



25th March 2022

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

Results of Postal Ballot

Dear Sirs

This is further to our letters dated 15th February 2022 and 22nd February 2022, whereby we had submitted the Postal Ballot Notice for seeking approval of the Members of the Company by way an Ordinary Resolution for Material Related Party Transaction(s) with Sanofi Healthcare Private Limited, (SHIPL) a Related Party as per the Listing Regulations and other applicable law.

In this regard, please note that Mr. Makarand M. Joshi, Partner at M/s Makarand M. Joshi & Co., Practicing Company Secretaries, who was appointed as the Scrutinizer for the aforesaid Postal Ballot process has submitted his Report on 25th March 2022. In accordance with the said Report, the Members of the Company have approved the Ordinary Resolution as embodied in the Postal Ballot Notice dated 14th February 2022, for approval of Material Related Party Transaction(s) with SHIPL for the year 2021 and for the years' 2022 to 2026 for a maximum aggregate value upto Rs.1,000 crores for each Financial Year with a majority of 99.99% votes as detailed under:

Votes in favour of the resolution *	99.99%
Votes against the resolution	0.01%

* As per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, (herein after "Listing regulation"). Further, regulation 23 (4) of Listing Regulations, the Report confirms that no Related Party has voted to approve the Ordinary Resolution set out in the Postal Ballot Notice.



Please find enclosed:

1. Voting results pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, signed by the Chairman.
2. Report of Scrutinizer dated 25th March 2022.

Please take the above information on record.

For Sanofi India Limited

Radhika
Kartik
Shah

Digitally signed
by Radhika Kartik
Shah
Date: 2022.03.25
16:32:13 +05'30'

Radhika Shah
Company Secretary & Compliance Officer
Membership No: A19308



Results of Postal Ballot (As per Regulation 44(3) of Listing Regulations)

Name of the Company	Sanofi India Limited
Date of Postal Ballot Notice	14 th February 2022
Voting Start Date	23 rd March, 2022
Voting End Date	24 th March, 2022
Total number of Members as on record date	53844 as on 18 th February, 2022
No. of Members present in the meeting either in person or through proxy	
Promoters & Promoter Group	Not Applicable
Public	Not Applicable
No. of Members attended the meeting through Video Conferencing	
Promoters & Promoter Group	Not Applicable
Public	Not Applicable

Result of the Postal Ballot through e-voting is as under:

Resolution Item No. 1: Ordinary Resolution

Approval for Material Related Party Transaction(s) with Sanofi Healthcare India Private Limited (SHIPL):

SANOFI INDIA LIMITED							
Resolution Required : (Ordinary)			Approval for Material Related Party Transaction(s) with Sanofi Healthcare India Private Limited (SHIPL)				
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes				
Category	Mode of Voting						

		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
Promoter and Promoter Group	E-Voting	13909587	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	6465673	5933815	91.7741	5933815	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5933815	91.7741	5933815	0	100.0000	0.0000
Public Non Institutions	E-Voting	2655162	313806	11.8187	313255	551	99.8244	0.1756
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		313806	11.8187	313255	551	99.8244	0.1756
Total		23030422	6247621	27.1277	6247070	551	99.9912	0.0088

For Sanofi India Limited

CHAIRMAN

MAKARAND M. JOSHI & CO.

Company Secretaries

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

Report of Scrutinizer for Voting on Postal Ballot

To
Chairman
Sanofi India Limited
Sanofi House, 117-B, L&T Business Park,
Saki Vihar Road, Powai, Mumbai- 400072

Dear Sir,

Scrutinizer's Report on voting through E-voting for Postal Ballot in terms of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014.

- A. Pursuant to the resolution passed by the Board of Directors of **Sanofi India Limited** (hereinafter referred as "the Company") on February 14, 2022, I, Mr. Makarand M. Joshi, Partner of M/s. Makarand M. Joshi & Co., Company Secretaries, or failing him Ms. Kumudini Bhalerao, Partner at M/s Makarand M. Joshi & Co., Practicing Company Secretaries have been appointed as a Scrutinizer for vote casted through electronic mean for the postal ballot process and the votes cast in respect of the Resolutions set out in the Postal Ballot Notice dated February 14, 2022 ("Notice").
- B. Member's approval was sought for Special Business i.e. Approval for Material Related Party Transaction(s) with Sanofi Healthcare India Private Limited (SHIPL).
- C. Pursuant to Section 108 and 110 of the Act and Rule 20 and 22 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 and explanatory statement along with the process of E-voting were sent to the shareholders whose e-mail addresses are registered with the Company/Depository Participant(s)/Link Intime India Private Limited, the Registrar and Share Transfer Agent of the Company for communication purposes in compliance with MCA Circulars No.14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021 and No. 20/2021 dated December 08, 2021 and applicable provisions of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India. The Company completed dispatch of Notice along with explanatory statement on Tuesday, February 22, 2022 whose name(s) appeared on the Register of Members/ List of beneficiaries as on Friday, February 18, 2022 ("cut-off-date")
- D. The remote e-voting facility was provided by Central Depository Services (India) Limited ('CDSL').
- E. Members were required to communicate their assent or dissent only through remote e-voting system in terms of the said MCA Circulars.

- F. The voting period commenced on Wednesday, 23rd February 2022 at 9:00 A.M. (IST) and ended on Thursday, 24th March, 2022 at 5:00 P.M. (IST) for voting through electronic mode.
- G. The e-voting were blocked at 5:00 p.m. (IST) on Thursday, 24th March, 2022 and the e-voting summary statement was downloaded from e-voting website of Central Depository Services (India) Limited.
- H. The register, in accordance with Rule 20 (4)(xiv) and Rule 22 (10) of the Companies (Management & Administration) Rules, 2015, has been maintained electronically to record the assent or dissent received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them. There were no shares with differential voting rights in the Company, hence there is no requirement of maintaining of the list of shares with differential voting rights.
- I. The agenda for postal ballot is material related party transaction as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, (herein after "Listing regulation"). Further, regulation 23 (4) of Listing regulation states that no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not. Accordingly, we have reconciled from the list of related parties given to us by the Company and none of the related parties has voted on the said agenda.

**J. Result of the Postal Ballot through e-voting is as under:
Resolution Item No. 1: Ordinary Resolution**

Approval for Material Related Party Transaction(s) with Sanofi Healthcare India Private Limited (SHIPL):

Category	Mode of Voting	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
Promoter and Promoter Group	E - Voting through Postal Ballot	1,39,09,587	0	0.00	0	0	0.00	0.00
Public Institutions		64,65,673	59,33,815	91.77	59,33,815	0	100.00	0.00
Public Non-Institutions		26,55,162	3,13,806	11.82	3,13,255	551	99.82	0.18
Total		2,30,30,422	62,47,621	27.13	62,47,070	551	99.99	0.01

The aforesaid resolutions were passed by requisite majority.

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

MAKARAND
MADHUSUDAN JOSHI
Digitally signed by MAKARAND
MADHUSUDAN JOSHI
Date: 2022.03.25 16:12:12 +05'30'

Makarand M. Joshi
Partner
FCS No: F5533
CP No. 3662
PR: 640/2019
UDIN: F005533C003124981
Place: Mumbai
Date: 25-03-2022

For Sanofi India Limited



Ms. Radhika Shah
Company Secretary and Compliance Officer
(Authorized representative)
Place: Mumbai
Date: 25-03-2022