Thorat (DIN 00542778), as an Independent Director of the Company, for a second term of five consecutive years from 30th April, 2021 to 29th April, 2026.

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
		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	E-Voting	6549539	5750475	87.80	5695179	55296	99.04	0.96
		E-Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		5750475	87.80	5695179	55296	99.04	0.96
3	Public-Others	E-Voting	2571496	232170	9.03	232145	25	99.99	0.01
		E-Voting at AGM		232	0.01	232	0	100.00	0.00
		Total		232402	9.04	232377	25	99.99	0.01
Total			23030622	19892464	86.37	19837143	55321	99.72	0.28

Resolution on Item No. 8 - Ordinary Resolution:

To appoint Mr. Vaibhav Karandikar (DIN 09049375), as Director of the Company.

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
		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	E-Voting	6549539	5750475	87.80	5701391	49084	99.15	0.85
		E-Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		5750475	87.80	5701391	49084	99.15	0.85
3	Public-Others	E-Voting	2571496	232170	9.03	232159	11	100.00	0.00
		E-Voting at AGM		232	0.01	232	0	100.00	0.00
		Total		232402	9.04	232391	11	100.00	0.00
Total			23030622	19892464	86.37	19843369	49095	99.75	0.25

Resolution on Item No. 9 - Ordinary Resolution:

To appoint Mr. Vaibhav Karandikar (DIN 09049375) as Whole Time Director of the Company for a period of five years with effect from 23rd February, 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	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	E-Voting	6549539	5750475	87.80	4906392	844083	85.32	14.68
		E-Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		5750475	87.80	4906392	844083	85.32	14.68
3	Public-Others	E-Voting	2571496	232170	9.03	232145	25	99.99	0.01
		E-Voting at AGM		232	0.01	232	0	100.00	0.00
		Total		232402	9.04	232377	25	99.99	0.01
Total			23030622	19892464	86.37	19048356	844108	95.76	4.24

Resolution on Item No. 10 - Ordinary Resolution:

To ratify remuneration payable to M/s. Kirit Mehta & Co., Cost Accountants, Cost Auditors of the Company.

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
		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	E-Voting	6549539	5828173	88.99	5828173	0	100.00	0.00
		E-Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		5828173	88.99	5828173	0	100.00	0.00
3	Public-Others	E-Voting	2571496	232170	9.03	232159	11	100.00	0.00
		E-Voting at AGM		232	0.01	202	30	87.07	12.93
		Total		232402	9.04	232361	41	99.98	0.02
Total			23030622	19970162	86.71	19970121	41	100.00	0.00

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. Number of votes cast does not include invalid votes. Further there were two share holders holding seven shares whose votes were considered as invalid because they have not attended AGM but they have casted their vote through e-voting facility provided at AGM.
3. There were no abstained votes.
4. All the aforesaid resolutions were passed with requisite majority.

Thanking You,
Yours faithfully,

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

Digitally signed by MAKARAND MADHUSUDAN JOSHI
DN: cn=MAKARAND MADHUSUDAN JOSHI, c=IN, st=Maharashtra,
o=Personal,
serialNumber=bee4603e399287838241404700ee8d3948ee4badb642e
c597e8360b6870a030f
Date: 2021.04.28 17:33:20 +05'30'

**Makarand Joshi
Partner
CP No. 3662
Date: 28th April, 2021
Place: Mumbai**

For Sanofi India Limited

**Girish Arjan
Tekchandani**

Digitally signed by Girish Arjan
Tekchandani
Date: 2021.04.28 17:56:12
+05'30'

**Chairman / Authorized Representative
Date: :28th April, 2021
Place: Mumbai**