

MMJB & Associates LLP

Company Secretaries

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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

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 on August 04, 2025, for scrutiny of the votes casted through electronic means i.e. through remote e-voting for the Postal Ballot process in respect of the resolution as set out in the Postal Ballot Notice dated August 04, 2025 ("Notice").
- B. Member's approval was sought for the following special business:
- Approval for material related party transactions with Opella Healthcare India Private Limited.
 - 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, General Circular No. 03/2025 dated September 22, 2025, 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 resolution 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 the explanatory statement along with the procedure for remote e-voting in terms of the MCA Circulars

were sent to those members on Monday, September 29, 2025 whose e-mail addresses were registered with the Company's Registrar and Share Transfer Agent / Depository(ies) / Depository Participant(s) and whose name(s) appeared in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on Friday, September 26, 2025 ("cut-off date").

- 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 Tuesday, September 30, 2025, at 9.00 A.M. (IST) and ended on Wednesday, October 29, 2025, at 5.00 P.M. (IST). Pursuant to Rule 20 of the Companies (Management and Administration) Rules 2014, as amended, the Company had published the Newspaper advertisements in "Business Standard" (English) and in "Sakal" (Marathi) editions on Tuesday, September 30, 2025.
- G. Accordingly, the votes cast through remote e-voting were taken into account and at the end of the remote e-voting period, on Wednesday, October 29, 2025 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.
- 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 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. The Resolutions 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 resolutions whether the entity is a related party to the particular transactions or not. Accordingly, we have reconciled from the list of related parties given to us by the Company and none of the related party has voted on the said 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 on Thursday, October 30, 2025.

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

Resolution Item No. 1: Ordinary Resolution

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

Sr. No.	Category	Mode of voting	Total 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
1.	Promoter and Promoter Group	Remote e-voting through Postal Ballot	1,64,14,217	0	0.0000	0	0	0.0000	0.0000
2.	Public Institutions		46,38,573	44,44,401	95.8140	44,44,401	0	100.0000	0.0000
3.	Public Non-Institutions		19,77,832	17,544	0.8870	11,740	5,804	66.9175	33.0825
	Total		2,30,30,622	44,61,945	19.3740	44,56,141	5,804	99.8699	0.1301

Resolution Item No. 2: Ordinary Resolution

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

Sr. No.	Category	Mode of voting	Total 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
1.	Promoter and Promoter Group	Remote e-voting through Postal Ballot	1,64,14,217	0	0.0000	0	0	0.0000	0.0000
2.	Public Institutions		46,38,573	44,44,401	95.8140	44,44,401	0	100.0000	0.0000
3.	Public Non-Institutions		19,77,832	16,958	0.8574	11,154	5,804	65.7743	34.2257
	Total		2,30,30,622	44,61,359	19.3714	44,55,555	5,804	99.8699	0.1301

It is to be noted that:

1. Voting rights on the shares transferred to the 'Investor Education and Protection Fund' are frozen.
2. The votes cast does not include invalid votes, abstained votes and less voted.
3. The aforesaid resolution was passed with requisite majority.
4. 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 Master Circular No. SEBI/HO/AFD/AFD-PoD-2/P/CIR/2024/70 dated 30th May 2024 have been restricted as provided in the said Circular.

Thanking you,

Yours faithfully,

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

For Sanofi Consumer Healthcare India Limited

Omkar Dindorkar
Designated Partner
ACS No: 43029
CP No: 24580
UDIN: A043029G001694360
Date: October 30, 2025
Place: Mumbai

Nikunj Savaliya
Company Secretary & Compliance Officer
FCS No.: 7048
Date: October 30, 2025
Place: Mumbai