



18 December 2023

To,  
The Secretary,  
BSE Limited, Phiroze Jeejeebhoy  
Towers, Dalal Street, Mumbai 400 001  
**Scrip Code:** 500674

The Secretary,  
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

**Ref:** Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI (LODR) Regulations").

**Sub:** Proceedings of the meeting of the equity shareholders of Sanofi India Limited ("Company") convened pursuant to the order dated 9 November 2023, passed by the Hon'ble NCLT, Mumbai ("NCLT Order")

Dear Sir/Madam,

Further to our intimation dated 13 November 2023 in relation to the notice of the meeting of the equity shareholders pursuant to the NCLT Order and pursuant to Regulation 30 read with Para A of Part A of Schedule III of the SEBI (LODR) Regulations, please find enclosed the proceedings of the meeting of the equity shareholders of the Company convened today, i.e., Monday, 18 December 2023 at 11:00 a.m. through electronic mode (video conference and/or other audio-visual means).

The meeting of the equity shareholders was concluded at 12:45 p.m. The voting results along with the scrutinizers' report will be declared within two working days.

This is for your information and records.

Thanking you,

Yours faithfully

For **Sanofi India Limited**

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

**Encl:** As above



**PROCEEDINGS OF TRIBUNAL CONVENED MEETING OF THE EQUITY SHAREHOLDERS OF SANOFI INDIA LIMITED (THE “COMPANY”) HELD ON MONDAY, 18 DECEMBER 2023 AT 11:00 A.M. THROUGH ELECTRONIC MODE (VIDEO CONFERENCE AND/OR OTHER AUDIO-VISUAL MEANS) AND CONCLUDED AT 12:45 P.M.**

1. Ms. Radhika Kartik Shah, Company Secretary and Compliance Officer (“**Company Secretary**”) welcomed the equity shareholders of the Company (“**Equity Shareholders**”) to the meeting (“**Meeting**”) convened through video conferencing (“**VC**”) in terms of the order dated 9 November 2023 (“**Order**”) of the Hon’ble National Company Law Tribunal, Mumbai Bench (“**Tribunal**”) passed in CA (CAA) No. 236 for the Equity Shareholders to consider and if thought fit, to pass a resolution with requisite majority for the approval of the scheme of arrangement (with or without modifications) between the Company and Sanofi Consumer Healthcare India Limited (“**SCHIL**”), which scheme pertains to the demerger of the consumer healthcare undertaking of the Company and the subsequent transfer of such demerged undertaking to SCHIL (“**Scheme**”).
2. The Company Secretary introduced Ms. Saseekala Nair, IRS (Retired), the Chairperson (“**Chairperson**”) appointed by of the Order of the Tribunal for the Meeting and thanked her for her presence at the Meeting and requested to continue with the proceedings of the Meeting.
3. Thereafter, the Chairperson welcomed the Equity Shareholders who were participating in the Meeting through VC/OAVM, in accordance with the provisions of the Companies Act, 2013 and the rules thereunder and in terms of the Order. At the time of commencement of the Meeting, the Company Secretary, Ms. Radhika Shah, informed that 18 Equity Shareholders were present and thus the quorum as required under Section 103 of the Companies Act, 2013 was not present. In view thereof, in terms of the Order, the Chairperson adjourned the meeting by 30 minutes.
4. Thereafter, the Equity Shareholders present through VC/OAVM, constituted the quorum. Accordingly, the Chairperson called the Meeting to order and commenced the proceedings. Accordingly, the meeting was called to order at 11:35 a.m.
5. The Chairperson informed the Equity Shareholders that the notice dated 11 November 2023 (including the explanatory statement prescribed under Sections 230, 232 and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the Scheme and other annexures to such statement) (“**Notice**”) convening the Meeting was already circulated to the Equity Shareholders on 13 November 2023 in compliance with the Order and was therefore taken as read.



6. Having taken the Scheme as read, the Chairperson informed the Equity Shareholders of certain salient points in the Scheme such as: (a) the purpose and rationale of the Scheme; (b) the residual undertaking in relation to the Scheme. In addition, the Chairperson informed the Equity Shareholders that the Tribunal by way of an order dated 24 November 2023 had corrected the Appointed Date (*as defined in the Scheme*) from 1 April 2023 (as set out in the Order) of the Scheme to 1 June 2023 and the Company had caused publication dated 30 November 2023 in the newspapers, '*Business Standard*' and '*Navshakti*' with respect to the correction in the Appointed Date (*as defined in the Scheme*).
7. The Chairperson then requested the Equity Shareholders who had registered themselves as speakers to ask questions in relation to the Scheme. 11 Equity Shareholders provided comments/queries in relation to the Scheme, which were answered by Mr. Vaibhav Karandikar, Non-Executive Director and Ms. Radhika Shah, Company Secretary.
8. Upon the conclusion of the responses to the questions, the Chairperson informed the Equity Shareholders that the e-voting facility would remain open for 30 minutes after the conclusion of the Meeting and requested the Equity Shareholders who had not exercised their votes through the remote e-voting facility, to cast their votes through this e-voting facility.
9. The Company Secretary, on behalf of the Company, thanked the Chairperson and the Equity Shareholders for their participation in the Meeting and the Meeting was concluded at 12:45 p.m.
10. The Company Secretary thereafter informed the Equity Shareholders that the results of the e-voting would be published within 2 working days from the conclusion of the Meeting, based on the scrutiniser's report after taking into consideration the votes cast through remote e-voting and votes cast through e-voting at the Meeting and that the aforesaid results would be displayed on the website of the Company and the National Securities Depository Limited (the agency appointed for conducting remote e-voting and e-voting at the Meeting). In addition, the results of the Meeting will be intimated to the SEBI, the BSE Limited the National Stock Exchange of India Limited.
11. Thereafter, the voting process was concluded.

For **Sanofi India Limited**

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