



13th May 2023

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 the Scrutinizer's Report issued by M/s. MMJB & Associates LLP Company Secretaries on the remote e-voting conducted from 08th May 2023 to 10th May 2023 and e-voting at the Annual General Meeting held on 11th May 2023

For Sanofi India Limited

Radhika Shah
Company Secretary & Compliance Officer

Membership No.: 19308

MMJB & Associates LLP

Company Secretaries

Ecstasy, 803/804, 8th Floor, City of Joy, J.S.D Road, Mulund (W), Mumbai- 400080, (T) 022-21678100

Consolidated Report of Scrutinizer on Remote e-voting and electronic voting at the 67th Annual General Meeting (AGM)

To,
Mr. Aditya Narayan
Chairman
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 67th Annual General Meeting (AGM) of the shareholders of the Company, held on Thursday, May 11, 2023 at 03.00 p.m. through video conferencing ("VC") /other audio-visual means ("OAVM") in terms of provisions of the Companies Act, 2013 (hereinafter 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, Deepti Kulkarni, Designated Partners of M/s. MMJB & Associates LLP, Practicing Company Secretaries, appointed as Scrutinizer in the meeting of Board of Directors of the Company held on February 23, 2023, 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, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the 67th AGM held on Thursday, May 11, 2023, at 03.00 p.m.
- 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 67th AGM of the Company along with the process of remote e-voting and electronic voting at the AGM were sent to the shareholders whose e-mail addresses were registered with the Company's Registrar and Share Transfer Agent/Depository Participants for communication purposes in compliance with MCA Circulars dated April 8, 2020, April 13, 2020, December 8, 2021, May 5, 2022 and December 28, 2022 and SEBI Circular dated May 12, 2020, September 28, 2020, January 15, 2021 and May 13, 2022 and applicable provisions of the SEBI

Listing Regulations, the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India.

- 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 Monday, May 08, 2023 (09.00 a.m. IST) and ended on Wednesday, May 10, 2023 (5.00 p.m. IST) and the NSDL remote e-voting portal was blocked for E-voting thereafter.
- 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 12, 2023.

Date of AGM	May 11, 2023
Total number of shareholders on record date (i.e., May 04, 2023, as on)	82,726
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	02
Public	69

Resolution Item No. 1 - Ordinary Resolution:

To receive, consider and adopt the Annual Audited Financial Statements of the Company for the year ended December 31, 2022 including the Balance Sheet as on December 31, 2022, 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 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	1,39,09,587	1,39,09,587	100.00	1,39,09,587	0	100.00	0.00
		E-Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		1,39,09,587	100.00	1,39,09,587	0	100.00	0.00
2	Public - Institutional holders	Remote E-Voting	57,80,643	53,85,037	93.16	53,85,037	0	100.00	0.00
		E-Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		53,85,037	93.16	53,85,037	0	100.00	0.00
3	Public-Non- Institutional	Remote E-Voting	33,40,392	398704	11.94	397359	1345	99.66	0.34
		E-Voting at AGM		148	0.00	148	0	100.00	0.00
		Total		3,98,852	11.94	3,97,507	1,345	99.66	0.34
Total			2,30,30,622	33,40,892	85.51	19692131	1345	99.99	0.01

Resolution Item No. 2 - Ordinary Resolution:

A. To confirm the payment of Interim Dividend for the Financial Year ended December 31, 2022.

B. To declare a final dividend of Rs. 194 per equity share and a second special dividend of Rs, 183 per equity share for the Financial Year ended December 31, 2022.

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	1,39,09,587	1,39,09,587	100.00	1,39,09,587	0	100.00	0.00
		E-Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		1,39,09,587	100.00	1,39,09,587	0	100.00	0.00
2	Public - Institutional holders	Remote E-Voting	57,80,643	53,92,744	93.29	53,92,744	0	100.00	0.00
		E-Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		53,92,744	93.29	53,92,744	0	100.00	0.00
3	Public-Non- Institutional	Remote E-Voting	33,40,392	3,98,677	11.94	3,97,398	1,279	99.68	0.32
		E-Voting at AGM		148	0.00	38	110	25.68	74.32
		Total		3,98,825	11.94	3,97,436	1,389	99.65	0.35
Total			2,30,30,622	1,97,01,156	85.54	1,96,99,767	1,389	99.99	0.01

Resolution Item No. 3 - Ordinary Resolution:

To re-appoint Mr. Marc-Antoine Lucchini (DIN 08812302), 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]	$[3]=\frac{[2]}{[1]}\times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]}\times 100$	$[7]=\frac{[5]}{[2]}\times 100$
1	Promoter and Promoter Group	Remote E-Voting	1,39,09,587	1,39,09,587	100.00	1,39,09,587	0	100.00	0.00
		E-Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		1,39,09,587	100.00	1,39,09,587	0	100.00	0.00
2	Public - Institutional holders	Remote E-Voting	57,80,643	53,90,744	93.26	49,11,686	4,79,058	91.11	8.89
		E-Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		53,90,744	93.26	49,11,686	4,79,058	91.11	8.89
3	Public-Non- Institutional	Remote E-Voting	33,40,392	3,98,694	11.94	3,97,023	1,671	99.58	0.42
		E-Voting at AGM		148	0.00	148	0	100.00	0.00
		Total		3,98,842	11.94	3,97,171	1,671	99.58	0.42
Total			2,30,30,622	1,96,99,173	85.53	1,92,18,444	4,80,729	97.56	2.44

Resolution Item No. 4 - 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 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)]*10 0	[7]=[(5)/ (2)]*100
1	Promoter and Promoter Group	Remote E-Voting	1,39,09,587	1,39,09,587	100.00	1,39,09,587	0	100.00	0.00
		E-Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		1,39,09,587	100.00	1,39,09,587	0	100.00	0.00
2	Public - Institutional holders	Remote E-Voting	57,80,643	53,90,744	93.26	53,90,744	0	100.00	0.00
		E-Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		53,85,037	93.26	53,90,744	0	100.00	0.00
3	Public-Non- Institutional	Remote E-Voting	33,40,392	3,97,864	11.91	3,96,336	1,528	99.62	0.38
		E-Voting at AGM		148	0.00	148	0	0.00	0.00
		Total		3,98,012	11.92	3,96,484	1,528	99.62	0.38
Total			2,30,30,622	1,96,98,343	85.53	1,96,96,815	1,528	99.99	0.01

Resolution Item No. 5 - Ordinary Resolution:

Approval of overall limits of remuneration payable to Non-Executive Director(s):

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	1,39,09,587	1,39,09,587	100.00	1,39,09,587	0	100.00	0.00
		E-Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		1,39,09,587	100.00	1,39,09,587	0	100.00	0.00
2	Public - Institutional holders	Remote E-Voting	57,80,643	53,90,744	93.26	53,84,936	5,808	99.89	0.10
		E-Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		53,90,744	93.26	53,84,936	5,808	99.89	0.10
3	Public-Non- Institutional	Remote E-Voting	33,40,392	3,97,899	11.91	3,96,251	1,648	99.59	0.41
		E-Voting at AGM		148	0.00	137	11	0.00	0.00
		Total		3,98,047	11.92	3,96,388	1,659	99.58	0.42
Total			2,30,30,622	1,96,98,378	85.53	1,96,90,911	7,467	99.96	0.04

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

Thanking you,
Yours faithfully,

For MMJB & Associates LLP
Company Secretaries

DEEPTI Digitally signed by
DEEPTI AMEY
KULKARNI
AMEY
KULKARNI Date: 2023.05.12
19:53:19 +05'30'

Deepti Kulkarni
Designated Partner

ACS: 34733
CP: 22502
PR: 2826/2022
UDIN: A034733E000300240

Date: 12-05-2023
Place: Mumbai

For Sanofi India Limited

Aditya Narayan
Chairman and Non-Executive
Independent Director

Date: 12-05-2023
Place: Gurugram