



15th May 2025

The Secretary
BSE 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 Scrutinizer's Report issued by Mr. Gaurav Sainani (ACS 36600, CP 24482), Partner at M/s. SGGS & Associates, Practicing Company Secretaries, on the remote e-voting conducted from 12th May 2025 to 14th May 2025 and e-voting at the Annual General Meeting held on 15th May 2025.

Kindly take the above information on record.

Thanking you,

Yours faithfully
For **Sanofi India Limited**

Arjun Thakkar
Company Secretary & Compliance Officer
Membership No: A22654

Consolidated Scrutinizer's Report

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

Ref: *69th Annual General Meeting ("AGM") of the Members of Sanofi India Limited held on Thursday, May 15, 2025, at 03:30 P.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")*

Subject: *Passing of resolutions through electronic voting pursuant to Section 108 of the Companies Act, 2013 (the "Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time, and various circulars issued by Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI") in relation to passing of resolutions through electronic mode ("Applicable Circulars").*

Dear Sir,

I, Gaurav Sainani, Partner-SSGS & Associates, Company Secretaries have been appointed as Scrutinizer by the Board of Directors of Sanofi India Limited (hereinafter referred to as "**the Company**") at its Meeting held on March 18, 2025, to scrutinize the remote e-voting process as well as the e-voting conducted at the AGM (remote e-voting and e-voting at the AGM collectively referred to as "**E-voting**") held on Thursday, May 15, 2025, at 03:30 P.M. (IST) through VC / OAVM pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44 of the Listing Regulations and as amended by the Applicable Circulars issued in this connection, providing relaxation for the manner in which the AGM shall be held.

The Applicable Circulars provide relaxation for the manner in which the AGM will be held including the manner of sending the notices and annual reports to the members and the manner of voting at the AGM. I say that I am familiar and well versed with the concept of electronic voting system as prescribed under the Rules and the relaxation as provided in the Applicable Circulars.

The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules thereunder and the Listing Regulations. My responsibility as the Scrutinizer of the voting process (through E-voting), is restricted to scrutinize the E-voting process, in a fair and transparent manner and to prepare a Report of the votes cast in favour and against the resolutions stated in the Notice, based on the reports generated from the E-voting system provided by the National Securities Depository Limited ("**NSDL**" or the "**Service Provider**"), the service provider authorized under the Rules and engaged by the Company to provide remote e-voting facilities and e-voting facilities to vote at the AGM.

SSGS & Associates

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I submit my report as under:

1. MUFG Intime India Private Limited is the Registrar and Share Transfer Agent ("RTA") of the Company.
2. The Service Provider had provided a system for recording the votes of the Members electronically through E-voting on all the items of the business (both Ordinary and Special) sought to be transacted at the AGM of the Company, which was held on Thursday, May 15, 2025.
3. The Service Provider had inter-alia set up an electronic voting facility on their website, <https://www.evoting.nsdl.com>. The Company had uploaded all the items of the business to be transacted at the AGM on the website of the Company, the Service Provider and also on the websites of Stock Exchanges viz. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") to facilitate its Members to cast their vote through E-voting.
4. The internal cut-off date for dispatch of Notice of the AGM and Annual Report was April 18, 2025. As mentioned in the Applicable Circulars, the Service Provider had sent the Notice along with Annual Report and E-voting details by e-mail to those members, whose e-mail ids were made available by the Depositories and the RTA. The Notices sent through e-mail contained a detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and as provided in the Applicable Circulars.
5. The Cut-off date for the purposes of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was Thursday, May 8, 2025.
6. As prescribed in the aforesaid Rules, the remote e-voting facility was kept open for three days from Monday, May 12, 2025, 9:00 a.m. to Wednesday, May 14, 2025, till 5:00 p.m.
7. The Company released advertisements before and after the despatch of the Notice of AGM in compliance with the Act and Applicable Circulars. The advertisements were released in "Business Standard (English)" and in "Sakal (Marathi)" newspapers on April 16, 2025 and April 23, 2025.
8. At the end of the remote e-voting period on May 14, 2025 at 05:00 PM, the voting portal of the Service Provider was blocked forthwith.
9. At the 69th AGM of the Company held through VC / OAVM, on Thursday, May 15, 2025, after considering all the items of business, the facility to vote electronically was provided to the Members who attended the meeting through VC / OAVM but could not participate in the remote e-voting to record their votes.



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10. On May 15, 2025, matters tabulating the votes casted through E-voting system provided by the Service Provider, was duly unblocked by me as a Scrutinizer in the presence of Ms. Priya Khetan and Ms. Nidhi Somani who acted as the witnesses. After unblocking the total votes casted both through remote e-voting and e-voting conducted at the AGM by way of electronic means, were consolidated and the final Scrutinizer's Report was prepared.

SUMMARY OF DETAILS OF MEMBERS:

Particulars	Details
No. of Members on the Cut Off date	69,842
No. of Shares Held as on the Cut Off date	2,30,30,622
No. of members present at the AGM	76

The results of the remote e-voting together with that of the e-voting conducted at the AGM by way of electronic means are as under:

ORDINARY BUSINESS

Item No. 1 of Notice (As an Ordinary Resolution):

To receive, consider and adopt the Annual Audited Financial Statements (Standalone and Consolidated) of the Company for the Financial Year ended December 31, 2024 including the Balance Sheet as at December 31, 2024, 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.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Less Voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through remote e-voting and e-voting at the AGM	2,02,29,724	99.9945	1,110	0.0055	Nil

Invalid Votes: Nil

Item No. 1 of Notice stands passed with requisite majority.

Item No. 2 of Notice (As an Ordinary Resolution):

To declare a final dividend of Rs. 117/- per equity share of Rs. 10 each for the Financial Year ended December 31, 2024.



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Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Less Voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through remote e-voting and e-voting at the AGM	2,02,29,824	99.9950	1,010	0.0050	Nil

Invalid Votes: Nil

Item No. 2 of Notice stands passed with requisite majority.

Item No. 3 of Notice (As an Ordinary Resolution):

To re-appoint Ms. Renee Amonkar (DIN: 10335917), who retires by rotation and being eligible, offers herself for re-appointment.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Less Voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through remote e-voting and e-voting at the AGM	2,02,01,321	99.8541	29,513	0.1459	Nil

Invalid Votes: Nil

Item No. 3 of Notice stands passed with requisite majority.

Item No. 4 of Notice (As an Ordinary Resolution):

To re-appoint Mr. Rachid Ayari (DIN: 10408699), who retires by rotation and being eligible, offers himself for re-appointment.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Less Voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through remote e-voting and e-voting at the AGM	2,01,91,694	99.8065	39,140	0.1935	Nil

Invalid Votes: Nil

Item No. 4 of Notice stands passed with requisite majority.



SPECIAL BUSINESS

Item No. 5 of Notice (As a Special Resolution):

Re-appointment of Mr. Rahul Bhatnagar (DIN: 07268064) as Independent Director for a second term of five consecutive years from July 29, 2025, to July 28, 2030

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Less Voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through remote e-voting and e-voting at the AGM	2,01,73,027	99.7143	57,807	0.2857	Nil

Invalid Votes: Nil

Item No. 5 of Notice stands passed with requisite majority.

Item No. 6 of Notice (As an Ordinary Resolution):

Re-designation of Mr. Rodolfo Hrosz (DIN: 09609832) as Non-Executive Director of the Company

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Less Voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through remote e-voting and e-voting at the AGM	2,02,11,321	99.9035	19,513	0.0965	Nil

Invalid Votes: Nil

Item No. 6 of Notice stands passed with requisite majority.

Item No. 7 of Notice (As an Ordinary Resolution):

Appointment of M/s. Parikh & Associates, Company Secretaries, as the Secretarial Auditor of the Company for a term of five consecutive years from the Financial Year 2025 to the Financial Year 2029.




Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Less Voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through remote e-voting and e-voting at the AGM	2,02,07,873	99.9944	1,130	0.0056	21,831/ Nil

Invalid Votes: Nil

Item No. 7 of Notice stands passed with requisite majority.

Item No. 8 of Notice (As an Ordinary Resolution):

Ratification of remunerable payable to the Cost Auditors of the Company for the Financial Year ending December 31, 2025

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Less Voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through remote e-voting and e-voting at the AGM	2,02,29,704	99.9944	1,130	0.0056	Nil

Invalid Votes: Nil

Item No. 8 of Notice stands passed with requisite majority.

The above-mentioned resolutions are deemed to be passed with requisite majority as on the date of the 69th AGM of the Company i.e., May 15, 2025.



The electronic data and all other relevant records relating to the E-voting shall remain in my safe custody and shall be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the Minutes of the 69th AGM of the Company.

Yours faithfully,

For SGGS & Associates

ICSI Unique Code: P2021MH086900



Gaurav Sainani

Partner

ICSI Membership No.: A36600

Certificate of Practice No.: 24482

UDIN: A036600G000354500

Place: Powai

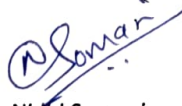
Date: May 15, 2025

Peer Review Certificate No.: 5721/2024

The following were the witnesses to the unblocking of the votes:



Priya Khetan



Nidhi Somani

Received the Report

For Sanofi India Limited



Arjun Thakkar

Company Secretary and Compliance Officer