

# Opella.

Date: 3 October 2024

To

BSE Limited, Corporate Relationship Department, Dalal Street, Mumbai – 400001 Scrip Code: 544250	National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai – 400051 Symbol: SANOFICONR
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**Re.: Intimation in terms of Regulation 10(5) in respect of the proposed inter-se transfer of equity shares of Sanofi Consumer Healthcare India Limited under Regulation 10(1)(a)(iii) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“Takeover Regulations”).**

Dear Sir / Ma'am,

I, Peter Brouwer, a director of Opella Healthcare Participations B V (“**Opella**”), for and on behalf of Opella, am submitting the captioned notification and annexure thereto, in respect of the proposed acquisition of equity shares of Sanofi Consumer Healthcare India Limited (“**TC**”) by Opella from Hoechst GmbH and Sanofi (“**Sanofi**” and together with Hoechst GmbH, the “**Sellers**”) by way of inter-se transfer in accordance with Regulation 10(5) of the Takeover Regulations. The proposed inter-se transfer of equity shares of the TC will be undertaken by Opella in one or more tranches.

The Sellers are currently classified and disclosed as promoters of the TC in the shareholding pattern of the TC. Sanofi, one of the promoters, exclusively controls and is an ultimate parent of each of the TC, Opella and the second promoter, Hoechst GmbH. Sanofi is a public company listed at Euronext Paris and New York Stock Exchange. Accordingly, please note that the proposed inter-se transfer of equity shares of the TC falls within the exemption provided under Regulation 10(1)(a)(iii) of the Takeover Regulations.

This is for your information and records.

Thanking you.

For and on behalf of **Opella Healthcare Participations B V**



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Peter Brouwer  
Director

**Encl.:** As above.

**CC:** Sanofi Consumer Healthcare India Limited.

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**Format for Disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

1.	Name of the Target Company (TC)	Sanofi Consumer Healthcare India Limited (“TC”)														
2.	Name of the acquirer(s)	Opella Healthcare Participations B V (“Opella”)														
3.	Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters	<p>Opella is not a promoter of the TC but is a group company of Sanofi. Sanofi also exclusively controls Hoechst GmbH. Sanofi is a publicly listed company at Euronext Paris and New York Stock Exchange. Current promoters of the TC as disclosed in the shareholding pattern of the TC are:</p> <p>a) Hoechst GmbH; and</p> <p>b) Sanofi.</p> <p>(“the Sellers”).</p> <p>Sanofi is the ultimate parent and controls each of the TC, Hoechst GmbH (the second promoter) and Opella (acquirer/transferee).</p>														
4.	Details of the proposed acquisition															
	a.	Name of the person(s) from whom shares are to be acquired	a) Hoechst GmbH; and b) Sanofi.													
	b.	Proposed date of acquisition	The acquisition is proposed to be undertaken in one or more tranches on or after 4 (four) working days from the date of this intimation i.e., on or after 10 October 2024.													
	c.	Number of shares to be acquired from each person mentioned in 4(a) above	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Name of the Seller</th> <th>Number of equity shares to be acquired</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Hoechst GmbH</td> <td>1,39,04,722</td> </tr> <tr> <td>2.</td> <td>Sanofi</td> <td>4,865</td> </tr> <tr> <td colspan="2"><b>Total:</b></td> <td><b>1,39,09,587</b></td> </tr> </tbody> </table>		Sr. No.	Name of the Seller	Number of equity shares to be acquired	1.	Hoechst GmbH	1,39,04,722	2.	Sanofi	4,865	<b>Total:</b>		<b>1,39,09,587</b>
Sr. No.	Name of the Seller	Number of equity shares to be acquired														
1.	Hoechst GmbH	1,39,04,722														
2.	Sanofi	4,865														
<b>Total:</b>		<b>1,39,09,587</b>														

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	<p>d. Total shares to be acquired as % of share capital of TC</p>	<table border="1"> <thead> <tr> <th data-bbox="932 219 1043 389">Sr. No.</th> <th data-bbox="1043 219 1235 389">Name of the Seller</th> <th data-bbox="1235 219 1423 389">% w.r.t total share capital of TC</th> </tr> </thead> <tbody> <tr> <td data-bbox="932 389 1043 488">1.</td> <td data-bbox="1043 389 1235 488">Hoechst GmbH</td> <td data-bbox="1235 389 1423 488">60.37%</td> </tr> <tr> <td data-bbox="932 488 1043 555">2.</td> <td data-bbox="1043 488 1235 555">Sanofi</td> <td data-bbox="1235 488 1423 555">0.02%</td> </tr> <tr> <td colspan="2" data-bbox="932 555 1235 622"><b>Total:</b></td> <td data-bbox="1235 555 1423 622"><b>60.40%</b></td> </tr> </tbody> </table>	Sr. No.	Name of the Seller	% w.r.t total share capital of TC	1.	Hoechst GmbH	60.37%	2.	Sanofi	0.02%	<b>Total:</b>		<b>60.40%</b>
Sr. No.	Name of the Seller	% w.r.t total share capital of TC												
1.	Hoechst GmbH	60.37%												
2.	Sanofi	0.02%												
<b>Total:</b>		<b>60.40%</b>												
	<p>e. Price at which shares are proposed to be acquired</p>	<p>The equity shares of the TC will be acquired at a price not exceeding the limit specified in proviso (i) to Regulation 10(1)(a) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“Takeover Regulations”).</p>												
	<p>f. Rationale, if any, for the proposed transfer</p>	<p>Inter-se transfer of equity shares which is exempt from making an open offer under Regulation 10(1)(a)(iii) of the Takeover Regulations.</p>												
5.	<p>Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer</p>	<p>Regulation 10(1)(a)(iii) of the Takeover Regulations.</p>												
6.	<p>If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period.</p>	<p>Not applicable as the equity shares of the TC are not frequently traded in terms of Regulation 2(1)(j) of the Takeover Regulations.</p>												
7.	<p>If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.</p>	<p>The equity shares of the TC will be acquired at a price not exceeding the limit specified in proviso (i) to Regulation 10(1)(a) of the Takeover Regulations.</p>												
8.	<p>Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.</p>	<p>We confirm that the acquisition price will not be higher by more than 25% of the price computed in point 7 above.</p>												
9.	<p>Declaration by the acquirer, that the transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)</p>	<p>We confirm that the transferors (i.e., the Sellers) and transferee (i.e., Opella) have complied (during 3 years prior to the date of the proposed acquisition) with and will comply with applicable disclosure requirements set out in Chapter V of the</p>												

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	The aforesaid disclosures made during previous 3 years prior to the date of proposed acquisition to be furnished.	Takeover Regulations. The disclosures filed by the transferors (i.e., the Sellers), in compliance with applicable disclosure requirements set out in Chapter V of the Takeover Regulations during 3 years prior to the date of the proposed acquisition are enclosed as “Annexure A”. No disclosure requirement has been triggered under Chapter V of the Takeover Regulations by Opella as at the date hereof.			
10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.	We hereby declare that all the conditions specified under Regulation 10(1)(a) of the Takeover Regulations with respect to the exemption have been duly complied with.			
11	Shareholding details	Before the proposed transaction		After the proposed transaction	
		No. of shares /voting rights	% w.r.t total share capital of TC	No. of shares /voting rights	% w.r.t total share capital of TC
a	<b>Acquirer(s) and PACs (other than sellers)(*)</b>				
	Opella Healthcare Participations B V	0	0.00%	1,39,09,587	60.40%
	<b>Total (a)</b>	<b>0</b>	<b>0.00%</b>	<b>1,39,09,587</b>	<b>60.40%</b>
b	<b>Seller(s)</b>				
b1	Hoechst GmbH	1,39,04,722	60.37%	0	0.00%
b2	Sanofi	4,865	0.02%	0	0.00%
	<b>Total (b)</b>	<b>1,39,09,587</b>	<b>60.40%</b>	<b>0</b>	<b>0.00%</b>

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**Note:**

- (\*) Shareholding of each entity may be shown separately and then collectively in a group. The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

For and on behalf of **Opella Healthcare Participations B V**

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**Authorized Signatory**  
**Name:** Peter Brouwer  
**Designation:** Director  
**Date:** 3 October 2024  
**Place:** Amsterdam, the Netherlands

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## Annexure A

*(Details of the disclosures made by the Sellers in compliance with the provisions of Chapter V of the Takeover Regulations)*

Please note that the TC was listed on 13 September 2024 on the National Stock Exchange of India Limited and the BSE Limited. Accordingly, the promoters of the TC (namely Sanofi and Hoechst GmbH) have made only one disclosure under Chapter V of the Takeover Regulations, particularly under Regulation 29(1) of the Takeover Regulations since 13 September 2024. The said disclosure has been annexed.

Date: 13 September 2024

National Stock Exchange of India Limited  
Bandra (East), Mumbai – 400051.  
Symbol: SANOFICONR

BSE Limited  
Fort, Mumbai – 400001.  
Scrip Code: 544250

Dear Sir, Ma'am,

**Re.: Disclosure under Regulation 29(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“Takeover Regulations”).**


We, the promoter and promoter group of Sanofi Consumer Healthcare India Limited (“SCHIL”), have together acquired 1,39,09,587 equity shares in SCHIL by way of an allotment on 17 June 2024 (the equity shares of SCHIL were listed and admitted to trading from 13 September 2024, pursuant to the scheme of arrangement among Sanofi India Limited and SCHIL and their respective shareholders and creditors.


Please find enclosed the captioned disclosure in respect of the aforesaid allotment.

Yours faithfully,

**For Hoechst GmbH**

**For Sanofi SA**

  
**Name:** Carsten Vogel  
**Designation:** Authorized Officer

  
**Name:** Aurélie Riss  
**Designation:** Authorized signatory

Encl.: as above

**Format for Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

**Part-A- Details of the Acquisition**

Name of the Target Company ("TC")	Sanofi Consumer Healthcare India Limited		
Name(s) of the acquirer and Persons Acting in Concert ("PAC") with the acquirer	Acquirer: Sanofi SA PAC: Hoechst GmbH		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited and the National Stock Exchange of India Limited		
Details of the acquisition as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
<b>Before the acquisition under consideration, holding of acquirer along with PACs of:</b>			
a) Shares carrying voting rights	Nil	N.A.	N.A.
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	N.A.	N.A.	N.A.
c) Voting rights (VR) otherwise than by equity shares	N.A.	N.A.	N.A.
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	N.A.	N.A.	N.A.
e) Total (a+b+c+d)	Nil	N.A.	N.A.
<b>Details of acquisition</b>			
a) Shares carrying voting rights acquired	1,39,09,587	60.40%	60.40%
b) VRs acquired otherwise than by equity shares	N.A.	N.A.	N.A.
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each	N.A.	N.A.	N.A.



category) acquired			
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	N.A.	N.A.	N.A.
e) Total (a+b+c+/-d)	1,39,09,587	60.40%	60.40%
<b>After the acquisition, holding of acquirer along with PACs of:</b>			
a) Shares carrying voting rights	1,39,09,587	60.40%	60.40%
b) VRs otherwise than by equity shares	N.A.	N.A.	N.A.
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	N.A.	N.A.	N.A.
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	N.A.	N.A.	N.A.
e) Total (a+b+c+d)	1,39,09,587	60.40%	60.40%
Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.)	Equity shares were allotted pursuant to the scheme of arrangement among Sanofi India Limited and the TC and their respective shareholders and creditors, sanctioned by the Hon'ble National Company Law Tribunal, Mumbai Bench vide its order dated 7 May 2024.		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	Fully paid-up equity shares of face value of Rs. 10/- each of the Target Company.		
Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.	Date of Allotment: 17 June 2024. The equity shares of the Target Company were listed and admitted to trading from 13 September 2024.		
Equity share capital / total voting capital of the TC before the said acquisition	2,30,30,622 equity shares of the TC		
Equity share capital/ total voting capital of the TC after the said acquisition	2,30,30,622 equity shares of the TC		
Total diluted share/voting capital of the TC after the said acquisition	2,30,30,622 equity shares of the TC		

**For Hoechst GmbH**



**Name:** Carsten Vogel  
**Designation:** Authorized Officer

**For Sanofi SA**



**Name:** Aurélie Riss  
**Designation:** Authorized signatory

**Place:** Frankfurt/Paris

**Date:** 13 September 2024

## Annexure

### Disclosure under Regulation 29(1) of Takeover Regulations

Sr. No.	Acquirer	Before the acquisition		Details of acquisition		Post the acquisition	
		No. of shares/voting rights	% w.r.t. total share capital of TC	No. of shares/voting rights	% w.r.t. total share capital of TC	No. of shares/voting rights	% w.r.t. total share capital of TC
1	Hoechst GmbH	Nil	Nil	1,39,04,722	60.38%	1,39,04,722	60.38%
2	Sanofi SA	Nil	Nil	4,865	0.02%	4,865	0.02%
			<b>Total</b>	<b>1,39,09,587</b>	<b>60.40%</b>	<b>1,39,09,587</b>	<b>60.40%</b>