



November 5, 2024

To:
The Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street
Mumbai – 400001, India

Re: Open offer for acquisition of up to 59,87,962 (Fifty Nine Lakh Eighty Seven Thousand Nine Hundred And Sixty Two) fully paid up equity shares of face value of INR 10 (Indian Rupees Ten) each (“Equity Shares”), representing 26% (Twenty Six Percent) of the Voting Share Capital of Sanofi Consumer Healthcare India Limited (“Target Company”) from the Public Shareholders of the Target Company by Opal Bidco SAS (“Acquirer”) together with Clayton, Dubilier & Rice Fund XII, L.P. (“PAC”) as the person acting in concert with the Acquirer (“Open Offer” or “Offer”) pursuant to the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“Takeover Regulations”).

Dear Sir/ Madam,

Pursuant to and in compliance with Regulations 3(1), 4, 5(1) and 5(2) of the Takeovers Regulations, the Acquirer and the PAC are making an Open Offer to the Public Shareholders of the Target Company to acquire up to 59,87,962 Equity Shares. In relation to the Offer, Citigroup Global Markets India Private Limited is acting as the manager to the Offer pursuant to and in accordance with Regulation 12(1) of the Takeover Regulations.

On October 21, 2024, the public announcement in relation to the Offer dated October 21, 2024 was sent to you in accordance with Regulation 14(2) of the Takeover Regulations. Further, the detailed public statement was published in the three newspapers, namely, Financial Express, Jansatta and Navshakti on October 28, 2024 in accordance with Regulation 14(3) of the Takeover Regulations and sent to you in accordance with Regulation 14(4) of the Takeover Regulations on October 28, 2024.

Pursuant to and in accordance with Regulation 18(1) of the Takeover Regulations, please find enclosed the draft letter of offer dated November 5, 2024 with respect to the Offer (“**DLoF**”) filed with the Securities and Exchange Board of India in compliance with Regulation 16 of the Takeover Regulations.

Yours truly,
For Citigroup Global Markets India Private Limited



Varun Chokhani
Director

Enclosed: DLoF (print copy)

DRAFT LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

The Letter of Offer (*as defined below*) will be sent to you as a Public Shareholder (*as defined below*) of Sanofi Consumer Healthcare India Limited. If you require any clarifications about the action to be taken, you may consult your stock broker or investment consultant or Manager to the Offer or Registrar to the Offer (*as defined below*). In case you have recently sold your shares in the Target Company, please hand over the Letter of Offer and the accompanying Form of Acceptance-cum-Acknowledgement (*as defined below*) and transfer deed to the member of the stock exchange through whom the said sale was effected.

OPEN OFFER (“OPEN OFFER”/“OFFER”)

BY

OPAL BIDCO SAS (“ACQUIRER”)

Registered Office: 3, boulevard de Sébastopol, 75001, Paris, France

Tel: Not Available; **Fax:** Not Available

TOGETHER WITH PERSONS ACTING IN CONCERT:

CLAYTON, DUBILIER & RICE FUND XII, L.P. (“PAC”)

Registered Office: c/o Maples Corporate Services Limited, P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands

Tel: 212 407 5200; **Fax:** 212 407 5252

MAKE A CASH OFFER AT A PRICE OF INR 4,982.05 (INDIAN RUPEES FOUR THOUSAND NINE HUNDRED AND EIGHTY TWO POINT ZERO FIVE) (“OFFER PRICE”) PER FULLY PAID UP EQUITY SHARE OF INR 10 (INDIAN RUPEES TEN) EACH OF THE TARGET COMPANY (“EQUITY SHARES”) TO ACQUIRE UP TO 59,87,962 (FIFTY NINE LAKH EIGHTY SEVEN THOUSAND NINE HUNDRED AND SIXTY TWO) EQUITY SHARES (“OFFER SHARES”), REPRESENTING 26.00% (TWENTY SIX PERCENT) OF THE VOTING SHARE CAPITAL (AS DEFINED BELOW) OF THE TARGET COMPANY (“OFFER SIZE”), IN ACCORDANCE WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED (“SEBI (SAST) REGULATIONS”)

FROM THE PUBLIC SHAREHOLDERS OF

SANOFI CONSUMER HEALTHCARE INDIA LIMITED (“TARGET COMPANY”)

A public limited company incorporated under the Companies Act, 2013

Registered Office: 3rd Floor, Sanofi House, C.T.S-117-B, L&T Business Park, Saki Vihar Road, Powai, Mumbai, Mumbai, Maharashtra, India, 400072

Tel: +91 22 2803 2000; **Fax:** +91 22 2803 2939; **Website:** www.sanofi.in

NOTE:

1. This Offer is being made by the Acquirer and the PAC pursuant to Regulations 3(1), 4, 5(1), 5(2) and other applicable provisions of the SEBI (SAST) Regulations.
2. This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the SEBI (SAST) Regulations.
3. This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
4. Other than as set out in Part C (*Statutory and Other Approvals*) of Section 7 (*Terms and Conditions of the Open Offer*) as on the date of this draft letter of offer (“**DLoF**”), to the best of the knowledge of the Acquirer and/or the PAC, there are no other statutory approvals required to complete the Underlying Transaction and/or the Open Offer. If any other statutory approvals are required and/or become applicable prior to completion of the Open Offer, this Open Offer would be subject to the receipt of such approvals and the Acquirer shall make the necessary applications for such statutory approvals. Please refer to Part C (*Statutory and Other Approvals*) of Section 7 (*Terms and Conditions of the Open Offer*) for further details and the current status of such approvals.
5. Non-resident Indians (“**NRI**”), overseas corporate body (“**OCB**”) holders and other non-resident holders of the Equity Shares (including foreign portfolio investors), must obtain all requisite approvals/exemptions required to tender the Equity Shares held by them in this Offer (including without limitation the approval from the Reserve Bank of India (“**RBI**”), since the Equity Shares validly tendered in this Offer will be acquired by a non-resident entity) and submit such approvals along with the Form of Acceptance-cum-Acknowledgment and other documents required to accept this Offer. In the event such approvals are not submitted, the Acquirer and/or the PAC reserve the right to reject such Equity Shares tendered in this Offer.
6. Where any statutory or other approval extends to some but not all of the Public Shareholders, the Acquirer and the PAC shall have the option to make payment to such Public Shareholders in respect of whom no statutory or other approvals are required in order to complete this Offer.
7. Under Regulation 18(4) of the SEBI (SAST) Regulations, the Acquirer is permitted to revise the Offer Price or the Offer Size at any time prior to 1 (One) Working Day prior to commencement of the Tendering Period (*as defined below*), in which case the Acquirer shall: (i) make corresponding increases to the escrow amounts, as more particularly set out in Part 6 (*Offer Price and Financial Arrangements*), (ii) make a public announcement in the Newspapers (*as defined below*), and (iii) simultaneously with the making of such announcement, inform SEBI, the Stock Exchanges and the Target Company at its registered office of such revision. Such revised Offer Price shall be payable by the Acquirer and PAC for all the Equity Shares tendered anytime during the Open Offer.
8. The Acquirer and PAC may withdraw this Offer in accordance with the terms and conditions specified in paragraph 7.27 of Part C (*Statutory and Other Approvals*) of Section 7 (*Terms and Conditions of the Open Offer*) of this DLoF. In the event of a withdrawal of the Offer, the Acquirer and PAC (through the Manager) shall, within 2 (Two) Working Days of such withdrawal, make a public announcement, in the same Newspapers (*as defined below*) in which the DPS was published, in accordance with Regulation 23(2) of the SEBI (SAST) Regulations and such public announcement also will be sent to SEBI (*as defined below*), Stock Exchanges (*as defined below*) and the Target Company at its registered office.
9. **There has been no competing offer as of the date of this DLoF.**
10. **If there is a competing offer at any time hereafter, the public offers under all subsisting bids shall open and close on the same date.**
11. Unless otherwise stated, the information set out in this DLoF reflects the position as of the date hereof.
12. A copy of the PA (*as defined below*), DPS, DLoF and the Letter of Offer (*as defined below*) (including the Form of Acceptance-cum-Acknowledgement) will also be available on the website of Securities and Exchange Board of India (“**SEBI**”) at www.sebi.gov.in.

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
Citigroup Global Markets India Private Limited 1202, 12th Floor, First International Financial Centre, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400098 Tel: +91-22-61759999	Link Intime India Private Limited Address: C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400 083, Maharashtra, India Tel: +91 810 811 4949

<p>Fax: +91-22-61759898 Website: https://www.online.citibank.co.in/rhtm/citigroupglobalscreen1.htm Contact Person: Jitesh Agarwal Email: sanoficonsumer.openoffer@citi.com SEBI Registration Number: INM000010718</p>	<p>Fax: +91 22 4918 6060 Website: www.linkintime.co.in Contact Person: Pradnya Karanjekar Email: sanoficonsumer.offer@linkintime.co.in SEBI Registration Number: INR000004058</p>
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TENTATIVE SCHEDULE OF MAJOR ACTIVITIES RELATING TO THE OPEN OFFER

S.No.	Activity	Schedule of Activities (Day and Date)**
(a)	Date of Public Announcement	Monday, October 21, 2024
(b)	Date of publication of the Detailed Public Statement in Newspapers	Monday, October 28, 2024
(c)	Last date for filing of the DLoF with SEBI	Tuesday, November 5, 2024
(d)	Last date for the public announcement of competing offer(s)	Wednesday, November 20, 2024
(e)	Last date for SEBI observations on the DLoF (in the event SEBI has not sought clarifications or additional information from the Manager)	Wednesday, November 27, 2024
(f)	Identified Date* for determining shareholders to whom Letter of Offer shall be sent	Friday, November 29, 2024
(g)	Last date for dispatch of the Letter of Offer to the Public Shareholders of the Target Company whose names appear on the register of members on the Identified Date	Friday, December 6, 2024
(h)	Last date by which the committee of the independent directors of the Target Company shall give its recommendation to the Public Shareholders of the Target Company for this Offer	Wednesday, December 11, 2024
(i)	Last date for the upward revision of the Offer Price/Offer Size	Wednesday, December 11, 2024
(j)	Date of publication of Offer opening public announcement in the Newspapers in which this DPS has been published	Thursday, December 12, 2024
(k)	Date of commencement of the Tendering Period (“Offer Opening Date”)	Friday, December 13, 2024
(l)	Date of expiry of the Tendering Period (“Offer Closing Date”)	Friday, December 27, 2024
(m)	Last date of communicating the rejection/acceptance and completion of payment of consideration or release of Offer Shares to the Public Shareholders	Friday, January 10, 2025
(n)	Last date for publication of post-Offer public announcement in the Newspapers	Friday, January 17, 2025
(o)	Last date for filing of the post Offer report with SEBI	Friday, January 17, 2025

* Date falling on the 10th (Tenth) Working Day prior to the commencement of the Tendering Period. The Identified Date is only for the purpose of determining the Public Shareholders to whom the Letter of Offer would be sent. All the Public Shareholders (registered or unregistered) are eligible to participate in this Offer at any time prior to the closure of the Tendering Period.

** The above timelines are indicative (prepared on the basis of timelines provided under the SEBI (SAST) Regulations) and are subject to receipt of relevant approvals from various statutory/regulatory authorities and may have to be revised accordingly. Further, the schedule of activities mentioned above is tentative and based on the assumption that SEBI’s comments to the DLoF will be received by November 27, 2024. Accordingly, the dates for the abovementioned activities, wherever mentioned in this DLoF (including where used to define terms in the “Key Definitions” section), are subject to change.

RISK FACTORS

The risk factors set forth below are limited to this Offer, the Underlying Transaction, the Acquirer and the PAC, and are not in relation to the present or future business operations of the Target Company or other related matters. These are neither exhaustive nor intended to constitute a complete analysis of all the risks involved in the participation by Public Shareholders in this Offer, or in association with the Acquirer and the PAC, but are merely indicative in nature. Public Shareholders are advised to consult their stockbrokers, investment consultants and/or tax advisors, for understanding and analysing all risks associated with respect to their participation in this Offer.

For capitalised terms used herein please refer to the section on Key Definitions set out below.

A. Risks relating to the Offer and the Underlying Transaction:

1. The Open Offer is an open offer under the SEBI (SAST) Regulations to acquire up to 59,87,962 (Fifty Nine Lakh Eighty Seven Thousand Nine Hundred and Sixty Two) Equity Shares representing 26.00% (Twenty Six Percent) of the Voting Share Capital, from the Public Shareholders. If the number of Equity Shares validly tendered by the Public Shareholders under this Open Offer is more than the Offer Size, then the Offer Shares validly tendered by the Public Shareholders will be accepted on a proportionate basis, subject to acquisition of a maximum of 59,87,962 (Fifty Nine Lakh Eighty Seven Thousand Nine Hundred and Sixty Two) Equity Shares, representing 26.00% (Twenty Six Percent) of the Voting Share Capital. Accordingly, there is no assurance that all the Equity Shares tendered by the Public Shareholders in the Open Offer will be accepted. The unaccepted Equity Shares tendered by the Public Shareholders shall be released in accordance with the schedule of activities for the Open Offer.
2. The consummation of the Underlying Transaction and the Open Offer is subject to the receipt of all Required Statutory Approvals and completion of conditions set out in paragraph 3.1.6(b) (*Summary of the Underlying Transaction*) before October 21, 2025. In the event that either: (a) the conditions set out in paragraph 3.1.6(b) (*Summary of the Underlying Transaction*) are not completed for reasons outside the reasonable control of the Acquirer, and/or (b) any of the Required Statutory Approvals or any other statutory approvals required for the Underlying Transaction and/or the Open Offer are not obtained before October 21, 2025 or are finally refused; (c) there is any litigation leading to a stay/injunction on the Open Offer or that restricts/restrains the Acquirer or the PAC from performing their obligations hereunder; or (d) SEBI instructs the Acquirer/PAC to not proceed with the Open Offer, then the Open Offer process may be delayed beyond the schedule of activities indicated in this DLoF or may be withdrawn in terms of Regulation 23 of the SEBI (SAST) Regulations.
3. In case of delay in receipt of any Required Statutory Approvals, or any other statutory approval that may be required, SEBI has the power to grant an extension of time to the Acquirer for making payment of the consideration to the Public Shareholders whose Offer Shares have been accepted in the Open Offer, subject to such terms and conditions as may be specified by SEBI, including payment of interest, if any, in accordance with the SEBI (SAST) Regulations. Where any statutory approval extends to some but not all of the Public Shareholders, the Acquirer shall have the option to make payment to such Public Shareholders in respect of whom no statutory approvals are required in order to complete this Open Offer. As on the date of this DLoF, to the best of the knowledge of the Acquirer and the PAC, except for the Required Statutory Approvals, there are no other statutory approvals required to complete the Underlying Transaction and/or the Open Offer. However, if any other statutory or governmental approval(s) are required or become applicable at a later date before closure of the Tendering Period, this Open Offer shall be subject to such statutory approvals and the Acquirer and/or PAC shall make the necessary applications for such statutory approvals and the Underlying Transaction and the Open Offer would also be subject to such other statutory or other

governmental approval(s) and the Acquirer shall make the necessary applications for such other approvals. The applications for the Required Statutory Approvals are in the process of being filed in accordance with the requirements of applicable laws.

4. All Public Shareholders (including resident or non-resident shareholders) must obtain all approvals required, if any, to tender the Offer Shares (including without limitation, the approval from the Reserve Bank of India) held by them, in the Offer and submit such approvals, along with the other documents required to accept this Offer. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered in this Open Offer. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered in this Offer. Further, if the holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs, FIIs or FPIs) had required any approvals (including from the Reserve Bank of India, or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Offer Shares held by them, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Offer Shares.
5. The Public Shareholders should note that under the SEBI (SAST) Regulations, once the Public Shareholders have tendered their Equity Shares in the Open Offer, they will not be able to withdraw their Equity Shares from the Open Offer even in the event of a delay in the acceptance of the Equity Shares under the Open Offer and/or the payment of consideration. A lien shall be marked against the Equity Shares tendered in the Open Offer by the Public Shareholders until the completion of the formalities of this Open Offer and the Public Shareholders who have tendered their Equity Shares will not be able to trade in such Equity Shares during such period, even if the acceptance of the Equity Shares in this Open Offer and/or payment of consideration are delayed. Further, during such period, there could be fluctuations in the market price of the Equity Shares that may adversely impact the Public Shareholders who have tendered their Equity Shares in this Open Offer. Accordingly, neither the Acquirer, the PAC nor the Manager to the Offer make any assurance with respect to the market price of the Equity Shares and disclaim any responsibility with respect to any decision by any Public Shareholder on whether or not to participate in the Open Offer. It is understood that the Public Shareholders will be solely responsible for their decisions regarding their participation in this Open Offer.
6. It should be noted that the Acquirer and PAC are not persons resident in India under applicable Indian foreign exchange control regulations. If for any reason, the Acquirer does not acquire control over the Target Company prior to the date of acquisition of Equity Shares pursuant to the Offer, the mechanism for acquisition of Equity Shares of the Target Company through stock exchange in terms of SEBI circular CIR/CFD/POLICYCELL/2015 dated April 13, 2015 (“**SEBI Circular**”) and SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 will not be available for this Offer due to the restrictions under NDI Rules and other applicable laws. Therefore, in such case, the Acquirer will acquire the Equity Shares tendered by the Public Shareholders under the Open Offer, in accordance with the ‘tender offer method’ as prescribed by the SEBI Circular. Accordingly, the Public Shareholders whose Equity Shares have been validly tendered and accepted may be subject to applicable capital gains tax, however, securities transaction tax will not be applicable. The Public Shareholders are advised to consult their respective tax advisors for assessing the tax liability pursuant to this Open Offer, or in respect of other aspects such as the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take. Further the Acquirer may be obligated to deduct applicable tax at source at appropriate rates as per the IT Act on payment of consideration to the Public Shareholders. The Acquirer, the PAC and the Manager to the Offer do not accept any responsibility in this regard, including for the accuracy or otherwise of the tax provisions set forth in this DLoF. The Public Shareholders are advised to consult their respective tax advisors for assessing the tax liability pursuant to this Open Offer, or in respect of other aspects such as the treatment

that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take. The Acquirer, the PAC and the Manager to the Offer do not accept any responsibility in this regard, including for the accuracy or otherwise of the tax provisions set forth in this DLoF.

7. The information pertaining to the Target Company contained in the PA or DPS, or this DLoF or any other advertisement/publications made in connection with the Open Offer has been compiled from information published or provided by the Target Company, or from publicly available sources. The Acquirer, the PAC and the Manager to the Offer do not accept any responsibility with respect to any misstatement made by the Target Company in relation to such information.
8. This DLoF has not been filed, registered or approved in any jurisdiction outside India. Recipients of this DLoF residing in jurisdictions outside India should inform themselves of and observe any applicable legal requirements. This Open Offer is not directed towards any person or entity in any jurisdiction or country where the same would be contrary to the applicable laws or regulations or would subject the Acquirer, PAC or the Manager to the Offer to any new or additional registration requirements. This DLoF does not in any way constitute an offer to purchase or an invitation to sell, any securities in any jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation. This is not an offer for sale, or a solicitation of an offer to buy in, any foreign jurisdictions covered under the 'General Disclaimer' clause in Section 2 (*Disclaimer Clause*) of this DLoF and cannot be accepted by any means or instrumentality from within any such foreign jurisdictions.
9. The Open Offer is being made for securities of an Indian company and Public Shareholders of the Target Company in the U.S. should be aware that this DLoF and any other documents relating to the Open Offer have been or will be prepared in accordance with Indian procedural and disclosure requirements, including requirements regarding the offer timetable and timing of payments, all of which may differ from those in the United States. Any financial information included in this DLoF or in any other documents relating to the Open Offer, has been or will be prepared in accordance with non-U.S. accounting standards that may not be comparable to financial statements of companies in the U.S. or other companies whose financial statements are prepared in accordance with the U.S. generally accepted accounting principles.
10. The receipt of cash pursuant to the Open Offer by a Public Shareholder of the Target Company may be a taxable transaction for the U.S. federal income tax purposes and under the applicable U.S. state and local, as well as foreign and other, tax laws. Each Public Shareholder of the Target Company is urged to consult such Public Shareholder's independent professional adviser immediately regarding the tax consequences of accepting the Open Offer.
11. Neither the U.S. Securities Exchange Commission nor any U.S. state securities commission has approved or disapproved the Open Offer or passed any comment upon the adequacy or completeness of this DLoF. Any representation to the contrary is a criminal offence in the U.S. It is expected that the Open Offer will be subject to a Tier I exemption pursuant to Rule 14d-1(c) of the U.S. Securities Exchange Act of 1934, as amended.
12. The information contained in this DLoF is as of the date of this DLoF unless expressly stated otherwise. The Acquirer, the PAC and the Manager are under no obligation to update the information contained herein at any time after the date of this DLoF.
13. This Open Offer is subject to completion risks as would be applicable to similar transactions.

14. Any person placing reliance on any source of information other than the PA, the DPS, and this DLoF, any other advertisement or materials issued by or on behalf of the Acquirer and the PAC, will be doing so at its own risk. The Acquirer, the PAC and the Manager to the Offer accept no responsibility for statements made in connection with this Offer, other than those they expressly take responsibility for in the PA, the DPS, and this DLoF, or in any advertisement or other materials issued by or on behalf of the Acquirer and the PAC pertaining to the Offer.

B. Risks relating to the Acquirer and PAC:

1. Neither the Acquirer, nor the PAC nor the Manager to the Offer make any assurance with respect to the financial performance of the Target Company or the continuance of past trends in the financial performance or future performance of the Target Company nor do they make any assurance with respect to the market price of the Equity Shares of the Target Company, before, during or after the Open Offer. Each of the Acquirer, the PAC and the Manager to the Offer expressly disclaim any responsibility or obligation of any kind (except as required under applicable law) with respect to any decision by any Public Shareholder on whether to participate or not in this Open Offer.
2. The Acquirer and the PAC make no assurance with respect to their investment or divestment decisions relating to their proposed shareholding in the Target Company.
3. Neither the Acquirer nor the PAC nor the Manager nor the Registrar to the Offer accept any responsibility for any loss of documents during transit (including but not limited to Open Offer acceptance forms, copies of delivery instruction slips, etc.), and Public Shareholders are advised to adequately safeguard their interest in this regard.
4. As per Regulation 38 of SEBI (LODR) Regulations read with Rules 19(2) and 19A of the SCRR, the Target Company is required to maintain at least 25.00% (Twenty Five Percent) public shareholding as determined in accordance with SCRR, on a continuous basis for listing. As a result of completion of this Open Offer, the public shareholding in the Target Company may fall below such minimum public shareholding requirement. Any failure to comply with the conditions of the SCRR and the SEBI (LODR) Regulations could have an adverse effect on the price and tradability of the Equity Shares.

C. Currency of presentation:

In this DLoF, any discrepancy in any table between the total and sums of the amounts listed are due to rounding off and/or regrouping.

In this DLoF, all references to: (i) “INR” or “Rs.” or “Rupees” or “₹” are references to the Indian Rupees, and (ii) “US\$” or “USD” are references to United States Dollar(s).

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1. KEY DEFINITIONS

Acquirer	Opal Bidco SAS.
Announcement	Announcement by Sanofi and the CD&R Group dated October 21, 2024 regarding entering into exclusive negotiations for the potential sale and purchase of the entire share capital and voting rights in Opella Healthcare SAS.
BSE	BSE Limited.
CD&R Group	Each of (i) Clayton, Dubilier & Rice LLC; (ii) the private equity funds managed by Clayton, Dubilier & Rice LLC; and (iii) each of their respective affiliates.
Clearing Corporation	NSE Clearing Limited (National Clearing) formerly known as National Securities Clearing Corporation Limited (NSCCL) for NSE and Indian Clearing Corporation Limited (ICCL) for the BSE.
Depositories	Central Depository Services Limited and National Securities Depository Limited.
DLoF/Draft Letter of Offer	Draft letter of offer dated November 5, 2024.
DPS/Detailed Public Statement	Detailed public statement dated October 28, 2024, which was published in the Newspapers on behalf of the Acquirer and the PAC, in compliance with the SEBI (SAST) Regulations.
Equity Shares	Fully paid-up equity shares of the Target Company, having face value of INR 10 (Indian Rupees Ten) each.
Escrow Account	The account under the name and title of “Opal Bidco – Open Offer Escrow” opened with the Escrow Agent in accordance with Regulation 17 of the SEBI (SAST) Regulations.
Escrow Agent	Citibank N.A., a banking company incorporated under the laws of India and having an office at 09th Floor, First International Financial Centre, C-54 & 55, G Block, Bandra Kurla Complex, Bandra – East, Mumbai – 400 098, India.
Escrow Agreement	Escrow Agreement dated October 16, 2024 entered into by the Acquirer with the Escrow Agent and the Manager.
Escrow Amount	INR 380,78,97,119 (Indian Rupees Three Hundred Eighty Crore Seventy Eight Lakh Ninety Seven Thousand One Hundred and Nineteen), deposited by the Acquirer in the Escrow Account.
Form of Acceptance-cum-Acknowledgement	Form of Acceptance-cum-Acknowledgement, which shall be included with the Letter of Offer.
FIIs	Erstwhile Foreign Institutional Investor(s), as defined under Regulation 2(1)(f) of the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended.
FPIs	Foreign Portfolio Investor(s), as defined under Regulation 2(1)(j) of the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended.
Identified Date	10 th (Tenth) Working Day prior to commencement of the Tendering Period for the purpose of determining the Public Shareholders to whom the Letter of Offer shall be sent.
Letter of Offer/LoF	Letter of offer in connection with the Offer, duly incorporating SEBI’s comments on this DLoF including the Form of Acceptance-cum-Acknowledgement which shall be dispatched to the Public Shareholders of the Target Company.
Manager/Manager to the Offer	Citigroup Global Markets India Private Limited.
Maximum Consideration	INR 29,83,23,26,082.10 (Indian Rupees Two Thousand Nine Hundred Eighty Three Crore Twenty Three Lakh Twenty Six Thousand and Eighty Two Point One Zero), being the total consideration for the Offer Size at the Offer Price, assuming full acceptance of the Offer.
NSE	National Stock Exchange of India Limited.

NDI Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019 read with the Consolidated FDI Policy (effective from October 15, 2020) issued by the Department for Promotion of Industry and Internal Trade Ministry of Commerce and Industry, Government of India, as amended from time to time.
Newspapers	(i) All editions of The Financial Express (English); (ii) All editions of Jansatta (Hindi); and (iii) Mumbai edition of Navshakti (Marathi), being the newspapers wherein the DPS was published on behalf of the Acquirer and the PAC on October 28, 2024.
NRI	Non-resident Indian.
OCB	Overseas Corporate Body as defined in Foreign Exchange Management (Deposit) Regulations, 2000.
Offer/Open Offer	The Offer being made by the Acquirer and the PAC for acquisition of up to 59,87,962 (Fifty Nine Lakh Eighty Seven Thousand Nine Hundred Sixty Two) Equity Shares, constituting 26.00% (Twenty Six Percent) of the Voting Share Capital of the Target Company.
Offer Period	As defined under the SEBI (SAST) Regulations.
Offer Price	Price of INR 4,982.05 (Indian Rupees Four Thousand Nine Hundred and Eighty Two Point Zero Five) per Equity Share determined in terms of Regulation 8 of the SEBI (SAST) Regulations.
Offer Shares	59,87,962 (Fifty Nine Lakh Eighty Seven Thousand Nine Hundred Sixty Two) Equity Shares of the Target Company.
Offer Size	59,87,962 (Fifty Nine Lakh Eighty Seven Thousand Nine Hundred Sixty Two) Equity Shares, constituting 26.00% (Twenty Six Percent) of the Voting Share Capital of the Target Company.
PA/Public Announcement	The public announcement dated October 21, 2024 issued by the Manager on behalf of the Acquirer and the PAC, in connection with the Open Offer.
PAC	Clayton, Dubilier & Rice Fund XII, L.P.
Public Shareholders	All the public shareholders of the Target Company, and for the avoidance of doubt, excluding the members of the promoter and promoter group of the Target Company, the Acquirer, the PAC, parties to the Underlying Transaction and any persons acting or deemed to be acting in concert with any of them, as at the time of the Offer.
RBI	Reserve Bank of India.
Required Statutory Approvals	(i) An approval from the Department of Pharmaceuticals having been granted pursuant to the NDI Rules for foreign investment exceeding 74% (Seventy Four Percent) of the Voting Share Capital in the Target Company; (ii) Clearances, consents, or approvals having been granted by the relevant merger control authorities in the Relevant Competition Jurisdictions, in respect of the Underlying Transaction and the Open Offer, or the expiry of the applicable waiting periods (and any extensions thereof) or the termination of reviews by the relevant merger control authorities, or the relevant merger control authorities having not taken jurisdiction, in each case under relevant merger control laws. For this purpose, the term “ Relevant Competition Jurisdictions ” shall mean the European Union, the United States, China, COMESA, Egypt, Mexico, Morocco, Saudi Arabia, South Africa, South Korea, Turkey and Ukraine; (iii) Clearances, consents, or approvals having been granted by the relevant foreign direct investment screening authorities in the Relevant FDI Jurisdictions, in respect of the Underlying Transaction and the Open Offer, or the expiry of the applicable waiting periods (and any extensions thereof) without a relevant foreign direct investment

	<p>screening authority objecting to the Underlying Transaction (to the extent, where applicable, where such absence of objection is under applicable laws construed as an authorization) or the termination of reviews by the relevant foreign direct investment screening authorities, or the relevant foreign direct investment screening authorities having not taken jurisdiction, in each case under relevant foreign direct investment laws. For this purpose, “Relevant FDI Jurisdictions” shall mean Austria, Belgium, France, Germany, Italy, Spain and Romania; and</p> <p>(iv) Clearance from the European Commission under Regulation (EU) 2022/2560 of the European Parliament and of the Council on Foreign Subsidies distorting the internal market (FSR).</p>
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended.
SEBI	Securities and Exchange Board of India.
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended.
SEBI (LODR) Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent amendments thereof.
SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereof.
Stock Exchanges	Collectively refers to BSE and NSE.
Target Company	Sanofi Consumer Healthcare India Limited.
Tendering Period	The 10 (Ten) Working Days period from December 13, 2024 (Friday) to December 27, 2024 (Friday) (both days inclusive) within which the Public Shareholders may tender their Equity Shares in acceptance of the Open Offer.
Transaction	Collectively refers to the Underlying Transaction and the Open Offer.
Underlying Transaction	As has been defined in Section 3.1 (<i>Background to the Open Offer</i>) of this DLoF.
U.S.	United States of America.
Voting Share Capital	The fully diluted voting equity share capital of the Target Company as of the 10 th (Tenth) working day from the closure of the Tendering Period for the Offer.
Working Day	As defined under the SEBI (SAST) Regulations.

Note: All capitalized terms used in the Draft Letter of Offer, but not otherwise defined herein, shall have the meanings ascribed to the terms in the SEBI (SAST) Regulations.

2. **DISCLAIMER CLAUSE**

IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF THE DLOF WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DLOF HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF SANOFI CONSUMER HEALTHCARE INDIA LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER, PAC OR THE TARGET COMPANY WHOSE SHARES/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ACQUIRER AND PAC ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ACQUIRER AND PAC DULY DISCHARGE THEIR RESPONSIBILITY ADEQUATELY IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER, CITIGROUP GLOBAL MARKETS INDIA PRIVATE LIMITED, HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED NOVEMBER 5, 2024 TO SEBI IN ACCORDANCE WITH THE SEBI (SAST) REGULATIONS AND SUBSEQUENT AMENDMENT(S) THEREOF. THE FILING OF THE DRAFT LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER AND PAC FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAYBE REQUIRED FOR THE PURPOSE OF THE OFFER.

General Disclaimer

The DLoF, the Letter of Offer, the Detailed Public Statement and the Public Announcement in connection with the Offer, have been prepared for the purposes of compliance with the SEBI (SAST) Regulations. Accordingly, the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside of India. Neither the publication of the Public Announcement, the Detailed Public Statement, the DLoF nor the delivery of the Letter of Offer, and/or any other advertisement/publications made or delivered in connection with the Offer, under any circumstances, create any implication that there has been no change in the affairs of the Target Company, the Acquirer, the PAC and any persons deemed to be acting in concert with the Acquirer, since the date hereof or that the information contained herein is correct as at any time subsequent to this date. It is not to be implied that the Acquirer, the PAC, or any persons acting in concert with the Acquirer, are under any obligation to update the information contained herein at any time after this date. No action has been or will be taken to permit this Offer in any jurisdiction where action would be required for that purpose. The Letter of Offer shall be dispatched to all Public Shareholders whose name appears on the register of members of the Target Company, at their stated address, as of the Identified Date and who have registered their email ids with the Depositories and/or the Target Company. However, receipt of the Letter of Offer by any shareholder in a jurisdiction in which it would be illegal to make this Offer, or where making this Offer would require any action to be taken (including, but not restricted to, registration of the Public Announcement, the Detailed Public Statement, the DLoF and/or the Letter of Offer under any local securities laws), shall not be treated by such Public Shareholder as an offer being made to them and shall be construed by them as being sent for information purposes only. Recipients of this Draft Letter of Offer resident in jurisdictions outside India should inform themselves of and observe any applicable legal requirements. This Draft Letter of Offer does

not in any way constitute an offer to purchase or an invitation to sell, any securities in any jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation.

Persons in possession of the Public Announcement, the Detailed Public Statement, the DLoF and/or the Letter of Offer are required to inform themselves of any relevant restrictions. Any Public Shareholder who tenders his, her or its Equity Shares in this Offer shall be deemed to have declared, represented, warranted and agreed that he, she or it is authorized under the provisions of any applicable local laws, rules, regulations and statutes to participate in this Offer.

3. BACKGROUND AND DETAILS OF THE OPEN OFFER

3.1. BACKGROUND TO THE OPEN OFFER

- 3.1.1. This Offer is a mandatory open offer made by the Acquirer and the PAC in terms of Regulation 3(1), Regulation 4, Regulation 5(1) and Regulation 5(2) read with other applicable regulations of the SEBI (SAST) Regulations. The Underlying Transaction is a deemed direct acquisition meeting the thresholds specified under Regulation 5(2) of the SEBI (SAST) Regulations.
- 3.1.2. Upon completion of the Underlying Transaction, the Acquirer would indirectly acquire the right to direct the exercise of: (a) 60.40% (Sixty Point Four Zero Percent) of the voting rights of the Target Company; and (b) consequently, voting control over the Target Company, resulting in a deemed direct acquisition (being an indirect acquisition meeting the thresholds specified in Regulation 5(2) of the SEBI (SAST) Regulations). The Acquirer and the PAC do not hold any shares in the Target Company as of the date of this DLoF. Upon completion of the Underlying Transaction, the Acquirer would be indirectly owned by each of the CD&R Group and the Sanofi group (i.e. the current promoter group of the Target Company) and the CD&R Group would have the ultimate indirect voting control of the Target Company.
- 3.1.3. The Acquirer and the PAC are making this Offer to all the Public Shareholders of the Target Company, to acquire up to 59,87,962 (Fifty Nine Lakh Eighty Seven Thousand Nine Hundred and Sixty Two) Equity Shares (“**Offer Shares**”), constituting 26% (Twenty Six Percent) (“**Offer Size**”) of the fully diluted voting equity share capital of the Target Company (as of the 10th (Tenth) Working Day from the closure of the Tendering Period for the Offer) (“**Voting Share Capital**”), subject to the receipt of all applicable statutory approval(s) for the Underlying Transaction and the Open Offer, including the Required Statutory Approvals, and subject to the terms and conditions set out in the PA, the DPS, and the Letter of Offer that will be dispatched to the Public Shareholders in accordance with the provisions of the SEBI (SAST) Regulations.
- 3.1.4. The Offer Shares represent 26% (Twenty Six Percent) of the total Voting Share Capital of the Target Company. The Voting Share Capital has been calculated based on publicly available data.
- 3.1.5. The Offer is made at a price of INR 4,982.05 (Indian Rupees Four Thousand Nine Hundred and Eighty Two Point Zero Five) per Offer Share (“**Offer Price**”), aggregating to a total consideration of up to INR 29,83,23,26,082.10 (Indian Rupees Two Thousand Nine Hundred Eighty Three Crore Twenty Three Lakh Twenty Six Thousand and Eighty Two Point One Zero) assuming full acceptance (“**Maximum Consideration**”), calculated in accordance with Regulation 8 of the SEBI (SAST) Regulations. The Offer Price will be payable in cash by the Acquirer in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations and the terms and conditions mentioned in the PA, the DPS and the Letter of Offer.

3.1.6. Summary of the Underlying Transaction

- (a) On October 21, 2024, Sanofi (“**Sanofi**”) and the CD&R Group announced that they had entered into exclusive negotiations for the potential sale and purchase of the entire share capital and voting rights in Opella Healthcare SAS (“**Opella**”) (the “**Announcement**”) based on a binding and fully financed offer from the CD&R Group to acquire the entire share capital and voting rights in Opella.
- (b) Sanofi entered into an exclusive agreement with the Acquirer which gives Sanofi the right, but not the obligation, to transfer the share capital and voting rights in Opella to the Acquirer (by way of an acquisition or a contribution in kind) in accordance with and subject to the terms and conditions of a sale and purchase agreement (the “**Agreement**”) (the “**Underlying Transaction**”). The execution of the Agreement and the ability of Sanofi to complete the transfer is subject to the completion of works council information and consultation processes in various jurisdictions, as well as Sanofi’s decision to exercise its option to proceed with the Underlying Transaction. Upon the execution of the Agreement, the aforesaid exclusive agreement would terminate and the Underlying Transaction would be subject to the terms and conditions of such Agreement. The completion of the Underlying Transaction would be subject to receiving Required Statutory Approvals before October 21, 2025.
- (c) The closing of the Underlying Transaction would occur on the later of: (i) April 30, 2025; and (ii) the last business day of the month in which the last of the Required Statutory Approvals have been obtained (and if such date falls less than 12 (Twelve) business days before the last calendar day of that month, on the last business day of the following month), or on such other date as may be agreed in writing between the parties. Upon completion of the Underlying Transaction, the Acquirer would be indirectly owned by each of the CD&R Group and the Sanofi group (i.e. the current promoter group of the Target Company). Furthermore, upon completion of the Underlying Transaction the Acquirer would indirectly acquire the right to direct the exercise of: (a) 60.40% (Sixty Point Four Zero Percent) of the voting rights of the Target Company; and (b) consequently, voting control over the Target Company. Accordingly, this Offer is being made to the Public Shareholders under Regulations 3(1), 4, 5(1), 5(2) and other applicable provisions of the SEBI (SAST) Regulations.
- (d) Object and purpose of Offer and future plans: Sanofi and the CD&R Group plan to join forces to fuel Opella’s ambitions as a French-headquartered, global consumer healthcare champion. This new step in Opella’s journey paves the way for the creation of a new, standalone leader in consumer healthcare, while supporting Sanofi’s strategy and increased focus on innovative medicines and vaccines. Together, the CD&R Group and Sanofi are willing to support Opella’s growth strategy as a pure-play, global, and fast-moving consumer healthcare company.
- (e) A tabular summary of the Underlying Transaction is set out below:

Details of underlying transaction						
Type of transaction (direct/indirect)	Mode of transaction (agreement/allotment/market purchase)	Shares/Voting rights acquired/proposed to be acquired		Total consideration for shares/voting rights (VR) acquired	Mode of payment (cash/securities)	Regulation which has triggered
		Number	% vis a vis total equity / voting capital			

				(Rs. in Crores)		
Indirect acquisition, which will be regarded as a deemed direct acquisition under Regulation 5(2) of the SEBI (SAST) Regulations.	Underlying Transaction, as mentioned in 3.1 above.	Indirect acquisition of 1,39,09,587 Equity Shares of the Target Company.*	Indirect acquisition of 60.40% of the Voting Share Capital.*	Not applicable.	Not applicable.	Regulations 3(1), 4, 5(1) and 5(2) of the SEBI (SAST) Regulations.

* As per the disclosure to the Stock Exchanges dated October 3, 2024, made under Regulation 10(5) of the SEBI (SAST) Regulations, Opella Healthcare Participations BV (a group company of Sanofi, “OHP”) proposed to acquire: (i) 1,39,04,722 Equity Shares of the Target Company from Hoechst GmbH, and (ii) 4,865 Equity Shares of the Target Company from Sanofi (together, existing promoters of the Target Company). The acquisition was proposed to be undertaken in one or more tranches. Following the disclosure, as per the disclosure to the Stock Exchanges on October 11, 2024, made under Regulation 10(6) of the SEBI (SAST) Regulations, OHP acquired 1,39,04,722 Equity Shares of the Target Company (representing 60.37% of the Voting Share Capital of the Target Company) from Hoechst GmbH on October 10, 2024. As on the date of the Public Announcement, the proposed acquisition by OHP of 4,865 Equity Shares of the Target Company (representing 0.02% of the Voting Share Capital) held by Sanofi was yet to be completed. As per the disclosure to the Stock Exchanges dated October 25, 2024 made under Regulation 10(6) of the SEBI (SAST) Regulations, as of the date of this DLOF, OHP has completed such acquisition of 4,865 Equity Shares of the Target Company from Sanofi on October 25, 2024.

- (f) **Mode of payment of consideration:** The Offer Price will be payable in cash by the Acquirer in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations and the terms and conditions mentioned in the PA, the DPS and the LoF.
- (g) **The salient features of the Agreement (which will only be executed and become effective if Sanofi exercises its right under the exclusive agreement described in paragraph 3.1.6(b) above) are set out below:**
- (i) **Structure:** pursuant to the Agreement, Sanofi, shall procure the sale or contribution of the entire share capital of Opella to the Acquirer. Upon completion of the Underlying Transaction, the Acquirer would be indirectly owned by each of the CD&R Group and the Sanofi group (i.e. the current promoter group of the Target Company). Pursuant to the Agreement, the shares in Opella shall be purchased or received free from encumbrances with all rights then attaching to them.
- (ii) **Consideration and Purchase Price:** the portion of the total consideration for the Underlying Transaction attributable to the shares in the Target Company held by the Opella group is Rs. INR 69,298,257,913.35 (i.e. Rs. INR 4,982.05 per share of the Target Company).
- (iii) **Regulatory Conditions Precedent:** each of the Required Statutory Approvals having been obtained prior to October 21, 2025 (i.e. the long stop date).
- (iv) **Closing Date:** closing shall take place on the later of (i) April 30, 2025; and (ii) the last business day of the month in which the last of the Required Statutory Approvals have been obtained (unless such

date falls less than 12 (Twelve) business days before the last calendar day of that month, in which case the closing date will be the last business day of the following month); or such other date as may be agreed in writing between Sanofi and the Acquirer.

- (v) *Purchaser contractual protections - Representations and Warranties*: Sanofi shall make certain representations and warranties which are customary for transactions such as the Underlying Transaction.
- (vi) *Post-Closing Covenants*: each of the Acquirer and Sanofi shall grant to the other party customary non-solicit and non-disparagement undertakings which are customary for transactions such as the Underlying Transaction.
- (vii) *Governing Law*: the Agreement and any non-contractual obligations arising out of or in connection with it shall be governed by, and interpreted in accordance with, the laws of France.

3.1.7. The current and proposed shareholding (post-Offer) of the Acquirer and the PAC in the Target Company and the details of the acquisition are as follows:

Details		Acquirer		PAC
	No. of Equity Shares	%	No. of Equity Shares	%
Shareholding as on the PA date	Nil	Nil	Nil	Nil
Shares acquired between the PA date and the DPS date and the date of this DLoF	Nil	Nil	Nil	Nil
Post-Offer shareholding (on a diluted basis as of the 10 th Working Day after the closure of the tendering period)*	59,87,962	26%	Nil	Nil
Post-Offer shareholding (on a diluted basis as of the 10 th Working Day after the closure of the tendering period)**	Nil	Nil	Nil	Nil

* Assuming full acceptance in the Offer

** Assuming no Equity Shares were tendered in the Offer

Notes: (1) The Underlying Transaction does not involve any direct acquisition of Equity Shares of the Target Company. Upon completion of the Underlying Transaction, the Acquirer would indirectly acquire the right to direct the exercise: (a) 60.40% (Sixty Point Four Zero Percent) of the voting rights of the Target Company; and (b) consequently, voting control over the Target Company.

(2) In the event the shareholding of the promoter and promoter group in the Target Company, after completion of the Underlying Transaction and the Offer, exceeds 75% (Seventy Five Percent) of the Voting Share Capital of the Target Company, the Acquirer will ensure compliance with the minimum public shareholding requirements in such manner and timelines as prescribed under applicable law.

- 3.1.8. The Acquirer, its directors and the PAC and its general partner do not hold any Equity Shares of the Target Company as on the date of the DLoF.
- 3.1.9. Pursuant to entry into the Agreement, consummation of the Underlying Transaction and the Offer, the Acquirer shall acquire indirect voting control over the Target Company and the Acquirer shall be classified as a member of ‘promoter group’ or as a ‘promoter’ of the Target Company, including in accordance with the provisions of the SEBI (LODR) Regulations. Upon consummation of the Underlying Transaction and/or the Open Offer, the Acquirer reserves the right to propose its nominees to be appointed as directors on the board of directors of the Target Company, to the extent permitted under applicable laws.
- 3.1.10. As of the date of this DLoF, the Acquirer and the PAC do not have any nominee directors or representatives on the board of directors of the Target Company. There may be changes in the composition of the board of directors of the Target Company prior to or after the completion of Offer, in accordance with applicable laws (including without limitation, the Companies Act, 2013, the SEBI (LODR) Regulations and Regulation 24 of the SEBI (SAST) Regulations).
- 3.1.11. In terms of Regulation 16(1) of the SEBI (SAST) Regulations, this DLoF is being issued within 5 (Five) Working Days from the date of the DPS.
- 3.1.12. As per Regulation 26(6) of the SEBI (SAST) Regulations, the Board of Directors of the Target Company is required to, upon receipt of the DPS, constitute a committee of independent directors to provide its written reasoned recommendations on the Open Offer to the Public Shareholders. As per Regulation 26(7) read with Regulation 26(6) of the SEBI (SAST) Regulations, the written reasoned recommendations of the committee of independent directors shall be published by the Target Company at least 2 (Two) Working Days prior to the commencement of the Tendering Period in the Newspapers and simultaneously, a copy of such recommendations needs to be sent to SEBI, the Stock Exchanges and to the Manager to the Offer.
- 3.1.13. As of the date of this DLoF, the Acquirer and the PAC have not been prohibited by SEBI from dealing in securities pursuant to the terms of any directions issued under Section 11B of the SEBI Act or under any regulations made under the SEBI Act.

3.2. **DETAILS OF THE PROPOSED OFFER**

- 3.2.1. The Public Announcement announcing the Open Offer, under Regulations 3(1), 4, 5(1) and 5(2) read with Regulations 13(2), 14 and Regulation 15(1) of the SEBI (SAST) Regulations, was submitted to the Stock Exchanges on October 21, 2024. The Public Announcement was also filed with the SEBI on October 21, 2024 and was sent to the registered office of the Target Company on October 21, 2024 in terms of Regulation 14(2) of the SEBI (SAST) Regulations.
- 3.2.2. In accordance with Regulation 14(3) of the SEBI (SAST) Regulations, the DPS in respect of the Offer, dated October 28, 2024, was published on October 28, 2024 in the following newspapers:

Newspaper	Language	Editions
Financial Express	English	All Editions
Jansatta	Hindi	All Editions
Navshakti	Marathi*	Mumbai

** Marathi being the regional language of the place where the registered office of the Target Company is situated and where the Equity Shares are listed.*

- 3.2.3. The DPS was also filed with the Stock Exchanges and SEBI on October 28, 2024 and was sent to the registered office of the Target Company on October 28, 2024 in terms of the SEBI (SAST) Regulations. A copy of the PA and the DPS are also available on the SEBI website (www.sebi.gov.in).
- 3.2.4. The Acquirer and the PAC are making this Open Offer to the Public Shareholders to acquire up to 59,87,962 (Fifty Nine Lakh Eighty Seven Thousand Nine Hundred and Sixty Two) Equity Shares, constituting 26.00% (Twenty Six Percent) of the Voting Share Capital of the Target Company at a price of INR 4,982.05 (Indian Rupees Four Thousand Nine Hundred and Eighty Two Point Zero Five) per Equity Share.
- 3.2.5. The Offer Price has been arrived at in terms of Regulation 8(2) of the SEBI (SAST) Regulations. Assuming full acceptance of the Offer, the total consideration payable by the Acquirer and the PAC in accordance with the SEBI (SAST) Regulations will be INR 29,83,23,26,082.10 (Indian Rupees Two Thousand Nine Hundred Eighty Three Crore Twenty Three Lakh Twenty Six Thousand and Eighty Two Point One Zero).
- 3.2.6. The Offer Price shall be payable in cash in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations, and subject to the receipt of all applicable statutory approval(s), including the Required Statutory Approvals, and all other terms and conditions set out in the Detailed Public Statement and the Letter of Offer.
- 3.2.7. All the Equity Shares validly tendered by the Public Shareholders in this Offer will be acquired by the Acquirer in accordance with the terms and conditions set forth in the PA, the DPS and this DLoF and the Letter of Offer, the relevant provisions of the SEBI (SAST) Regulations, and applicable law.
- 3.2.8. If the aggregate number of Equity Shares validly tendered in this Open Offer by the Public Shareholders is more than the Offer Size, then the Equity Shares validly tendered by the Public Shareholders will be accepted on a proportionate basis, subject to acquisition of a maximum of 59,87,962 (Fifty Nine Lakh Eighty Seven Thousand Nine Hundred Sixty Two) Equity Shares, constituting 26.00% (Twenty Six Percent) of the Voting Share Capital of the Target Company, in consultation with the Manager.
- 3.2.9. The Target Company has confirmed that, as of March 31, 2024, there are no partly paid-up shares, convertible securities or warrants, and there are no shares against which depository receipts have been issued. The Voting Share Capital of the Target Company as of March 31, 2024 is computed as per the table below:

Particulars	Number of Shares	% of Voting Share Capital
Fully paid up equity shares	2,30,30,622	100
Partly paid up equity shares	NIL	NIL
Outstanding vested employee stock options	NIL	NIL
Warrants convertible into equity share(s) each	NIL	NIL
Voting Share Capital	2,30,30,622	100.00

- 3.2.10. The Equity Shares are listed on the Stock Exchanges.
- 3.2.11. There is no differential price for the Equity Shares.
- 3.2.12. This is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.

- 3.2.13. This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of SEBI (SAST) Regulations.
- 3.2.14. The Public Shareholders who tender their Equity Shares in this Open Offer shall ensure that the Equity Shares are clear from all liens, charges and encumbrances. The Offer Shares will be acquired, subject to such Offer Shares being validly tendered in this Open Offer, fully paid-up, free from all liens, charges and encumbrances and together with all the rights attached thereto, including all the rights to dividends, bonuses and right offers declared thereof and in accordance with the terms and conditions set forth in the PA, the DPS, this DLoF and as will be set out in the Letter of Offer, and the Public Shareholders tendering their Equity Shares in the Open Offer shall have obtained all necessary consents required by them to tender the Offer Shares.
- 3.2.15. As on the date of this DLoF, to the best of the knowledge of the Acquirer and the PAC, other than as set out in Part C (*Statutory and Other Approvals*) of Section 7 (*Terms and Conditions of the Open Offer*) of this DLoF below, there are no statutory approvals required by the Acquirer and/or the PAC for the consummation of the Underlying Transaction and the Open Offer. However, if any other statutory or governmental approval(s) are required or become applicable at a later date before closure of the Tendering Period, the Underlying Transaction and the Open Offer shall be subject to such statutory approvals and the Acquirer and/or PAC shall make the necessary applications for such statutory approvals.
- 3.2.16. In the event that: (i) Required Statutory Approvals or any other statutory approvals required for the Underlying Transaction and/or the Open Offer are not obtained before October 21, 2025 or are finally refused; or (ii) the conditions set out in paragraph 3.1.6(b) (*Summary of the Underlying Transaction*) are not completed for reasons outside the reasonable control of the Acquirer, the Acquirer and/or the PAC may withdraw the Offer under Regulation 23 of the SEBI (SAST) Regulations. In the event of withdrawal of this Open Offer, a public announcement will be made within 2 (Two) Working Days of such withdrawal, in accordance with the provisions of Regulation 23(2) of the SEBI (SAST) Regulations.
- 3.2.17. In case of delay in receipt of any Required Statutory Approvals, or any other statutory approval that may be required, SEBI has the power to grant an extension of time to the Acquirer for making payment of the consideration to the Public Shareholders whose Offer Shares have been accepted in the Offer, subject to such terms and conditions as may be specified by SEBI, including payment of interest in accordance with Regulation 18(11) of the SEBI (SAST) Regulations. Where any statutory approval extends to some but not all of the Public Shareholders, the Acquirer shall have the option to make payment to such Public Shareholders in respect of whom no statutory approvals are required in order to complete this Offer.
- 3.2.18. All Public Shareholders (including resident or non-resident shareholders) must obtain all approvals required, if any, to tender the Offer Shares (including without limitation, the approval from the Reserve Bank of India) held by them, in the Offer and submit such approvals, along with the other documents required to accept this Offer. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered in this Offer. Further, if the holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs, FIIs or FPIs) had required any approvals (including from the Reserve Bank of India, or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Offer Shares held by them, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Offer Shares.

- 3.2.19. The Manager does not hold any Equity Shares as on the date of this DLoF. The Manager shall not deal, on its own account, in the Equity Shares of the Target Company during the period commencing from the date of their appointment as Manager till the expiry of 15 (Fifteen) days from (i) the date on which the payment of consideration to the shareholders who have accepted the Open Offer is made, or (ii) the date on which the Open Offer is withdrawn, as the case may be.
- 3.2.20. The Offer Price is subject to revisions pursuant to SEBI (SAST) Regulations, if any, or at the discretion of the Acquirer and the PAC at any time prior to 1 (One) Working Day before the commencement of the Tendering Period in accordance with Regulation 18(4) of the SEBI (SAST) Regulations.
- 3.2.21. As on the date of this DLoF, the Acquirer and the PAC do not hold any Equity Shares or voting rights in the Target Company. The Acquirer and the PAC have not acquired any Equity Shares of the Target Company since the date of the PA i.e., October 21, 2024 and up to the date of this DLoF. In the event of such revision, the Acquirer and/or the PAC shall make corresponding increases to the escrow amounts (under Regulation 18(5) of SEBI (SAST) Regulations), and the Acquirer and the PAC shall: (i) make a public announcement in the same newspapers in which this DPS is published; and (ii) simultaneously with the issue of such announcement, inform SEBI, the Stock Exchanges and the Target Company at its registered office of such revision.
- 3.2.22. As per SEBI (LODR) Regulations read with Rules 19(2) and 19A of the SCRR, the Target Company is required to maintain at least 25% (Twenty Five Percent) public shareholding as determined in accordance with SCRR, on a continuous basis for listing. If, as a result of the acquisition of Equity Shares in this Offer, the public shareholding in the Target Company falls below the minimum level required as per Rule 19A of the SCRR, the Acquirer will ensure that the Target Company satisfies the minimum public shareholding set out in Rule 19A of the SCRR in compliance with applicable laws, and in a manner acceptable to the Acquirer.

3.3. **OBJECT OF ACQUISITION/OFFER**

- 3.3.1. Sanofi and the CD&R Group plan to join forces to fuel Opella's ambitions as a French-headquartered, global consumer healthcare champion. This new step in Opella's journey paves the way for the creation of a new, standalone leader in consumer healthcare, while supporting Sanofi's strategy and increased focus on innovative medicines and vaccines. Together, the CD&R Group and Sanofi are willing to support Opella's growth strategy as a pure-play, global, and fast-moving consumer healthcare company. The CD&R Group and the Sanofi group will support Opella's French operations, including Opella's critical manufacturing footprint and advanced R&D capabilities, and further develop its global platform to better serve employees, consumers, and patients.
- 3.3.2. The Acquirer and PAC do not have an intention to delist the Target Company pursuant to this Open Offer.
- 3.3.3. The Acquirer has not formulated any specific future proposal for the business of the Target Company at this time, which may materially adversely impact the locations of Target Company's place of business and/or its employees. Further, the Acquirer and the PAC do not have any intention to alienate, sell, lease, or otherwise encumber any material assets of the Target Company or any of its subsidiaries during the period of 2 (Two) years from the expiry of the Offer Period (as defined under the SEBI (SAST) Regulations), except: (a) in the ordinary course of business; (b) to the extent required for the purpose of restructuring, rationalization and/or streamlining their holding in the Target Company or the holding of the Target Company in its subsidiaries, if any, and/or the operations, business, assets, investments, liabilities or otherwise of the Target Company or its subsidiaries, if any, through arrangements, reconstructions, mergers, demergers, sale of assets or undertakings, and/or negotiation or re-negotiation or

termination of existing contractual arrangements, which decisions shall be taken as per the procedures set out in the applicable laws, pursuant to business requirements, and in line with opportunities or changes in economic circumstances from time to time; (c) any assets which may not be considered necessary for the operation of the Target Company, which may not be utilized by Target Company and/or are not in line with the business requirements or future expansion plans of the Target Company; (d) on account of regulatory approvals or conditions, or compliance with any law that is binding on or applicable to the operations of the Target Company or its subsidiaries, if any; and (e) other than as already agreed, disclosed and/or publicly announced. The board of directors of the Target Company may, in the ordinary course of business, take decisions to alienate, sell, lease, or otherwise encumber assets of the Target Company in accordance with applicable laws. Other than the above, if the Acquirer and/or the PAC intend to alienate, sell, lease, or otherwise encumber the material assets of Target Company or its subsidiaries, if any, within a period of 2 (Two) years from the completion of the Offer, a special resolution of the shareholders of the Target Company or any of the entities controlled by it, as applicable, in accordance with proviso to Regulation 25(2) of the SEBI (SAST) Regulations would be taken, before undertaking alienation of such material assets.

4. BACKGROUND OF THE ACQUIRERS AND THE PAC

4.1. Opal Bidco SAS (“Acquirer”)

- 4.1.1. The Acquirer is a simplified joint-stock company or a *société par actions simplifiée (Société à associé unique)*. It was incorporated on September 13, 2024 in France under the laws of France with registration number 932 877 749 R.C.S. Paris. Its registered office is located at 3, boulevard de Sébastopol, 75001, Paris, France. The name of the Acquirer has not changed since its incorporation on September 13, 2024.
- 4.1.2. The Acquirer has been incorporated to acquire the consumer healthcare business of Sanofi, globally. As of the date hereof, Opal Holdco 4 SAS is the sole shareholder of the Acquirer and the Acquirer is indirectly controlled and managed by the CD&R Group, and the PAC indirectly owns the controlling majority of the share capital of the Acquirer. Founded in 1978, the CD&R Group is a leading private investment firm with a strategy of generating strong investment returns by building more robust and sustainable businesses through the combination of skilled investment experience and deep operating capabilities. The firm invests in businesses that span a broad range of industries, including industrial, healthcare, consumer, technology and financial services end markets. The CD&R Group is privately owned by its partners and has offices in New York and London.
- 4.1.3. Upon completion of the Underlying Transaction, the Acquirer would be indirectly owned by each of the CD&R Group and the Sanofi group (i.e. the current promoter group of the Target Company) and the CD&R Group would have the ultimate indirect voting control of the Target Company.
- 4.1.4. The shares of the Acquirer are not listed on any stock exchange in India or any other jurisdiction.
- 4.1.5. As of the date of this DLoF, the Acquirer and its directors and key employees do not have any relationship with or interest in the Target Company.
- 4.1.6. As of the date of this DLoF, there are no directors on the board of the Target Company representing the Acquirer.
- 4.1.7. As of the date of this DLoF, the Acquirer does not hold any Equity Shares in the Target Company. Furthermore, the Acquirer has not directly acquired any Equity Shares of the Target Company between the date of the PA, i.e. October 21, 2024 and the date of this DLoF. The Acquirer will not directly acquire any Equity Shares of the Target Company

pursuant to the Underlying Transaction. Pursuant to and subject to the terms of the Open Offer, assuming full acceptance in the Open Offer, the Acquirer would acquire 26% (Twenty Six Percent) of the Voting Share Capital of the Target Company.

- 4.1.8. As of the date of this DLoF, the Acquirer has not been prohibited by SEBI from dealing in securities in terms of directions issued under Section 11 or Section 11B of the SEBI Act or under any other regulations made under the SEBI Act.
- 4.1.9. The Acquirer was incorporated on September 13, 2024 and this being its first year of operations, no financial statements of the Acquirer are available as of the date of this DLoF.
- 4.1.10. The entire issued and paid-up capital of the Acquirer is EUR 1.00 (i.e., INR 0.0110 (Indian Rupees Zero Point Zero One One Zero)) divided into 100 (One Hundred) shares with a par value of EUR 0.01 each (i.e., INR 0.0001 (Indian Rupees Zero Point Zero Zero Zero One)). INR to EUR conversion has been calculated based on the RBI reference rate of 1 EUR = INR 90.7011 as on October 24, 2024 (*Source: Reserve Bank of India*).

4.1.11. The shareholding pattern of the Acquirer as on the date of this DLoF is set out below:

S.No.	Shareholder's category	Number of shares	% of shares held
1.	Promoter*	100	100
	Total paid-up capital	100	100.00

*Opal Holdco 4 SAS is the sole shareholder of the Acquirer.

4.1.12. The board of directors of the Acquirer, as on the date of this DLoF comprises the following directors:

S.No.	Details of Corporate officers	Qualifications and Experience
1.	<p>Name: Joao Paulo Alves Margarido</p> <p>Designation: President (<i>Président</i>)</p> <p>Date of Appointment: 12 September 2024</p> <p>DIN: Not applicable</p>	<p>Joao joined CD&R in 2018. He supports the Firm's portfolio companies from a finance, accounting, tax, compliance, and governance perspective. He serves and has served on the boards of several Luxembourgish and Irish investment companies. Joao holds a Corporate Governance Certificate from INSEAD, a specialization in Finance and Control from CEMAF-ISCTE Lisbon, a specialization in Taxation and a Management degree (master) from Instituto Superior de Gestao Lisbon. Joao has over 10 years' experience in Corporate Governance.</p>
2.	<p>Name: Siddarth Jhaver</p> <p>Designation: Managing Director (<i>Directeur Général</i>)</p> <p>Date of Appointment: 13 September 2024</p> <p>DIN: Not applicable</p>	<p>Siddarth joined CD&R in 2020 and is principally engaged in evaluating investment opportunities in the healthcare sector. He has a B.A. (Hons) in Accounting, Finance and Business Information Systems from the University of Manchester. He has over 10 years' experience in private equity, with a focus on the healthcare sector.</p>

- 4.1.13. As on the date of this DLoF, none of the above directors of the Acquirer are on the board of directors of the Target Company.
- 4.1.14. As on the date of this DLoF, the Acquirer has no major contingent liabilities.
- 4.1.15. Neither the Acquirer nor its directors or key managerial employees (if any) are categorized as a wilful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI, in terms of Regulation 2(1)(ze) of the SEBI (SAST) Regulations.
- 4.1.16. Neither the Acquirer nor its directors or key managerial employees (if any) are categorized/declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018), in terms of Regulation 2(1)(ja) of the SEBI (SAST) Regulations.
- 4.2. Clayton, Dubilier & Rice Fund XII, L.P. (“PAC”)**
- 4.2.1. Clayton, Dubilier & Rice Fund XII, L.P. is a Cayman Islands exempted limited partnership registered in the Cayman Islands on February 23, 2022, under the laws of the Cayman Islands. The name of the PAC has not changed since its registration.
- 4.2.2. The registered office of the PAC is situated at c/o Maples Corporate Services Limited, P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands; Tel: 212 407 5200, Fax: 212 407 5252.
- 4.2.3. The PAC’s primary objective is to seek significant long-term capital appreciation by primarily making control-oriented investments in equity, equity-related securities and other securities and obligations of businesses operating in North America and Western Europe.
- 4.2.4. The PAC is a part of the CD&R Group’s latest flagship fund, Fund XII, and is controlled by its general partner, CD&R Associates XII, L.P, which is registered under the laws of the Cayman Islands. CD&R Investment Associates XII, Ltd. is the general partner of CD&R Associates XII, L.P. The Acquirer is indirectly owned by the CD&R Group, which includes the PAC.
- 4.2.5. As the PAC is an exempted limited partnership, it does not have share capital, and the PAC does not have any shares listed on any stock exchange in India or any other jurisdiction.
- 4.2.6. As of the date of this DLoF, the PAC and its general partner and key employees (if any) do not have any relationship with or interest in the Target Company.
- 4.2.7. As of the date of this DLoF, there are no directors on the board of the Target Company representing the PAC. Further, since the PAC is an exempted limited partnership, the PAC does not have any directors. Hence, there are no common directors on the board of the PAC and the Target Company.
- 4.2.8. As of the date of this DLoF, the PAC does not hold any Equity Shares in the Target Company. Furthermore, the PAC has not directly acquired any Equity Shares of the Target Company between the date of the PA, i.e. October 21, 2024 and the date of this DLoF. The PAC will not directly acquire any Equity Shares of the Target Company pursuant to the Underlying Transaction.

4.2.9. As of the date of this DLoF, the PAC has not been prohibited by SEBI from dealing in securities in terms of directions issued under Section 11 or Section 11B of the SEBI Act or under any other regulations made under the SEBI Act.

4.2.10. Although the PAC was registered in the Cayman Islands on February 23, 2022 (pursuant to the laws of the Cayman Islands), it was not required to prepare any audited financial statements for any period earlier than April 1, 2023. Accordingly, the PAC did not prepare audited financial statements (combined or otherwise) for any period earlier than April 1, 2023. The key financial information of the PAC based on: (i) its audited combined financial statements as on and for the period from April 1, 2023 to December 31, 2023, and (ii) interim unaudited combined financial statements which have been reviewed by the statutory auditors of the PAC for the period between January 1, 2024 and June 30, 2024 in accordance with the auditing standards generally accepted in the U.S., is as follows:

	As of and for the period commencing from April 1, 2023 (commencement of operations) through December 31, 2023		As of and for the six-month period commencing from January 1, 2024 through June 30, 2024	
	USD	INR	USD	INR
Profit & Loss Statement				
Income from operations	-	-	20,910,054	1,757,987,698
Other Income	190,861,128	16,046,420,303	1,402,017,644	117,872,950,998
Total Income	190,861,128	16,046,420,303	1,422,927,698	119,630,938,696
Total Expenditure	(341,835,082)	(28,739,374,317)	(167,097,685)	(14,048,537,349)
Profit Before Depreciation and Tax	(150,973,954)	(12,692,954,014)	1,255,830,013	105,582,401,347
Depreciation	-	-	-	-
Interest	(72,679,039)	(6,110,402,989)	(137,409,573)	(11,552,544,958)
Profit Before Tax	(223,652,993)	(18,803,357,003)	1,118,420,440	94,029,856,388
Provision for Tax	-	-	-	-
Profit After Tax	(223,652,993)	(18,803,357,003)	1,118,420,440	94,029,856,388

<i>Balance Sheet Statement</i>	As of and for the period commencing from April 1, 2023 (commencement of operations) through December 31, 2023		As of and for the six-month period commencing from January 1, 2024 through June 30, 2024	
<u>Source of funds</u>				
Paid up share capital	-	-	5,206,492,865	437,729,639,833
Reserves and surplus (excluding revaluation reserves)	(285,027,955)	(23,963,383,283)	821,581,929	69,073,514,782
Net worth	(285,027,955)	(23,963,383,283)	6,028,074,794	506,803,154,616
Secured loans	3,503,384,010	294,542,806,580	5,256,092,797	441,899,694,596
Unsecured loans	-	-	-	-
Total	3,218,356,055	270,579,423,297	11,284,167,591	948,702,849,212
<u>Use of funds</u>				
Net fixed assets	-	-	-	-
Investments	3,034,609,139	255,131,121,830	11,131,803,281	935,893,002,686
Net current assets	183,746,916	15,448,301,466	152,364,310	12,809,846,526
Total miscellaneous expenditure not written off	-	-	-	-
Total	3,218,356,055	270,579,423,297	11,284,167,591	948,702,849,212
Other Financial Data	As of and for the period commencing from April 1, 2023 (commencement of operations) through December 31, 2023		As of and for the six-month period commencing from January 1, 2024 through June 30, 2024	
Dividend (%) (Refer to Note 3)	N/A	N/A	N/A	N/A

Earning Per Share (Refer to Note 4)	N/A	N/A	N/A	N/A
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Notes:

- (1) Since the financial numbers of the PAC are presented in United States Dollar (US\$), the financial information has been converted to Indian National Rupees (INR) for the purpose of convenience. The conversion has been done at the rate of US\$ 1 = INR 84.0738 as on October 24, 2024. (Source: RBI reference rate as appearing on <https://www.rbi.org.in/scripts/ReferenceRateArchive.aspx>)
- (2) The financial information of the PAC as of and for the period ended December 31, 2023 has been extracted from the combined financial statements subject to an audit. The financial information of the PAC as of and for the period ended June 30, 2024 has been extracted from the unaudited combined financial statements subject to a review.
- (3) The PAC has not paid any dividend for the applicable periods.
- (4) The PAC is a closed ended fund and Basic/Diluted Earnings per share is not calculated/disclosed in the financial statements.

4.2.11. As on the date of this DLoF, PAC has no major contingent liabilities.

4.2.12. Neither PAC nor its directors or key managerial employees (if any) are categorized as a wilful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI, in terms of Regulation 2(1)(ze) of the SEBI (SAST) Regulations.

4.2.13. Neither PAC nor its directors or key managerial employees (if any) are categorized/declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018), in terms of Regulation 2(1)(ja) of the SEBI (SAST) Regulations.

5. BACKGROUND OF THE TARGET COMPANY*

**The details of the Target Company have been taken from the public domain.*

5.1. Sanofi Consumer Healthcare India Limited is a public listed company, incorporated under the Companies Act, 2013 on May 10, 2023, having corporate identification number U21002MH2023PLC402652. There has been no change in the name of the Target Company since its incorporation.

5.2. The registered and corporate office of the Target Company is situated at 3rd Floor, Sanofi House, C.T.S No. 117-B, L&T Business Park, Saki Vihar Road, Powai, Mumbai, Maharashtra, India, 400072 (Tel: +91 22 2803 2000, Fax: +91 22 2803 2939, Website: www.sanofi.in).

5.3. The Equity Shares of the Target Company are listed on BSE (Scrip Code: 544250) and NSE (Symbol: SANOFICONR). The ISIN of the Target Company is INE0UOS01011.

5.4. The Equity Shares of the Target Company are not “frequently traded” in terms of Regulation 2(1)(j) of the SEBI (SAST) Regulations on the Stock Exchanges.

5.5. The Target Company is engaged in the consumer healthcare business. It has a presence in allergy, physical wellness, and pain care segments through brands like Allegra®, Combiflam®, Avil®, and DePURA®. It also has brands like Festal®, Baralgan®, and Novalgin NU® in its portfolio. The Target Company’s distribution capabilities cover channels such as distributors, wholesalers, government institutions and hospitals, pharmacies, pharmacy chains and e-commerce.

5.6. The composition of the board of directors of the Target Company is as follows:

Name	Director Identification Number	Date of appointment	Designation
Himanshu Bakshi	08188412	June 6, 2024	Managing Director
Surendra Kumar Agarwall	02955320	June 6, 2024	Whole-time Director and Chief Financial Officer
Carol-Ann Stewart	10194751	June 13, 2023	Non-Executive Director
Amit Jain	01770475	March 1, 2024	Chairman and Independent Director
Shobinder Duggal	00039580	March 1, 2024	Independent Director
Suparna Pandhi	07087593	March 1, 2024	Independent Director
Stanislas Marie Jean Paul Camart	10686945	August 13, 2024	Additional Director

None of the above directors are either associated with or represent the Acquirer and the PAC.

5.7. The authorised share capital of the Target Company is INR 23,50,00,000 (Indian Rupees Twenty Three Crore and Fifty Lakh) comprising of 2,35,00,000 (Two Crore and Thirty Five Lakh) Equity Shares of face value of INR 10 (Indian Rupees Ten) each. The issued, subscribed and fully paid-up fully diluted equity share capital of the Target Company is INR 23,03,06,220 (Indian Rupees Twenty Three Crore Three Lakh Six Thousand Two Hundred and Twenty) comprising of 2,30,30,622 (Two Crore Thirty Lakh Thirty Thousand Six Hundred and Twenty Two) Equity Shares of face value of INR 10 (Indian Rupees Ten) each.

5.8. As per the shareholding pattern of the Target Company as on October 10, 2024, the Target Company has disclosed that: (a) there are no partly paid up Equity Shares; (b) it has not issued any convertible securities; (c) it has not issued any warrants; (d) there are no locked-in Equity Shares of the Target Company; and (e) there are no shares against which depository receipts have been issued.

5.9. The details of the total share capital of the Target Company, as on the date of this DLoF, is as follows:

Particulars	Number of shares/voting rights	% of shares/voting rights
Fully paid up equity shares	2,30,30,622	100
Partly paid up equity shares	NIL	NIL
Total paid up equity shares	2,30,30,622	100
Total voting rights	2,30,30,622	100

5.10. There has been no suspension of trading of the Equity Shares on BSE and NSE.

- 5.11. There are no Equity Shares of the Target Company that are not listed on BSE and NSE.
- 5.12. The board of directors of Sanofi India Limited (“SIL”) on May 10, 2023 and the board of directors of the Target Company on May 24, 2023 had approved a scheme of arrangement under Sections 230 to 232 of the Companies Act, 2013 (“**Sanofi Demerger Scheme**”), to demerge the Consumer Healthcare Business Undertaking (as defined in the Sanofi Demerger Scheme) of SIL into its wholly owned subsidiary, i.e., the Target Company. In accordance with the Sanofi Demerger Scheme as approved by the Hon'ble National Company Law Tribunal, Mumbai Bench by an order dated May 7, 2024, the Consumer Healthcare Business Undertaking (as defined in the Sanofi Demerger Scheme), along with its related assets and liabilities at the values appearing in the books of accounts of SIL on the close of business hours as on May 10, 2023 (i.e., incorporation date of the Target Company), was demerged, transferred and vested into the Target Company with effect from May 10, 2023. The appointed date and the effective date of the Sanofi Demerger Scheme were June 1, 2023, and June 1, 2024 respectively. The Consumer Healthcare Business Undertaking (as defined in the Sanofi Demerger Scheme) was run by SIL in trust for the Target Company and risk associated with the said business remains with the Target Company from the date of business transfer. Except for the above, the Target Company has not undertaken any activities with respect to a scheme of amalgamation, restructuring, merger/demerger and spin off, during the last 3 (Three) years.
- 5.13. Brief financial information of the Target Company is as below. The Target Company’s key financial information based on: (i) its audited standalone financial statements as of and for the financial year ended December 31, 2023 (commencing from May 10, 2023), and (ii) the unaudited limited review financial statements of the Target Company as of and for the financial year ended December 31, 2023 (commencing from May 10, 2023), and as of and for the quarter and half year ended June 30, 2024, is as follows:

(INR in Millions)

Particulars	Audited standalone financials as of and for the financial year ended December 31, 2023 ⁽¹⁾⁽²⁾ <i>(in INR million)</i>	Limited review financials as of and for the financial year ended December 31, 2023 ⁽¹⁾⁽³⁾ <i>(in INR million)</i>	Limited review financials as of and for the quarter and half year ended June 30, 2024 ⁽³⁾ <i>(in INR million)</i>
Profit & Loss Statement			
Total miscellaneous expenditure not written off	-	-	-
Total income from operations	-	5,254	3,756
Other income	-	41	38
Other Financial Data			
Total income	-	5,295	3,794
Dividend (%)	-	-	-
Total expenditure	3	3,085	2,323
Earning Per Share	(1.5)	71.54	39.82
Profit Before depreciation	(3)	2,212	1,248
Return on Networth	-	79.41%	49.67%
Interest and Tax	-	544	312

Book Value per Share	-	90.1	80.2
Depreciation	-	20	20
Interest	-	-	1
Profit Before Tax	(3)	2,192	1,228
Provision for Tax	-	544	311
Profit after tax	(3)	1,648	917
Balance Sheet Statement			
Sources of funds			
Paid up share capital	20	230	230
Reserves and surpluses (excluding revaluation reserves)	(3)	1,846	1,616
Net worth	17	2,076	1,846
Secured loans	-	-	-
Unsecured loans	-	-	-
Total	-	-	-
Uses of funds	-	-	-
Net fixed assets	-	76	281
Investments	-	-	-
Net current assets	17	3,352	2,700

Notes:

- (1) Commencing from May 10, 2023, being the date of incorporation.
- (2) This does not reflect the effect of the Sanofi Demerger Scheme.
- (3) The appointed date and the effective date of the Sanofi Demerger Scheme were June 1, 2023, and June 1, 2024 respectively. However, financials are drawn from May 10, 2023 as per the requirement of Ind AS 103.

5.14. The pre and post-Offer shareholding pattern¹ of the Target Company as on the date of the DLoF is as below:

Shareholders' category	Shareholding and voting rights prior to the agreement/acquisition and offer		Equity Shares/voting rights agreed to be acquired which triggered off the SEBI (SAST) Regulations		Equity Shares/voting rights to be acquired in this open offer (Assuming full acceptances)		Shareholding/voting rights after the acquisition and this offer	
	No.	%	No.	%	No.	%	No.	%
(1) Promoter group ¹								

a. Parties to agreement, if any	-	-	-	-	-	-	-	-
b. Promoters other than (a) above	1,39,09,587	60.40	-	-	-	-	1,39,09,587	60.40
Total (1)(a+b)	1,39,09,587	60.40	-	-	-	-	1,39,09,587	60.40
(2) Acquirers²								
a. Main Acquirer	-	-	-	-	59,87,962	26.00	59,87,962	26.00
b. PAC	-	-	-	-	-	-	-	-
Total (2)(a+b)	-	-	-	-	59,87,962	26.00	59,87,962	26.00³
(3) Parties to the agreement other than (1) (a) & (2)	-	-	-	-	-	-	-	-
(4) Public (other than parties to agreement, acquirers & PAC)								
a. FIs/MFs/FIIs/Banks, SFIs, Insurance Companies/AIFs/NBFCs	67,66,360	29.38	-	-	-	-	Note: The shareholding details will depend on response from each category to the Open Offer.	
b. Others	23,54,675	10.22	-	-	-	-		
Total (4)(a+b)	91,21,035	39.60	-	-	-	-	31,33,073	13.60⁴
Grand Total (1+2+3+4)	2,30,30,622	100.00					2,30,30,622	100.00

Notes:

- As per the disclosure to the Stock Exchanges dated October 3, 2024, made under Regulation 10(5) of the SEBI (SAST) Regulations, Opella Healthcare Participations BV (a group company of Sanofi, “OHP”) proposed to acquire: (i) 1,39,04,722 Equity Shares of the Target Company from Hoechst GmbH, and (ii) 4,865 Equity Shares of the Target Company from Sanofi (together, existing promoters of the Target Company). The acquisition was proposed to be undertaken in one or more tranches. Following the disclosure, as per the disclosure to the Stock Exchanges on October 11, 2024, made under Regulation 10(6) of the SEBI (SAST) Regulations, OHP acquired 1,39,04,722 Equity Shares of the Target Company (representing 60.37% of the Voting Share Capital of the Target Company) from Hoechst GmbH on October 10, 2024. As on the date of the Public Announcement, the proposed acquisition by OHP of 4,865 Equity Shares of the Target Company (representing 0.02% of the Voting Share Capital) held by Sanofi was yet to be completed. As per the disclosure to the Stock Exchanges dated October 25, 2024 made under Regulation 10(6) of the SEBI (SAST) Regulations, as on the date of this DLOF, OHP has completed such acquisition of 4,865 Equity Shares of the Target Company from Sanofi on October 25, 2024.
- Calculated on the basis of the Voting Share Capital of the Target Company.
- The Acquirer and the PAC did not hold any Equity Shares in the Target Company prior to the Underlying Transaction.

4. The Acquirer and the PAC will not directly acquire any shares of the Target Company pursuant to the Underlying Transaction. However, pursuant to consummation of the Underlying Transaction, the Acquirer shall indirectly acquire the right to direct the exercise of: (a) 1,39,09,587 (One Crore Thirty Nine Lakh Nine Thousand Five Hundred Eighty Seven) Equity Shares representing 60.40% (Sixty Point Four Zero Percent) of the voting rights of the Target Company; and (b) consequently, voting control over the Target Company. Upon completion of the Underlying Transaction, the Acquirer would be indirectly owned by each of the CD&R Group and the Sanofi group (i.e., the current promoter group of the Target Company) and the CD&R Group would have ultimate indirect voting control of the Target Company. Further, upon consummation of the Underlying Transaction and the Offer, the Acquirer and PAC will be classified as a member of 'promoter group' or as a 'promoter' of the Target Company.
5. As per Regulation 38 of the SEBI (LODR) Regulations read with Rules 19(2) and 19A of the SCRR, the Target Company is required to maintain at least 25.00% (Twenty Five Percent) public shareholding as determined in accordance with SCRR, on a continuous basis for listing. If, as a result of the acquisition of Equity Shares in this Open Offer, the public shareholding in the Target Company falls below the minimum level required as per Rule 19A of the SCRR, the Acquirer will ensure that the Target Company satisfies the minimum public shareholding set out in Rule 19A of the SCRR in compliance with applicable laws, and in a manner acceptable to the Acquirer and PAC.

5.15. The Acquirer and the PAC have not acquired any Equity Shares after the date of the PA till the date of this DLoF.

6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

6.1. Justification of Offer Price

6.1.1. The Equity Shares of the Target Company are listed on the BSE and the NSE.

6.1.2. Pursuant to the Sanofi Demerger Scheme, the Consumer Healthcare Business Undertaking (as defined in the Sanofi Demerger Scheme) of SIL was demerged, transferred and vested with the Target Company. Upon the Sanofi Demerger Scheme becoming effective, the shares of the Target Company were listed on Stock Exchanges on September 13, 2024.

6.1.3. The Equity Shares of the Target Company were listed on the Stock Exchanges on September 13, 2024. The traded turnover in the Equity Shares, based on the trading volume on the Stock Exchanges, during the 12 (Twelve) calendar months preceding October, 2024 (being the calendar month in which the Public Announcement was made) is set out below:

Name of Stock Exchange	Total number of Equity Shares traded during the 12 calendar months prior to the PA	Total number of Equity Shares listed during the 12 calendar months prior to the PA	Annualized trading turnover
BSE	25,059	2,30,30,622	0.11%
NSE	7,66,441	2,30,30,622	3.33%

Source: BSE website and NSE website

Note: The shares of the Company were listed on Stock Exchanges on September 13, 2024. Accordingly, details of traded turnover before that date are not available.

6.1.4. Based on the above information, the Equity Shares of the Target Company are not "frequently traded" in terms of Regulation 2(1)(j) of the SEBI (SAST) Regulations.

6.1.5. This is a deemed direct acquisition of the Target Company, being an indirect acquisition meeting the thresholds specified in Regulation 5(2) of the SEBI (SAST) Regulations.

6.1.6. The Offer Price of INR 4,982.05 (Indian Rupees Four Thousand Nine Hundred Eighty Two Point Zero Five) per Equity Share of the Target Company is justified in terms of Regulation 8 of the SEBI (SAST) Regulations, in view of the following:

S.No.	Particulars	Price (INR per Equity Share)
(a)	the highest negotiated price per Equity Share of the Target Company for any acquisition under the agreement attracting the obligation to make a public announcement of the Open Offer.	INR 4,982.05
(b)	the volume-weighted average price paid or payable for acquisitions, whether by the Acquirer or by any person acting in concert with the Acquirer, during the 52 (Fifty Two) weeks immediately preceding the date of the public announcement.	Not Applicable ¹
(c)	the highest price paid or payable for any acquisition, whether by the Acquirer or by any person acting in concert with the Acquirer, during the 26 (Twenty Six) weeks immediately preceding the date of the public announcement.	Not Applicable ²
(d)	the volume-weighted average market price of the Equity Shares for a period of 60 (Sixty) trading days immediately preceding the date of the public announcement as traded on the stock exchange where the maximum volume of trading in the Equity Shares of the Target Company are recorded during such period, provided the Equity Shares are frequently traded.	Not Applicable ³
(e)	where the Equity Shares are not frequently traded, the price determined by the Acquirer and the Manager by taking into account valuation parameters including, book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of the Target Company.	INR 4,982.05 ⁴
(f)	the per share value computed under Regulation 8(5), if applicable.	INR 4,948.45 ⁵

Notes:

- (1) The Acquirer and the PAC have not acquired any Equity Shares in the Target Company in the past 52 (Fifty Two) weeks immediately preceding the date of the Public Announcement.
- (2) The Acquirer and the PAC have not acquired any Equity Shares in the Target Company in the past 26 (Twenty Six) weeks immediately preceding the date of the Public Announcement.
- (3) The Equity Shares of the Target Company are not “frequently traded” within the provisions of Regulation 2(1)(j) of the SEBI (SAST) Regulations.
- (4) INR 4,982.05 is the offer price determined by the Acquirer and the Manager, which is higher than the fair value per Equity Share of INR 4,948.45, determined based on the certificate dated October 21, 2024 issued by G.M. Kapadia & Co., a Chartered Accountant Firm (Firm Registration No. 104767W) under the provisions of Regulation 8 of SEBI (SAST) Regulations.
- (5) The per Equity Share fair value of the Target Company of INR 4,948.45 as per Regulation 8(5) of SEBI (SAST) Regulations is based on the valuation report dated October 19, 2024 issued by G.M. Kapadia & Co., a Chartered Accountant Firm (Firm Registration No. 104767W), and was arrived at using the market price method, comparable companies multiple method and discounted cash flow method.

6.1.7. In terms of Regulation 8(5) of the SEBI (SAST) Regulations, an indirect acquisition where: (a) the proportionate net asset value of the target company, as a percentage of the consolidated net asset value of the entity or business

being acquired; (b) the proportionate sales turnover of the target company, as a percentage of the consolidated sales turnover of the entity or business being acquired; or (c) the proportionate market capitalization of the target company, as a percentage of the enterprise value for the entity or business being acquired, is in excess of 15% (Fifteen Percent), on the basis of the most recent audited annual financial statements, the acquirer is required to compute and disclose the per equity share value of the target company. As per the report dated October 21, 2024 from Bansi S. Mehta & Co., Chartered Accountants (Registration No. 100991W), the proportionate value of the Target Company as a percentage of the consolidated value of the acquired entity exceeds the 15% (Fifteen Percent) threshold for the net asset value parameter specified in Regulation 8(5)(a) of the SEBI (SAST) Regulations. Further, the per Equity Share fair value of the Target Company of INR 4,948.45 as per Regulation 8(5) of SEBI (SAST) Regulations is based on the valuation report dated October 19, 2024 issued by G.M. Kapadia & Co., a Chartered Accountant Firm (Firm Registration No. 104767W), and was arrived at using the market price method, comparable companies multiple method and discounted cash flow method.

- 6.1.8. In view of the parameters considered and presented in the table in Paragraph 6.1.6 above, the minimum offer price per Equity Share, under Regulation 8 read with other applicable regulations of the SEBI (SAST) Regulations, is the highest of item numbers (a) to (f) above, i.e. INR 4,982.05 (Indian Rupees Four Thousand Nine Hundred Eighty Two Point Zero Five) per Equity Share. Accordingly, the Offer Price is INR 4,982.05 (Indian Rupees Four Thousand Nine Hundred Eighty Two Point Zero Five) per Equity Share which is justified in terms of the SEBI (SAST) Regulations.
- 6.1.9. Based on the information available on the website of the stock exchanges, since the date of the PA, there have been no corporate actions by the Target Company warranting adjustment of the relevant price parameters under Regulation 8(9) of the SEBI (SAST) Regulations. The Offer Price may be revised in the event of any corporate actions like bonus issue, rights issue, stock consolidations, stock splits, payment of dividends, demerger and reduction of capital, etc. where the record date for effecting such corporate actions falls within 3 (Three) Working Days prior to the commencement of the tendering period of the Offer.
- 6.1.10. From the date of the PA and as of the date of this DLoF, there has been no revision in the Offer Price or Offer Size. The Acquirer and/or the PAC at their discretion or as per Regulation 18(4) of SEBI (SAST) Regulations can revise the Offer Price upwards at any time prior to 1 (One) working day before the commencement of the tendering period. In the event of such revision, the Acquirer and/or the PAC shall make corresponding increases to the escrow amount (under Regulation 18(5) of SEBI (SAST) Regulations), as more particularly set out in paragraph 6.2 of this Draft Letter of Offer; and the Acquirer and the PAC shall: (i) make a public announcement in the Newspapers; and (ii) simultaneously with the issue of such announcement, inform SEBI, the Stock Exchanges and the Target Company at its registered office, of such revision.
- 6.1.11. The Acquirer and/or the PAC do not intend to acquire any Equity Shares or voting rights in the Target Company during the Offer Period, whether by subscription or purchase, at a price higher than the Offer Price.
- 6.1.12. If the Acquirer and/or the PAC acquire Equity Shares of the Target Company during the period of 26 (twenty six) weeks after the tendering period at a price higher than the Offer Price, then the Acquirer and/or the PAC shall pay the difference between the highest acquisition price and the Offer Price to all the Public Shareholders whose Equity Shares have been accepted in the Offer within 60 (Sixty) days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under another open offer under the SEBI (SAST) Regulations or pursuant to the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended, or open market purchases made in the ordinary course on the stock exchanges, not being a negotiated acquisition of Equity Shares of the Target Company, whether by way of bulk deals, block deals or in any other form.

6.1.13. If the number of Equity Shares validly tendered by the Public Shareholders under this Offer is more than the Offer Size, then the Offer Shares validly tendered by the Public Shareholders will be accepted on a proportionate basis, in consultation with the Manager, subject to acquisition of a maximum of 59,87,962 (Fifty Nine Lakh Eighty Seven Thousand Nine Hundred and Sixty Two) Equity Shares, representing 26.00% (Twenty Six Percent) of the Voting Share Capital.

6.2. Financial Arrangements

6.2.1. The total consideration for the Offer Size, assuming full acceptance of the Offer, is INR 29,83,23,26,082.10 (Indian Rupees Two Thousand Nine Hundred Eighty Three Crore Twenty Three Lakh Twenty Six Thousand and Eighty Two Point One Zero), i.e., the Maximum Consideration.

6.2.2. The Acquirer and the PAC jointly and severally undertake that they are aware of and will comply with the obligations under the SEBI (SAST) Regulations and that they have adequate financial resources to meet their obligations under the Offer and have made firm financial arrangements for financing the acquisition of the Offer Shares, in terms of Regulation 25(1) of the SEBI (SAST) Regulations.

6.2.3. In accordance with Regulation 17 of the SEBI (SAST) Regulations, the Acquirer has opened an escrow account under the name and title of “Opal Bidco – Open Offer Escrow” (“**Escrow Account**”) with Citibank N.A., a banking company incorporated under the laws of India and having an office at 09th Floor, First International Financial Centre, C-54 & 55, G Block, Bandra Kurla Complex, Bandra – East, Mumbai – 400 098, India (“**Escrow Agent**”) pursuant to an escrow agreement dated October 16, 2024 entered into by the Acquirer with the Escrow Agent and the Manager (the “**Escrow Agreement**”) and has made a cash deposit in such Escrow Account of an amount of INR 380,78,97,119 (Indian Rupees Three Hundred Eighty Crore Seventy Eight Lakh Ninety Seven Thousand One Hundred and Nineteen) (“**Escrow Amount**”). The Escrow Amount is in compliance with the requirements of deposit of escrow amount as per Regulation 17(1) of the SEBI (SAST) Regulations, being more than 25% (Twenty Five Percent) of the first INR 500,00,00,000 (Indian Rupees Five Hundred Crore) and 10% (Ten Percent) of the remainder of the Maximum Consideration. This cash deposit has been confirmed by way of a confirmation letter dated October 23, 2024 issued by the Escrow Agent. In terms of the Escrow Agreement, the Manager has been solely authorized by the Acquirer to operate and realize the monies lying to the credit of the Escrow Account in accordance with the SEBI (SAST) Regulations.

6.2.4. As of the date hereof, the Acquirer has secured a commitment letter for an equity commitment from the PAC for an amount exceeding the total consideration for the Open Offer (assuming full acceptance) dated October 21, 2024 to *inter alia* fund the Offer.

6.2.5. The Acquirer together with PAC have confirmed that they have adequate financial resources to meet the obligations under the Offer and have made firm financial arrangements for financing the acquisition of the Offer Shares, in terms of Regulation 25(1) of the SEBI (SAST) Regulations.

6.2.6. The source of funds for the Offer is foreign funds.

6.2.7. Bansi S. Mehta & Co., Chartered Accountants, (Registration No. 100991W) having its office at 3rd Floor, Merchant Chamber, 41, New Marine Lines, Mumbai – 400 020, Telephone number: +91 22 2201 4922/2200/4002 / 2206 8409, Fax number: +91 22 2205 0147, *vide* certificate dated October 21, 2024 has certified that adequate and firm financial resources are available with the Acquirer together with the PAC to enable them to fulfil their financial obligations under the Offer.

- 6.2.8. Based on the above, the Manager is satisfied that firm arrangements have been put in place by the Acquirer and the PAC to fulfil their obligations in relation to this Offer through verifiable means in accordance with the SEBI (SAST) Regulations.
- 6.2.9. In case of any upward revision in the Offer Price or the size of the Open Offer, the corresponding increase to the escrow amounts as mentioned above shall be made by the Acquirer in terms of Regulation 17(2) of the SEBI (SAST) Regulations, prior to effecting such revision.

7. TERMS AND CONDITIONS OF THE OFFER

A. Operational Terms and Conditions

- 7.1. This Offer is being made by the Acquirer and the PAC to: (i) all the Public Shareholders, whose names appear in the register of members of the Target Company as of the close of business on the Identified Date; (ii) the beneficial owners of the Equity Shares whose names appear as beneficiaries on the records of the respective Depositories, as of the close of business on the Identified Date; and (iii) those persons who acquire the Equity Shares any time prior to the date of the closure of the Tendering Period but who are not the registered Public Shareholders.
- 7.2. The Identified Date for this Open Offer as per the indicative schedule of key activities is November 29, 2024. In terms of the indicative schedule of key activities, the Tendering Period for the Open Offer is expected to commence on December 13, 2024 and close on December 27, 2024 (both days inclusive).
- 7.3. The Acquirer and the PAC are making this Offer to all Public Shareholders to acquire up to 59,87,962 (Fifty Nine Lakh Eighty Seven Thousand Nine Hundred and Sixty Two) Equity Shares, representing 26% (Twenty Six Percent) of the Voting Share Capital of the Target Company, subject to the terms and conditions mentioned in the PA, the DPS and this DLoF, and the Letter of Offer.
- 7.4. The Acquirer is not a person resident in India under applicable foreign exchange control regulations in India. In terms of the Foreign Exchange Management Act, 1999, if the Acquirer does not have control over the Target Company at the time of acquiring the Equity Shares tendered by the Public Shareholders, the Acquirer will not be permitted to acquire the Equity Shares of the Target Company on the floor of the recognized stock exchanges in India, as per applicable foreign exchange control regulations in India (under Indian foreign exchange laws, a person resident outside India is permitted to purchase the equity shares of a listed Indian company on the stock exchange if such person has already acquired control of such Indian listed company in accordance with the SEBI (SAST) Regulations). Therefore, if the Acquirer has not obtained control over the Target Company prior to commencement of Tendering Period for the Open Offer, the Acquirer will acquire the Offer Shares in accordance with the 'tender offer method' prescribed by SEBI, in accordance with paragraph (c) of the SEBI Circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, as amended by SEBI Circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, as amended by SEBI Circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615.
- 7.5. The Public Shareholders may tender their Equity Shares in the Offer at any time from the commencement of the Tendering Period but prior to the closure of the Tendering Period. The Acquirer has up to 10 (Ten) Working Days from the closure of the Tendering Period to pay the consideration to the Public Shareholders whose Equity Shares are accepted in the Open Offer.
- 7.6. In terms of Regulation 18(9) of the SEBI (SAST) Regulations, the Public Shareholders who tender their Equity Shares in acceptance of this Offer shall not be entitled to withdraw such acceptance during the Tendering Period.

- 7.7. The acceptance of this Offer by Public Shareholders must be absolute and unqualified. Any acceptance of this Offer which is conditional or incomplete in any respect will be rejected without assigning any reason whatsoever. Further, in case the documents/forms submitted are incomplete and/or if they have any defect or modifications, the acceptance is liable to be rejected.
- 7.8. Any Equity Shares that are subject matter of litigation or are held in abeyance due to pending court cases/attachment orders/restriction from other statutory authorities wherein the Public Shareholder may be precluded from transferring the Equity Shares during pendency of the said litigation, are liable to be rejected unless directions/orders are passed regarding the free transferability of such Equity Shares tendered under the Offer prior to the date of closure of the Tendering Period.
- 7.9. The Acquirer will acquire the Equity Shares which are free from all liens, charges, equitable interests and encumbrances. The Acquirer shall acquire the Equity Shares of the Public Shareholders who validly tender their Equity Shares in this Offer, together with all rights attached thereto, including all rights to dividends, bonuses and rights offers, if any, declared hereafter, and the tendering Public Shareholder shall have obtained all necessary approvals and consents for it to sell the Equity Shares on the foregoing basis.
- 7.10. The Target Company does not have any Equity Shares which are currently locked-in.
- 7.11. The acquisition of Equity Shares under the Open Offer from all Public Shareholders (resident and non-resident) is subject to all approvals required to be obtained by such Public Shareholders in relation to the Open Offer and the transfer of Equity Shares held by them to the Acquirer. If the holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs and registered FPIs and FIIs) require any approvals (including from RBI, the Foreign Investment Promotion Board or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Equity Shares held by them in this Open Offer, along with the other documents required to be tendered to accept this Open Offer. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered in this Open Offer. If the Equity Shares are held under general permission of the RBI, the non-resident Public Shareholder should state that the Equity Shares are held under general permission, furnish a copy of the relevant notification/circular pursuant to which the Equity Shares are held and clarify whether the Equity Shares are held on repatriable basis or non-repatriable basis.
- 7.12. The instructions, authorizations and provisions contained in the Form of Acceptance-cum-Acknowledgement constitute part of the terms of the Offer. The Public Shareholders can write to the Registrar to the Offer/Manager to the Offer requesting for the Letter of Offer along with the Form of Acceptance-cum-Acknowledgement. Alternatively, the Letter of Offer along with the Form of Acceptance-cum-Acknowledgement is also expected to be available at SEBI's website, www.sebi.gov.in, and the Public Shareholders can also apply by downloading such forms from the website.
- 7.13. The marketable lot for the Equity Shares of the Target Company for the purpose of this Open Offer shall be 1 (One).
- 7.14. The Acquirer reserves the right to revise the Offer Price upwards prior to the commencement of the last 1 (One) Working Day prior to the commencement of the Tendering Period, in accordance with the SEBI (SAST) Regulations and the revision, if any, in the Offer Price and/or the Offer Size would be announced in the Newspapers. The Acquirer would pay such revised price for all the Equity Shares validly tendered at any time during the Offer and accepted under the Offer in accordance with the terms of the DPS and the DLoF.

- 7.15. None of the Acquirer, the PAC, the Manager to the Offer or the Registrar to the Offer accepts any responsibility for any loss of documents during transit and Public Shareholders are advised to adequately safeguard their interest in this regard.

B. Eligibility for accepting the Open Offer

- 7.16. The Letter of Offer shall be sent to the Public Shareholders holding Equity Shares whose names appear in the register of members of the Target Company on the Identified Date. The Identified Date for this Offer as per the tentative schedule of activities is November 29, 2024. However, all Public Shareholders, registered or unregistered, who own Equity Shares and are able to tender such Equity Shares in this Offer at any time before the closure of the Tendering Period are eligible to participate in this Offer. Accidental omission to dispatch the Letter of Offer to any Public Shareholder to whom this Offer has been made or non-receipt of the Letter of Offer by any such Public Shareholder shall not invalidate this Offer in any way.
- 7.17. As per the provisions of Regulation 40(1) of the SEBI (LODR) Regulations, as amended and SEBI's press release dated December 3, 2018, bearing reference no. PR 49/2018, requests for transfer of securities shall not be processed unless the securities are held in dematerialised form with a depository with effect from April 1, 2019. However, in accordance with the circular issued by SEBI bearing reference number SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, shareholders holding securities in physical form are allowed to tender shares in an open offer. Such tendering shall be as per the provisions of the SEBI (SAST) Regulations. Accordingly, Public Shareholders holding Equity Shares in physical form as well are eligible to tender their Equity Shares in this Open Offer as per the provisions of the SEBI (SAST) Regulations.
- 7.18. All Public Shareholders, registered or unregistered, who own Equity Shares and are able to tender such Equity Shares in this Offer at any time before the closure of the Tendering Period, are eligible to participate in this Open Offer.
- 7.19. The Public Announcement, the DPS, this Draft Letter of Offer, the Letter of Offer and the Form of Acceptance-cum-Acknowledgment will also be available on SEBI's website (www.sebi.gov.in). In case of non-receipt of the Letter of Offer, the Public Shareholders, if they so desire, may download the Letter of Offer or the Form of Acceptance-cum-Acknowledgment from SEBI's website.
- 7.20. The acceptance of this Offer is entirely at the discretion of the Public Shareholders of the Target Company.
- 7.21. By accepting this Offer, the Public Shareholder(s) confirm that they are not persons acting in concert with the Acquirer for the purpose of this Offer.
- 7.22. The acceptance of Equity Shares tendered in the Offer will be made by the Acquirer in consultation with the Manager to the Offer.
- 7.23. For any assistance, please contact the Manager to the Offer or the Registrar to the Offer.

C. Statutory and other approvals

- 7.24. As set out in paragraph 3.1.6 (*Summary of the Underlying Transaction*), the consummation of the Underlying Transaction is subject to completion of appropriate social processes, Sanofi deciding to proceed with the Underlying Transaction, and CD&R Group and Sanofi entering into definitive documents in relation to the Underlying Transaction.

- 7.25. The Open Offer is also subject to receipt of all applicable statutory approval(s) for the Underlying Transaction and the Open Offer, including the Required Statutory Approvals, before October 21, 2025. The consummation of the Underlying Transaction is subject to receipt of the Required Statutory Approvals before October 21, 2025.
- 7.26. As on date of this DLoF, to the best of the knowledge of the Acquirer and the PAC, except for the Required Statutory Approvals, there are no other statutory approvals required to complete the Underlying Transaction and/or the Open Offer. If any other statutory approval(s) are required or become applicable prior to completion of the Open Offer, this Open Offer shall be subject to such statutory approvals and the Acquirer shall make the necessary applications for such statutory approvals. The applications for the Required Statutory Approvals are being filed in accordance with the requirements of applicable laws.
- 7.27. In the event that: (i) Required Statutory Approvals or any other statutory approvals required for the Underlying Transaction and/or the Open Offer are not obtained before October 21, 2025 or are finally refused; or (ii) the conditions set out in paragraph 3.1.6(b) (*Summary of the Underlying Transaction*) are not completed for reasons outside the reasonable control of the Acquirer, the Acquirer and/or the PAC may withdraw the Offer under Regulation 23 of the SEBI (SAST) Regulations. In the event of withdrawal of this Open Offer, a public announcement will be made within 2 (two) Working Days of such withdrawal, in accordance with the provisions of Regulation 23(2) of the SEBI (SAST) Regulations.
- 7.28. If the number of Equity Shares validly tendered by the Public Shareholders under this Offer is more than the Offer Size, then the Offer Shares validly tendered by the Public Shareholders will be accepted on a proportionate basis, in consultation with the Manager, subject to acquisition of a maximum of 59,87,962 (Fifty Nine Lakh Eighty Seven Thousand Nine Hundred and Sixty Two) Equity Shares, representing 26.00% (Twenty Six Percent) of the Voting Share Capital.
- 7.29. In case of delay in receipt of any Required Statutory Approvals, or any other statutory approval that may be required, SEBI has the power to grant an extension of time to the Acquirer for making payment of the consideration to the Public Shareholders whose Offer Shares have been accepted in the Offer, subject to such terms and conditions as may be specified by SEBI, including payment of interest in accordance with Regulation 18(11) of the SEBI (SAST) Regulations. Where any statutory approval extends to some but not all of the Public Shareholders, the Acquirer shall have the option to make payment to such Public Shareholders in respect of whom no statutory approvals are required in order to complete this Offer.
- 7.30. All Public Shareholders (including resident or non-resident shareholders) must obtain all requisite approvals required, if any, to tender the Offer Shares (including without limitation, the approval from the Reserve Bank of India) held by them, in the Offer and submit such approvals, along with the other documents required to accept this Offer. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered in this Offer. Further, if the holders of the Equity Shares who are not persons resident in India (including NRI, OCB, FIIs or FPIs) had required any approvals (including from the Reserve Bank of India, or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Offer Shares held by them, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Offer Shares.
- 7.31. Subject to the receipt of the statutory and other approvals, if any, the Acquirer shall complete all procedures relating to the Open Offer, including payment of consideration within 10 (Ten) Working Days from the closure of the Tendering Period to those shareholders whose share certificates or other documents are found valid and in order and are approved for acquisition by the Acquirer.

- 7.32. By agreeing to participate in this Open Offer (i) the holders of the Equity Shares who are persons resident in India and the (ii) the holders of the Equity Shares who are persons resident outside India (including NRIs, OCBs and FPIs) give the Acquirer the authority to make, sign, execute, deliver, acknowledge and perform all actions to file applications and regulatory reportings, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Acquirer for such regulatory filings, if required by the Acquirer.

8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

- 8.1. Subject to Part C (*Statutory and Other Approvals*) of Section 7 (*Terms and Conditions of the Open Offer*) of this DLoF above, all Public Shareholders, whether holding the Equity Shares in physical form or dematerialized form or holding locked-in Equity Shares are eligible to participate in this Offer at any time during the Tendering Period for this Offer.
- 8.2. For the purpose of this Offer, details of the escrow depository account (“**Open Offer Escrow Demat Account**”) or Buying Broker (as defined in paragraph 8.24 of Section 8 (*Procedure for Acceptance and Settlement*)), as applicable, will be included in the Letter of Offer.

The procedure for tendering the Equity Shares in the event the Acquirer has not acquired control over the Target Company in accordance with the SEBI (SAST) Regulations, prior to the commencement of the Tendering Period for the Open Offer, will be as follows:

- 8.3. The Acquirer is not a person resident in India under applicable foreign exchange control regulations in India. In terms of the Foreign Exchange Management Act, 1999, if the Acquirer does not have control over the Target Company at the time of acquiring the Equity Shares tendered by the Public Shareholders, the Acquirer will not be permitted to acquire the Equity Shares of the Target Company on the floor of the recognized stock exchanges in India as per applicable foreign exchange control regulations in India (under Indian foreign exchange laws, a person resident outside India is permitted to purchase the equity shares of a listed Indian company on the stock exchange if such person has already acquired control of such Indian listed company in accordance with the SEBI (SAST) Regulations)). Therefore, if the Acquirer has not yet obtained control over the Target Company prior to commencement of the Tendering Period, the Acquirer will acquire the Offer Shares in accordance with the ‘tender offer method’ prescribed by SEBI, in accordance with paragraph (c) of the SEBI Circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, as amended by SEBI Circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, as amended by SEBI Circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021.
- 8.4. Public Shareholders of the Target Company, who wish to avail of and accept the Offer, can deliver duly filled and signed Form of Acceptance-cum-Acknowledgement along with all the relevant documents at the collection centers mentioned below in accordance with the procedure as set out in the LoF between opening of the Tendering Period and before the closure of Tendering Period:

Sr. No.	City	Contact Person	Address	Tel. No.	Email id	Mode of Delivery
1.	Mumbai	Pradnya Karanjekar	Link Intime India Pvt Limited, C-101, 247 park, 1st floor, L.B.S. Marg, Vikhroli west, Mumbai – 400083	+91-8108114949	sanoficonsumer@linkintime.co.in	Hand delivery/ courier/registered post
2	New Delhi	Jyoti Singh	Link Intime India Pvt Limited, Noble Heights, 1st Floor, Plot NH2, C-1 Block LSC, Near	011-41410592 /93/94	sanoficonsumer.off	Hand delivery

			Savitri Market, Janakpuri, New Delhi -110058		er@linkintime.co.in	
3	Ahmedabad	Rajesh Parmar	Link Intime India Pvt Limited, 506-508, 5th floor, Amarnath Business Centre (ABC-1), Beside Gala Business Centre, Near St. Xavier's College Corner, Opp. Wagh Bakri Tea Longue, Off. C. G. Road, Ellisbridge, Ahmedabad-380006 Gujarat	079-2646517 9/86/87	sanoficonsumer.offer@linkintime.co.in	Hand delivery

- 8.5. The Form of Acceptance-cum-Acknowledgment duly signed along with all the relevant documents (envelope should be super-scribed "SANOFI CONSUMER HEALTHCARE INDIA LIMITED - OPEN OFFER") by registered post with acknowledgement due or by courier, at their own risk and cost, to the Registrar to the Offer. Applicants who cannot hand deliver their documents at the collection centre referred to above, may send the same by registered post with acknowledgement due or by courier, at their own risk and cost, to the Registrar to the Offer at (Address: C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400 083, Maharashtra, India; Telephone number: +91 810 811 4949; Fax number: +91 22 49186060; Email: sanoficonsumer.offer@linkintime.co.in; and Contact Person: Pradnya Karanjekar).
- 8.6. Equity Shares should not be submitted/tendered to the Manager to the Offer, the Acquirer, the PAC or the Target Company.
- 8.7. Public Shareholders who have acquired the Equity Shares but whose names do not appear in the records of the Depositories on the Identified Date, unregistered shareholders or those who have not received the Letter of Offer, may participate in this Offer by submitting an application on a plain paper giving details set out below and in the Letter of Offer. In the alternate, such holders of the Equity Shares may apply in the Form of Acceptance-cum-Acknowledgment in relation to this Offer that will be annexed to the Letter of Offer, which may also be obtained from the SEBI website (<http://www.sebi.gov.in>) or from the Registrar to the Offer. The application is to be sent to the Registrar to the Offer, so as to reach the Registrar to the Offer during business hours on or before 5.00 p.m. on the date of closure of the Tendering Period of this Offer, together with:
- (a) the depository participant ("DP") name, DP ID, account number together with a photocopy or counterfoil of the delivery instruction slip in "off-market" mode duly acknowledged by the DP for transferring the Equity Shares to the Open Offer Escrow Demat Account, as per the details given below:

Name of the Depository Participant	[●]
DP ID	[●]
Client ID	[●]
Account Name	[●]
Depository	[●]
Mode of Instruction	Off Market

[Note: Public Shareholders having their beneficiary account with [●] must use the inter-depository delivery instruction slip for the purpose of crediting their equity shares of the Target Company in favour of the Open Offer Escrow Demat Account.]

- (b) Public Shareholders have to ensure that their Equity Shares are credited in the above mentioned in the Open Offer Escrow Demat Account, before the closure of the Tendering Period.
- (c) Public Shareholders holding shares in dematerialized form are not required to submit the Form of Acceptance-cum-Acknowledgment to the Registrar to the Offer, unless required by their respective Selling Broker.
- (d) Pursuant to SEBI circular dated August 27, 2020 bearing reference number SEBI/HO/MIRSD/DOP/CIR/P/2020/158, with effect from November 1, 2020, SEBI has made it mandatory for all shareholders holding shares in dematerialized form to authenticate their off-market transaction requests through the one-time password (“OTP”) authentication method, pursuant to the submission of their delivery instruction slip with the DP. All Public Shareholders shall generate and submit the OTP (based on the link provided by the Depository to the Public Shareholder by way of e mail/SMS) to authenticate the off-market transaction(s). Public Shareholders are requested to authenticate their transaction as soon as they receive the intimation from the Depository to avoid failure of delivery instruction. Kindly note that no transaction will be processed by the Depositories unless the same is authenticated by the Public Shareholder through the abovementioned OTP method.

8.8. The procedure for tendering to be followed by Public Shareholders holding Equity Shares in physical form is as detailed below:

- (a) Public Shareholders who are holding physical Equity Shares and intend to participate in the Open Offer will be required to submit to the registered office of the Registrar to the Offer the Form of Acceptance-cum-Acknowledgement, duly completed and signed in accordance with the instructions contained therein, along with the complete set of documents for verification procedures to be carried out including: (i) original share certificate(s); (ii) valid share transfer form(s) i.e. Form SH-4 duly filled and signed by the transferors (i.e., by all registered shareholders in same order and as per the specimen signatures registered with the Target Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Target Company; (iii) self-attested copy of the shareholder’s PAN Card; and (iv) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable.
- (b) In addition, if the address of the Public Shareholder has undergone a change from the address registered in the register of members of the Target Company, the relevant Public Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: (i) valid Aadhar card; (ii) voter identity card; or (iii) passport.
- (c) Public Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for the Open Offer shall be subject to verification as per the SEBI (SAST) Regulations and any further directions issued in this regard.
- (d) Applicants may deliver their documents by speed/registered post with due acknowledgement or by courier only, at their own risk and cost, to the Registrar to the Offer to the address specified in paragraph 8.4 of this Section 8 (*Procedure for Acceptance and Settlement of the Open Offer*) of this Draft Letter of Offer, on or before the last date of the Tendering Period.

8.9. Documents to be delivered by all Public Shareholders holding Equity Shares in dematerialised form are set out below:

- (a) Form of Acceptance-cum-Acknowledgement duly completed and signed in accordance with the instructions contained therein by all the beneficial holders of the Equity Shares, as per the records of the DP.
- (b) Photocopy of the Delivery Instruction in “off-market” mode or counterfoil of the delivery instruction slip in “off-market” mode, duly acknowledged by the DP, in favour of the Open Offer Escrow Demat Account.

Please note the following:

- (i) For each delivery instruction, the Beneficial Owner should submit a separate Form of Acceptance-cum-Acknowledgment.
 - (ii) The Registrar to the Offer is not bound to accept those acceptances, for which corresponding Equity Shares have not been credited to the above Open Offer Escrow Demat Account or for Equity Shares that are credited in the above Open Offer Escrow Demat Account but the corresponding Form of Acceptance-cum-Acknowledgment has not been received as on the date of closure of the Offer.
- 8.10. Non-resident Public Shareholders should, in addition to the above, enclose copy(ies) of any permission(s) received from the RBI or any other regulatory authority to acquire Equity Shares held by them in the Target Company. Erstwhile OCBs are requested to seek a specific approval of the RBI for tendering their Equity Shares in the Offer and a copy of such approval must be provided along with other requisite documents in the event that any Public Shareholder who is an erstwhile OCB tenders its Equity Shares in the Open Offer. In case the above approvals from the RBI are not submitted, the Acquirer and PAC reserve the right to reject such Equity Shares tendered.
- 8.11. Public Shareholders who have sent the Equity Shares held by them for dematerialisation need to ensure that the process of dematerialisation is completed in time for the credit in the Open Offer Escrow Demat Account to be received on or before the closure of the Tendering Period, or else their application will be rejected.
- 8.12. The Public Shareholders should also provide all relevant documents which are necessary to ensure transferability of the Equity Shares in respect of which the application is being sent. Such documents may include, but are not limited to:
- (a) Duly attested death certificate and succession certificate/probate/letter of administration (in case of single Public Shareholder) if the original Public Shareholder has expired;
 - (b) Duly attested power of attorney if any person apart from the Public Shareholder has signed the acceptance form and/or transfer deed(s);
 - (c) No objection certificate from any lender, if the Equity Shares in respect of which the acceptance is sent, were under any charge, lien or encumbrance;
 - (d) In case of companies, the necessary corporate authorisation (including certified copy of board and/or general meeting resolution(s)); and
 - (e) Any other relevant documents.
- 8.13. In the event the number of Equity Shares validly tendered in the Open Offer by the Public Shareholders are more than the Equity Shares to be acquired under the Open Offer, the acquisition of Equity Shares from each Public Shareholder will be on a proportionate basis in such a way that the acquisition from any Public Shareholder shall not be less than the minimum marketable lot, or the entire holding if it is less than the marketable lot.

- 8.14. Subject to the receipt of the Required Statutory Approvals and other terms and conditions set forth in the PA, DPS, this DLoF and LoF, the Acquirer and/or the PAC intend to complete all formalities, including the payment of consideration within a period of 10 (Ten) Working Days from the closure of the Tendering Period and for the purpose open a special account as provided under Regulation 21(1) of the SEBI (SAST) Regulations, provided that where the Acquirer and/or the PAC are unable to make the payment to the Public Shareholders who have accepted the Offer before the aforesaid period of 10 (Ten) Working Days due to non-receipt of such approvals, SEBI may grant an extension of time to the Acquirer and/or PAC for making payment of the consideration to the Public Shareholders whose Offer Shares have been accepted in the Open Offer, subject to such terms and conditions as may be specified by SEBI, including payment of interest, if any, in accordance with the SEBI (SAST) Regulations.
- 8.15. The unaccepted documents in relation to transfer of Equity Shares, if any, would be returned by registered post or by ordinary post or courier at the Public Shareholders' sole risk. Unaccepted Equity Shares held in dematerialised form will be credited back to with the respective depository participant as per details received from their depository participant. It will be the responsibility of the Public Shareholders to ensure that the unaccepted Equity Shares are accepted by their respective depository participants when transferred by the Registrar to the Offer. Public Shareholders holding Equity Shares in dematerialised form are requested to issue the necessary standing instruction for the receipt of the credit, if any, in their DP account. Public Shareholders should ensure that their depository account is maintained till all formalities pertaining to the Offer are completed.
- 8.16. The Registrar to the Offer will hold in trust the Form of Acceptance-cum-Acknowledgment, Equity Shares, and/or other documents on behalf of the Public Shareholders of the Target Company who have accepted the Offer, until the warrants/cheques/drafts or payment mode through electronic mode for the consideration are dispatched and unaccepted share certificate/Equity Shares, if any, are dispatched/returned/credited to the relevant Public Shareholders.
- 8.17. Payment to those Public Shareholders whose tendered Equity Shares are found valid and in order and are approved by the Acquirer and PAC, will be done by obtaining the bank account details from the beneficiary position download to be provided by the depositories and the payment shall be processed with the said bank particulars, and not any details provided in the Form of Acceptance-cum-Acknowledgment. The decision regarding: (a) the acquisition (in part or full), of the Equity Shares tendered pursuant to the Offer, or (b) rejection of the Equity Shares tendered pursuant to the Offer along with any corresponding payment for the acquired Equity Shares will be dispatched to the Public Shareholders by registered post or by ordinary post or courier as the case may be, at the Public Shareholder's sole risk. Equity Shares held in dematerialised form to the extent not acquired will be credited back to the respective beneficiary account with their respective Depository Participants as per the details furnished by the beneficial owners in the Form of Acceptance-cum-Acknowledgment.
- 8.18. For Public Shareholders who do not opt for electronic mode of transfer or whose payment consideration is rejected/not credited through DC/NEFT/RTGS, due to technical errors or incomplete/incorrect bank account details, payment consideration will be dispatched through registered post or by ordinary post or courier at the Public Shareholder's sole risk.
- 8.19. All cheques/demand drafts/pay orders will be drawn in the name of the first holder, in case of joint holder(s).
- 8.20. In case of rejection of Equity Shares tendered for any reason, the documents, if any, will be returned by registered post or ordinary post or courier at the Public Shareholder's sole risk as per the details provided in the Form of Acceptance-cum-acknowledgement. equity shares held in dematerialised form, to the extent not accepted, will be returned to the beneficial owner to the credit of the beneficial owner's DP account with the respective DP as per the details furnished by the beneficial owner(s) in the form of Acceptance-cum-Acknowledgement.

- 8.21. A copy of the Letter of Offer (including Form of Acceptance-cum-Acknowledgment) is expected to be available on SEBI's website (<http://www.sebi.gov.in>) during the period the Offer is open and may also be downloaded from the site.

The procedure for tendering the Equity Shares in the event the Acquirer has acquired control over the Target Company in accordance with the SEBI (SAST) Regulations, prior to the commencement of the Tendering Period for the Open Offer, will be as follows:

- 8.22. In the event the Acquirer has acquired control over the Target Company in accordance with the SEBI (SAST) Regulations, prior to the commencement of the Tendering Period for the Open Offer, the Open Offer will be implemented by the Acquirer and PAC, subject to applicable laws, through the stock exchange mechanism made available by the stock exchanges in the form of a separate window ("**Acquisition Window**") as provided under the SEBI (SAST) Regulations and SEBI circular bearing number CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015, as amended from time to time, read with the SEBI circular bearing number CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, as amended from time to time, and SEBI Circular bearing number SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021. As per SEBI Circular bearing number SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, a lien shall be marked against the shares of the shareholders participating in the tender offers. Upon finalisation of the entitlement, only accepted quantity of shares shall be debited from the demat account of the shareholders. The lien marked against unaccepted shares shall be released. The detailed procedure for tendering and settlement of shares under the revised mechanism is specified in the Annexure to the said circular.
- 8.23. The facility for acquisition of Equity Shares through the stock exchange mechanism pursuant to the Open Offer shall be available on the Stock Exchanges in the form of a separate Acquisition Window.
- 8.24. The Acquirer has appointed Citigroup Global Markets India Private Limited ("**Buying Broker**") as its broker for the Offer through whom the purchases and settlement of the Offer Shares tendered under the Offer shall be made. The contact details of the Buying Broker are as mentioned below:
- Name: Citigroup Global Markets India Private Limited
Address: 1202, 12th Floor, First International Financial Centre, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400051
Contact Person: Rijesh Nambiar
Tel.: +91 22 6175 9976
- 8.25. Public Shareholders who desire to tender their Equity Shares under the Offer would have to intimate their respective stock brokers ("**Selling Brokers**") within the normal trading hours of the secondary market, during the Tendering Period. The Selling Broker can enter orders for dematerialized as well as physical Equity Shares through the Acquisition Window.
- 8.26. Public Shareholders have to ensure that their Equity Shares are made available to their Selling Brokers, before the closure of the Tendering Period.
- 8.27. The lien marked against unaccepted Equity Shares will be released, if any, or would be returned by registered post or by ordinary post or courier (in case of physical shares) at the Public Shareholders' sole risk. Public Shareholders should ensure that their depository account is maintained till all formalities pertaining to the Offer are completed.
- 8.28. The details of settlement number under which lien will be marked shall be informed in the issue opening circular that will be issued by the Stock Exchanges/Clearing Corporation, before the Offer Opening Date.

- 8.29. The cumulative quantity tendered shall be displayed on the websites of the Stock Exchanges (www.bseindia.com, www.nseindia.com) throughout the trading session at specific intervals during the Tendering Period.
- 8.30. Modification/cancellation of bids will not be allowed during the Tendering Period. Multiple bids made by single Public Shareholder for selling the Equity Shares shall be clubbed and considered as 'one' bid for the purposes of acceptance.
- 8.31. The reporting requirements for non-resident shareholders under the Foreign Exchange Management Act, 1999 and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Public Shareholder and/or their Selling Broker.
- 8.32. Further details regarding the same will be provided to the Public Shareholders at the appropriate time.
- 8.33. NSE shall be the designated stock exchange for the purpose of tendering the Offer Shares in the Offer.
- 8.34. The Public Shareholders can tender their Equity Shares only through Selling Broker(s) with whom such shareholder is registered as client (and has complied with the relevant 'Know Your Client' procedures and guidelines).
- 8.35. In the event the Selling Broker is not registered with BSE or NSE or if the Public Shareholder does not have any stockbroker, then that Public Shareholder can approach any BSE or NSE registered stock broker and can make a bid by using quick unique client code facility through that BSE or NSE registered stock broker after submitting the details as may be required by the stock broker to be in compliance with applicable law and regulations. In case a Public Shareholder is not able to bid using quick unique client code facility through any BSE or NSE registered stockbroker, then the Public Shareholder may approach the Buyer Broker, to tender Equity Shares by using the quick unique client code facility of the Buying Broker or an affiliate. The Public Shareholders approaching BSE or NSE registered stockbroker (with whom he does not have an account) may have to submit following details:
- (a) In case of Public Shareholder being an individual:
- (i) If the Public Shareholder is registered with a 'KRA', i.e., a KYC Registration Agency, the following documents will be required to be submitted (duly filled and completed):
- CKYC form, including FATCA, IPV, OSV if applicable.
 - KYC form and the supporting documents (all such documents are required to be self-attested) including bank account details (cancelled cheque).
 - DP details where the Equity Shares are deposited (Demat master/latest Demat statement), assuming the Equity Shares are in dematerialised mode.
- (ii) If the Public Shareholder is not registered with KRA, the following documents will be required to be submitted (duly filled and completed):
- CKYC form, including FATCA, IPV, OSV if applicable.
 - KRA form.

- KYC form and the following supporting documents required (all such documents are required to be self-attested): PAN card copy, address proof & bank account details (cancelled cheque).
- DP details where the Equity Shares are deposited (Demat master/latest Demat statement), assuming the Equity Shares are in dematerialised mode. It may be noted that other than submission of above forms and documents, in person verification may be required.

(b) In case of Public Shareholder being a HUF:

(i) If the Public Shareholder is already registered with KRA, the following documents will be required to be submitted (duly filled and completed):

- CKYC form of the 'KARTA', including FATCA, IPV, OSV if applicable.
- KYC form and the supporting documents required (all documents self-attested) including bank account details (cancelled cheque).
- DP details where the Equity Shares are deposited (Demat master/latest Demat statement), assuming the Equity Shares are in dematerialised mode.

(ii) If the Public Shareholder is not registered with KRA, the following documents will be required to be submitted (duly filled and completed):

- CKYC form of the 'KARTA' including FATCA, IPV, OSV if applicable.
- KRA form.
- KYC form and the following supporting documents (all such documents are required to be self-attested): PAN card copy of HUF & KARTA, address proof of HUF & KARTA, HUF declaration, bank account details (cancelled cheque).
- DP details where the Equity Shares are deposited (Demat master/latest Demat statement), assuming the Equity Shares are in dematerialised mode. It may be noted that other than submission of above forms and documents, in person verification may be required.

(c) In case of Public Shareholder being other than Individual and HUF:

(i) If the Public Shareholder is already registered with KRA, the following documents will be required to be submitted (duly filled and completed):

- KYC form and the supporting documents (all such documents are required to be self-attested) including bank account details (cancelled cheque).
- DP details where the Equity Shares are deposited (Demat master/latest Demat statement), assuming the Equity Shares are in dematerialised mode.
- FATCA, IPV, OSV if applicable.

- Latest list of directors/authorised signatories/partners/trustees.
 - Latest shareholding pattern.
 - Board resolution.
 - Details of ultimate beneficial owner along with PAN card and address proof.
 - Last 2 (Two) years' financial statements.
- (ii) If the Public Shareholder is not registered with KRA, the following documents will be required to be submitted (duly filled and completed):
- KRA form.
 - KYC form and the supporting documents (all such documents are required to be self-attested): PAN card copy of company/firm/trust, address proof of company/firm/trust and bank account details (cancelled cheque).
 - DP details where the Equity Shares are deposited (Demat master/latest Demat statement), assuming the Equity Shares are in dematerialised mode.
 - FATCA, IPV, OSV if applicable.
 - Latest list of directors/authorised signatories/partners/trustees.
 - PAN card copies & address proof of directors/authorised signatories/partners/trustees.
 - Latest shareholding pattern.
 - Board resolution/partnership declaration.
 - Details of ultimate beneficial owner along with PAN card and address proof.
 - Last 2 (Two) years' financial statements.
 - memorandum of association/partnership deed/trust deed.

It may be noted that above mentioned list of documents is an indicative list. The requirement of documents and procedures may vary from broker to broker.

8.36. **Procedure for tendering Equity Shares held in Dematerialised Form**

- (a) The Public Shareholders who desire to tender their Equity Shares in the electronic/dematerialized form under the Offer would have to do so through their respective Selling Broker by giving the details of Equity Shares they intend to tender under the Offer. Public Shareholders should tender their Equity Shares before market hours close on the last day of the Tendering Period.

- (b) The Public Shareholders shall submit delivery instruction slip duly filled-in specifying the appropriate market type in relation to the “Open Offer” and execution date along with all other details to their respective Selling Broker so that the shares can be tendered in the Offer.
- (c) The Selling Broker would be required to place an order/bid on behalf of the Public Shareholders who wish to tender Equity Shares in the Offer using the Acquisition Window of the BSE or NSE.
- (d) Before placing the order/bid, the Public Shareholder would be required to transfer the tendered Equity Shares to the Clearing Corporation, by using the early pay-in mechanism as prescribed by the BSE or NSE or the Clearing Corporation, prior to placing the order/bid by the Selling Broker. The details of the Special Account of Clearing Corporation shall be informed in the issue opening circular that will be issued by BSE/NSE/Clearing Corporation.
- (e) Upon placing the order, the Selling Broker shall provide TRS generated by the stock exchange bidding system to the Equity Shareholder. TRS will contain details of order submitted like bid ID No., DP ID, Client ID, no. of Equity Shares tendered, etc.
- (f) Modification/cancellation of orders will not be allowed during the Tendering Period of the Offer.
- (g) For custodian participant, orders for Demat Equity Shares early pay-in is mandatory prior to confirmation of order by the custodian. The custodians shall either confirm or reject orders not later than the time provided by the Stock Exchange on the last day of the Offer Period. Thereafter, all unconfirmed orders shall be deemed to be rejected.
- (h) The details of settlement number for early pay-in of Equity Shares shall be informed in the issue opening circular that will be issued by the Stock Exchanges/Clearing Corporation, before the opening of the Offer.
- (i) The Public Shareholders will have to ensure that they keep the DP account active and unblocked to receive credit in case of return of the Equity Shares due to rejection or due to prorated Offer.
- (j) In case of receipt of Shares in the special account of the Clearing Corporation and a valid bid in the exchange bidding system, the Open Offer shall be deemed to have been accepted, for Demat Shareholders.
- (k) The cumulative quantity tendered shall be made available on the website of the BSE (www.bseindia.com) and NSE (www.nseindia.com) throughout the trading sessions and will be updated at specific intervals during the Tendering Period.
- (l) In case any person has submitted Equity Shares in physical form for conversion to Demat, such Public Shareholders should ensure that the process of getting the Equity Shares converted to Demat mode is completed well in time so that they can participate in the Offer before the closure of the Tendering Period.
- (m) The Public Shareholders holding shares in Demat mode are not required to fill any Form of Acceptance, unless required by their respective Selling Broker.
- (n) All non-resident Public Shareholders (i.e., Public Shareholders not residing in India including NRIs, OCBs and FPIs) are mandatorily required to fill the Form of Acceptance. The non-resident Public Shareholders holding Equity Shares in Demat mode, directly or through their respective Selling Brokers, are required to send the Form of Acceptance-cum-Acknowledgement along with the required documents to the Registrar to the Offer at its address given on the cover page of the Letter of Offer. The envelope should be super scribed as “SANOFI

CONSUMER HEALTHCARE INDIA LIMITED - Open Offer 2024". The detailed procedure for tendering Equity Shares will be included in the Form of Acceptance.

8.37. Procedure for Tendering the Equity Shares held in physical form

- (a) As per the provisions of Regulation 40(1) of the SEBI (LODR) Regulations and SEBI's press release bearing no. 51/2018 dated December 3, 2018, requests for transfer of securities shall not be processed unless the securities are held in dematerialised form with a depository w.e.f. April 1, 2019. However, in accordance with the Frequently Asked Questions issued by SEBI, "FAQs -Tendering of physical shares in buyback offer/open offer/exit offer/delisting" dated February 20, 2020, shareholders holding securities in physical form are allowed to tender shares in an open offer. Such tendering shall be as per the provisions of the SEBI (SAST) Regulations.
- (b) The procedure for tendering to be followed by the Public Shareholders holding Equity Shares in the physical form is as detailed below:
- (c) Public Shareholders who are holding physical Equity Shares and intend to participate in the Open Offer will be required to approach their respective Selling Broker along with the complete set of documents for verification procedures to be carried out, including the (i) original share certificate(s), (ii) valid share transfer form(s) (Form SH-4) duly filled and signed by the transferors (i.e., by all registered shareholders in same order and as per the specimen signatures registered with the Target Company) and duly witnessed at the appropriate place authorizing the transfer in favor of the Target Company, (iii) self-attested copy of the shareholder's PAN Card (in case of joint holders, PAN card copy of all transferors, and (iv) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable.
- (d) In addition, if the address of the Public Shareholder has undergone a change from the address registered in the 'Register of Members' of the Target Company, the Public Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: (i) valid Aadhar card, (ii) voter identity card, or (iii) passport.
- (e) Based on these documents, the Selling Broker shall place the bid on behalf of the Public Shareholder holding Equity Shares in physical form who wishes to tender Equity Shares in the Open Offer, using the acquisition window of the Stock Exchanges. Upon placing the bid, the Selling Broker shall provide a Transaction Registration Slip ("TRS") generated by the Stock Exchange bidding system to the Public Shareholder. The TRS will contain the details of the order submitted like folio number, certificate number, distinctive number of Equity Shares tendered etc.
- (f) The Selling Broker/Public Shareholder has to deliver the original share certificate(s) and documents (as mentioned above) along with the TRS either by registered post or courier or hand delivery to the Registrar to the Offer i.e. Link Intime India Private Limited (at the following address: C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400 083, Maharashtra, India) within 2 (Two) days of bidding by the Selling Broker i.e. last date for receipt of documents by Registrar to the Offer is the Offer Closing Date (by 5.00 p.m.(IST)). The envelope should be super scribed as "SANOFI CONSUMER HEALTHCARE INDIA LIMITED - Open Offer 2024". 1 (One) copy of the TRS will be retained by the Registrar to the Offer and it will provide acknowledgement of the same to the Selling Broker/Public Shareholder.
- (g) The Public Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for the Open Offer shall be subject to verification as per the SEBI (SAST) Regulations and any further directions issued

in this regard. The Registrar will verify such bids based on the documents submitted on a daily basis and till such time the Stock Exchanges shall display such bids as ‘unconfirmed physical bids’. Once the Registrar confirms the bids, they will be treated as ‘confirmed bids’. Physical share certificates and other relevant documents should not be sent to the Acquirer, PAC, Target Company or the Managers.

- (h) All documents as mentioned above, shall be enclosed with the Form of Acceptance, otherwise the Equity Shares tendered will be liable for rejection. The Equity Shares shall be liable for rejection on the following grounds amongst others: (i) if there is any other company’s equity share certificate(s) enclosed with the Form of Acceptance-cum-Acknowledgement instead of the Equity Share certificate(s) of the Target Company; (ii) if the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Public Shareholders; (iii) if the Public Shareholders tender Equity Shares but the Registrar to the Offer does not receive the Equity Share certificate(s); and/or (iv) in case the signature on the Form of Acceptance-cum-Acknowledgement and Form SH-4 does not match as per the specimen signature recorded with Target Company/Registrar of the Target Company.
- (i) In case any Public Shareholder has submitted Equity Shares in physical form for dematerialization, such Public Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Open Offer before the Offer Closing Date.
- (j) The Public Shareholders holding Equity Shares in physical mode will be required to fill the respective Form of Acceptance. Detailed procedure for tendering Equity Shares has been included in the Form of Acceptance.

8.38. Acceptance of Equity Shares

- (a) Registrar to the Offer shall provide details of order acceptance to Clearing Corporation within specified timelines.
- (b) In the event that the number of Equity Shares validly tendered by the Public Shareholders under this Offer is more than the number of Offer Shares, the Acquirer and PAC shall accept those Equity Shares validly tendered by the Public Shareholders on a proportionate basis in consultation with the Manager, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots, provided that acquisition of Equity Shares from a Public Shareholder shall not be less than the minimum marketable lot. The marketable lot for the Equity Shares of the Target Company for the purpose of this Offer shall be 1 (One).
- (c) In case of any practical issues, resulting out of rounding-off of Equity Shares or otherwise, the Acquirer and PAC will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares.

8.39. Procedure for tendering the Equity Shares in case of non-receipt of Letter of Offer:

- (a) Persons who have acquired the Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Offer. Accidental omission to send the Letter of Offer to any person to whom the Offer is made or the non-receipt or delayed receipt of the Letter of Offer by any such person will not invalidate the Offer in any way.
- (b) A Public Shareholder may participate in the Offer by approaching their broker/Selling Broker and tender the Equity Shares in the Offer as per the procedure mentioned in this Letter of Offer or in the relevant Form of Acceptance.

- (c) The Letter of Offer along with Form of Acceptance-cum-Acknowledgement will be sent (through electronic mode or physical mode) to all the Public Shareholders of the Target Company, as appearing in the list of members of the Target Company as on the Identified Date. In case of non-receipt of the Letter of Offer along with Form of Acceptance, such Public Shareholders of the Target Company may download the same from the SEBI website (www.sebi.gov.in). Such Public Shareholders of the Target Company may also obtain an electronic copy of the Letter of Offer along with Form of Acceptance-cum-Acknowledgement from the Registrar to the Offer on providing suitable documentary evidence of holding the Equity Shares of the Target Company.
- (d) Alternatively, in case of non-receipt of the Letter of Offer, the Public Shareholders holding the Equity Shares may participate in the Offer by providing their application in plain paper in writing signed by all shareholder(s), stating name, address, number of Equity Shares held, client ID number, DP name, DP ID number, number of Equity Shares tendered and other relevant documents as mentioned in the Letter of Offer. Such Public Shareholders have to ensure that their order is entered in the electronic platform to be made available by BSE or NSE before the closure of the Tendering Period.

Physical share certificates and other relevant documents should not be sent to the Acquirer, PAC, Target Company or the Manager.

8.40. Settlement Process

- (a) On closure of the Tendering Period, reconciliation for acceptances shall be conducted by the Manager and the Registrar to the Offer and the final list shall be provided to the Stock Exchanges to facilitate settlement on the basis of the shares transferred to the Clearing Corporation.
- (b) The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market. Selling Broker(s) should use the settlement number to be provided by the Clearing Corporation to transfer the Equity Shares in favour of the Clearing Corporation.
- (c) For Equity Shares accepted under the Offer, the Clearing Corporation will make direct funds pay-out to respective Public Shareholders. If the relevant Public Shareholder's bank account details are not available or if the funds transfer instruction is rejected by RBI/relevant bank, due to any reason, then such funds will be transferred to the concerned Selling Broker settlement bank account for onward transfer to their respective shareholders.
- (d) In case of certain client types viz. NRIs, non-resident clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Selling Broker's settlement accounts for onwards releasing the same to their respective Public Shareholder's account. For this purpose, the client type details would be collected from the Registrar to the Offer.
- (e) For the Public Shareholder(s) holding Equity Shares in physical form, the funds pay-out would be given to their respective Selling Broker's settlement bank accounts for releasing the same to the respective Public Shareholder's account.
- (f) The Public Shareholders holding Equity Shares in dematerialized form will have to ensure that they update their bank account details with their correct account number used in core banking and IFSC codes, keep their

depository participant account active and unblocked to successfully facilitate the tendering of the Equity Shares and to receive credit in case of return of Equity Shares due to rejection or due to prorated acceptance.

- (g) The Public Shareholders will have to ensure that they keep the Depository Participant account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to non-acceptance of the shares under the Offer.
- (h) Excess dematerialized Equity Shares or unaccepted dematerialized Equity Shares, if any, tendered by the Public Shareholders would be returned to them by the Clearing Corporation.
- (i) The direct credit of Equity Shares shall be given to the demat account of the Acquirer as indicated by the Buying Broker.
- (j) The Target Company is authorized to split the share certificate and issue a new consolidated share certificate for the unaccepted Equity Shares in case the Equity Shares accepted are less than the Equity Shares tendered in the Open Offer by the Public Shareholders holding Equity Shares in the physical form.
- (k) In case of partial or non-acceptance of orders, the balance dematerialized Equity Shares shall be returned directly to the demat accounts of the Public Shareholders. However, in the event of any rejection of transfer to the demat account of the Public Shareholder for any reason, the dematerialized Equity Shares shall be released to the securities pool account of their respective Selling Broker, and the Selling Broker will thereafter transfer the balance Equity Shares to the respective Public Shareholders.
- (l) Any excess physical Equity Shares, including to the extent tendered but not accepted, will be returned by registered post back to the Public Shareholder(s) directly by Registrar to the Offer. Unaccepted share certificate(s), transfer deed(s) and other documents, if any, will be returned by registered post at the registered Public Shareholders'/unregistered owners' sole risk to the sole/first Public Shareholder/unregistered owner.
- (m) Public Shareholders who intend to participate in the Offer should consult their respective Selling Broker for any cost, applicable taxes, charges, and expenses (including brokerage) that may be levied by the Selling Broker upon the selling shareholders for tendering Equity Shares in the Offer (secondary market transaction). The Offer consideration received by the Public Shareholders, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Acquirer, PAC and the Manager accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Public Shareholders.
- (n) Any Equity Shares that are subject matter of litigation or are held in abeyance due to pending court cases/attachment orders/restriction from other statutory authorities wherein the Public Shareholder may be precluded from transferring the Equity Shares during pendency of the said litigation are liable to be rejected if directions/orders regarding these Equity Shares are not received together with the Equity Shares tendered under the Offer.
- (o) Buying Brokers would also issue a contract note to the Acquirer and PAC for the Equity Shares accepted under the Offer.
- (p) Once the basis of acceptance is finalised, the Clearing Corporation would facilitate clearing and settlement of trades by transferring the required number to the Acquirer. The Buying Broker will transfer the funds pertaining to the Offer to the Clearing Corporation's bank account as per the prescribed schedule.

(q) Subject to receipt of the Required Statutory Approvals and other terms and conditions set forth in the PA, DPS, this DLoF and LoF, the Acquirer and PAC intend to complete all formalities, including the payment of consideration to the Public Shareholders of the Target Company whose shares have been accepted in the Offer, within a period of 10 (Ten) Working Days from the closure of the Tendering Period, and for this purpose, open a special account as provided under Regulation 21(1) of the SEBI (SAST) Regulations.

9. NOTE ON TAXATION

Part A – If the tendering is pursuant to paragraph 8.3 of Section 8 (Procedure for Acceptance and Settlement of Offer), i.e. in the event Acquirer has not obtained control over the Target Company prior to commencement of Tendering Period for the Open Offer

THE SUMMARY OF THE TAX CONSIDERATIONS IN THIS SECTION ARE BASED ON THE CURRENT PROVISIONS OF THE INCOME-TAX ACT, 1961 (AS AMENDED BY FINANCE (NO. 2) ACT, 2024) AND THE REGULATIONS THEREUNDER. THE LEGISLATIONS, THEIR JUDICIAL INTERPRETATION AND THE POLICIES OF THE REGULATORY AUTHORITIES ARE SUBJECT TO CHANGE (INCLUDING RETROSPECTIVE CHANGES/CLARIFICATIONS) FROM TIME TO TIME, AND THESE MAY HAVE A BEARING ON THE IMPLICATIONS LISTED BELOW. ACCORDINGLY, ANY CHANGE OR AMENDMENTS IN THE LAW OR RELEVANT REGULATIONS WOULD NECESSITATE A REVIEW OF THE BELOW.

THE JUDICIAL AND THE ADMINISTRATIVE INTERPRETATIONS THEREOF, ARE SUBJECT TO CHANGE OR MODIFICATION BY SUBSEQUENT LEGISLATIVE, REGULATORY, ADMINISTRATIVE OR JUDICIAL DECISIONS. ANY SUCH CHANGES COULD HAVE DIFFERENT INCOME-TAX IMPLICATIONS.

THIS NOTE ON TAXATION SETS OUT OUR UNDERSTANDING OF THE PROVISIONS OF LAW IN A SUMMARY MANNER ONLY AND IS NOT A COMPLETE ANALYSIS OR LISTING OF ALL POTENTIAL TAX CONSEQUENCES OF THE DISPOSAL OF EQUITY SHARES.

THE IMPLICATIONS ARE ALSO DEPENDENT ON THE PUBLIC SHAREHOLDERS FULFILLING THE CONDITIONS PRESCRIBED UNDER THE PROVISIONS OF THE RELEVANT SECTIONS UNDER THE RELEVANT TAX LAWS. IN VIEW OF THE PARTICULARISED NATURE OF INCOME-TAX CONSEQUENCES, PUBLIC SHAREHOLDERS ARE REQUIRED TO CONSULT THEIR TAX ADVISORS FOR THE APPLICABLE TAX PROVISIONS INCLUDING THE TREATMENT THAT MAY BE GIVEN BY THEIR RESPECTIVE TAX OFFICERS IN THEIR CASE AND THE APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE.

THE ACQUIRER AND PAC DO NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF SUCH SUMMARY OF INCOME TAX IMPLICATIONS. THEREFORE, PUBLIC SHAREHOLDERS CANNOT RELY ON THIS SUMMARY OF INCOME TAX IMPLICATIONS AND THIS SUMMARY OF INCOME TAX IMPLICATIONS RELATING TO THE TREATMENT OF INCOME-TAX IN THE CASE OF TENDERING OF LISTED EQUITY SHARES IN OPEN OFFER OFF THE RECOGNISED STOCK EXCHANGE, AS SET OUT BELOW SHOULD BE TREATED AS INDICATIVE AND FOR GUIDANCE PURPOSES ONLY.

THE INFORMATION ON TAXATION MENTIONED HEREIN IS ON THE BASIS THAT THE OPEN OFFER SHALL BE COMPLETED BY WAY OF AN OFF-MARKET TRANSACTION (i.e. NOT THROUGH THE STOCK EXCHANGE SETTLEMENT MECHANISM MADE AVAILABLE BY STOCK EXCHANGES, AS

PROVIDED UNDER THE SEBI (SAST) REGULATIONS AND SEBI CIRCULAR BEARING NUMBER CIR/CFD/POLICY/CELL/1/2015 DATED 13 APRIL 2015, AS AMENDED FROM TIME TO TIME, READ WITH THE SEBI CIRCULAR BEARING NUMBER CFD/DCR2/CIR/P/2016/131 DATED 9 DECEMBER 2016 AND BSE NOTICE NO. 20170202-34 DATED FEBRUARY 02, 2017, IN EACH CASE AS AMENDED FROM TIME TO TIME).

THE SUMMARY ON TAX CONSIDERATIONS IN THIS SECTION SETS OUT THE PROVISIONS OF LAW IN A SUMMARY MANNER ONLY AND DOES NOT PURPORT TO BE A COMPLETE ANALYSIS OR LISTING OF ALL POTENTIAL TAX CONSEQUENCES OF THE DISPOSAL OF EQUITY SHARES. THIS NOTE IS NEITHER BINDING ON ANY REGULATORS NOR CAN THERE BE ANY ASSURANCE THAT THEY WILL NOT TAKE A POSITION CONTRARY TO THE COMMENTS MENTIONED HEREIN. HENCE, YOU SHOULD CONSULT WITH YOUR OWN TAX ADVISORS FOR THE TAX PROVISIONS APPLICABLE TO YOUR PARTICULAR CIRCUMSTANCES. THE LAW STATED BELOW IS AS PER THE INCOME-TAX ACT, 1961.

(1) General:

- (a) Securities transaction tax (“**STT**”) will not be applicable to the Equity Shares accepted in this Offer.
- (b) In case of delay in receipt of any statutory approvals as may be required as per Regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied, that non-receipt of such approvals was not attributable to any wilful default, failure or neglect on the part of the Acquirer to diligently pursue such approvals, grant an extension of time for the purpose of completion of this Open Offer, subject to the Acquirer agreeing to pay interest to the Public Shareholders for delay beyond 10 (Ten) Working Days at such rate, as may be specified by SEBI from time to time.
- (c) In accordance with Regulation 18 (11A) of the SEBI (SAST) Regulations, if any waiver is not granted by SEBI, then the Acquirer shall pay interest to all such Public Shareholders whose Equity Shares have been accepted in the Open Offer, at the rate of 10% (Ten Percent) per annum, in the event the Acquirer is unable to make payment to the Public Shareholders who have accepted Equity Shares in the Open Offer within the statutory period as prescribed.
- (d) The basis of charge of Indian income tax under the Income Tax Act, 1961 (“**IT Act**”) depends upon the residential status of the taxpayer during a tax year. The Indian tax year runs from April 1 until March 31. A person who is an Indian tax resident is typically liable to income tax in India on his/her worldwide income, subject to certain tax exemptions, which are provided under the IT Act as amended from time to time.
- (e) A person who is treated as a non-resident for Indian income-tax purposes is generally subject to tax in India only on such person’s India-sourced income (i.e., income which is received or deemed to be received or accrues or arises or deemed to accrue or arise in India). In case of shares of a company, the source of income from shares would depend on the “situs” of such shares. As per judicial precedents, generally the “situs” of the shares is where a company is “incorporated” and where its shares can be transferred.
- (f) Accordingly, since the Target Company is incorporated in India, the Target Company’s shares should be deemed to be “situated” in India and any gains arising to a non-resident on transfer of such shares should be taxable in India under the IT Act.
- (g) Non-resident Public Shareholder can avail benefits of the Double Taxation Avoidance Agreement (“**DTAA**”) between India and the respective country of which the said non-resident Public Shareholder is tax resident subject to fulfilling of the relevant conditions including, but not limited to, those set out under

limitation of benefits provisions present in the said DTAA, if any, non-applicability of General Anti-Avoidance Rule (“GAAR”), conditions under Multilateral Instruments (“MLI”) as ratified by India with the respective country of which the said non-resident shareholder is tax resident; and providing and maintaining necessary information and documents as prescribed under the IT Act and DTAA.

- (h) The IT Act also provides for different income-tax regimes/rates applicable to the gains arising from the tendering of shares under the Offer, based on the period of holding, residential status, classification of the Public Shareholder, nature of the income earned, date of acquisition and mode of acquisition etc.
- (i) The Public Shareholders may be required to undertake compliances such as filing an annual income tax return, as may be applicable to different categories of persons, with the income tax authorities, reporting their income for the relevant year.
- (j) The summary of income tax implications on tendering of listed equity shares through off market transaction is set out below. All references to Equity Shares herein refer to listed Equity Shares unless stated otherwise.

(2) Classification of Shareholders: Public Shareholders can be classified under the following categories:

- (a) Resident Public Shareholders being:
 - (i) Individuals, Hindu Undivided Family (“HUF”), Association of Persons (“AOP”) and Body of Individuals (“BOI”)
 - (ii) Others
 - a. Company
 - b. Other Than Company
- (b) Non-Resident Public Shareholders being:
 - (i) Non-Resident Indians (NRIs)
 - (ii) Foreign Institution Investors (FIIs) /Foreign Portfolio Investors (FPIs)
 - (iii) Others:
 - a. Company
 - b. Other Than Company

(3) Classification of Income: Shares can be classified under the following two categories:

- (a) Shares held as investment (Income from transfer of such shares taxable under the head “**Capital Gains**”).
- (b) Shares held as stock-in-trade (Income from transfer of such shares taxable under the head “**Profits and Gains from Business or Profession**”).

As per the current provisions of the IT Act, unless specifically exempted, gains arising from the transfer of shares may be treated either as “Capital Gains” or as “Business Income” for income-tax purposes, depending upon whether such shares were held as a capital asset or trading asset (i.e. stock-in-trade). Shareholders may also refer to Circular No.6/2016 dated February 29, 2016 issued by the Central Board of Direct Taxes (CBDT) in this regard.

(4) Income from sale of shares classified as Investment:

- (a) As per the provisions of the IT Act, where the shares are held as investments (i.e., capital asset), income arising from the transfer of such shares is taxable under the head “Capital Gains”.

Additionally, securities held by FIIs/ FPIs are treated as capital assets under Section 2(14) of the IT Act (whether or not such asset is being held as a capital asset). Therefore, gains arising out of securities held by FIIs/FPIs will be taxable in India as capital gains.

Capital gains in the hands of shareholders would be computed as per provisions of section 48 of the IT Act and the rate of income-tax would depend on the period of holding and status of Public Shareholder.

(b) Period of holding:

Depending on the period for which the shares are held, the gains would be taxable as “short-term capital gain” or “long-term capital gain”:

- (i) In respect of Equity Shares held for a period less than or equal to 12 months prior to the date of transfer, the same should be treated as a “short-term capital asset”, and accordingly the gains arising therefrom should be taxable as “short term capital gains” (“STCG”).
- (ii) Similarly, where Equity Shares are held for a period more than 12 months prior to the date of transfer, the same should be treated as a “long-term capital asset”, and accordingly the gains arising therefrom should be taxable as “long-term capital gains” (“LTCG”).
- (iii) Further, period of holding of Target Company shares received pursuant to the demerger of consumer healthcare business from Sanofi India Limited to the Target Company shall also include the period for which the shareholders held shares in Sanofi India Limited.

(c) Cost of acquisition (“COA”) in accordance with the IT Act:

In relation to shares of the Target Company received pursuant to demerger of consumer healthcare business undertaking from Sanofi India Limited, the COA under the IT Act of such shares in the hands of shareholders should be split in accordance with Section 49(2C) and Section 49(2D) of the IT Act as under:

- (i) COA of the Target Company shares = COA of Sanofi India Limited shares (x) Net book value of assets of consumer healthcare business undertaking transferred /Net worth of the Sanofi India Limited immediately before demerger.
- (ii) New COA of Sanofi India Limited shares = Original COA of Sanofi India Limited shares less COA of Target Company shares (received pursuant to demerger).
- (iii) The proportionate cost split post demerger has been derived by Sanofi India Limited as under:

% of cost of shares of Target Company	10.24%
% of cost of shares of Sanofi India Limited	89.76%

This ratio is sourced from the corporate announcement¹ of Sanofi India Limited on demerger and is only captured in this DLoF for the benefit of Public Shareholders of Target Company and the Acquirer and / or PAC takes no express or implied liability in relation to this guidance.

(d) Tendering of Equity Shares in the Offer through off-market mechanism

Where a transaction for transfer of such equity shares (i.e., acceptance under an open offer) is transacted through off-market mechanism and is not chargeable to STT, then the taxability will be as under (for all categories of Public Shareholders):

- (i) Section 112A of the IT Act levies a tax on LTCG exceeding INR 1,25,000 (Rupees One Lakh Twenty-Five Thousand only) at the rate of 12.5% (Twelve Point Five Percent) on transfer of equity shares that are listed on a recognized stock exchange, which have been held for more than 12 (twelve) months and have been subject to STT upon both acquisition and sale. However, since STT will not be applicable to the Equity Shares transferred pursuant to this Offer, the provisions of Section 112A of the IT Act shall not be applicable.

Where LTCG arising from tendering of Equity Shares in the Offer does not fall under the provisions of Section 112A, such LTCG will be chargeable to tax as follows:

- I. In the case of resident Public Shareholders and non-resident Public Shareholders (other than a FIIs/FPIs, or an NRI who is governed by the provisions of Chapter XII-A of the IT Act) LTCG would be chargeable to tax at the rate of 12.5% (Twelve Point Five Percent) in accordance with provisions of Section 112 of the IT Act. While computing the LTCG, the benefits of foreign exchange fluctuation in accordance with first proviso to Section 48 of the IT Act will not be available.
- II. In the case of FIIs/FPIs, LTCG would be chargeable to tax at the rate of 10% (Ten Percent) in accordance with provisions of Section 115AD of the IT Act (without benefit of foreign exchange fluctuation under first proviso to Section 48 of the IT Act).
- III. In the case of NRI who is governed by the provisions of Chapter XII-A of the IT Act, LTCG would be chargeable to tax at the rate of 12.5% (Twelve Point Five Percent) under Section 115E of the IT Act on meeting certain conditions. While computing the LTCG, the benefit of foreign exchange fluctuation in accordance with first proviso to Section 48 of the IT Act is available subject to meeting certain conditions.
- IV. Long term capital loss computed for a given year is allowed to be set-off only against LTCG computed for the said year, in terms of Section 70 of the IT Act. The balance loss, which is not set off, is allowed to be carried forward for subsequent eight assessment years, for being set off only against subsequent years' LTCG, in terms of Section 74 of the IT Act.

No deduction under Chapter VI-A would be allowed in computing LTCG subject to tax under Section 112 and Section 115AD of the IT Act. Further, in case of resident Individual or HUF, the benefit of maximum amount which is not chargeable to income-tax is to be considered while computing the income-tax on such LTCG taxable under Section 112 of the IT Act.

In accordance with Finance (No. 2) Act, 2024, the benefit of indexation under second proviso to section 48 of the IT Act shall not be available on any long term capital gain arising to Public Shareholder from transfer of Equity Shares under this Offer.

¹ Source: Corporate announcement of Sanofi India Limited dated 12 July 2024 for apportionment of COA of Equity Shares of Sanofi India Limited and Sanofi Customer Healthcare India Limited

- (ii) Section 111A of the IT Act provides for taxation of STCG at the rate of 20% (Twenty Percent) on transfer of equity shares that are listed on a recognized stock exchange, which have been held for 12 (twelve) months or less and have been subject to STT on the transaction.

However, since STT will not be applicable to the Equity Shares transferred in this Offer, the provisions of Section 111A of the IT Act shall not be applicable and such STCG will be chargeable to tax as follows:

- a. STCG would be leviable to tax at the rates prescribed in First Schedule to the Finance (No.2) Act 2024 (i.e., tax rates applicable to different categories of persons).
 - b. In the case of FIIs/FPIs, STCG would be taxable at the rate of 30% (Thirty Percent) in accordance with provisions of Section 115AD of the IT Act.
 - c. As per Section 70 of the IT Act, short term capital loss computed for a given year is allowed to be set off against STCG as well as LTCG computed for the said year. The balance loss, which is not set off, is allowed to be carried forward for subsequent eight assessment years, for being set-off against subsequent years' STCG as well as LTCG, in terms of Section 74 of the IT Act.
- (iii) Non-resident Public Shareholders can avail benefits of the DTAA between India and the respective country of which the said non-resident shareholder is tax resident subject to fulfilling of the relevant conditions including, but not limited to, those set out in limitation of benefits provisions present in the said DTAA, if any, non-applicability of GAAR, conditions under MLI as ratified by India with the respective country of which the said non-resident Public Shareholders is tax resident and providing and maintaining necessary information and documents as prescribed under the IT Act.

The income tax payable by a Public Shareholder has to be increased by the amount of surcharge and health and education cess as may be applicable in respective cases. (Please refer to paragraph 14 of this Section 9 (i.e., Note on Taxation) below for rate of surcharge and cess).

(5) Investment Funds

Under Section 10 (23FBA) of the IT Act, any income of an Investment Fund, other than the income chargeable under the head, "Profits and gains of business or profession" would be exempt from income tax but would be taxable in the hands of their investors. For this purpose, an "Investment Fund" means a fund registered as Category I or Category II Alternative Investment Fund and is regulated under the Securities and Exchange Board of India (Alternate Investment Fund) Regulations, 2012.

(6) Mutual Funds

Under Section 10(23D) of the IT Act, any income of mutual funds registered under SEBI or Regulations made thereunder or mutual funds set up by public sector banks or public financial institutions or mutual funds authorized by the RBI and subject to the conditions specified therein, is exempt from tax subject to such conditions as the Central Government may by notification in the Official Gazette, specify in this behalf.

(7) Others

There may be certain other categories of Public Shareholders who may be eligible for exemption from capital gain (LTCG and/or STCG) under Chapter III of the IT Act subject to conditions prescribed under the relevant provisions of the IT Act.

(8) Taxability of business income in hands of shareholders (Shares held as stock-in-trade):

Income from sale of shares may also be classified as Income from “Profits and Gains from Business and Profession” (i.e. Business Income). Such characterization of Income from sale of shares is dependent on the facts of each case.

(a) Profits of resident Public Shareholders

- (i) Individuals, HUF, AOP and BOI will be taxable at applicable slab rates.
- (ii) Domestic companies having turnover or gross receipts not exceeding Rs. 400 crores in the relevant financial year as prescribed will be taxable at the rate of 25% (Twenty Five Percent).
- (iii) Domestic companies which have opted for concessional tax regime under Section 115BAA will be taxable at the rate of 22% (Twenty Two Percent) if condition of Section 115BAA are met.
- (iv) Domestic companies liable to pay tax under Section 115BAB of the IT Act will be taxable at the rate of 15% (Fifteen Percent), if conditions of Section 115BAB are met, else at the rate of 22% (Twenty Two Percent).
- (v) For persons other than stated above, profits will be taxable at the rate of 30% (Thirty Percent).

(b) Profit of non-resident Public Shareholders

- (i) Non-resident Public Shareholders can avail benefits of the DTAA between India and the respective country of which the said non-resident shareholder is tax resident subject to fulfilling of the relevant conditions including, but not limited to, those set out in limitation of benefits provisions present in the said DTAA, if any, non-applicability of GAAR, conditions under MLI as ratified by India with the respective country of which the said non-resident Public Shareholder is tax resident and providing and maintaining necessary information and documents as prescribed under the IT Act.
- (ii) Where DTAA provisions are not applicable:
 - a. For non-resident individuals, HUF, AOP and BOI, profits would be taxable at the rates prescribed in First Schedule to the Finance (No. 2) Act 2024 (i.e., tax rates applicable to different categories of persons)
 - b. For foreign companies, profits (as determined in accordance with the provisions of the IT Act) would be taxed in India at the rate of 35% (Thirty-Five Percent).
 - c. For other non-resident Public Shareholders, such as foreign firms, profits (as determined in accordance with the provisions of the IT Act) would be taxed in India at the rate of 30% (Thirty Percent).

The income tax payable by a Public Shareholder has to be increased by the amount of surcharge and health and education cess as may be applicable in respective cases. (Please refer to paragraph 14 of this Section 9 (i.e., Note on Taxation) below for rate of surcharge and cess).

(9) Other matters

The provisions of Minimum Alternate Tax on the book profits as contained in Section 115JB of the IT Act or Alternate Minimum Tax contained in Section 115JC of the IT Act, as the case may be, also need to be considered by the shareholders (other than resident company which has opted for concessional tax regime under Section 115BAA or Section 115BAB of the IT Act). Foreign companies will not be subject to MAT if

the country of residence of such of the foreign country has entered into a DTAA with India under Sections 90/90A of the IT Act and such foreign company does not have a permanent establishment in India in terms of the DTAA. In case where the said conditions are not satisfied, MAT will be applicable to the foreign company. In case of non-corporate shareholders, applicability of the provisions of Alternative Minimum Tax as per Section 115JC of the IT Act will also need to be analysed depending on the facts of each case.

(10) Tax Deduction at Source (“TDS”)

(a) In case of resident Public Shareholders

- a. With effect from 1 July 2021, Finance Act 2021 creates an obligation on the buyer of goods to withhold tax under Section 194Q of the IT Act at the rate of 0.1% when buying goods from an Indian resident. The withholding obligation only exists where the consideration for goods exceeds Rs. 50,00,000 and the buyer had a business turnover of more than Rs. 10,00,00,000 in the immediately preceding year. The term “goods” has not been defined and may cover shares.
- b. As per Circular No 13 of 2021 dated June 30, 2021 issued by the CBDT, the provisions of Section 194Q of the IT Act is not applicable to non-resident whose purchase of goods from Indian resident is not effectively connected with the permanent establishment in India. Therefore, in the absence of any permanent establishment in India, the Acquirer and/or the PAC being non-resident in India is not required to withhold tax under Section 194Q of the IT Act on consideration payable to resident shareholders.
- c. The resident Public Shareholders undertake to file their tax returns in India after inter alia considering gains arising pursuant to this Offer. The resident Public Shareholders undertake to indemnify the Acquirer and/or the PAC if any tax demand is raised on the Acquirer and/or the PAC on account of income arising to the resident Public Shareholders pursuant to this Offer. The resident Public Shareholders also undertake to provide the Acquirer and/or the PAC, on demand, the relevant details in respect of the taxability/non-taxability of the proceeds pursuant to this Offer, copy of tax return filed in India, evidence of the tax paid, etc.

(b) In case of Non-resident Public Shareholders

(i) In case of FIIs / FPIs²:

- a. Section 196D of the IT Act provides for specific exemption (subject to the conditions stated in the specified section of the IT Act read with relevant Income- tax Rules, 1962) from withholding tax in case of Capital Gains arising in hands of FIIs / FPIs. Thus, no withholding of tax is required in case of consideration payable to FIIs / FPIs. The Acquirers would not deduct tax at source on the payments to FIIs / FPIs, subject to the following conditions:
 - FIIs / FPIs furnishing the copy of the valid registration certificate issued by SEBI (including for subaccount of FII / FPI, if any);
 - FIIs / FPIs declaring that they have invested in the Equity Shares in accordance with the applicable SEBI regulations.

² The CBDT has vide Notification No. 9/2014 dated January 22, 2014 notified Foreign Portfolio Investors registered under the Securities and Exchange Board of India (FPI) Regulations, 2014 as FII for the purpose of Section 115AD of the IT Act.

- b. If the above conditions are not satisfied, FIIs / FPIs may submit a valid and effective certificate under Section 197 of the IT Act (“TDC”) specifying the amount of tax to be deducted at nil/ lower rate issued by the income tax authorities, along with the Form of Acceptance-cum-Acknowledgement, indicating the amount of tax to be deducted by the Acquirers before remitting the consideration. The Acquirers shall deduct tax in accordance with such TDC.
 - c. If conditions in points (a) and (b) above are not satisfied, the Acquirers and / or the PAC will arrange to deduct tax at the maximum rate applicable under IT Act (i.e. 35% (Thirty Five Percent) in case of foreign company, 30% (Thirty Percent) in case of all other category of persons) on the gross consideration for acquisition of Equity Shares, payable to such FIIs/ FPIs under the Offer.
- (ii) In case of other non-resident Public Shareholders (other than FIIs/FPIs covered under paragraph 10(b)(i) above) holding Equity Shares of the Target Company:
- a. Section 195(1) of the IT Act provides that any person responsible for paying to a non-resident, any sum chargeable to tax is required to deduct tax at source (including applicable surcharge and cess). This tax at source (including applicable surcharge and cess) shall be deducted at appropriate rates as per the IT Act read with the provisions of the relevant DTAA read with MLI as may be in effect, if applicable for payments made to non- resident. Accordingly, each non-resident shareholder is required to obtain and submit TDC specifying the amount of tax to be deducted along with the Form of Acceptance-cum- Acknowledgement, indicating the amount of tax to be deducted on gross consideration by the Acquirer before remitting the consideration. In such a case, the Acquirer shall deduct tax in accordance with such TDC.
 - b. In case TDC specifying the amount of tax to be deducted for non- resident shareholders (other than FIIs / FPIs) including NRIs / foreign Public Shareholders, is not submitted, or is otherwise not valid and effective as of the date on which tax is required to be deducted at source, the Acquirers will arrange to deduct tax at the maximum rate as may be applicable to the relevant category to which the shareholder belongs under the IT Act (i.e. 35% (Thirty Five Percent) in case of foreign company, 30% (Thirty Percent) in case of all other category of persons on the gross consideration payable to such Public Shareholders under the Offer.
 - c. In case of ambiguity, incomplete or conflicting information, the Acquirer will arrange to deduct tax at maximum rate applicable under the IT Act (i.e. 35% (Thirty Five Percent) in case of foreign company, 30% (Thirty Percent) in case of all other category of persons) on the entire gross consideration towards acquisition of shares.

(c) On payment of interest for delay in payment of consideration:

- (i) In case of interest, if any, paid by the Acquirer to resident and non-resident Public Shareholder for delay in receipt of statutory approvals as per Regulation 18(11) of the SEBI (SAST) Regulations or in accordance with Regulation 18(11A) of the SEBI (SAST) Regulations, the final decision to deduct tax or the quantum of taxes to be deducted rests solely with the Acquirer depending on the settlement mechanism for such interest payments. In the event, to withhold tax, the same shall be basis the documents submitted along with the Form of Acceptance-cum-Acknowledgement or such additional documents as may be called for by the Acquirer. It is recommended that the Public Shareholders consult their custodians/ authorized dealers/ tax advisors appropriately with respect to the taxability

of such interest amount (including on the categorisation of the interest, whether as capital gains or as other income).

- (ii) The Public Shareholders shall be required to submit a valid TDC at a NIL/lower rate issued by the income tax authorities under the IT Act along with the Form of Acceptance-cum-Acknowledgement, indicating the amount of tax to be deducted by the Acquirer before payment of such interest. If no TDC is provided, tax shall be deducted at source on gross amount of interest for delay in payment of the consideration at the maximum rate / maximum marginal rate as may be applicable to the relevant category to which the Public Shareholder belongs under the IT Act in accordance with the provisions of the IT Act. In the event the Acquirer and/or the PAC are held liable for the tax liability of the Public Shareholder, the same shall be to the account of the Public Shareholder and to that extent the Acquirer and/or the PAC should be indemnified.

Other withholding related provisions

If PAN is not furnished by a Public Shareholder or in case of non-resident Public Shareholders not having a PAN, the PAN substitute information is furnished, the Acquirer will arrange to deduct tax at least at the rate of 20% as per Section 206AA of the IT Act or at such rate as applicable and provided above for each category of the Public Shareholders, whichever is higher.

With effect from 1 July 2021, in terms of Section 206AB of the IT Act, where a person

- a) has not filed Indian income-tax return for one financial year immediately preceding the relevant financial year in which tax is required to be deducted;
- b) has an aggregate of tax deducted at source/tax collected at source of Rs. 50,000 or more in the relevant financial year; and
- c) the time limit for filing India income-tax return under Section 139(1) of the IT Act has expired, then the deductor is required to withhold taxes at higher of the following rates:
 - (i) at twice the rate specified in the relevant provision of the IT Act;
 - (ii) at twice the rates in force; or
 - (iii) at the rate of 5%.

It is clarified that the provisions of Section 206AB of the IT Act are not applicable where the payee is a non-resident, which does not have a permanent establishment in India.

Further, it is also clarified that where the provisions of both Section 206AA and Section 206AB of the IT Act are applicable, then taxes shall be deducted at higher of the two rates provided in Section 206AA and Section 206AB of the IT Act.

In addition to the tax deducted at source as above, surcharge, health and education cess will be levied, as applicable (Please refer to paragraph 14 of this Section 9 (i.e., Note on Taxation) below for rate of surcharge and cess).

(11) Tax Collected at Source (“TCS”)

- (a) Section 206C(1H) of the IT Act also creates an obligation on the seller of ‘goods’ (which expression may also include shares) to collect TCS at the rate of 0.1% (plus applicable surcharge and cess) on the sale consideration exceeding Rs. 50,00,000 (Rupees Fifty Lakhs), subject to cumulative satisfaction of the following conditions:
- (i) The transaction is not subject to TDS (as discussed above under paragraph 10 above); and
 - (ii) Total turnover of the shareholder/seller during the immediately preceding financial year exceeds Rs. 10,00,00,000 (Indian Rupees Ten Crores); and
 - (iii) Sale consideration exceeds Rs. 50,00,000 (Indian Rupees Fifty Lakhs).
- (b) While the term ‘goods’ has not been defined, it may include shares and securities. Circular No 13 of 2021 dated June 30, 2021, and Circular No. 17 of 2020 dated September 29, 2020, clarify that the provisions of Section 206C(1H) of the Act should not be applicable among others, where transactions in securities are cleared and settled by a recognized clearing corporation. Since the offer is expected to be undertaken off market, the aforesaid exemption may not be available.
- (c) Accordingly, in appropriate cases, where the aforesaid conditions are satisfied, the TCS obligation may arise in the hands of Public Shareholders, and they may be required to collect TCS at the rate of 0.1% (plus applicable surcharge and cess) on the consideration received from Acquirer exceeding Rs. 50,00,000, in addition to such consideration. Prior to collecting tax under Section 206C(1H) of the IT Act, the Public Shareholder would be required to submit a declaration confirming that they qualify as a “seller” under Section 206C(1H) of the IT Act.
- (d) The Public Shareholders who are obligated to collect such TCS undertake to indemnify the Acquirer and/or the PAC for any losses that may arise to the Acquirer and/or the PAC by virtue of any default by such Public Shareholder in relation to collection of TCS or deposit of the same with the government within the prescribed timelines or otherwise impeding ability of Acquirer and/or the PAC to claim refund/credit of TCS, so collected by the Public Shareholder. The Public Shareholders also undertake to provide to the Acquirer and/or the PAC, on demand, the relevant details, as may be required to assess or verify the TCS obligation of the Public Shareholder and such certificates, challans, evidence etc., as prescribed, to evidence the timely deposit of TCS to the Indian Government and to enable the Acquirer and/or the PAC to claim credit/refund of such TCS.

In respect of overseas jurisdictions

- (a) Apart from the above, the Acquirer will be entitled to withhold tax in accordance with the tax laws applicable in the overseas jurisdictions where the non- resident Public Shareholder is a resident for tax purposes (“**Overseas Tax**”).
- (b) For this purpose, the non-resident Public Shareholder shall duly furnish a self- declaration stating the quantum of the Overseas Tax to be withheld as per the relevant tax laws of the country in which the non- resident Public Shareholder is a tax resident and the Acquirers will be entitled to rely on this representation at their sole discretion.
- (c) The non-resident Public Shareholders undertake to indemnify the Acquirer and/or the PAC if any tax demand is raised on the Acquirer and/or the PAC on account of gains arising to the non-resident shareholders pursuant to this Open Offer. The non-resident Public Shareholders also undertake to provide the Acquirer

and/ or the PAC, on demand, the relevant details in respect of the taxability/non-taxability of the proceeds pursuant to this Open Offer, copy of tax return filed in India, evidence of the tax paid, etc.

(12) Submission of PAN and Other Details

(i) Information required from non- resident Public Shareholders:

A. Self-attested copy of PAN card; or

(i) Name, email id, contact number;

(ii) Address in the country of residence;

(iii) Tax Residency Certificate (“**TRC**”) from the government of the country of residence, if the law of such country provides for issuance of such certificate; and

(iv) Tax identification number in the country of residence, and in case no such number is available, then a unique number on the basis of which such non-resident is identified by the government of the country of which he claims to be a resident.

B. Self-attested declaration in respect of residential status, status of Public Shareholders (e.g. individual, firm, company, trust, or any other);

C. In case of non-resident Public Shareholders claiming relief under DTAA:

(i) Form 10F as prescribed under Section 90 or Section 90A of the IT Act generated electronically on the Indian income tax web-portal.

(ii) TRC to be obtained from the Government of the foreign country/specified territory of the Public Shareholder claims to be a tax resident;

D. Self-attested declaration that non-resident Public Shareholder does not have a Permanent Establishment in India either under the IT Act or DTAA as applicable between India and any other foreign country or specified Territory (as notified under Section 90 or Section 90A of the IT Act) of which the Public Shareholder claims to be a tax resident.

E. TDC from the income-tax authorities specifying the amount of tax to be deducted, if any

F. SEBI Registration certificate for FII / FPI, wherever applicable

(ii) Information required from resident Public Shareholders:

(i) Self-attested copy of PAN card;

(ii) Self-attested declaration in respect of residential status, status of Public Shareholders (e.g. individual, firm, company, trust, or any other - please specify);

(iii) Self-attested declaration in respect of nature of holding the Equity Shares (e.g. as capital asset or as business asset);

(iv) If applicable, self-declaration form in Form 15G or Form 15H (in duplicate), as applicable for interest payment, if any;

- (v) TDC from the income-tax authorities (applicable only for the interest payment, if any) specifying the amount of tax to be deducted; and
- (vi) For Mutual Funds/Banks/other specified entities under Section 194A(3)(iii) of the IT Act – Copy of relevant registration or notification (applicable only for the interest payment, if any).

(13) Other points for consideration

- (a) Public Shareholders who wish to tender their Equity Shares must submit the information/documents, as applicable, all at once along with the Form of Acceptance-cum- Acknowledgement and those that may be additionally requested for by the Acquirer. The documents submitted by the shareholders along with the Form of Acceptance-cum- Acknowledgement will be considered as final. Any further/delayed submission of additional documents, unless specifically requested by the Acquirer, may not be accepted.
- (b) The Acquirer will not take into consideration any other details and documents (including self-certified computation of tax liability or the computation of tax liability certified by any tax professionals including a chartered accountant, etc.) submitted by the Public Shareholder for deducting a lower amount of tax at source. In case of ambiguity, incomplete or conflicting information, the Acquirer will arrange to deduct tax at the applicable rate under the IT Act on the gross amount.
- (c) Based on the documents and information submitted by the Public Shareholders, the final decision to deduct tax or not, or the quantum of taxes to be deducted rests solely with the Acquirer.
- (d) Taxes once deducted will not be refunded by the Acquirer under any circumstances.
- (e) The Acquirer shall deduct tax (if required) as per the information provided and representation made by the shareholders. In the event of any income tax demand (including interest, penalty, etc.) raised on the Acquirer on account of income arising to Public Shareholder pursuant to this Open Offer or due to any misrepresentation, inaccuracy or omission of information provided/to be provided by the shareholders, such Public Shareholders will be responsible to pay such income tax demand (including interest, penalty, etc.) and provide the Acquirer with all information/documents that may be necessary and co-operate in any proceedings before any income tax/appellate authority. The Shareholders undertake to indemnify the Acquirer and / or the PAC if any tax demand is raised on the Acquirer and / or the PAC on account of gains arising to the Public Shareholders pursuant to this Offer.
- (f) The tax deducted by the Acquirer while making the payment to a shareholder under this Offer may not be the final liability of such Public Shareholders and shall in no way discharge the obligation of the Public Shareholders to appropriately disclose the amount received by it, pursuant to this Offer, before the income tax authorities. The rate at which tax is required to be deducted is based on the tax laws prevailing as on the date of this Letter of offer. If there is any change in the tax laws with regards to withholding tax rates as on the date of deduction of tax, the tax will be deducted at the rates applicable at the time of deduction of tax.
- (g) All Public Shareholders are advised to consult their tax advisors for the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take. The Acquirer and / or the PAC and the Manager to the Offer do not accept any responsibility for the accuracy or otherwise of such advice. The aforesaid treatment of tax deduction at source may not necessarily be the treatment also for filing the return of income.

- (h) The Acquirer and / or the PAC and the Manager to the Offer do not accept any responsibility for the accuracy or otherwise of the tax provisions set forth herein above.
- (i) In the event any outstanding tax proceedings or any outstanding demand pending against the Public Shareholders renders the transfer of shares under this Offer or render the transaction of transfer of shares under this Offer void under section 281 of the IT Act, such Public Shareholders undertake to indemnify the Acquirer and/or the PAC against all losses or damages or liabilities which may be suffered or incurred by the Acquirer and/or the PAC.

(14) Rate of Surcharge and Cess: As per the current provisions of the IT Act, in addition to the basic tax rate, surcharge, health and education cess are leviable. Summary of the same is provided below:

(a) Surcharge:

- (i) In case of domestic companies surcharge at the rate of 12% (Twelve Percent) is leviable where the total income exceeds Rs. 10,00,00,000 (Indian Rupees Ten Crore) and at the rate of 7% (Seven Percent) where the total income exceeds Rs. 1,00,00,000 (Indian Rupees One Crore) but less than Rs. 10,00,00,000 (Indian Rupees Ten Crore) for companies not opting for tax regime under Sections 115BAA and 115BAB.
- (ii) In case of domestic companies which are liable to pay tax under Section 115BAA or Section 115BAB: Surcharge at the rate of 10% (Ten Percent) is leviable
- (iii) In case of companies other than domestic companies: Surcharge at the rate of 5% (Five Percent) is leviable where the total income exceeds Rs. 10,00,00,000 (Indian Rupees Ten Crore) and Surcharge at the rate of 2% (Two Percent) where the total income exceeds Rs. 1,00,00,000 (Indian Rupees One Crore) but less than Rs. 10,00,00,000 (Indian Rupees Ten Crores).
- (iv) In case of individuals, HUF, AOP, BOI:
 - a. Surcharge at the rate of 10% is leviable where the total income exceeds Rs. 50 lakhs but does not exceed Rs. 1 crore.
 - b. Surcharge at the rate of 15% is leviable where the total income exceeds Rs. 1 crore but does not exceed Rs. 2 crores.
 - c. Surcharge at the rate of 25% is leviable where the total income exceeds Rs. 2 crores but does not exceed Rs. 5 crores.
 - d. Surcharge at the rate of 37% is leviable where the total income exceeds Rs. 5 crores. Further, for taxpayers who have opted to be covered by the tax regime under section 115BAC of the IT Act, the maximum surcharge rate is restricted to 25%.

However, for the purpose of income chargeable under section 111A, 112, 112A and 115AD(1)(b) (for income chargeable to tax under the head capital gains), the surcharge rate shall not exceed 15%.

- (v) In case of Firm and Local Authority: Surcharge at the rate of 12% is leviable where the total income exceeds Rs. 1 crore.

(b) Cess:

Health and Education Cess at the rate of 4% (Four Percent) is currently leviable in all cases.

(15) Tax Deducted Certificate

The Acquirer will issue a certificate in the prescribed form to the Public Shareholders (resident and non-resident) who have been paid the consideration and interest for delay in payment of consideration, if any, after deduction of tax on the same, certifying the amount of tax deducted and other prescribed particulars in accordance with the provisions of the IT Act read with the Income- tax Rules, 1962 made thereunder.

(16) Tax Collected Certificate

The Public Shareholders collecting TCS, will issue a certificate in the prescribed form to the Acquirer, certifying the amount of tax collected and other prescribed particulars in accordance with the provisions of the IT Act read with the Income-tax Rules, 1962 made thereunder.

THE ABOVE DISCLOSURE ON TAXATION SETS OUT THE PROVISIONS OF LAW IN A SUMMARY MANNER ONLY AND IS NOT A COMPLETE ANALYSIS OR LISTING OF ALL POTENTIAL TAX CONSEQUENCES OF THE DISPOSAL OF EQUITY SHARES. THIS DISCLOSURE IS NEITHER BINDING ON ANY REGULATORS NOR CAN THERE BE ANY ASSURANCE THAT THEY WILL NOT TAKE A POSITION CONTRARY TO THE COMMENTS MENTIONED HEREIN. HENCE, SHAREHOLDERS SHOULD CONSULT THEIR OWN TAX ADVISORS FOR THE TAX PROVISIONS APPLICABLE TO THEIR PARTICULAR CIRCUMSTANCES. THE TAX RATE AND OTHER PROVISIONS MAY UNDERGO CHANGES.

APPLICABILITY OF OTHER RELEVANT LAWS IN INDIA (SUCH AS STAMP DUTY, ETC.) SHALL DEPEND ON FACTS OF EACH CASE AND PUBLIC SHAREHOLDERS SHOULD CONSULT WITH THEIR OWN ADVISORS FOR THE SAME.

Part B – If the tendering is pursuant to paragraph 8.22 of Section 8 *Procedure for Acceptance and Settlement of Offer*), i.e. in the event Acquirer has obtained control over the Target Company prior to commencement of Tendering Period for the Open Offer

THE SUMMARY OF TAX CONSIDERATIONS IN THIS SECTION ARE BASED ON THE CURRENT PROVISIONS OF THE INCOME-TAX ACT, 1961 (AS AMENDED BY FINANCE (No. 2) ACT, 2024) AND THE REGULATIONS THEREUNDER. THE LEGISLATIONS, THEIR JUDICIAL INTERPRETATION AND THE POLICIES OF THE REGULATORY AUTHORITIES ARE SUBJECT TO CHANGE (INCLUDING RETROSPECTIVE CHANGES/ CLARIFICATIONS) FROM TIME TO TIME, AND THESE MAY HAVE A BEARING ON THE IMPLICATIONS LISTED BELOW. ACCORDINGLY, ANY CHANGE OR AMENDMENTS IN THE LAW OR RELEVANT REGULATIONS WOULD NECESSITATE A REVIEW OF THE BELOW.

THE JUDICIAL AND THE ADMINISTRATIVE INTERPRETATIONS THEREOF, ARE SUBJECT TO CHANGE OR MODIFICATION BY SUBSEQUENT LEGISLATIVE, REGULATORY, ADMINISTRATIVE OR JUDICIAL DECISIONS. ANY SUCH CHANGES COULD HAVE DIFFERENT INCOME-TAX IMPLICATIONS.

THIS NOTE ON TAXATION SETS OUT OUR UNDERSTANDING OF THE PROVISIONS OF LAW IN A SUMMARY MANNER ONLY AND IS NOT A COMPLETE ANALYSIS OR LISTING OF ALL POTENTIAL TAX CONSEQUENCES OF THE DISPOSAL OF EQUITY SHARES.

THE IMPLICATIONS ARE ALSO DEPENDENT ON THE PUBLIC SHAREHOLDERS FULFILLING THE CONDITIONS PRESCRIBED UNDER THE PROVISIONS OF THE RELEVANT SECTIONS UNDER THE

RELEVANT TAX LAWS. IN VIEW OF THE PARTICULARISED NATURE OF INCOME-TAX CONSEQUENCES, PUBLIC SHAREHOLDERS ARE REQUIRED TO CONSULT THEIR TAX ADVISORS FOR THE APPLICABLE TAX PROVISIONS INCLUDING THE TREATMENT THAT MAY BE GIVEN BY THEIR RESPECTIVE TAX OFFICERS IN THEIR CASE AND THE APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE.

THE ACQUIRER AND PAC DO NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF SUCH SUMMARY OF INCOME TAX IMPLICATIONS. THEREFORE, PUBLIC SHAREHOLDERS CANNOT RELY ON THIS SUMMARY OF INCOME TAX IMPLICATIONS AND THIS SUMMARY OF INCOME TAX IMPLICATIONS, RELATING TO THE TREATMENT OF INCOME-TAX IN THE CASE OF TENDERING OF LISTED EQUITY SHARES IN OPEN OFFER ON THE RECOGNISED STOCK EXCHANGE, AS SET OUT BELOW SHOULD BE TREATED AS INDICATIVE AND FOR GUIDANCE PURPOSES ONLY.

THE SUMMARY ON TAX CONSIDERATION IN THIS SECTION SETS OUT THE PROVISIONS OF LAW IN A SUMMARY MANNER ONLY AND DOES NOT PURPORT TO BE A COMPLETE ANALYSIS OR LISTING OF ALL POTENTIAL TAX CONSEQUENCES OF THE DISPOSAL OF EQUITY SHARES. THIS NOTE IS NEITHER BINDING ON ANY REGULATORS NOR CAN THERE BE ANY ASSURANCE THAT THEY WILL NOT TAKE A POSITION CONTRARY TO THE COMMENTS MENTIONED HEREIN. HENCE, YOU SHOULD CONSULT WITH YOUR OWN TAX ADVISORS FOR THE TAX PROVISIONS APPLICABLE TO YOUR PARTICULAR CIRCUMSTANCES. THE LAW STATED BELOW IS AS PER THE INCOME-TAX ACT, 1961.

(1) General:

- (a) As the tendering of Equity Shares is being undertaken on the stock exchange, such transaction will be chargeable to STT. Currently, the STT rate applicable on the purchase and sale of shares on the stock exchange is 0.1% of the value of security transacted.
- (b) In case of delay in receipt of any statutory approvals as may be required as per Regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied, that non-receipt of such approvals was not attributable to any wilful default, failure or neglect on the part of the Acquirer to diligently pursue such approvals, grant an extension of time for the purpose of completion of this Open Offer, subject to the Acquirer agreeing to pay interest to the Public Shareholders for delay beyond 10 (Ten) Working Days at such rate, as may be specified by SEBI from time to time.
- (c) In accordance with Regulation 18 (11A) of the SEBI (SAST) Regulations, if any waiver is not granted by SEBI, then the Acquirer shall pay interest to all such Public Shareholders whose Equity Shares have been accepted in the Open Offer, at the rate of 10% (Ten Percent) per annum, in the event the Acquirer is unable to make payment to the Public Shareholders who have accepted Equity Shares in the Open Offer within the statutory period as prescribed.
- (d) The basis of charge of Indian income tax under the IT Act depends upon the residential status of the taxpayer during a tax year. The Indian tax year runs from April 1 until March 31. A person who is an Indian tax resident is typically liable to income-tax in India on his/her worldwide income, subject to certain tax exemptions, which are provided under the IT Act as amended from time to time.
- (e) A person who is treated as a non-resident for Indian income-tax purposes is generally subject to tax in India only on such person's India-sourced income (i.e., income which is received or deemed to be received or accrues or arises or deemed to accrue or arise in India). In case of shares of a company, the source of income

from shares would depend on the “situs” of such shares. As per judicial precedents, generally the “situs” of the shares is where a company is “incorporated” and where its shares can be transferred.

- (f) Accordingly, since the Target Company is incorporated in India, the Target Company’s shares should be deemed to be “situated” in India and any gains arising to a non-resident on transfer of such shares should be taxable in India under the IT Act.
- (g) Non-resident Public Shareholder can avail benefits of the DTAA between India and the respective country of which the said non-resident Public Shareholder is tax resident subject to fulfilling of the relevant conditions including, but not limited to, those set out under limitation of benefits provisions present in the said DTAA, if any, non-applicability of GAAR, conditions under MLI as ratified by India with the respective country of which the said non-resident Public Shareholder is tax resident and providing and maintaining necessary information and documents as prescribed under the IT Act and DTAA.
- (h) The IT Act also provides for different income-tax regimes/ rates applicable to the gains arising from the tendering of shares under the Offer, based on the period of holding, date of acquisition, residential status, classification of the Public Shareholders, nature of the income earned, date of acquisition and mode of acquisition etc.
- (i) The Public Shareholders may be required to undertake compliances such as filing an annual income tax return, as may be applicable to different categories of persons, with the income tax authorities, reporting their income for the relevant year.
- (j) The summary of income-tax implications on tendering of listed Equity Shares on the recognised stock exchange in India is set out below. All references to Equity Shares herein refer to listed Equity Shares unless stated otherwise.

2. Classification of Shareholders: Public Shareholders can be classified under the following categories:

(a) Resident Public Shareholders being:

- (i) Individuals, Hindu Undivided Family (“**HUF**”), Association of Persons (“**AOP**”) and Body of Individuals (“**BOI**”)
- (ii) Others
 - a. Company
 - b. Other Than Company

(b) Non-Resident Public Shareholders being:

- (i) Non-Resident Indians (NRIs)
- (ii) Foreign Institution Investors (FIIs) / Foreign Portfolio Investors (FPIs)
- (iii) Others:
 - a. Company
 - b. Other Than Company

3. Classification of Income: Shares can be classified under the following two categories:

- (a) Shares held as investment (Income from transfer of such shares taxable under the head “**Capital Gains**”).
- (b) Shares held as stock-in-trade (Income from transfer of such shares taxable under the head “**Profits and Gains from Business or Profession**”).

As per the current provisions of the IT Act, unless specifically exempted, gains arising from the transfer of shares may be treated either as “Capital Gains” or as “Business Income” for income-tax purposes, depending upon whether such shares were held as a capital asset or trading asset (i.e. stock-in-trade). Shareholders may also refer to Circular No.6/2016 dated February 29, 2016 issued by the Central Board of Direct Taxes (CBDT) in this regard.

4. Income from sale of shares classified as Investment:

- (a) As per the provisions of the IT Act, where the shares are held as investments (i.e., capital asset), income arising from the transfer of such shares is taxable under the head “Capital Gains”.

Additionally, securities held by FIIs/ FPIs are treated as capital assets under Section 2(14) of the IT Act (whether or not such asset is being held as a capital asset). Therefore, gains arising out of securities held by FIIs/FPIs will be taxable in India as capital gains.

Capital gains in the hands of shareholders would be computed as per provisions of section 48 of the IT Act and the rate of income-tax would depend on the period of holding and status of Public Shareholder.

- (b) **Period of holding:**

Depending on the period for which the shares are held, the gains would be taxable as “short-term capital gain” or “long-term capital gain”:

- (i) In respect of Equity Shares held for a period less than or equal to 12 months prior to the date of transfer, the same should be treated as a “short-term capital asset”, and accordingly the gains arising therefrom should be taxable as “short term capital gains” (“**STCG**”).
- (ii) Similarly, where Equity Shares are held for a period more than 12 months prior to the date of transfer, the same should be treated as a “long-term capital asset”, and accordingly the gains arising therefrom should be taxable as “long-term capital gains” (“**LTCG**”).
- (iii) Further, period of holding of Target Company shares received pursuant to the demerger of consumer healthcare business from Sanofi India Limited to the Target Company shall also include the period for which the shareholders held shares in Sanofi India Limited.

- (c) **COA in accordance with the IT Act:**

- (i) In relation to shares of the Target Company received pursuant to demerger of consumer healthcare business undertaking from Sanofi India Limited, the COA under the IT Act of such shares in the hands of shareholders should be split in accordance with Section 49(2C) and Section 49(2D) of the IT Act as under:

- a. COA of the Target Company shares = COA of Sanofi India Limited shares x Net book value of assets of consumer healthcare business undertaking transferred / Net worth of the Sanofi India Limited immediately before demerger.
- b. New COA of Sanofi India Limited shares = Original COA of Sanofi India Limited shares less COA of Target Company shares (received pursuant to demerger).
- c. The proportionate cost split post demerger has been derived by Sanofi India Limited as under:

% of cost of shares of Target Company	10.24%
% of cost of shares of Sanofi India Limited	89.76%

This ratio is sourced from the corporate announcement³ of Sanofi India Limited on demerger and is only captured in this DLoF for the benefit of shareholders of Target Company and the Acquirer and / or PAC takes no express or implied liability in relation to this guidance.

- (ii) LTCG that arise on shares purchased prior to February 1, 2018 shall be grandfathered for the notional gains earned on such shares till January 31, 2018 as per Section 55(2)(ac) of IT Act.

Accordingly, Section 55(2)(ac) of the IT Act is applied to cases where the equity shares referred under Section 112A of the IT Act were acquired by the shareholder on or before 31 January 2018. Under Section 55(2)(ac) of the IT Act, the cost of acquisition for the long-term capital asset acquired on or before January 31, 2018 will be the actual cost. However, if the actual cost is less than the fair market value of such asset as on January 31, 2018, the fair market value will be deemed to be the cost of acquisition. Further, if the full value of consideration on transfer is less than the fair market value, then such full value of consideration or the actual cost, whichever is higher, will be deemed to be the cost of acquisition.

(d) Tendering of Equity Shares in the Offer through a Recognized Stock Exchange in India:

Where a transaction for transfer of such Equity Shares (i.e. acceptance under the Open offer) is transacted through a Recognized Stock Exchange and is chargeable to STT, then the taxability will be as under (for all categories of Public Shareholders):

- (i) As per the current provisions of the IT Act, LTCG arising from transfer of Equity Shares referred under Section 112A exceeding INR 1,25,000 (Rupees One Lakh Twenty Five Thousand) will be taxed at the rate of 12.50% (Twelve Point Five Percent) provided the same has been subjected to STT, upon acquisition and sale.

However, Section 112A of the IT Act shall not apply if such equity shares were acquired on or after 1 October 2004 and securities Transaction Tax ('STT under Chapter VII of the Finance (No. 2) Act, 2004') was not paid. In this regard, the Central Government has issued a notification no. 60/2018/F.No. 370142/9/2017-TPL dated 1 October 2018, providing certain situations wherein Section 112A of the IT Act will continue to be applicable even if STT is not paid at the time of acquisition of equity shares. The notification provides for the following situations:

³ Source: Corporate announcement of Sanofi India Limited dated 12 July 2024 for apportionment of COA of Equity Shares of Sanofi India Limited and Sanofi Customer Healthcare India Limited

- a. Where acquisition of existing listed equity shares in a company, whose equity shares are not frequently traded on recognised stock exchanges of India, was made through a preferential issue, subject to certain exceptions;
- b. Where transaction for acquisition of existing listed equity share in a company was not entered through recognised stock exchanges of India, subject to certain exceptions; and
- c. Acquisition of equity share of a company during the period beginning from the date on which the company was delisted from recognised stock exchanges and ending on the date on which the company was again listed on recognised stock exchanges in accordance with the Securities Contracts (Regulation) Act, 1956 read with the SEBI Act and any rules made thereunder.

In terms of the said notification, STT need not have been paid on acquisition of shares (that are frequently traded) and still be eligible for claim of Section 112A of the IT Act benefit in the following situations:

- a. Acquisition by scheduled banks, reconstruction or securitisation companies or public financial institutions during their ordinary course of business;
 - b. Acquisitions approved by the Supreme Court, High Courts, National Company Law Tribunal, SEBI or RBI;
 - c. Acquisitions under employee stock option scheme or employee stock purchase scheme framed under the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - d. Acquisition by any non-resident in accordance with foreign direct investment guidelines of the Government of India;
 - e. Acquisition in accordance with SEBI (SAST) Regulations, 2011;
 - f. Acquisition from the Government;
 - g. Acquisition by an investment fund referred to in clause (a) to Explanation 1 to Section 115UB of the IT Act or a venture capital fund referred to in clause (23FB) of Section 10 of the IT Act or a Qualified Institutional Buyer; and
 - h. Acquisition by mode of transfer referred to in Section 47 or Section 50B or sub-section (3) of Section 45 or subsection (4) of Section 45 of the IT Act, if the previous owner or the transferor, as the case may be, of such shares has not acquired them by any mode referred to in clause (A) or clause (B) or clause (C) other than the transactions referred to in the proviso to clause (C) or clause (B).
- (ii) LTCG, as computed u/s. 112A, will not be liable to tax to the extent not exceeding Rs. 1,25,000 (Rupees One Lakh Twenty-Five Thousand only).
- (iii) Where provisions of Section 112A of the IT Act are not applicable (for example where STT was not paid at the time of acquisition of the Equity Shares):
- a. LTCG will be chargeable to tax at the rate of 12.5% (Twelve Point Five Percent) in the case of a resident Public Shareholder and non-resident Public Shareholder (other than an FPI/FII, or an NRI

who is governed by the provisions of Chapter XII-A of the IT Act) in accordance with provisions of Section 112 of the IT Act. While computing the LTCG, the benefit of foreign exchange fluctuation in accordance with first proviso to Section 48 of the IT Act will not be available.

In case of resident Individual or HUF, the benefit of maximum amount which is not chargeable to income-tax is to be considered while computing the income-tax on such LTCG.

- b. In the case of FIIs/FPIs, LTCG would be chargeable to tax at the rate of 10% (Ten Percent) in accordance with provisions of Section 115AD of the IT Act (without benefit of foreign exchange under the first proviso to Section 48 of the IT Act fluctuation).
 - c. In case of NRI who is governed by the provisions of Chapter XII-A of the IT Act, LTCG would be chargeable to tax at the rate of 12.5% (Twelve Point Five Percent) under Section 115E of the IT Act on meeting certain conditions. While computing the LTCG, the benefit of foreign exchange fluctuation in accordance with first proviso to Section 48 of the IT Act is available subject to meeting certain conditions.
- (iv) No deduction under Chapter VI-A would be allowed in computing LTCG subject to tax under Section 112 or Section 112A or Section 115AD of the IT Act.
 - (v) In accordance with Finance (No. 2) Act, 2024, the benefit of indexation under second proviso to section 48 of the IT Act shall not be available on any LTCG arising to Public Shareholder from transfer of Equity Shares under this Offer.
 - (vi) Long term capital loss computed for a given year is allowed to be set-off only against LTCG computed for the said year, in terms of Section 70 of the IT Act. The balance loss, which is not set off, is allowed to be carried forward for subsequent eight assessment years, for being set off only against subsequent years' LTCG, in terms of Section 74 of the IT Act.
 - (vii) As per the current provisions of the IT Act, STCG arising from such transaction, which is subject to STT, would be subject to tax at the rate of 20% (Twenty Percent) under section 111A of the IT Act. In case of resident Individual or HUF, the benefit of maximum amount which is not chargeable to income-tax is to be considered while computing the income-tax on such STCG taxable under Section 111A of the IT Act. Further, no deduction under Chapter VI-A would be allowed in computing STCG subject to tax under Section 111A of the IT Act.
 - (viii) Under Section 115AD(1)(ii) of the IT Act, STCG arising to a FIIs/FPIs on transfer of shares (STT paid) will be chargeable at the rate of 20% (Twenty Percent).
 - (ix) As per Section 70 of the IT Act, short term capital loss computed for a given year is allowed to be set off against STCG as well as LTCG computed for the said year. The balance loss, which is not set off, is allowed to be carried forward for subsequent eight assessment years, for being set-off against subsequent years' STCG as well as LTCG, in terms of Section 74 of the IT Act.
 - (x) Non-resident Public Shareholders can avail benefits of the DTAA between India and the respective country of which the said non-resident shareholder is tax resident subject to fulfilling of the relevant conditions including, but not limited to, those set out in limitation of benefits provisions present in the said DTAA, if any, non-applicability of GAAR, conditions under MLI as ratified by India with the respective country of which the said non-resident Public Shareholders is tax resident and providing and maintaining necessary information and documents as prescribed under the IT Act.

- (xi) The income tax payable by a Public Shareholder has to be increased by the amount of surcharge and health and education cess as may be applicable in respective cases. (Please refer to paragraph 12 of this Section 9 (i.e., Note on taxation) below for rate of surcharge and cess).

5. Investment Funds

Under Section 10(23FBA) of the IT Act, any income of an Investment Fund, other than the income chargeable under the head “Profits and gains of business or profession” would be exempt from income-tax but would be taxable in the hands of their investors. For this purpose, an “Investment Fund” means a fund registered as Category I or Category II Alternative Investment Fund and is regulated under the Securities and Exchange Board of India (Alternate Investment Fund) Regulations, 2012.

6. Mutual Funds

Under Section 10(23D) of the IT Act, any income of mutual funds registered under the Securities and Exchange Board of India Act, 1992 or Regulations made thereunder or mutual funds set up by public sector banks or public financial institutions or mutual funds authorized by the Reserve Bank of India and subject to the conditions specified therein, is exempt from tax subject to such conditions as the Central Government may by notification in the Official Gazette, specify in this behalf.

7. Others

There may be certain other categories of Public Shareholders who may be eligible for exemption from capital gain (LTCG and/or STCG) under Chapter III of the IT Act subject to conditions prescribed under the relevant provisions of the IT Act.

8. Taxability of business income in the hands of shareholders (Shares held as stock-in trade):

Income from sale of shares may also be classified as Income from “Profits and Gains from Business and Profession” (i.e. Business Income). Such characterization of Income from sale of shares is dependent on the facts of each case.

(a) Profits of resident Public Shareholders

- (i) Individuals, HUF, AOP and BOI will be taxable at applicable slab rates.
- (ii) Domestic companies having turnover or gross receipts not exceeding Rs. 400 crores in the relevant financial year as prescribed will be taxable at the rate of 25% (Twenty Five Percent)
- (iii) Domestic companies which have opted for concessional tax regime under Section 115BAA will be taxable at the rate of 22% (Twenty Two Percent) if condition of Section 115BAA are met.
- (iv) Domestic companies liable to pay tax under Section 115BAB of the IT Act will be taxable at the rate of 15% (Fifteen Percent) if conditions of Section 115BAB are met, else at the rate of 22% (Twenty Two Percent).
- (v) For persons other than stated above, profits will be taxable at the rate of 30% (Thirty Percent).

(b) Profits of non-resident Public Shareholders

- (i) Non-resident Public Shareholder can avail benefits of the DTAA between India and the respective country of which the said non-resident Public Shareholders is tax resident subject to fulfilling of the relevant conditions including, but not limited to, those set out in limitation of benefits provisions present in the said DTAA, if any, non-applicability of GAAR, conditions under MLI as ratified by India with the respective country of which the said non-resident Public Shareholders is tax resident and providing and maintaining necessary information and documents as prescribed under the IT Act.
- (ii) Where DTAA provisions are not applicable:
 - a. For non-resident individuals, HUF, AOP and BOI, profits would be taxable at the rates prescribed in First Schedule to the Finance (No. 2) Act 2024 (i.e., tax rates applicable to different categories of persons)
 - b. For foreign companies, profits (as determined in accordance with the provisions of IT Act) would be taxed in India at the rate of 35% (Thirty Five Percent).
 - c. For other non-resident Public Shareholders, such as foreign firms, profits (as determined in accordance with the provisions of IT Act) would be taxed in India at the rate of 30% (Thirty Percent).

The income tax payable by a Public Shareholder has to be increased by the amount of surcharge and health and education cess as may be applicable in respective cases. (Please refer to paragraph 12 of this Section 9 (i.e., Note on taxation), below for rate of surcharge and cess).

9. Other Matters:

The provisions of Minimum Alternate Tax on the book profits as contained in Section 115JB of the IT Act or Alternate Minimum Tax contained in Section 115JC of the IT Act, as the case may be, also need to be considered by the shareholders (other than resident company which has opted for concessional tax regime under Section 115BAA or Section 115BAB of the IT Act). Foreign companies will not be subject to MAT if the country of residence of such of the foreign country has entered into a DTAA with India under Sections 90/90A of the IT Act and such foreign company does not have a permanent establishment in India in terms of the DTAA. In case where the said conditions are not satisfied, MAT will be applicable to the foreign company. In case of non-corporate shareholders, applicability of the provisions of Alternative Minimum Tax as per Section 115JC of the IT Act will also need to be analysed depending on the facts of each case.

10. Tax Deduction at Source:

(a) In case of resident Public Shareholders:

- (i) With effect from 1 July 2021, Finance Act 2021 creates an obligation on the buyer of goods to withhold tax under Section 194Q of the IT Act at the rate of 0.1% when buying goods from an Indian resident. The withholding obligation only exists where the consideration for goods exceeds Rs. 50,00,000 and the buyer had a business turnover of more than Rs. 10,00,00,000 in the immediately preceding year. The term “goods” has not been defined and may cover shares.
- (ii) As per Circular No 13 of 2021 dated June 30, 2021 issued by the CBDT, the provisions of Section 194Q of the IT Act is not applicable where the transactions in securities and commodities are traded

through recognized stock exchange. Therefore, the Acquirer are not required to withhold tax under Section 194Q of the IT Act on consideration payable to resident Public Shareholders.

(b) In case of non-resident Public Shareholders:

- (i) **In case of FIIs/FPIs⁴:** Section 196D of the IT Act provides for specific exemption from withholding tax in case of capital gains arising in hands of FIIs/FPIs. Thus, no withholding of tax is required in case of consideration payable to FIIs/FPIs.
- (ii) **In case of non-resident Public Shareholder (other than FIIs/FPIs):** Section 195(1) of the IT Act provides that any person responsible for paying to a non-resident, any sum chargeable to tax is required to deduct tax at source (including applicable surcharge and cess). Subject to regulations in this regard, wherever applicable and it is required to do so, tax at source (including applicable surcharge and cess) shall be deducted at appropriate rates as per the IT Act read with the provisions of the relevant DTAA and MLI, if applicable. In doing this, the Acquirer will be guided by generally followed practices and make use of data available in its records except in cases where the non-resident Public Shareholders provide a specific mandate in this regard.

However, the Acquirer will not be able to deduct income-tax at source on the consideration payable to such non-resident Public Shareholders as there is no ability for the Acquirer to deduct taxes since the remittance/payment will be routed through the stock exchange, and there will be no direct payment by the Acquirer to the non-resident Public Shareholders.

Since tendering of the Equity Shares under the Offer is through the stock exchange, the responsibility of discharging the tax due on the gains (if any) is primarily on the non-resident Public Shareholder. The non-resident Public Shareholder must compute such gains (if any) on this transaction and immediately pay applicable taxes in India, if applicable, in consultation with their custodians/authorized dealers/tax advisors appropriately. The non-resident Public Shareholders must file their tax return in India, inter alia, considering gains arising pursuant to this Offer in consultation with their tax advisors.

The non-resident Public Shareholders undertake to indemnify the Acquirer and/ or the PAC if any tax demand is raised on the Acquirer and/or the PAC on account of income arising to the non-resident Public Shareholders pursuant to this Open Offer. The non-resident Public Shareholders also undertake to provide the Acquirer and/ or the PAC, on demand, the relevant details in respect of the taxability/non-taxability of the proceeds pursuant to this Open Offer, copy of tax return filed in India, evidence of the tax paid, etc.

11. Remittance/Payment of Interest:

- (a) In case of interest, if any, paid by the Acquirer to resident and non-resident Public Shareholders for delay in receipt of statutory approvals as per Regulation 18(11) of the SEBI (SAST) Regulations or in accordance with Regulation 18(11A) of the SEBI (SAST) Regulations, the final decision to deduct tax or the quantum of taxes to be deducted rests solely with the Acquirer depending on the settlement mechanism for such interest payments. It is recommended that the Public Shareholders consult their custodians/ authorized dealers/ tax advisors appropriately with respect to the taxability of such interest amount (including on the categorisation of the interest, whether as capital gains or as other income). In the event the Acquirer and /

⁴ The CBDT has vide Notification No. 9/2014 dated January 22, 2014 notified Foreign Portfolio Investors registered under the Securities and Exchange Board of India (FPI) Regulations, 2014 as FII for the purpose of Section 115AD of the IT Act.

or the PAC is held liable for the tax liability of the shareholder, the same shall be to the account of the Public Shareholders and to that extent the Acquirer and / or the PAC should be indemnified.

- (b) The Public Shareholders must file their tax return in India inter alia considering the interest (in addition to the gains on the sale of shares), if any, arising pursuant to this Open Offer. The Public Shareholders also undertake to provide the Acquirer and / or the PAC, on demand, the relevant details in respect of the taxability/ non-taxability of the proceeds pursuant to this Open Offer, copy of tax return filed in India, evidence of the tax paid etc.

12. Rate of Surcharge and Cess: As per the current provisions of the IT Act, in addition to the basic tax rate, surcharge, health and education cess are leviable. Summary of the same is provided below:

(a) Surcharge:

- (i) In case of domestic companies surcharge at the rate of 12% is leviable where the total income exceeds Rs. 10 crore and at the rate of 7% where the total income exceeds Rs. 1 crore but less than Rs. 10 crores for companies not opting for tax regime u/s. 115BAA and 115BAB.
- (ii) In case of domestic companies which are liable to pay tax under Section 115BAA or Section 115BAB: Surcharge at the rate of 10% is leviable
- (iii) In case of companies other than domestic companies: Surcharge at the rate of 5% is leviable where the total income exceeds Rs. 10 crore and Surcharge at the rate of 2% where the total income exceeds Rs. 1 crore but less than Rs. 10 crores
- (iv) In case of individuals, HUF, AOP, BOI:
- a. Surcharge at the rate of 10% is leviable where the total income exceeds Rs. 50 lakhs but does not exceed Rs. 1 crore.
 - b. Surcharge at the rate of 15% is leviable where the total income exceeds Rs. 1 crore but does not exceed Rs. 2 crores.
 - c. Surcharge at the rate of 25% is leviable where the total income exceeds Rs. 2 crores but does not exceed Rs. 5 crores.
 - d. Surcharge at the rate of 37% is leviable where the total income exceeds Rs. 5 crores. Further, for taxpayers who have opted to be covered by the tax regime under section 115BAC of the IT Act, the maximum surcharge rate is restricted to 25%.

However, for the purpose of income chargeable under section 111A, 112, 112A and 115AD(1)(b) (for income chargeable to tax under the head capital gains), the surcharge rate shall not exceed 15%.

- (v) In case of Firm and Local Authority: Surcharge at the rate of 12% is leviable where the total income exceeds Rs. 1 crore.

(b) Cess:

Health and Education Cess at the rate of 4% is currently leviable in all cases.

All Public Shareholders are advised to consult their tax advisors for the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take. The Acquirer and/ or the PAC to the Open Offer do not accept any responsibility for the accuracy or otherwise of such advice.

In the event of any income tax demand (including interest, penalty, etc.) raised on the Acquirer and/ or the PAC due to this Open Offer or due to any misrepresentation, inaccuracy or omission of information provided / to be provided by Public Shareholders, such Public Shareholders will be responsible to pay such income tax demand (including interest, penalty, etc.) and provide the Acquirer and/or the PAC with all information / documents that may be necessary and co-operate in any proceedings before any income tax / appellate authority, at the cost of such Public Shareholder.

In the event of any outstanding tax proceedings or any outstanding demand pending against the Public Shareholders renders the transfer of shares under this Offer or render the transaction of transfer of shares under this Offer as void under section 281 of the IT Act, such Public Shareholders undertake to indemnify the Acquirer and/or the PAC against all losses or damages or liabilities which may be suffered or incurred by Acquirer and/or the PAC.

THE ABOVE DISCLOSURE ON TAXATION SETS OUT THE PROVISIONS OF LAW IN A SUMMARY MANNER ONLY AND IS NOT A COMPLETE ANALYSIS OR LISTING OF ALL POTENTIAL TAX CONSEQUENCES OF THE DISPOSAL OF EQUITY SHARES. THIS DISCLOSURE IS NEITHER BINDING ON ANY REGULATORS NOR CAN THERE BE ANY ASSURANCE THAT THEY WILL NOT TAKE A POSITION CONTRARY TO THE COMMENTS MENTIONED HEREIN. HENCE, SHAREHOLDERS SHOULD CONSULT THEIR OWN TAX ADVISORS FOR THE TAX PROVISIONS APPLICABLE TO THEIR PARTICULAR CIRCUMSTANCES. THE TAX RATE AND OTHER PROVISIONS MAY UNDERGO CHANGES.

APPLICABILITY OF OTHER RELEVANT LAWS IN INDIA (SUCH AS STAMP DUTY, ETC.) SHALL DEPEND ON FACTS OF EACH CASE AND PUBLIC SHAREHOLDERS SHOULD CONSULT WITH THEIR OWN ADVISORS FOR THE SAME.

10. DOCUMENTS FOR INSPECTION

10.1. Copies of the following documents will be available for inspection at the office of the Manager to the Offer at 1402, 14th Floor, First International Financial Centre, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400098. The documents can be inspected during normal business hours (10.30 AM to 3.00 PM) on all Working Days during the period from the date of commencement of the Tendering Period till the date of expiry of the Tendering Period. Copies of the following documents will also be available for inspection to the Public Shareholders electronically during the Tendering Period. The Public Shareholders interested to inspect any of the following documents can send an email from their registered email ids (including shareholding details and authority letter in the event the Public Shareholder is a corporate body) with a subject line “Documents for Inspection – Sanofi Open Offer”, to the Manager of the Offer at [●]; and upon receipt and processing of the received request, access can be provided to the respective Public Shareholders for electronic inspection of documents.

1. Copies of the certificates of incorporation, memorandum and articles of association of the Target Company;
2. Copies of the certificate of incorporation and constitutional documents of the Acquirer and PAC;
3. Certificate dated October 21, 2024 from Banshi S. Mehta & Co., Chartered Accountants, (Registration No. 100991W), certifying that the Acquirer has adequate financial resources to fulfill their obligations under this Offer;

4. Ratio report dated October 21, 2024 from Bansil S. Mehta & Co., Chartered Accountants, (Registration No. 100991W), for computation of ratios based on thresholds under Regulation 5(2) and Regulation 8(5) of the SEBI (SAST) Regulations;
5. Certificate dated October 21, 2024 from G.M. Kapadia & Co., Chartered Accountant Firm (*Firm Registration No. 104767W*), certifying the Offer Price computation;
6. Valuation report dated October 19, 2024 from G.M. Kapadia & Co., Chartered Accountant Firm (*Firm Registration No. 104767W*), certifying the per Equity Share fair value of the Target Company in terms of Regulation 8(5) of the SEBI (SAST) Regulations;
7. To the extent available, certified copies of the annual audited reports of the Acquirer and the PAC for the last 3 (Three) years;
8. Letter dated October 23, 2024 from the Escrow Agent confirming the receipt of the cash deposit in the Escrow Account and a lien in favour of the Manager in accordance with the terms of the Escrow Agreement;
9. Copy of the Escrow Agreement dated October 16, 2024;
10. Copy of the Agreement;
11. Copy of PA dated October 21, 2024, published copy of the DPS dated October 28, 2024, Letter of Offer, dispatch advertisement and issue opening public announcement (as will be issued) and any corrigendum to these;
12. A copy of the recommendation made by the Target Company's committee of independent directors constituted by the Board of Directors published in the newspapers;
13. Copy of the agreement with Depository Participant for opening a special depository account for the purpose of the offer; and
14. A copy of the observation letter no. [●] from SEBI dated [●] on the DLoF.

11. DECLARATION BY THE ACQUIRER AND PAC

- 11.1. The Acquirer and its directors and the PAC and its general partner accept full responsibility for the information contained in the DLoF (other than as specified in Paragraph 2 below), and shall be jointly and severally responsible for the fulfilment of obligations of the Acquirer and the PAC under the SEBI (SAST) Regulations in respect of this Offer.
- 11.2. The information pertaining to the Target Company contained in the DLoF or any other advertisement/ publications made in connection with the Open Offer has been compiled from information published or provided by the Target Company, as the case may be, or publicly available sources which has not been independently verified by the Acquirer, the PAC or the Manager. The Acquirer, the PAC and the Manager do not accept any responsibility with respect to any misstatement by the Target Company in relation to such information. The information contained in this Draft Letter of Offer is as on the date of this Draft Letter of Offer, unless expressly stated otherwise.
- 11.3. The persons signing the Draft Letter of Offer have been duly and legally authorized by the Acquirer and PAC to sign the Draft Letter of Offer.

ISSUED BY THE MANAGER TO THE OFFER

Place: Mumbai

Date: November 5, 2024

For and on behalf of Opal Bidco SAS (Acquirer)

Sd/-

Authorised signatory

For and on behalf of Clayton, Dubilier & Rice Fund XII, L.P. (PAC)

Sd/-

Authorised signatory