



20th February 2025

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

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

Sub: Disclosure of details of agreements under Regulation 30A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations”)

Dear Sir/Ma’am,

In reference to our earlier disclosure, we wish to inform you that Sanofi (a promoter of the Company) and Clayton, Dubilier & Rice, LLC, the manager of the Clayton Dubilier & Rice private equity funds (the manager and the funds, together, the "**CD&R Group**") had announced that they had entered into exclusive negotiations whereby the CD&R Group had agreed to acquire, subject to Sanofi deciding to proceed with the acquisition, a controlling stake in Opella Healthcare SAS based on a binding offer from the CD&R Group.

In this regard, please find enclosed the disclosure on, in terms of Regulation 30A read with paragraph A(5A) of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, the information required in terms of Regulation 30A read with paragraph A(5A) of Part A of Schedule III of the SEBI (LODR) Regulations and SEBI Circular bearing Ref. No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July 2023 is enclosed as ‘Annexure-I’ to this letter.

Kindly 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.: FCS 7048

Disclosure of details of agreements under Regulation 30A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13 July 2023

Sl. No	Events / Information	Details of Events that need to be provided	
1)	If the listed entity is a party to the agreement, details of the counterparties (including name and relationship with the listed entity);	Not applicable (“N.A.”)	
2)	If listed entity is not a party to the agreement,	The Listed Entity is not a party to the STA.	
a)	Name of the party entering into such an agreement and the relationship with the listed entity;	Name of the party(s) (transferor(s))	Relationship with the listed entity
		Sanofi (“ Sanofi ”)	Promoter. Sanofi does not directly hold any equity shares of the Listed Entity. However, Sanofi indirectly holds 1,39,04,722 equity shares representing 60.40% of the equity share capital of the Listed Entity through its control of Opella Healthcare Participations B. V. (“OHP”).
b)	Details of the counterparties to the agreement (including name and relationship with the listed entity);	Name of the party(s) (transferee)	Relationship with the listed entity
		CD&R	As on 19 February 2025, CD&R has no relationship with the Listed Entity.
c)	Date of entering into the agreement.	18 February 2025.	
3)	Purpose of entering into the agreement;	On 21 October 2024, Sanofi and Clayton, Dubilier & Rice, LLC, the manager of the Clayton Dubilier & Rice private equity funds (the manager and the funds, together, the “CD&R Group”) announced that they had entered into	

		<p>exclusive negotiations whereby the CD&R Group had agreed to acquire, subject to Sanofi deciding to proceed with the acquisition, a controlling stake in Opella Healthcare SAS ("Opella") ("Underlying Transaction") based on a binding offer from the CD&R Group.</p> <p>Pursuant to the above-mentioned announcement, the CD&R Group has made a mandatory open offer and accordingly submitted the relevant documents (that are publicly available) as part of the open offer, namely, the public announcement (dated 21 October 2024), the detailed public statement (dated 28 October 2024) and the draft letter of offer (dated 5 November 2024).</p> <p>As set out in paragraph 3.1.6(b) of the draft letter of offer Sanofi and the CD&R Group have entered into a sale and purchase agreement on 18 February 2025 ("Agreement") in relation to the transfer of the share capital and voting rights in Opella to Opal Bidco SAS (the "Acquirer").</p>
4)	Shareholding, if any, in the entity with whom the agreement is executed;	N.A.
5)	Significant terms of the agreement (in brief);	<ul style="list-style-type: none"> • 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 SCHIL), with voting control acquired by CD&R Group. • Upon completion of the Underlying Transaction, CD&R Group and the Sanofi group would jointly hold (and CD&R would indirectly have control over the exercise of): (a) 60.40% (Sixty Point Four Zero Percent) of the voting rights of SCHIL; and (b) consequently, voting control over SCHIL. • Closing shall take place on the later of (i) 30 April 2025; and (ii) the last business day of the month in which the last of the relevant regulatory 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. • The completion of the Underlying Transaction would be subject to receiving the required



		<p>statutory approvals before 21 October 2025.</p> <ul style="list-style-type: none"> Further details are available in the open offer documents that have been made available to SCHIL by CD&R Group.
6)	Extent and the nature of impact on management or control of the listed entity;	Upon completion of the Underlying Transaction, CD&R Group would indirectly acquire a controlling voting interest in SCHIL.
7)	Details and quantification of the restriction or liability imposed upon the listed entity;	N.A.
8)	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship;	Yes. Sanofi is a promoter of the Listed Entity.
9)	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length";	N.A., since SCHIL is not a party to the transaction.
10)	In case of issuance of shares to the parties, details of issue price, class of shares issued;	N.A. since this transaction only involves transfer of existing equity shares.
11)	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements,	N.A.



	etc.;	
12)	In case of rescission, amendment or alteration, listed entity shall disclose additional details to the stock exchange(s):	N.A.
a)	name of parties to the agreement;	N.A.
b)	nature of the agreement;	N.A.
c)	date of execution of the agreement;	N.A.
d)	details and reasons for amendment or alteration and impact thereof (including impact on management or control and on the restriction or liability quantified earlier);	N.A.
e)	reasons for rescission and impact thereof (including impact on management or control and on the restriction or liability quantified earlier).	N.A.