



14<sup>th</sup> February 2024

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, 5<sup>th</sup> Floor  
Plot No. C/1, G Block  
Bandra-Kurla Complex  
Bandra East, Mumbai 400 050  
Symbol: SANOFI

### Sub: Results of Postal Ballot

Dear Sirs

This is further to our letter dated 12<sup>th</sup> January 2024, whereby we had submitted the Postal Ballot Notice for seeking approval of the Members of the Company, by way of Ordinary Resolutions for appointment of Mr. Rachid Ayari (DIN: 10408699) as a Director and Whole-time Director and Chief Financial Officer of the Company with effect from 1<sup>st</sup> December 2023.

In this regard, please note that Mr. Omkar Dindorkar, Partner, at M/s. MMJB & Associates LLP, Practicing Company Secretaries who was appointed as the Scrutinizer for the aforesaid Postal Ballot process has submitted his Report on 14<sup>th</sup> February 2024. In accordance with the said Report, the Members of the Company have approved the Ordinary Resolutions as embodied in the Postal Ballot Notice dated 8<sup>th</sup> November 2023, for appointment of Mr. Rachid Ayari (DIN: 10408699) as a Director and Whole-time Director of the Company with majority of votes as detailed here under:

Particulars	Appointment of Mr. Rachid Ayari (DIN: 10408699) as a Director of the Company.	Appointment of Mr. Rachid Ayari (DIN: 10408699) as a Whole-time Director and Chief Financial Officer of the Company.
Votes in favour of the resolution (%)	99.6902	99.9456
Votes against of the resolution (%)	0.3098	0.0544

Further, please find enclosed the following:

1. Voting results pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, signed by the Company Secretary.
2. Report of the Scrutinizer dated 14<sup>th</sup> February 2024.

Please take the above information on record.

**For Sanofi India Limited**

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



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

Name of Company	Sanofi India Limited
Date of Postal Ballot Notice	8 <sup>th</sup> November 2023
Voting Start Date	<b>15<sup>th</sup> January 2024</b>
Voting end date	<b>13<sup>th</sup> February 2024</b>
Total number of members as of record date	<b>64356</b>
Number of members present in the meeting either in person or proxy	Not applicable
Promoter and Promoter Group	Not applicable
Public	Not applicable
Number of members present through Video-Conferencing	Not applicable
Promoter and Promoter Group	Not applicable
Public	Not applicable



Results of Postal Ballot is given as under:

Resolution 1

Appointment of Mr. Rachid Ayari as a Director of the Company

Resolution Details 1								
Resolution Required					Appointment of Mr. Rachid Ayari as a Director of the Company.			
Whether promoter/ promoter group are interested in the agenda/resolution?					NO			
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	13909587	13904722	99.9650	13904722	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>13909587</b>	<b>13904722</b>	<b>99.9650</b>	<b>13904722</b>	<b>0</b>	<b>100</b>
Public Institutions	E-voting	6300475	5862594	93.0500	5800503	62091	98.9409	1.0591
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>6300475</b>	<b>5862594</b>	<b>93.0500</b>	<b>5800503</b>	<b>62091</b>	<b>98.9409</b>
Public Non-Institutions	E-voting	2820560	411555	14.5913	411141	414	99.8994	0.1006
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>2820560</b>	<b>411555</b>	<b>14.5913</b>	<b>411141</b>	<b>414</b>	<b>99.8994</b>
<b>Total</b>		<b>23030622</b>	<b>20178871</b>	<b>87.6176</b>	<b>20116366</b>	<b>62505</b>	<b>99.6902</b>	<b>0.3098</b>



Resolution 2

Appointment of Mr. Rachid Ayari as a Whole-time Director and Chief Financial Officer of the Company

Resolution Details 2								
Resolution Required					Appointment of Mr. Rachid Ayari as a Whole-time Director and Chief Financial Officer of the Company.			
Whether promoter/ promoter group are interested in the agenda/resolution?					NO			
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	13909587	13904722	99.9650	13904722	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>13904722</b>	<b>99.9650</b>	<b>13904722</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Institutions	E-voting	6300475	5862594	93.0500	5852042	10552	99.8200	0.1800
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>6300475</b>	<b>5862594</b>	<b>93.0500</b>	<b>5852042</b>	<b>10552</b>	<b>99.8200</b>
Public Non-Institutions	E-voting	2820560	411517	14.5899	411088	429	99.8958	0.1042
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>2820560</b>	<b>411517</b>	<b>14.5899</b>	<b>411088</b>	<b>429</b>	<b>99.8959</b>
<b>Total</b>		<b>23030622</b>	<b>20178833</b>	<b>87.6174</b>	<b>20167852</b>	<b>10981</b>	<b>99.9456</b>	<b>0.0544</b>

For Sanofi India Limited

**Radhika Shah**  
Company Secretary & Compliance officer

# *MMJB & Associates LLP*

## Company Secretaries

Ecstasy, 803-804, 8<sup>th</sup> Floor, City of Joy, JSD Road, Mulund (W), Mumbai- 400080, (T) 022-21678100

**Report of Scrutinizer for Voting on Postal Ballot through Remote e-voting  
[Pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of  
the Companies (Management and Administration) Rules, 2014]**

To,  
Radhika Kartik Shah,  
Company Secretary  
**M/s Sanofi India Limited**  
Sanofi House, CTS No. 117-B,  
L&T Business Park, Saki Vihar Road,  
Powai, Mumbai - 400072

Dear Ma'am,

**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 Wednesday, November 08, 2023. I, Omkar Dindorkar (Certificate of Practice No. 24580), Designated Partner of M/s. MMJB & Associates LLP, Practicing Company Secretaries, have been appointed as a Scrutinizer for vote casted through electronic means for the postal ballot process in respect of the resolutions set out in the Postal Ballot Notice dated Wednesday, November 08, 2023 (hereinafter referred as '**Notice**').
- B. Member's approvals were sought for approving the following special businesses: -
- i. Appointment of Mr. Rachid Ayari (DIN: 10408699) as a Director of the Company
  - ii. Appointment of Mr. Rachid Ayari (DIN: 10408699) as a Whole-time Director and Chief Financial Officer of the Company
- C. Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the 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 were registered with the Company/Depository Participant(s)/Registrar and Share Transfer Agent of the Company for communication purposes in compliance with MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2022, December 28, 2022 and September 25, 2023 and SEBI Master Circular dated July 11, 2023 and Circular dated October 07, 2023 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 via electronic mode on Friday, January 12, 2024 to those members whose name(s) appeared on the Register of Members/ List of beneficiaries as on Friday, January 05, 2024 ("**cut-off-date**").

- D. The remote E-voting facility was provided by National Securities Depository Limited ('NSDL').
- E. Members were required to communicate their assent or dissent only through Postal Ballot by remote E-voting system in terms of the said MCA Circulars.
- F. The voting period commenced on Monday, January 15, 2024 at 9.00 A.M. (IST) and ended on Tuesday, February 13, 2024 at 5.00 P.M. (IST) for voting through electronic mode.
- G. Accordingly, the votes cast through remote e-voting were taken into account and at the end of the remote E-voting period, on Tuesday, February 13, 2024 at 5.00 P.M. (IST), the remote E-voting module was thereafter disabled for voting by NSDL. The remote E-voting summary statement was thereafter downloaded from e-voting website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- H. The register, in accordance with Rule 20 (4)(xiv) and Rule 22(10) of the Companies (Management & Administration) Rules, 2014, 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.

Result of the Postal Ballot through remote E-voting are as under:

**Resolution Item No. 1: Ordinary Resolution**

Appointment of Mr. Rachid Ayari (DIN: 10408699) as a Director of the Company.

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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E - Voting through Postal Ballot	13909587	13904722	99.9650	13904722	0	100.0000	0.0000
Public Institutions		6300475	5862594	93.0500	5800503	62091	98.9409	1.0591
Public Non-Institutions		2820560	411555	14.5913	411141	414	99.8994	0.1006
<b>Total</b>		<b>23030622</b>	<b>20178871</b>	<b>87.6176</b>	<b>20116366</b>	<b>62505</b>	<b>99.6902</b>	<b>0.3098</b>

## Resolution Item No. 2: Ordinary Resolution

Appointment of Mr. Rachid Ayari (DIN: 10408699) as a Whole-time Director and Chief Financial Officer of the Company.

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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E - Voting through Postal Ballot	13909587	13904722	99.9650	13904722	0	100.0000	0.0000
Public Institutions		6300475	5862594	93.0500	5852042	10552	99.8200	0.1800
Public Non-Institutions		2820560	411517	14.5899	411088	429	99.8958	0.1042
<b>Total</b>		<b>23030622</b>	<b>20178833</b>	<b>87.6174</b>	<b>20167852</b>	<b>10981</b>	<b>99.9456</b>	<b>0.0544</b>

All the aforesaid resolutions were passed by requisite majority. The vote cast does not include abstained votes.

**For MMJB & Associates LLP  
Company Secretaries**

OMKAR MADHAV  
MADHAV DINDORKAR  
DINDORKAR  
Digitally signed by OMKAR  
MADHAV DINDORKAR  
Date: 2024.02.14 16:17:26  
+05'30'

**Omkar Dindorkar**  
**Designated Partner**  
ACS: 43029  
CP: 24580  
PR: 2826/2022  
UDIN: A043029E003430523

**Date:** February 14, 2024  
**Place:** Mumbai

**For Sanofi India Limited**

**Radhika Kartik Shah**  
**Company Secretary & Compliance Officer**  
**(Authorised Representative)**

**Date:** February 14, 2024  
**Place:** Mumbai