



29th March 2025

The Secretary,
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai – 400 001
Scrip Code: 544250

The Secretary,
The National Stock Exchange of India Limited
C-1, Block G, Exchange Plaza
Bandra-Kurla Complex
Bandra East, Mumbai - 400 050
Symbol: SANOFICONR

Sub.: Results of Postal Ballot Notice

Dear Sir/Madam,

This is in reference to our letter dated 27th February 2025, wherein we submitted the Postal Ballot Notice seeking approval from the Members of the Company for the appointment of Director and the authorization of Material Related Party Transactions through Ordinary Resolutions.

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 29th March 2025. In accordance with the said Report, the Members of the Company have approved the Ordinary Resolutions as embodied in the Postal Ballot Notice dated 27th February 2025 with majority of votes as detailed here under: -

Particulars	Appointment of Ms. Maithilee Mistry (DIN: 02152619) as a Director of the Company	Appointment of Ms. Maithilee Mistry (DIN: 02152619) as Whole-time Director of the Company	Approval for material related party transactions with Sanofi India Limited	Approval for material related party transactions with Opella Healthcare India Private Limited	Approval for material related party transactions with Opella Healthcare International SAS
Votes in favour of the resolution (%)	99.8945	99.9443	99.9020	99.9004	99.8974
Votes against of the resolution (%)	0.1055	0.0557	0.0980	0.0996	0.1026

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 29th March 2025.

For **Sanofi Consumer Healthcare India Limited**

Nikunj Kumar Savaliya
Company Secretary and Compliance Officer
Membership No.: F7048



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

Name of Company	Sanofi Consumer Healthcare India Limited
Date of Postal Ballot Notice	27 th February, 2025
Voting Start Date	28 th February, 2025
Voting end date	29 th March, 2025
Total number of members as of record date	56220
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 Ms. Maithilee Mistry (DIN: 02152619) as a Director of the Company

Resolution Details (1)								
Resolution Required					Appointment of Ms. Maithilee Mistry (DIN: 02152619) 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	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		13909587	100	13909587	0	100	0
	Total	13909587	13909587	100	13909587	0	100	0
Public Institutions	E-voting	6988258	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		6528545	93.4216	6512350	16195	99.7519	
	Total	6988258	6528545	93.4216	6512350	16195	99.7519	0.2481
Public Non-Institutions	E-voting	2132777	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		30555	1.4326	25158	5397	82.3368	17.6632
	Total	2132777	30555	1.4326	25158	5397	82.3368	17.6632
Total		23030622	20468687	88.8760	20447095	21592	99.8945	0.1055



Resolution 2

Appointment of Ms. Maithilee Mistry (DIN: 02152619) as Whole-time Director of the Company

Resolution Details (2)								
Resolution Required					Appointment of Ms. Maithilee Mistry (DIN: 02152619) as Whole-time 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	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		13909587	100	13909587	0	100	0
	Total	13909587	13909587	100	13909587	0	100	0
Public Institutions	E-voting	6988258	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		6528545	93.4216	6522452	6093	99.9067	0.0933
	Total	6988258	6528545	93.4216	6522452	6093	99.9067	0.0933
Public Non-Institutions	E-voting	2132777	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		30555	1.4326	25238	5317	82.5986	17.4014
	Total	2132777	30555	1.4326	25238	5317	82.5986	17.4014
Total		23030622	20468687	88.8760	20457277	11410	99.9443	0.0557



Resolution 3

Approval for material related party transactions with Sanofi India Limited

Resolution Details (3)								
Resolution Required					Approval for material related party transactions with Sanofi India Limited			
Whether promoter/ promoter group are interested in the agenda/resolution?					Yes			
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	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total	13909587	13909587	0	0	0	0	0
Public Institutions	E-voting	6988258	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		5224607	74.7627	5224607	0	100	0
	Total	6988258	5224607	74.7627	5224607	0	100	0
Public Non-Institutions	E-voting	213277	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		30555	1.4326	25406	5149	83.1484	16.8516
	Total	213277	30555	1.4326	25406	5149	83.1484	16.8516
Total		23030622	5255162	22.8182	5250013	5149	99.9020	0.0980



Resolution 4

Approval for material related party transactions with Opella Healthcare India Private Limited

Resolution Details (4)								
Resolution Required					Approval for material related party transactions with Opella Healthcare India Private Limited			
Whether promoter/ promoter group are interested in the agenda/resolution?					Yes			
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	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total	13909587	0	0	0	0	0	0
Public Institutions	E-voting	6988258	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		5224607	74.7627	5224607	0	100	0
	Total	6988258	5224607	74.7627	5224607	0	100	0
Public Non-Institutions	E-voting	2132777	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		30465	1.4284	25229	5236	82.8131	17.1869
	Total	2132777	30465	1.4084	25229	5236	82.8131	17.1869
Total		23030622	5255072	22.8178	5249836	5236	99.9004	0.0996



Resolution 5

Approval for material related party transactions with Opella Healthcare International SAS

Resolution Details (5)								
Resolution Required					Approval for material related party transactions with Opella Healthcare International SAS			
Whether promoter/ promoter group are interested in the agenda/resolution?					Yes			
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)0020	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	13909587	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total	13909587	0	0	0	0	0	0
Public Institutions	E-voting	6988258	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		5224607	74.7627	5224607	0	100	0
	Total	6988258	5224607	74.7627	5224607	0	100	0
Public Non-Institutions	E-voting	2132777	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		30465	1.4284	25073	5392	82.3010	17.6990
	Total	2132777	30465	1.4284	25073	5392	82.3010	17.6990
Total		23030622	5255072	22.8178	5249680	5392	99.8974	0.1026

For Sanofi Consumer Healthcare India Limited

Nikunj Kumar Savaliya
Company Secretary and Compliance Officer
Membership No.: F7048

MMJB & Associates LLP

Company Secretaries

803-804, 8th Floor, Ecstasy, Citi of Joy, JSD Road, Mulund West, Mumbai 400080, (T) 022-31008600
LLPIN: AAR-9997

Report of Scrutinizer for Voting on Postal Ballot through remote e-voting

To,
Mr. Nikunj Savaliya
Company Secretary and Compliance Officer
Sanofi Consumer Healthcare India Limited ("the Company")
Unit 1104, 11th Floor, Godrej Two Pirojshanagar,
Eastern Express Highway, Vikhroli East,
Mumbai-400079, Maharashtra, India

Dear Sir,

Scrutinizer's Report on voting through remote e-voting for Postal Ballot conducted in terms of Sections 108 and 110 of the Companies Act, 2013 (the "Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014.

- A. In accordance with Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, I, Omkar Dindorkar (Membership No. A43029, COP: 24580), Designated Partner of M/s. MMJB & Associates LLP, have been appointed as Scrutinizer by the Board of Directors of the Company at their meeting held on Thursday, February 20, 2025 for votes cast through electronic means for the postal ballot process in respect of the resolutions as set out in the Postal Ballot Notice dated February 20, 2025 ("Notice").
- B. Member's approval was sought for the following resolutions:
1. Appointment of Ms. Maithilee Mistry (DIN: 02152619) as a Director of the Company.
 2. Appointment of Ms. Maithilee Mistry (DIN: 02152619) as Whole-time Director of the Company.
 3. Approval for material related party transactions with Sanofi India Limited.
 4. Approval for material related party transactions with Opella Healthcare India Private Limited.
 5. Approval for material related party transactions with Opella Healthcare International SAS.
- C. Pursuant to Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, and General Circular No. 09/2024 dated September 19, 2024 and other relevant Circulars issued by the Ministry of Corporate Affairs ('MCA') from time to time ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,

2015 ('Listing Regulations'), the Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, and other applicable laws and regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the resolutions as set out in the Notice was placed for approval of the members of the Company through remote e-voting only. The Company has confirmed that the electronic copy of the Notice and Explanatory Statement along with the process of remote e-voting in terms of the MCA Circulars were sent to those members on Thursday, February 27, 2025 whose e-mail addresses were registered with the Company/Depositories and whose names appeared in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on Friday, February 21, 2025.

- D. The Company had appointed National Securities Depository Limited ("NSDL") for providing remote e-voting facility to the members of the Company.
- E. Members were required to communicate their assent or dissent only through remote e-voting system in terms of the MCA Circulars.
- F. The remote e-voting period commenced on Friday, February 28, 2025, from 09:00 a.m. (IST) and ended on Saturday, March 29, 2025, at 05:00 p.m. (IST).
- G. Accordingly, the votes cast through remote e-voting were taken into account and at the end of the remote e-voting period, on Saturday, March 29, 2025, at 05:00 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.
- H. The register, in accordance with Rules 20(4)(xiv) and 22(10) of the Companies (Management and Administration) Rules, 2014, has been maintained electronically to record the assent or dissent received, mentioning the particulars of name, address, folio number or DP ID Client ID of the members, number of shares held by them and nominal value of such shares. There were no shares with differential voting rights in the Company, hence there is no requirement of maintaining the list of shares with differential voting rights.
- I. Resolution No. 3, 4 & 5 of this report are material related party transactions as per Regulation 23 of Listing Regulations. Further, Regulation 23 (4) of Listing Regulations states that no related party shall vote to approve such resolution 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 excluded their voting while finalizing the voting results for aforesaid resolutions.
- J. On the basis of the votes exercised by the shareholders of the Company through remote e-voting, I have issued this Scrutinizer's Report dated March 29, 2025.

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

Resolution Item No. 1 – Ordinary Resolution:

Appointment of Ms. Maithilee Mistry (DIN: 02152619) 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]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	Remote e-voting through Postal Ballot	1,39,09,587	1,39,09,587	100.0000	1,39,09,587	0	100.0000	0.0000
Public Institutions		69,88,258	65,28,545	93.4216	65,12,350	16,195	99.7519	0.2481
Public Non-Institutions		21,32,777	30,555	1.4326	25,158	5,397	82.3368	17.6632
Total		2,30,30,622	2,04,68,687	88.8760	2,04,47,095	21,592	99.8945	0.1055

Resolution Item No. 2 – Ordinary Resolution:

Appointment of Ms. Maithilee Mistry (DIN: 02152619) as Whole-time 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]	$[3]=\{[2]/[1]\} \times 100$	[4]	[5]	$[6]=\{[4]/[2]\} \times 100$	$[7]=\{[5]/[2]\} \times 100$
Promoter and Promoter Group	Remote e-voting through Postal Ballot	1,39,09,587	1,39,09,587	100.0000	1,39,09,587	0	100.0000	0.0000
Public Institutions		69,88,258	65,28,545	93.4216	65,22,452	6,093	99.9067	0.0933
Public Non-Institutions		21,32,777	30,555	1.4326	25,238	5,317	82.5986	17.4014
Total		2,30,30,622	2,04,68,687	88.8760	2,04,57,277	11,410	99.9443	0.0557

Resolution Item No. 3 – Ordinary Resolution:

Approval for material related party transactions with Sanofi India Limited:

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	Remote e-voting through Postal Ballot	1,39,09,587	0	0.0000	0	0	0.0000	0.0000
Public Institutions		69,88,258	52,24,607	74.7627	52,24,607	0	100.0000	0.0000
Public Non-Institutions		21,32,777	30,555	1.4326	25,406	5,149	83.1484	16.8516
Total		2,30,30,622	52,55,162	22.8182	52,50,013	5,149	99.9020	0.0980

Resolution Item No. 4 – Ordinary Resolution:

Approval for material related party transactions with Opella Healthcare India Private Limited:

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	Remote e-voting through Postal Ballot	1,39,09,587	0	0.0000	0	0	0.0000	0.0000
Public Institutions		69,88,258	52,24,607	74.7627	52,24,607	0	100.0000	0.0000
Public Non-Institutions		21,32,777	30,465	1.4284	25,229	5,236	82.8131	17.1869
Total		2,30,30,622	52,55,072	22.8178	52,49,836	5,236	99.9004	0.0996

Resolution Item No. 5 – Ordinary Resolution:

Approval for material related party transactions with Opella Healthcare International SAS:

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	Remote e-voting through Postal Ballot	1,39,09,587	0	0.0000	0	0	0.0000	0.0000
Public Institutions		69,88,258	52,24,607	74.7627	52,24,607	0	100.0000	0.0000
Public Non-Institutions		21,32,777	30,465	1.4284	25,073	5,392	82.3010	17.6990
Total		2,30,30,622	52,55,072	22.8178	52,49,680	5,392	99.8974	0.1026

It is to be noted that:

1. There were no invalid and abstained votes cast on the above resolutions.
2. The aforesaid resolution was passed by the members of the Company with requisite majority.
3. Voting rights of Foreign Portfolio Investors, if any, who have not submitted additional disclosures by the end of the prescribed period as notified by SEBI Circular No. SEBI/HO/AFD/AFD-PoD-2/CIR/P/2023/148 dated August 24, 2023 (subsumed as a part of the SEBI Master Circular No. SEBI/HO/AFD/AFD-PoD-2/P/CIR/2024/70 dated May 30, 2024) have been restricted as provided in the said Circular.

Thanking you,

For MMJB & Associates LLP
Company Secretaries
ICSI UIN: L2020MH006700
Peer Review Cert. No.: 2826/2022

OMKAR
MADHAV
DINDORKAR

Digitally signed by
OMKAR MADHAV
DINDORKAR
Date: 2025.03.29 21:24:47
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Omkar Dindorkar
Designated Partner
ACS No: 43029
CP No: 24580
UDIN: A043029F004180503
Date: March 29, 2025
Place: Mumbai

For Sanofi Consumer Healthcare India Limited

Nikunj Savaliya
Company Secretary & Compliance Officer
FCS No.: 7048
Date: March 29, 2025
Place: Mumbai