



27th February, 2025

The Secretary,
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001
Scrip Code: 544250

The Secretary,
The National Stock Exchange of India Limited
C-1, Block G, Exchange Plaza,
Bandra-Kurla Complex
Bandra (E), Mumbai, - 400050
Symbol: SANOFICONR

Sub.: Dispatch of Postal Ballot Notice

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), we wish to inform you that the Company is seeking approval of Members of the Company for the following businesses:

1. Appointment of Ms. Maithilee Mistry (DIN: 02152619) as the Whole-time Director for a period of 3 (three) years;
2. Approval of Material Related Party Transactions

by means of Postal Ballot by voting through electronic means (remote e-voting).

In this regard, the Company has completed dispatch of Postal Ballot Notice today, i.e., on 27th February, 2025 only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, 21st February, 2025 (Cut-off date).

Please find enclosed the calendar of events for the Postal Ballot process for your reference. We have also enclosed a copy of the Postal Ballot Notice together with the Explanatory Statement for your record. The Postal Ballot Notice is also available on the Company's website at [Postal Ballot](#) and on the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com.

Further, the Company has engaged the services of NSDL to provide remote e-voting facility to its Members. Accordingly, the remote e-voting period commences from 9:00 a.m. (IST) on 28th February, 2025 and ends at 5:00 p.m. (IST) on 29th March, 2025. The results of the Postal Ballot will be announced on or before 5:00 p.m. (IST) on 31st March 2025.

You are requested to take the above information on record.

Thanking You,

Yours faithfully,

For **Sanofi Consumer Healthcare India Limited**

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



Calendar of Events for Shareholders approval for Appointment of Ms. Maithilee Mistry (DIN:02152619) as a “Whole-Time Director and Chief Financial Officer” and Approval of Material Related Party Transactions.

Sr. No.	Events	Date
1	Date on which consent given by the scrutinizer	13 th February 2025
2	Date of Board Resolution	20 th February 2025
3	Date of appointment of the Scrutinizer and Agency	20 th February 2025
4	Cut-off date (for issue of Postal Ballot Notice)	21 st February 2025
5	Date of dispatch of Postal Ballot Notice through email to shareholders	27 th February 2025
6	Date of publishing the advertisement in newspapers as specified	28 th February 2025
7	Date of commencement of Voting	28 th February 2025
8	Last date of Voting by electronic means	29 th March 2025
9	Last date of submission of the Report by the Scrutinizer	31 st March 2025
10	Date of declaration of the result by the Chairman or any other person authorized by the Board	31 st March 2025
11	Date on which Resolution will be deemed to be passed	29 th March 2025
12	Last date for recording the report in the Minutes book of General Meetings	28 th April 2025



SANOFI CONSUMER HEALTHCARE INDIA LIMITED

Unit 1104, 11th Floor, Godrej Two, Pirojshanagar, Eastern Express Highway, Vikhroli East,
Mumbai - 400079

Tel.: +91(22) 4528 8855 Fax: +91(22) 2803 2939

Corporate Identity Number: U21002MH2023PLC402652

Website: www.sanofi.in; Email: jgrc.schil@sanofi.com

POSTAL BALLOT NOTICE

NOTICE of Postal Ballot is hereby given to the Members of Sanofi Consumer Healthcare India Limited ('the Company'), pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013, (the Act), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended (Rules), read with the General CircularNos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 11/2022 dated 28th December, 2022, 09/2023 dated 25th September, 2023 and the latest one being General Circular No. 09/2024 dated 19th September, 2024, issued by the Ministry of Corporate Affairs ('MCA Circulars'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutorymodification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), that the Ordinary Resolution(s) as set out in this Notice are proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means (remote e-voting) only.

The Explanatory Statement pursuant to Section 102 and other applicable provisions, if any, of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company have appointed Mr. Omkar Dindorkar (ACS 43029), Partner or failing him Ms. Deepti Kulkarni (ACS 34733), Partner at M/s. MMJB & Associates LLP, Practicing Company Secretaries, as Scrutinizer for conducting the Postal Ballot only through remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and be available for the said purpose.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

The remote e-voting period commences from 9:00 A.M. (IST) on 28th February 2025 and ends at 5:00 P.M. (IST) on 29th March 2025. The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or before 5.00 p.m. (IST) on 31st March 2025. The last date of e-voting shall be the date on which the Resolutions would be deemed to have been passed, if approved by the requisite majority.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website at www.sanofi.in and on the website of National Securities Depository Limited ('NSDL') at www.evoting.nsdl.com

SPECIAL BUSINESSES:

1. Appointment of Ms. Maithilee Mistry (DIN: 02152619) as a Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 161 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) ("the Act") and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Articles of Association of the Company, Ms. Maithilee Mistry (DIN: 02152619) who is appointed as an Additional Director of the Company by the Board of Directors effective from 1st January, 2025 in terms of the provisions of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a Member in terms of Section 160 of the Act, proposing her candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation with effect from 1st January, 2025.

RESOLVED FURTHER THAT any one of the Director and the Company Secretary of the Company be and are hereby severally authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

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

To consider and, if thought fit, to pass the following resolution as **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("the Act") and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and Articles of Association of the Company and subject to such other regulatory approvals, permissions and sanctions, as may be required, and on the basis of the recommendations of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, consent of the Company be and is hereby accorded to the appointment of Ms. Maithilee Mistry (DIN: 02152619) as the Whole-time Director, to be designated as 'Whole-time Director and Chief Financial Officer' for a period of 3 (three) years effective from 1st January, 2025 to 31st December 2027, on such terms and conditions including remuneration, as set out herein, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee of the Board) and set out in the Explanatory Statement, with the power to the Board to alter and vary the said terms and conditions including remuneration, from time to time as it may deem fit and as may be acceptable to Ms. Maithilee Mistry:

i. Annual Fixed Compensation:

a) Basic Salary – Rs.6,375,000/-per annum.

b) Flexible Compensation Plan (FCP) of Rs. 5,303,363/- per annum and such higher amount as may be decided by the Board from time to time and in alignment with the Company policy.

c) Provident Fund - Company's contribution not to exceed 12% of Basic salary.

d) Gratuity – Company's contribution not to exceed 4.81% of Basic salary.

e) Increments - Such increments as may be fixed by the Board of Directors from time to time, not exceeding 25% per annum.

ii. Performance Bonus (Short Term Incentive) up to 20% of Annual Fixed Compensation, as may be determined by the Board of Directors basis achievement of agreed objective for the year or the period of assessment agreed.

iv. Joining Bonus of Rs. 10,00,000 at joining and Rs. 10,00,000 on completion of 1 year at Sanofi Consumer.

v. Other allowances and perquisites:

a) Leave Travel Allowance - Round-trip Travel for self & dependent family can be claimed on actuals as per mobility policy.

b) Coverage for Hospitalization, Life and Accident Insurance in line with the applicable Company policy.

c) Leave as per Company policy.

d) Reimbursement of actual travelling and entertainment expenses incurred on behalf of the Company.

e) Reimbursement of expenses on mobile phone and internet at residence as per rules & applicable policy.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.

3. Approval for material related party transactions with Sanofi India Limited

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the “SEBI Listing Regulations”) and

Section 188 of the Companies Act, 2013 (the "Act"), if any, and to the extent applicable, and other applicable provisions of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any amendments, statutory modifications and/or re-enactment thereof for the time being in force, read with the Company's Policy on dealing with Related Party Transactions, and subject to such other laws, rules and regulations as may be applicable in this regard and basis the recommendation of the Audit Committee and approval of the Board of Directors of the Company, consent of the members be and is hereby accorded to the Board of Directors (the "Board", which term shall include any of the committees thereof) of the Company to enter into any and all material related party transactions/contracts/arrangements whether by way of an individual transaction or series of transactions taken together with Sanofi India Limited (the "Sanofi India"/"SIL"), a 'related party' as defined in Regulation 2(1)(zb) of the SEBI Listing Regulations, inter-alia, for entering into transactions as detailed in the explanatory statement to this resolution, on such terms and conditions as the Board, in its absolute discretion, may deem fit, provided that the aggregate outstanding value of all such material related party transactions/contracts/ arrangements shall, at any point of time, not exceed Rs. 570 Million (Rupees Five Hundred Seventy Million only) during the year ending on 31st December 2025, provided that the said transactions shall be at the arm's length basis and in the ordinary course of business."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give full effect to the above resolution and matters connected therewith or incidental thereto including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as maybe required, settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all decisions from the powers herein conferred to, without being required to seek any further consent/approval from the members of the Company."

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

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the "SEBI Listing Regulations") and Section 188 of the Companies Act, 2013 (the "Act"), if any, and to the extent applicable, and other applicable provisions of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any amendments, statutory modifications and/or re-enactment thereof for the time being in force, read with the Company's Policy on dealing with Related Party Transactions, and subject to such other laws, rules and regulations as may be applicable in this regard and basis the recommendation of the Audit Committee and approval of the Board of Directors of the Company, consent of the members be and is hereby accorded to the Board of Directors (the "Board", which term shall include any of the committees thereof) of the Company to enter into any and all material related party transactions/contracts/arrangements whether by way of an individual transaction or series of transactions taken together with Opella Healthcare India Private Limited (the "Opella India"/"OHIPL"), a 'related party' as defined in Regulation 2(1)(zb) of the SEBI Listing Regulations, inter-alia, for entering into transactions as detailed in the explanatory statement to this resolution, on such terms and conditions as the Board, in its absolute discretion, may deem fit, provided that the aggregate outstanding value of all such material related party transactions/contracts/ arrangements shall, at any point of time, not exceed Rs. 785 Million (Rupees Seven Hundred Eighty Five Million only) during the year ending on 31st December, 2025, provided that the said transactions shall be at the arm's length basis and in the ordinary course of business."

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give full effect to the above resolution and matters connected therewith or incidental thereto including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as maybe required, settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all decisions from the powers herein conferred to, without being required to seek any further consent/approval from the members of the Company.”

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

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the “SEBI Listing Regulations”) and Section 188 of the Companies Act, 2013 (the “Act”), if any, and to the extent applicable, and other applicable provisions of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any amendments, statutory modifications and/or re-enactment thereof for the time being in force, read with the Company’s Policy on dealing with Related Party Transactions, and subject to such other laws, rules and regulations as may be applicable in this regard and basis the recommendation of the Audit Committee and approval of the Board of Directors of the Company, consent of the members be and is hereby accorded to the Board of Directors (the “Board”, which term shall include any of the committees thereof) of the Company to enter into any and all material related party transactions/contracts/arrangements whether by way of an individual transaction or series of transactions taken together with Opella Healthcare International SAS (the “Opella SAS”), a ‘related party’ as defined in Regulation 2(1)(zb) of the SEBI Listing Regulations, inter-alia, for entering into transactions as detailed in the explanatory statement to this resolution, on such terms and conditions as the Board, in its absolute discretion, may deem fit, provided that the aggregate outstanding value of all such material related party transactions/contracts/ arrangements shall, at any point of time, not exceed Rs. 1100 Million (Rupees Eleven Hundred Million only) during the year ending on 31st December 2025, provided that the said transactions shall be at the arm’s length basis and in the ordinary course of business.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give full effect to the above resolution and matters connected therewith or incidental thereto including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as maybe required, settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all decisions from the powers herein conferred to, without being required to seek any further consent/approval from the members of the Company.”

Registered Office:

Unit 1104, 11th Floor, Godrej Two, Pirojshanagar,
Eastern Express Highway, Vikhroli East, Mumbai 400079.

CIN: U21002MH2023PLC402652

E-mail: igrc.schil@sanofi.com

Date: 20th February 2025

**By Order of the Board of Directors
For Sanofi Consumer Healthcare India Limited**

Nikunj Kumar Savaliya
Company Secretary
Membership No: F7048

NOTES

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules') stating material facts and reasons for the proposed resolution is annexed hereto and forms part of this Notice.
2. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent by electronic mode to all those members, whose names appear in the Register of Members/List of Beneficial Owners maintained by the Company/ Depositories as on 21st February 2025, ('Cut-off date') and whose e-mail IDs are registered with the Company/Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given below under these Notes.
3. In accordance with the provisions of the MCA Circulars, Members can vote only through the e-voting process. Members are requested to provide their assent or dissent through e-voting only. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
4. In compliance with provisions of Section 108 and Section 110 and other applicable provisions, of the Act read with the Management Rules, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has engaged the services of NSDL for facilitating e-voting to enable the Members to cast their votes electronically.
5. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.sanofi.in, websites of the Stock Exchanges i.e., BSE Limited ('BSE') at www.bseindia.com and National Stock Exchange Limited ('NSE') at www.nseindia.com and on the website of NSDL at www.evoting.nsdl.com
6. All the material and relevant documents referred to Explanatory Statements, shall be available for inspection through electronic mode from 28th February, 2025 till 29th March, 2025, basis the request being sent on igrc.schil@sanofi.com, mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card or Aadhar Card attached to the email.
7. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on 21st February, 2025 being the cut-off date fixed for the purpose.

8. The voting through electronic means will commence from 9:00 A.M. (IST) on 28th February, 2025 and ends at 5:00 P.M. (IST) on 29th March 2025. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
9. A Shareholders / Members cannot exercise his/her vote by proxy on Postal Ballot.
10. The Scrutinizer will submit their report to the Chairman or the Company Secretary after completion of the scrutiny and the result of the Postal Ballot voting process will be declared on or before 31st March 2025.
11. Resolution passed by Members with requisite majority, through Postal Ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.
12. The result of the Postal Ballot shall be communicated to all the Stock Exchanges where the equity shares of the Company are listed. The Ordinary Resolutions, if passed by the requisite majority, shall be deemed to have been passed on 29th March 2025, being the last date specified by the Company for e-voting.
13. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to or query/grievance with respect to E-Voting from the NSDL e-Voting System, you can write an email to evoting@nsdl.co.in or contact at toll free no.: 1800 1020 990 and 1800 224 430.
14. Members who have not registered their e-mail addresses so far are requested to register the same so that they can receive all future communications from the Company electronically.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting for Individual Shareholders/Members holding securities in demat mode

In terms of SEBI circular dated 9th December 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders/Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders/Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual Shareholders/Members holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders / Members holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nSDL.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 20px;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> </div>
<p>Individual Shareholders / Members holding securities in demat</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made

Type of shareholders	Login Method
mode with CDSL	<p>available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my Easi username & password.</p> <ol style="list-style-type: none"> 2. After successful login the Easi / Easiest user will be able to see thee-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of thee-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi / Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders / Members (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders/Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders / Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at Toll free no.: 1800 1020 990 and 1800 224 430

Individual Shareholders / Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 225 533
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B. Login Method for Shareholders / Members other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- i. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- ii. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- iii. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- iv. Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- v. Password details for Shareholders / Members other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial

password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
 - i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii) If your email ID is not registered, please follow steps mentioned below in **process for those Shareholders / Members whose email ids are not registered.**
- vi. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name, and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- vii. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- viii. Now, you will have to click on "Login" button.
- ix. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-voting system?

- A. After successful login at Step 1, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle is in active status.
- B. Select 'EVEN' of Company for which you wish to cast your vote during the remote e-voting period.

- C. Now you are ready for e-voting as the Voting page opens.
- D. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
- E. Upon confirmation, the message "Vote cast successfully" will be displayed.
- F. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- G. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders / Members

- 1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to omkardindorkar@mmjc.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- 2. It is strongly recommended, not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 224 430 or send a request to Ms. Pallavi Mhatre, Senior Manager - NSDL or Mr. Amit Vishal, Assistant Vice President - NSDL at evoting@nsdl.co.in.

Process for those Shareholders / Members whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

- A. In case shares are held in physical mode please provide Folio No., Name of shareholder / member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to igrc.schil@sanofi.com.
- B. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to igrc.schil@sanofi.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **Step 1(A)** i.e., **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

- C. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- D. In terms of SEBI circular dated 9th December 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1 & 2

Based on the recommendation of the Nomination and Remuneration Committee, the Board at its Meeting held on 12th December 2024 appointed Ms. Maithilee Mistry (DIN: 02152619) as an Additional Director with effect from 1st January, 2025 in terms of Section 161 of the Companies Act, 2013 and Rules framed thereunder (“the Act”).

The Board, based on the recommendation of the Nomination and Remuneration Committee, subject to the approval of the Members of the Company, also approved appointment of Ms. Maithilee Mistry as the Whole-time Director, to be designated as ‘Whole-time Director and Chief Financial Officer’ for a term of 3 (three) years effective from 1st January 2025

Pursuant to the provisions of Section 161(1) of the Act Ms. Maithilee Mistry will hold the office of a Director only up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held and pursuant to Regulation 17(1C) of Listing Regulations, Ms. Maithilee Mistry will hold the office of a Director only up to the date of the next annual general meeting or for a period of three months from the date of appointment, whichever is earlier.

Ms. Maithilee Mistry has given her consent to act as the Whole-time Director of the Company. Also, as per the confirmations received from her, she is not disqualified from being appointed as a Director in terms of Section 164 of the Act and satisfies all the conditions as set out under Part I of Schedule V and Section 196(3) of the Act for her appointment as Whole-time Director. The Company has received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Ms. Maithilee Mistry for the office of a Director of the Company.

The remuneration proposed to be paid to Ms. Maithilee Mistry is set out below:

- i. Annual Fixed Compensation:
 - a. Basic Salary Rs. 6,375,000/- per annum.
 - b. Flexible Compensation Plan (FCP) of Rs. 5,303,363/- per annum and such higher amount as may be decided by the Board from time to time and in alignment with the company policy.
 - c. Provident Fund - Company’s contribution not to exceed 12% of Basic salary.
 - d. Gratuity – Company’s contribution not to exceed 4.81% of Basic salary.
 - e. Increments - Such increments as may be fixed by the Board of Directors from time to time, not exceeding

25% per annum.

- ii. Performance Bonus (Short Term Incentive) up to 20% of Annual Fixed Compensation, as may be determined by the Board of Directors basis achievement of agreed objective for the year or the period of assessment agreed.
- iii. Joining Bonus of Rs. 10,00,000 at joining and Rs. 10,00,000 on completion of 1 year at Sanofi Consumer.
- iv. Other allowances and perquisites:
 - a. Leave Travel Allowance - Round-trip Travel for self & dependent family can be claimed on actuals as per mobility policy.
 - b. Coverage for Hospitalization, Life and Accident Insurance in line with the applicable company policy.
 - c. Leave as per Company policy.
 - d. Reimbursement of actual travelling and entertainment expenses incurred on behalf of the Company.
 - e. Reimbursement of expenses on mobile phone and internet at residence as per rules & applicable policy.

(All the above perquisites shall be valued as per Income-tax Rules, wherever applicable. In the absence of any such Rule, perquisites shall be valued at actual cost.)

MINIMUM REMUNERATION

In any financial year, if the Company has no profits or its profits are inadequate, the Company shall pay the remuneration to the Director in accordance with the provisions of Section 197 read with Schedule V of the Act and rules framed thereunder and any other applicable provisions of the Act or any statutory modification or re-enactment thereof.

A copy of the agreement between Ms. Maithilee Mistry and the Company containing terms of her appointment referred in this Notice will be available for inspection without any fees by the Members up to the date of passing of these resolutions. The Members may write an email to igrschil@sanofi.com for inspection of the same.

The Board of Directors is of the opinion that Ms. Maithilee Mistry's knowledge and experience will be of immense value to the Company. The Board, therefore, recommends the approval of the resolution set out at Item no. 1 & 2 of the Notice convening the Meeting.

Except Ms. Maithilee Mistry, being the proposed appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, financially or otherwise concerned or interested in the said Resolution except to the extent of their shareholding in the Company, if any.

Item No. 3, 4 & 5

The applicable provisions of Regulation 23 of the SEBI Listing Regulations, requires the listed entities to take prior approval of shareholders by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of business of the Company and at arm's length basis.

Further, a transaction with a related party shall be considered material if the transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 1,000 Crore or 10% of the annual consolidated turnover as per the last audited financial statements of a listed entity, whichever is lower.

It is proposed by the Management of the Company to enter into transactions with Sanofi India Limited (SIL), Opella Healthcare India Pvt Ltd (OHIPL) and Opella Healthcare International SAS ('Opella SAS'), a related party to the Company, as per the in terms of the SEBI Listing Regulations. The background for the proposed transactions with each related party is outlined below:

Sanofi India Limited

Sanofi India Limited (SIL), a part of Sanofi Group, is primarily engaged in the business of manufacturing, producing, processing, marketing, formulating, buying, trading, storing, packing, selling, distributing, importing, exporting, providing consultancy and otherwise dealing in all varieties of pharmaceuticals including drugs, chemicals, medicinal products and antibiotic products.

Sanofi India Limited has demerged its Consumer Healthcare business ("CHC") into the Company vide NCLT order dated 07/05/2024, pursuant to which all the business of CHC including earlier CHC products of SIL in India have been demerged from SIL to the Company effective from June 1, 2024. The Company was incorporated on 10th May 2023 and was formerly the wholly owned subsidiary of SIL with majority of the operational activities being performed by SIL during the demerger process.

Subsequent to the demerger of both the entities, the Company primarily transacts with SIL for purchase of goods and availing toll manufacturing and other support services, among others. Since SIL is already in possession of the required licenses, the Company's association with SIL helps it to continue its operations efficiently and achieve its business objectives. SIL being a related party, approval is being sought for the above mentioned transactions for the aggregate outstanding value of all such related party transactions/contracts/ arrangements not exceeding Rs. 570 Million (Rupees Five Hundred and Seventy Millions only) during the year ending on 31st December, 2025, by way of the resolution. The approval is being sought as a matter of good corporate governance, even though the aggregate outstanding value of all such related party transactions/contracts/ arrangements with SIL during the FY 2025 may not exceed materiality threshold as prescribed in the Regulation 23 of the SEBI Listing Regulations.

Opella Healthcare India Private Limited

Opella Healthcare India Private Limited (OHIPL), a part of Sanofi Group, is primarily engaged in the business of direct and indirect manufacturing of consumer healthcare products and establishing centers of excellence for providing services or engaging services providers to provide services to domestic, regional and global group companies, associates, joint ventures or third parties for all processes, sub processes, transactions, activities and all other operations undertaken by businesses in the pharmaceutical and consumer healthcare industry within India and across the world.

The Company provides Consignment Agency and other Business Support services to OHIPL. As OHIPL is a related party, approval is being sought for these transactions, ensuring that the total outstanding value of all such material related party agreements does not exceed Rs. 785 million (Rupees Seven Hundred and Eighty-Five Million) for the financial year ending 31st December 2025, by way of the resolution.

Opella Healthcare International SAS

Opella Healthcare International SAS (Opella SAS), a part of Sanofi Group, is engaged in managing the international business of the consumer healthcare division of the Sanofi Group. In line with its strategic objectives for expansion and revenue growth, the Company proposes to enter into a transaction with Opella SAS for the export of its goods. This initiative aims to strengthen the Company's market presence in global territories, enhance its business opportunities, and contribute to its overall growth trajectory. Opella SAS, being related party, approval is being sought for the above mentioned transactions for the aggregate outstanding value of all such material related party transactions/contracts/ arrangements not exceeding Rs. 1100 Million (Rupees Eleven Hundred Million only) during the year ending on 31st December 2025, by way of the resolution.

The Management has provided the Audit Committee with the relevant details, as required under law, for the proposed related party transaction. The Audit Committee after reviewing all necessary information, has granted approval for entering into Related Party Transactions with SIL, OHIPL and Opella SAS. The Audit Committee has also noted that the said transactions will be on an arms' length basis and in the ordinary course of business of the Company. The Company has a well-defined governance process for the related party transactions undertaken by it and the same is reviewed on a regular basis. Further, all related party transactions of the Company are undertaken after obtaining prior approval of the Audit Committee.

Details of transactions with Related Parties as required pursuant to the Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 issued by the Securities and Exchange Board of India on November 22, 2021 are annexed herewith as 'Annexure B.'

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 3, 4 & 5.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, financially or otherwise concerned or interested in the said Resolution except to the extent of their shareholding in the Company, if any.

ANNEXURE 'A' TO THE NOTICE

Further, as required by Regulation 36(3) of the Listing Regulations, the particulars of Director who is proposed to be appointed are given below:

Name	Ms. Maithilee Mistry
Age	51 years
Qualifications	Ms. Mistry is a qualified Chartered Accountant (CA), holds a Bachelor of Commerce degree from Mumbai University, and has completed an executive program in strategic planning from Columbia Business School.
Brief profile including expertise and experience	<p>Ms. Mistry joined the organization on November 25, 2024, as A2R Head of Finance Operations, India. She brings over 25 years of extensive leadership experience in finance, having served in senior roles across several multinational corporations.</p> <p>Most recently, Ms. Mistry served as Global Funding Director at Dow Chemical Company, USA, where she managed corporate funding and banking relations. She has also served as a Board Member for multiple organizations, including a public-listed entity and joint ventures in India. Previously, she held leadership roles with Omya and Cognis, European multinational corporations, overseeing operations in India and Southwest Asia. She began her career with Deloitte (India) as part of the statutory audit team.</p> <p>In her new role, Ms. Mistry will take charge of all finance-related responsibilities, including obligations to the Board and Audit Committee, oversight of A2R activities, and sign-off on both local and corporate financial statements for CHC India.</p>
Directorships in other companies in India	Opella Healthcare India Private Limited
Listed companies from which resigned in the past three years	NA
Committee Memberships and Chairmanships	<ul style="list-style-type: none"> • Stakeholder Relationship Committee • Risk Management Committee • Corporate Social Responsibility Committee
Number of Board meetings attended during the year	1
Remuneration last drawn for the financial year	NA
Remuneration sought to be paid	As per the proposed resolution
Terms and conditions of appointment	As per the Appointment Letter
Relationship with other Directors and KMP	No such relation
Date of first appointment on the Board	12 th December, 2024, (Appointment effective from 1 st January, 2025)
Shareholding in Sanofi Consumer Healthcare India Limited	Nil

ANNEXURE 'B' TO THE NOTICE

The details required as under the Listing Regulations in connection with the Material Related Party Transactions are given below
(Pursuant to the Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 issued by the Securities and Exchange Board of India on November 22, 2021)

Name of the Related Party	Sanofi India Limited								
Name of the Director or Key Managerial Personnel who is related, if any	None								
Nature of Relationship of the Related Party with the Company, including nature of concern or interest (Financial or otherwise)	Related Party as per Section 2(76) of the Companies Act, 2013 Nature of interest: Financial								
Type, material terms and particulars of the proposed transaction(s)	Purchase of goods, availing toll manufacturing and other support services, reimbursement of expenses, license fees/lease charges for the premises, sale/purchase of raw material/ packaging materials and other obligations, if any								
Tenure of the proposed transaction	Financial year ending on 31 st December 2025								
Monetary Value of the proposed transaction	Not exceeding Rs. 570 million (Rupees Five Hundred Seventy Million only)								
The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	7.86%								
Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Not applicable, none of the aforementioned transactions involve the Company giving or receiving any loans, inter-corporate deposits, advances, or investments made.								
<table border="1" style="width: 100%;"> <tr> <td style="width: 15%;"></td> <td>Details of the source of funds in connection with the proposed transaction</td> </tr> <tr> <td></td> <td>where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure </td> </tr> <tr> <td></td> <td>applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</td> </tr> <tr> <td></td> <td>The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</td> </tr> </table>			Details of the source of funds in connection with the proposed transaction		where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure 		applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and		The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT
		Details of the source of funds in connection with the proposed transaction							
		where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure 							
		applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and							
	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT								
A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders.	Not applicable								

Whether the transaction has been approved by the Audit Committee	Yes
Are the transactions in ordinary course of business	Yes
Whether the transactions would meet the arm's length standard	Yes
Justification as to why the RPT is in the interest of the listed entity.	Please refer to the explanatory statement for the agenda item no. 3, 4 & 5
Percentage of the counter party's annual consolidated turnover that is represented by the value of the proposed RPT	2%
Any other information that may be relevant	All relevant / important information forms part of the Explanatory Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

Name of the Related Party	Opella Healthcare India Private Limited
Name of the Director or Key Managerial Personnel who is related, if any	None
Nature of Relationship of the Related Party with the Company, including nature of concern or interest (Financial or otherwise)	Related Party as per Section 2(76) of the Companies Act, 2013 Nature of interest: Financial
Type, material terms and particulars of the proposed transaction(s)	Consignment Agency Service and Business Support services
Tenure of the proposed transaction	Financial year ending on 31 st December 2025
Monetary Value of the proposed transaction	Not exceeding Rs. 785 Million (Rupees Seven Hundred Eighty Five Million only)
The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	10.83%
Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Not applicable, none of the aforementioned transactions involve the Company giving or receiving any loans, inter-corporate deposits, advances, or investments made.
Details of the source of funds in connection with the proposed transaction	
where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure 	
applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	
The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	

A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders.	Not applicable
Whether the transaction has been approved by the Audit Committee	Yes
Are the transactions in ordinary course of business	Yes
Whether the transactions would meet the arm's length standard	Yes
Justification as to why the RPT is in the interest of the listed entity.	Please refer to the explanatory statement for the agenda item no. 3, 4 & 5
Percentage of the counter party's annual consolidated turnover that is represented by the value of the proposed RPT	The counter party did not have any turnover as per the last audited Financial Statements for the period ended 31 st March, 2024
Any other information that may be relevant	All relevant / important information forms part of the Explanatory Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

Name of the Related Party	Opella Healthcare International SAS
Name of the Director or Key Managerial Personnel who is related, if any	None
Nature of Relationship of the Related Party with the Company, including nature of concern or interest (Financial or otherwise)	Related Party as per Section 2(76) of the Companies Act, 2013 Nature of interest: Financial
Type, material terms and particulars of the proposed transaction(s)	Export sale of goods
Tenure of the proposed transaction	Financial year ending on 31 st December 2025
Monetary Value of the proposed transaction	Not exceeding Rs. 1100 Million (Rupees Eleven Hundred Million only) during the year ending on 31 st December, 2025
The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	15%
Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Not applicable, none of the aforementioned transactions involve the Company giving or receiving any loans, inter-corporate deposits, advances, or investments made.
Details of the source of funds in connection with the proposed transaction	
where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure 	

applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	
The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders.	Not applicable
Whether the transaction has been approved by the Audit Committee	Yes
Are the transactions in ordinary course of business	Yes
Whether the transactions would meet the arm's length standard	Yes
Justification as to why the RPT is in the interest of the listed entity.	Please refer to the explanatory statement for the agenda item no. 3, 4 & 5
Percentage of the counter party's annual consolidated turnover that is represented by the value of the proposed RPT	The value of the proposed Related Party Transaction (RPT) represents less than 1% of the counterparty's annual consolidated turnover for the period ended 31 st December 2024.
Any other information that may be relevant	All relevant / important information forms part of the Explanatory Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

Registered Office:

Unit 1104, 11th Floor, Godrej Two,
Pirojshanagar, Eastern Express Highway,
Vikhroli East, Mumbai 400079
CIN: U21002MH2023PLC402652
E-mail: igrc.schil@sanofi.com
Date: 20th February 2025

**By Order of the Board of Directors
For Sanofi Consumer Healthcare India Limited**

Nikunj Kumar Savaliya
Company Secretary
Membership No: F7048