



13th November 2023

The Secretary,
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001.
Scrip Code: 500674

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

Sub: Notice of the Meeting of the Equity Shareholders of Sanofi India Limited to be convened as per the directions provided in the Order of the Hon'ble National Company Law Tribunal, Mumbai Bench ('NCLT') in the matter of the Scheme of Arrangement between and amongst Sanofi India Limited ("Company/ Demerged Company"), and Sanofi Consumer Healthcare India Limited ("Resulting Company") and their Shareholders and Creditors.

Dear Sir/Madam,

Further, to our letter dated 11th November 2023 informing directions given by the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT") in the Company Scheme Application (CAA) No. 236/MB/2023 for convening meetings of the Equity Shareholders and Unsecured Creditors of the Company through video-conferencing or other audio-visual means ("VC/OAVM") to consider and, if thought fit, approve, with or without modification(s), the Scheme of Arrangement.

Accordingly, a **Meeting of the Equity Shareholders** of the Company is being convened on **Monday, 18th December 2023, at 11:00 a.m. through VC/OAVM mode**, in accordance with the directions set out in the Order of the NCLT and in compliance with the provisions of the Companies Act, 2013 ("Act") and related Rules, read with the applicable general circulars issued by the Ministry of Corporate Affairs in relation to conducting general meeting through VC/OAVM with facility for e-voting, Regulation 44 and other provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), applicable SEBI Circulars and Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India.

The Company has completed dispatch of Notice of the Meeting along with Annexures today, i.e., on 13th November 2023 through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agents ('RTA')/Depository Participants ('DPs')/ Depositories as on Friday, 22nd September 2023.

Please find enclosed a copy of the Notice convening the Meeting along with the Statement under Section(s) 102, 230 to 232 and other applicable provisions of the Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, SEBI Listing Regulations and applicable SEBI Circulars (together referred to as 'Notice'). The related Annexures are available at the link: https://linkintime.co.in/website/GoGreen/2023/e-Voting/Sanofi_India_Ltd/Sanofi_Equity_Shareholders_Notice.pdf



Only an equity shareholder whose name appears in the Register of Members maintained by the Company / RTA or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off Date, i.e., Monday, 11th December 2023 shall be entitled to exercise his/ her/ its voting rights on the Resolution proposed in the Notice and attend the Meeting. The voting rights of the shareholders shall be in proportion to their shareholding in the Company as on the close of business hours on the Cut-Off Date.

Further, the Company has engaged the services of National Securities Depository Limited (“NSDL”) to provide remote e-voting facility to its Members. **The period for remote e-voting commences from 9:00 a.m. (IST) on 15th December 2023 and ends at 5:00 p.m. (IST) on 17th December 2023.** NSDL will disable the remote e-voting system thereafter. The Company is also providing e-voting at the Meeting.

The detailed instructions for joining the Meeting through VC/OAVM, manner of casting vote through remote e-voting / e-voting and registration of e-mail address of the shareholders for the Meeting are provided in the ‘Notes’ section of the Notice.

The Notice shall shortly be available on the website of the Company at www.sanofiindia.com and on the website of NSDL at www.evoting.nsdl.com. It will also be made available on the website of SEBI at www.sebi.gov.in and on the website(s) of BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.

This disclosure is being made in compliance with Regulation 30 read with other applicable provisions, if any, of the SEBI Listing Regulations, as amended.

You are requested to take the above information on record.

Thanking you,

Yours faithfully,

For **Sanofi India Limited**

Radhika Shah
Company Secretary & Compliance Officer
Membership No: A19308

Encl: a/a

sanofi

SANOFI INDIA LIMITED

Corporate Identification No.: L24239MH1956PLC009794

Registered Office: Sanofi House, CTS No. 117-B, L&T Business Park, Saki Vihar Road, Powai – 400 072, Maharashtra

Tel: 022-28032000, E-mail: igrc.sil@sanofi.com, Website: www.sanofindialtd.com

[Pursuant to Sections 230(3) of the Companies Act, 2013 and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016]

NOTICE CONVENING THE MEETING OF THE EQUITY SHAREHOLDERS OF SANOFI INDIA LIMITED, PURSUANT TO THE ORDER DATED 9 NOVEMBER 2023 OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH.

Meeting Details	
Day	Monday
Date	18 December 2023
Time	11:00 a.m.
Mode of Meeting	As per the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench, the Meeting shall be conducted through video conferencing/other audio-visual means.
Cut-off date for sending notice to eligible shareholders.	22 September 2023
Cut-off date for e-voting	11 December 2023
Remote e-voting start date and time	15 December 2023 at 9:00 a.m. (IST)
Remote e-voting end date and time	17 December 2023 at 5:00 p.m. (IST)

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BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, BENCH AT MUMBAI

COMPANY SCHEME APPLICATION (CSA) NO. (CAA) 236/MB/2023

IN THE MATTER OF SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016.

AND

IN THE MATTER OF SCHEME OF ARRANGEMENT AMONGST

SANOFI INDIA LIMITED)	
CIN L24239MH1956PLC009794,)	
PAN: AAACH2736F)	
A COMPANY INCORPORATED)	
UNDER THE COMPANIES ACT, 1956,)	
HAVING ITS REGISTERD OFFICE AT)	
SANOFI HOUSE, CTS NO.117-B)	
L&T BUSINESS PARK,)	
SAKI VIHAR ROAD, POWAI)	...DEMERGED
MUMBAI – 400072, MAHARASHTRA.)	COMPANY

NOTICE CONVENING THE MEETING OF THE EQUITY SHAREHOLDERS OF SANOFI INDIA LIMITED ("COMPANY").

To,

The equity shareholders of

Sanofi India Limited.

NOTICE is hereby given that, by an order dated 9 November 2023, in Company Scheme Application (CAA) No. 236/MB/2023 ("**Order**"), the Hon'ble National Company Law Tribunal, Mumbai Bench ("**NCLT**") has directed, *inter-alia*, that a meeting of the equity shareholders of Sanofi India Limited ("**Company**") be convened and held on Monday, 18 December 2023 at 11:00 a.m. (IST), through video-conferencing or other audio-visual means ("**VC/OAVM**") ("**Meeting**") to consider and if thought fit, to approve, with or without modification(s), the Scheme of Arrangement ("**Scheme**") between and amongst Sanofi India Limited and Sanofi Consumer Healthcare Limited and their respective shareholders and creditors.

Pursuant to the NCLT Order, the Meeting of the equity shareholders of the Company will be held through VC/OAVM on Monday, 18 December 2023, at 11:00 a.m., in compliance with the provisions of the Companies Act, 2013 ("**Act**") read with the applicable general circulars issued by the Ministry of Corporate Affairs ("**MCA**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR**") and Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India ("**SS-2**").

The Scheme, if approved by the requisite majority of equity shareholders of the Company, Section 230(6) of the Act read with the Master circular number SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20 June 2023, issued by the Securities and Exchange Board of India ("**SEBI**") (and such circular the "**SEBI Scheme Circular**") and other applicable SEBI circulars, if any, will be subject to subsequent approval of the NCLT and such other approvals, permissions and sanctions from any other regulatory or statutory authority(ies) as may be deemed necessary.

In compliance with the Order of the NCLT and the provisions of Section 108 of the Act, and other applicable provisions of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 and other applicable provisions of the LODR read with the SEBI Scheme Circular and other applicable SEBI circulars, SS-2, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ("**MCA**") for holding general meetings through e-voting by way of general circulars numbered 14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020, 22/2020 dated 15 June 2020, 33/2020 dated 8 September 2020, 39/2020 dated 31 December 2020, 10/2021 dated 23 June 2021, 20/2021 dated 8 December 2021, 3/2022 dated 5 May 2022, 11/2022 dated 28 December 2022 and 09/2023 dated 25 September 2023 (collectively, "**MCA Circulars**"), the Company has provided the facility of remote e-voting prior to the Meeting as well as e-voting during the Meeting, using the services of the National Securities Depository Limited ("**NSDL**") so as to enable the equity shareholders to consider and if thought fit, approve, with or without modification(s), the Scheme by way of approval of the resolution set out below.

The equity shareholders may refer the 'Notes' to this notice for further details on remote e-voting prior to the Meeting as well as e-voting during the course of the Meeting.

In accordance with the directions of the Hon'ble NCLT, Ms. Saseekala Nair, IRS (Retd.), failing her Mr. Rodolfo Hrosz, Managing Director of the Applicant/ Demerged Company, failing whom Mr. Vaibhav Karandikar, Whole-time Director and Chief Financial Officer of the Applicant/ Demerged Company shall act as the Chairperson of this Meeting including for any adjournments thereon.

In addition, the NCLT has appointed S. N. Viswanathan (ACS: 61955 | COP No.: 24335) or in his absence Malati Kumar (ACS: 15508 | COP No.: 10980) partners at S. N. ANANTHASUBRAMANIAN & Co. Company Secretaries as scrutiniser for the Meeting, including any adjournments thereof, to scrutinise the process of remote e-voting prior to the Meeting as well as e-voting during the Meeting, to ensure that such e-voting or remote e-voting, as applicable, is fair and transparent.

The voting rights of the equity shareholders shall be in proportion to their share of the paid-up equity share capital of the Company as on the closure of business hours on 11 December 2023 ("**Cut-Off Date**").

A person whose name is recorded in the register of members maintained by the Company/Registrar and Transfer Agent ("**RTA**") or in the Register of Beneficial Owners maintained by the NSDL as on the Cut-Off Date only, shall be entitled to vote on the proposed resolution.

The explanatory statement under Section(s) 102, 230 to 232 and other applicable provisions of the Act and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, LODR and applicable SEBI circulars, along with a copy of the Scheme and other annexures to the explanatory statement are appended herewith.

A copy of this notice, the explanatory statement and the annexures to the explanatory statement are available on: (a) the website of the Company at www.sanofiindia ltd.com; (b) the website of NSDL at www.evoting.nsd.com, NSDL being the depository appointed by the Company to provide remote e-voting/e-voting and other facilities for the Meeting; (c) the website of the stock exchanges where the equity shares of the Company are listed, which are: (i) BSE Limited, at www.bseindia.com; and (ii) the National Stock Exchange of India Limited at www.nseindia.com; and (d) the website of SEBI at www.sebi.gov.in.

In addition, a copy of this notice together with the accompanying documents may be obtained free of charge on any day (except Saturday, Sunday and public holidays) from the registered office of Sanofi India Limited at Sanofi House, CTS No.117-B, L&T Business Park Saki Vihar Road, Powai Mumbai Mumbai, Maharashtra 400072, or at the office of its Counsel, Shardul Amarchand Mangaldas & Co. at Express Tower, 23rd Floor, Nariman Point Mumbai-400021, India between 10 November 2023 and 17 December 2023 from 9:00 a.m. (IST) to 5:00 p.m. (IST). In the alternate, a written request to obtain a copy of this notice together with the accompanying documents, along with details of your shareholding in the Company, may be addressed to the Company Secretary, Ms. Radhika Shah, at igr sil@sanofi.com and the Company will arrange to send such copy to you at your registered address.

The equity shareholders are requested to consider, and if thought fit, to pass the following resolution with requisite majority:

"RESOLVED THAT in terms of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable circulars and notifications issued by Ministry of Corporate Affairs, the Securities and Exchange Board of India Act, 1992 and the regulations thereunder including Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with the SEBI Master Circular number SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20 June 2023 and other applicable SEBI Circulars, the observation letter(s) issued by each of BSE Limited and the National Stock Exchange of India Limited, each dated 22 September 2023, the Memorandum and Articles of Association of each of Sanofi India Limited ("**Company**") and Sanofi Consumer Healthcare India Limited ("**Resulting Company**") and subject to the approval of the Hon'ble National Company Law Tribunal, Mumbai bench ("**NCLT**") and such other approvals, permissions and sanctions of any other regulatory or statutory authority(ies), as may be deemed necessary and subject to such conditions and modifications as may be prescribed or imposed by the NCLT or any other regulatory or statutory authority(ies), while granting such consents, approvals and permissions, which may be agreed to by the board of directors of the Company ("**Board**", which term shall be deemed to mean and include one or more committee(s) constituted/ to be constituted by the Board or any other person authorised by the Board to exercise its powers including the powers conferred by this resolution), the arrangement embodied in the proposed Scheme of Arrangement between the Company and the Resulting Company and their respective creditors and shareholders ("**Scheme**"), as enclosed with this notice of the convened Meeting of the equity shareholders, be and is hereby approved.

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem desirable, appropriate or necessary, to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, at any time and for any reason whatsoever, which may be needed and/or imposed by the NCLT its Appellate Authority(ies) while sanctioning the demerger embodied in the Scheme or by any statutory/regulatory authority(ies), or as may be needed for the purpose of resolving any doubts or difficulties that may arise while giving effect to the Scheme, as the Board may deem fit and proper, without needing to seek any further approval of the shareholders and the shareholders shall be deemed to have given their approval thereto expressly by authority under this Resolution

“RESOLVED FURTHER THAT the Board may delegate all or any of its powers herein conferred to any director(s) and/or officer(s) of the Company, to give effect to this resolution, if needed, as it may in its absolute discretion deem fit, necessary or desirable, without any further approval from shareholders of the Company.”

The Scheme, if approved at the aforesaid Meeting, will be subject to the subsequent sanction of the Hon’ble Tribunal.

Sd/-

Ms. Saseekala Nair, IRS (Retd.)

Chairperson appointed for the Meeting.

Date: 11 November 2023

Place: Mumbai.

Registered office:

Sanofi House,
CTS No.117-B, L&T Business Park,
Saki Vihar Road, Powai
Mumbai – 400072,
CIN: L24239MH1956PLC009794.
Telephone: 022-28032000.
E-mail: igrc.sil@sanofi.com

NOTES:

1. Pursuant to the directions of the NCLT by way of its order dated 9 November 2023, the Meeting of the equity shareholders of the Company is being conducted through VC/OAVM facility to transact the business set out in the notice convening this Meeting. The Meeting will be conducted in compliance with the provisions of the Act, SS-2, LODR, read with other applicable SEBI circulars and in compliance with the requirements prescribed by the MCA for holding general meetings through VC/OAVM and providing facility of e-voting by way of MCA Circulars. Accordingly, the meeting of the equity shareholders of the Company will be convened on Monday, 18 December 2023 at 11:00 a.m. (IST), through VC/OAVM, for the purpose of considering, and if thought fit, approving, the Scheme of Arrangement between Sanofi India Limited and Sanofi Consumer Healthcare India Limited and their respective shareholders and creditors.
2. The deemed venue for the Meeting shall be the Registered Office of the Company at Sanofi House, CTS No.117-B, L&T Business Park Saki Vihar Road, Powai Mumbai Mumbai, Maharashtra 400072.
3. The explanatory statement pursuant to Sections 102, 230 to 232 of the Act read with other applicable provisions of the Act, and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, read with the LODR and other applicable SEBI circulars in respect of the Scheme as set out in the notice of the Meeting is enclosed. Additional information, in compliance with the SEBI Scheme Circular and the observation letters, issued by each of the National Stock Exchange of India Limited and BSE Limited, each dated 22 September 2023, are also annexed with this notice.
4. In accordance with the directions set out in the Order of the NCLT and in compliance with the MCA Circulars, the notice of the Meeting and the accompanying documents mentioned in the Index are being sent through electronic mode via e mail to such equity shareholders whose e mail addresses are registered with the Company/Registrar and Transfer Agent/Depository Participant(s) ("**DP**")/Depositories as on 22 September 2023, and to equity shareholders by Registered post / Speed post whose e-mail addresses are not registered with the Company/Registrar and Transfer Agent/DP/Depositories. A physical copy of this notice along with accompanying documents will be sent to those equity shareholders who request for such physical copy.
5. The Notice convening the Meeting will be published by way advertisement in: (a) Business Standard in English language; and (b) Marathi translation thereof in Navshakti, which news outlet has wide circulation in Maharashtra i.e., the state where the registered office of the Company is situated.
6. The equity shareholders may note that the aforesaid documents are also available on the website of the Company at www.sanofiindia.com, on the website of each of the stock exchanges where the equity shares of the Company are listed i.e., BSE Limited, at www.bseindia.com and the National Stock Exchange of India Limited at www.nseindia.com, on the website of NSDL at www.evoting.nsdl.com and on the website of the SEBI at www.sebi.gov.in.
7. The SEBI Scheme Circular, *inter-alia*, provides that the approval of 'public shareholders' of the Company to the Scheme shall be obtained by way of voting through e-voting. As the Company is seeking the approval of its equity shareholders (which includes public shareholders) to the Scheme by way of voting through e-voting, no separate procedure for voting through e-voting is necessary to be carried out by the Company for seeking the approval to the Scheme by its public shareholders in terms of SEBI Scheme Circular. This notice (as set out above) sent to the equity shareholders (which includes public shareholders) of the Company would be deemed to be the notice sent to the public shareholders of the Company. For this purpose, the term 'public' shall have the meaning assigned to it in Rule 2(d) of the Securities Contracts (Regulations) Rules, 1957 and the term 'public shareholders' shall be construed accordingly. Thus, in accordance with the terms of the SEBI Scheme Circular and paragraph 5.7.2 of the Scheme, the Company has provided the facility of voting by e-voting to its public shareholders.
8. In accordance with the SEBI Scheme Circular, the Scheme shall be acted upon only if the number of votes cast by the public shareholders in favour of the aforesaid resolution for approval of Scheme is more than the number of votes cast by the public shareholders against it.
9. Only a person, whose name is recorded in the register of members maintained by the Company/RTA or in the Register of Beneficial Owners maintained by the Depositories (defined below) as on the Cut-Off Date shall be entitled to exercise his/her/its voting rights on the resolution proposed in the notice set out above and attend the Meeting. A person who is not an equity shareholder as on the Cut-Off Date should treat such notice for informational purposes only.
10. The voting rights of the shareholders shall be in proportion to their shareholding in the Company as on the close of business hours on the Cut-Off Date as per the register of members furnished by the RTA or Register of Beneficial Owners furnished by the NSDL/Central Depository Services (India) Limited ("**CDSL**") (collectively referred to as "**Depositories**").
11. The voting period for remote e-voting (prior to the Meeting) shall commence on and from 15 December 2023 at 9:00 a.m. (IST) and shall end on 17 December 2023 at 5:00 p.m. The remote e-voting module shall be disabled by the NSDL thereafter. In addition, the Company is providing the facility of e-voting at the Meeting.

12. Pursuant to the provisions of the Act, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote at the meeting on his/her behalf and the proxy need not be a member of the Company. As this meeting is being held through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available and hence the proxy form, route map and attendance slip are not annexed to this notice.
13. Facility to join the Meeting shall be opened 30 minutes before the scheduled time of the Meeting. The members will be able to view the live webcast of the Meeting on the NSDL's e-voting website at <https://www.evoting.nsdl.com> The facility of participation at the Meeting through VC/OAVM will be made available to members on a first-come, first-served basis per MCA Circulars.
14. Pursuant to the provisions of the Act, the institutional/corporate shareholders (i.e., shareholders other than individuals/HUF, NRI, etc.) need to provide legible scanned copies of the certified true copy of the resolution passed by the board of directors or the power of attorney issued by the governing body of such institutional shareholder, as applicable, together with attested specimen signature(s) of the duly authorised representative(s), authorising such representative to attend the Meeting through VC/OAVM on its behalf and vote at the Meeting. The document evidencing authorisation to attend the meeting, self-attested by the person so authorised to attend the meeting, shall be sent to the Company at igrc.sil@sanofi.com and to the scrutiniser appointed for the Meeting at scrutinizer@snaco.net at least 48 hours prior to the Meeting. A copy of the above e mail should also be marked to the NSDL at evoting@nsdl.co.in.
15. Members of the Company attending the Meeting through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act and as per the terms of the NCLT Order. In addition, the Order directs and sets out that in the event the necessary quorum for the Meeting is not present at the commencement of the Meeting, then the Meeting shall be adjourned by 30 minutes and thereafter, the persons present shall be deemed to constitute the quorum.
16. For joint holders attending the Meeting, the member whose name appears as the first holder in the order of the names as per the register of members of the Company will be entitled to vote at the Meeting.
17. It is clarified that casting of votes by remote e-voting (prior to the Meeting) does not disentitle members from attending the Meeting. However, subsequent to the exercise of the right to vote through remote e-voting prior to the Meeting, a member shall not be allowed to vote again at the Meeting. In the event the shareholders cast their vote through both the modes, i.e., remote e-voting prior to the Meeting and during the Meeting, then voting done through remote e-voting prior to the Meeting shall prevail. Once the vote on a resolution is cast by the shareholder, whether partially or otherwise, the shareholder shall not be allowed to change such vote subsequently.
18. The shareholders are requested to carefully read each of the notes set out here and in particular, instructions for joining the Meeting and manner of casting vote through remote e-voting prior to the Meeting or e-voting during the Meeting.
19. **Process for registration of e mail addresses:**

To facilitate members to receive this notice electronically, the Company has made special arrangements with its RTA, Link Intime India Pvt. Ltd., for registration of e mail addresses. Eligible members who have not registered their e mail addresses with the RTA, need to provide such information to the RTA, on or before 5:00 p.m. on 8 December 2023.

(a) One-time registration of e mail address with RTA for receiving the notice and casting votes electronically:

Process to be followed for one-time registration of e mail address (for shares held in [physical form] or in electronic form) is set out below:

- (i) Visit the link: https://web.linkintime.co.in/EmailReg/Email_Register.html
- (ii) please select the name of the Company from the drop-down menu - Sanofi India Limited;
- (iii) please enter details in the respective fields such as the DP ID and client ID (if shares held in electronic form)/folio number and share certificate number (if shares held in physical form), shareholder name, permanent account number, mobile number and e mail id;
- (iv) the system will send a One Time Password ("OTP") on the mobile number and e mail id entered above; and
- (v) please enter OTP received on mobile number and e mail id and submit.

After successful submission of the e mail address, the NSDL will e mail a copy of this notice along with the e-voting user ID and password. If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method set out at serial number (b), below i.e., login method for e-voting for individual shareholders holding securities in demat mode. In case of any queries, members may write to evoting.investors@linkintime.co.in or evoting@nsdl.co.in

- (b) **Registration of e mail address permanently with Company/DP:** Members are requested to register the e-mail address with the concerned DP, in respect of electronic holding and in respect of physical holding, please visit [insert website link] to know more about the registration process. In addition, those members who have already registered their e mail addresses are requested to keep their e mail addresses validated/updated with the relevant DP/RTA to enable servicing of notices/documents/integrated reports and other communications electronically to their e mail address in future.

20. Instructions for e-voting and joining the Meeting are as follows:**(a) Process and manner for voting through electronic means:**

- (i) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the LODR and in terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020 in relation to e-voting facility provided by listed entities and paragraph 5.7.2 of the Scheme, the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the Meeting. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-voting system as well as e-voting during the Meeting will be provided by the NSDL.
- (ii) Members of the Company holding shares either in physical form or in electronic form as on the Cut-Off Date may cast their vote by remote e-voting. A person who is not a member as on the Cut-Off Date should treat this Notice for information purpose only. A person, whose name is recorded in the Register of members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-Off Date only shall be entitled to avail the facility of remote e-voting before the Meeting as well as e-voting during the Meeting.
- (iii) Any shareholder(s) holding shares in physical form or non-individual shareholders who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on the Cut-Off Date may obtain the user ID and password by sending a request at evoting@nsdl.co.in. However, if a person is already registered with NSDL for remote e-voting then the members can use their existing user ID and password for casting the vote. If a member has forgotten his/her/its password, the member can reset the password by using 'forgot user details/password' or 'physical user reset password' option available on www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000.
- (iv) For an individual shareholder who acquires shares of the Company and becomes a member of the Company after dispatch of this notice and holds shares in demat mode as on the Cut-Off Date may follow the steps mentioned under serial number 22, 'login method for e-voting and joining virtual meeting for individual shareholders holding securities in demat mode.'
- (v) The remote e-voting period commences on 15 December 2023 at 9:00 a.m. (IST) and ends on 17 December 2023 at 5:00 p.m. (IST). The remote e-voting module shall be disabled by the NSDL for voting thereafter. The members, whose names appear in the register of members or beneficial Owners as on the Cut-Off Date i.e., 11 December 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-Off Date.
- (vi) members will be provided with the facility for voting through electronic voting system during the VC/OAVM proceedings at the Meeting and members participating at the Meeting, who have not already cast their vote on the resolution by remote e-voting will be eligible to exercise their right to vote on such resolution upon announcement by the Chairman. Members who have cast their vote on resolution(s) by remote e-voting prior to the Meeting will also be eligible to participate at the Meeting through VC/OAVM but shall not be entitled to cast their vote on such resolution again. The remote e-voting module on the day of the Meeting shall be disabled by the NSDL for voting 15 minutes after the conclusion of the Meeting.

21. Instructions for members for attending the meeting through VC/OAVM and remote e-voting (before and during the Meeting) are as under:

- (a) Members will be able to attend the Meeting through VC/OAVM or view the live webcast of Meeting provided by NSDL at <https://www.evoting.nsdl.com> by following the steps mentioned under 'access NSDL e-voting system'. Subsequent to successful login, member(s) can click on link of 'VC/OAVM' placed under 'join meeting' menu against the Company's name.
- (b) You are requested to click on VC/OAVM link placed under 'join meeting' menu. The link for VC/OAVM will be available in the shareholder/member login where the 'EVEN' of the Company will be displayed. members who do not have the user ID and password for e-voting or have forgotten the user ID/password may retrieve such user ID/password by following the process as mentioned at serial number 22, 'the instructions for remote e-voting before/during the Meeting' in the notice to avoid any last-minute rush.
- (c) Members are encouraged to submit their questions in advance with respect to the Scheme. These queries may be submitted from their registered e-mail address, mentioning their name, DP ID and client ID/folio number and mobile number, to reach the Company's email address at igrc.sil@sanofi.com before 5:00 p.m. (IST) on 8 December 2023.
- (d) Members who would like to express their views or ask questions during the Meeting may pre-register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and client ID/[folio number], PAN, mobile number at igrc.sil@sanofi.com on or before 5:00 p.m. (IST) on 8 December 2023. The Company reserves the right to restrict the number of questions and speakers depending on the availability of time for the Meeting. In addition, the sequence in which the shareholders will be called upon to speak is to be solely determined by the Company.

- (e) Members who need assistance before or during the Meeting, may contact NSDL on evoting@nsdl.co.in /022 - 4886 7000 and 022 - 2499 7000 or contact Ms. Pallavi Mhatre, Senior Manager - NSDL or Mr. Amit Vishal, Assistant Vice President - NSDL at evoting@nsdl.co.in.

22. The instructions for remote e-voting before/during the Meeting

The details of the process and manner for remote e-voting are set out below:

Step 1: Access the NSDL e-voting system.





Step 2: Cast your vote electronically and join the Meeting on the NSDL e-voting system.

Details in relation to step 1 are set out below:

(a) **Login method for e-voting and joining the virtual meeting for individual shareholders holding securities in demat mode:**

In order to increase the efficiency of the voting process and in pursuance of SEBI circular number SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020, the e-voting facility is being provided to each of the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/DPs. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider ("ESP") thereby not only facilitating seamless authentication but also ease and convenience of participation in the e-voting process. In addition, shareholders are advised to update their mobile number and e mail id in their dematerialised accounts in order to access the e-Voting facility.

The login method for individual shareholders holding securities in dematerialised mode is set out below:

Type of shareholders.	Login method.
Individual shareholders holding their securities in dematerialised mode with the NSDL.	<p>1. NSDL IDeAS facility</p> <p>If you are already registered, please follow the steps set out below:</p> <p>(a) visit the e-services website of the NSDL by opening the web browser by typing the following URL: https://eservices.nsdl.com/ either on a personal computer or on a mobile;</p> <p>(b) once the home page of the e-services is launched, click on the 'beneficial owner' icon under 'login' which is available under the 'IDeAS' section;</p> <p>(c) a new screen will open, where you will need to enter your user ID and password, subsequent to successful authentication, you will be able to see e-voting services under the 'value added services' section;</p> <p>(d) click on 'access to e-voting' appearing on the left-hand side under e-voting services and you will be able to see the e-voting page;</p> <p>(e) click on options available against Company name or e-voting service provider – NSDL and you will be re-directed to NSDL e-voting website for either of: (i) casting your vote during the remote e-voting period; or (ii) joining virtual meeting voting during the Meeting;</p> <p>If you are not registered, please follow the steps set out below:</p> <p>(f) option to register is available at https://eservices.nsdl.com/;</p> <p>(g) select 'register online for IDeAS' portal or click at https://eservices.nsdl.com/secureweb/ideasDirectReg.jsp; and</p> <p>(h) please follow the steps set out at serial numbers (a) to (e), above.</p> <p>2. E-voting website of NSDL:</p> <p>(a) open the web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile phone;</p> <p>(b) once the home page of e-voting system is launched, click on the icon 'login' which is available under 'shareholder/member' section;</p> <p>(c) a new screen will open and you will need to enter your user ID (i.e. your 16 digit dematerialisation account number held with the NSDL), password/OTP and a verification Code as displayed on the screen; and</p> <p>(d) after successful authentication, you will be redirected to the NSDL website wherein you can see e-voting page, click on options available against company name or ESP. i.e., NSDL and you will be redirected to the e-voting website of the NSDL for casting your vote during the remote e-voting period or joining virtual meeting ad voting during the Meeting.</p> <p>3. Shareholders/members can also download the NSDL mobile application 'NSDL Speede' facility by scanning the quick response code set out below for a seamless voting experience:</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">   </div> <div style="text-align: center;">   </div> </div>

Type of shareholders.	Login method.
Individual shareholders holding securities in dematerialised mode with CDSL.	<ol style="list-style-type: none"> Users who have opted for CDSL 'Easi/Easiest' facility, can login through their existing user ID and password, and an option will be made available to reach the e-voting page without any other authentication, the users who are logging in to 'Easi /Easiest' are requested to visit the CDSL website at www.cdslindia.com and click on the login icon and the new system 'Myeasi' tab and then use their existing 'myeasi' username and password. After successful login the 'Easi/Easiest' user will be able to see the e-voting option for eligible companies where e-voting is in progress, in accordance with the information provided by the company. On clicking the e-voting option, the user will be able to see the e-voting page of the ESP for casting their vote during the remote e-voting period or joining the virtual meeting and voting during the meeting. In addition, there are also links provided to access the system of all ESPs, so that the user can visit the ESPs' website directly. If the user is not registered for the 'Easi/Easiest', an option to register is available at on the CDSL website at www.cdslindia.com, upon visiting such website, the user is to click on login and the new system 'Myeasi' tab and then select on the registration option. In the alternate, the user can directly access the e-voting page by providing the dematerialisation account number and permanent account number on the e-voting link available on the www.cdslindia.com home page. The system will authenticate the user by sending an OTP on the registered mobile and e mail address, as recorded in the demat account. After successful authentication, the user will be able to see the e-voting option where e-voting is in progress and also able to directly access the system of all ESPs.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve user identification/password are advised to use 'forget user ID' and 'forget password option' available at each of the respective websites.

Helpdesk for individual shareholders holding securities in dematerialised mode for any technical issues related to login through Depositories i.e., NSDL and CDSL.

Login type.	Helpdesk details.
Individual shareholders holding securities in dematerialised 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 022 - 4886 7000 and 022 - 2499 7000.
Individual shareholders 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 1800 22 55 33.

(b) **Login method for e-voting and joining virtual meeting for shareholders other than individual shareholders holding securities in dematerialised mode and shareholders holding securities in physical mode:**

How to log-in to the NSDL e-voting website?

- Visit the e-voting website of the NSDL, open the web browser by entering the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile;
- once the home page of the e-voting system is launched, click on the icon 'login' which is available under the 'shareholder/member' section;
- a new screen will open and you will need to enter your user identification, your password/OTP and a verification code as shown on the screen;

In the alternative, if you are registered for the NSDL e-service i.e., 'IDeAS', you can log-in at <https://eservices.nsdl.com/> with your existing 'IDeAS' login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-voting and you can proceed to Step 2, i.e., 'cast your vote electronically'.

- your user identification details are set out below:

S. No.	Manner of holding shares, i.e., dematerialised (NSDL or CDSL) or physical.	User ID.
1.	For members who hold shares in dematerialised 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 will be IN300***12*****.
2.	For members who hold shares in dematerialised account with CDSL.	16-digit beneficiary ID. For example, if your beneficiary ID is 12***** then your user ID will be 12*****.
3.	For members holding shares in physical form.	'EVEN' number followed by the folio number registered with the Company. For example, if folio number is S1***** and 'EVEN' is 125127 for ordinary (equity) shares then your user ID will be 125127S1*****.

Password details for shareholders other than individual shareholders are set out below:

- (A) If you are already registered for e-voting, then you can use your existing password to log-in and cast your vote; or
- (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 by NSDL. 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'?
 - if your e mail ID is registered in your dematerialisation account or with the Company, your 'initial password' is communicated to you on your e mail ID, trace such e mail shared by NSDL and open the attachment i.e., a portable document format (".pdf") file; the password to open the .pdf file is your 8-digit client ID for the NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form, such .pdf file contains your 'user ID' and your 'initial password'; or
 - if your e-mail ID is not registered, please follow the process set out below:
 - (1) 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; or
 - (2) click on 'physical user reset password?' if you are holding shares in physical mode option available on www.evoting.nsdl.com; and
 - (3) if you are still unable to obtain the password after attempting to obtain such password through the method set out above, you can send a request at evoting@nsdl.co.in, such request needs to state your dematerialisation account number/[folio number], your permanent account number, your name and your registered address.
 - (4) members can also use the OTP based login for casting the votes on the e-voting system of the NSDL.
- (D) after entering your password, tick on 'agree to terms and conditions' by selection of the check box;
- (E) now, please click on 'login' button; and
- (F) subsequent to clicking on the 'login' button, the home page of e-voting will open.

(c) **Details in relation to step 2 are set out below:**

How to cast your vote electronically on the NSDL e-voting system and join the Meeting on the NSDL e-voting system?

- (i) After successful login at step 1 (as set out above), you will be able to see 'EVEN' of all the companies in which you are holding shares and whose voting cycle and Meeting is in active status;
- (ii) select 'EVEN' of the Company, in case of ordinary (equity) shares – '[insert EVEN]' for which you wish to cast your vote during the remote e-voting period and casting your vote during the Meeting, to join the virtual meeting, you need to click on 'VC/OAVM' link placed under the 'join meeting' option;
- (iii) you are now you are ready for e-voting as the voting page opens;
- (iv) 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, click on 'submit' and then 'confirm' when prompted;
- (v) upon confirmation, the message 'vote cast successfully' will be displayed;
- (vi) you can also take the printout of the votes cast by you by clicking on the print option on the confirmation page; and
- (vii) once you confirm your vote on the resolution, you will not be allowed to modify your vote.

23. The instructions for e-voting during the Meeting are as under:

- (a) the procedure for remote e-voting during the Meeting is in accordance with the instructions mentioned above for remote e-voting since the Meeting is being held through VC/OAVM; and
- (b) only those members/shareholders, who will be present in the Meeting through VC/OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote on such resolution(s) through e-voting system at the Meeting.

24. General guidelines for shareholders:

- (a) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential, please note that login to the e-voting website will be disabled upon 5 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; and
- (b) in case of any queries/grievances pertaining to remote e-voting (before or during the Meeting), you may refer to the 'Frequently asked questions' for shareholders and e-voting user manual for shareholders available in the 'download' section of www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager - NSDL or Mr. Amit Vishal, Assistant Vice President - NSDL at evoting@nsdl.co.in.

25. Other instructions:

- (a) The Hon'ble NCLT has appointed S. N. Viswanathan (ACS: 61955 | COP No.: 24335) or in his absence Malati Kumar (ACS: 15508 | COP No.: 10980) partners at S. N. ANANTHASUBRAMANIAN & Co. Company Secretaries, as the scrutiniser to scrutinise the remote e-voting process as well as e-voting during the Meeting in a fair and transparent manner.
- (b) The scrutiniser shall immediately after the conclusion of voting at the Meeting unblock the votes cast through remote e-voting (votes cast during the Meeting and votes cast prior to the Meeting) and make, not later than 2 working days of conclusion of the Meeting, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the chairman of the Meeting or to any other person so authorised by him (in writing), who shall countersign such report.
- (c) The results declared along with the scrutiniser's report shall be placed on the website of the Company at www.sanofiindia.com, at the registered office of the Company and on the website of the NSDL at www.evoting.nsdl.com.
- (d) The Company shall simultaneously communicate the results to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed.

Sd/-

Ms. Saseekala Nair, IRS (Retd.)

Chairperson appointed for the Meeting.

Date: 11 November 2023

Place: Mumbai.

Registered Office:

Sanofi House,
CTS No. 117-B, L&T Business Park,
Saki Vihar Road, Powai,
Mumbai – 400072.
Telephone: 022-28032000
CIN: L24239MH1956PLC009794
E-mail: igrc.sil@sanofi.com

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, BENCH AT MUMBAI

COMPANY SCHEME APPLICATION (CSA) NO. (CAA) 236/MB/2023

IN THE MATTER OF SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016.

AND

IN THE MATTER OF SCHEME OF ARRANGEMENT AMONGST

SANOFI INDIA LIMITED)
 CIN L24239MH1956PLC009794,)
 PAN: AAACH2736F)
 A COMPANY INCORPORATED)
 UNDER THE COMPANIES ACT, 1956,)
 HAVING ITS REGISTERD OFFICE AT)
 SANOFI HOUSE, CTS NO.117-B)
 L&T BUSINESS PARK,)
 SAKI VIHAR ROAD, POWAI) ...DEMERGED
 MUMBAI – 400072, MAHARASHTRA.) COMPANY

AND

SANOFI CONSUMER HEALTHCARE)
 INDIA LIMITED)
 CIN U21002MH2023PLC402652)
 PAN: ABKCS7912D)
 A COMPANY INCORPORATED)
 UNDER THE COMPANIES ACT, 2013)
 HAVING ITS REGISTERD OFFICE AT)
 3RD FLOOR, SANOFI HOUSE, CTS NO.117-B)
 L&T BUSINESS PARK,)
 SAKI VIHAR ROAD, POWAI) ... RESULTING
 MUMBAI – 400072, MAHARASHTRA.) COMPANY

EXPLANATORY STATEMENT UNDER SECTIONS 230 AND 232, READ WITH SECTION 102 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 (“2013 ACT”) AND RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 (“CAA RULES”) TO THE NOTICE OF THE MEETING OF THE EQUITY SHAREHOLDERS AND UNSECURED CREDITORS OF SANOFI INDIA LIMITED, CONVENED PURSUANT TO THE ORDER OF THE HON’BLE NATIONAL COMPANY LAW TRIBUNAL, BENCH AT MUMBAI (“TRIBUNAL”) DATED 9 NOVEMBER 2023 (“ORDER”).

- The Tribunal by the Order, has directed separate meetings to be convened of the equity shareholders and unsecured creditors of Sanofi India Limited, for the purpose of their consideration and if though fit, approving, with or without modification(s), the proposed Scheme of Arrangement amongst Sanofi India Limited (“**Demerged Company**”) and Sanofi Consumer Healthcare India Limited (“**Resulting Company**”) and their respective Shareholders and Creditors (“Scheme”) appended hereto as **ANNEXURE “1”**. The Demerged Company and the Resulting Company are hereinafter also where the context admits, collectively referred to as the “**Companies**”. The Scheme, provides for inter-alia: (a) the transfer and vesting of the Demerged Undertaking of the Demerged Company being the consumer healthcare business undertaking of the Demerged Company and its vesting in the Resulting Company; and (b) issuance of equity shares by the Resulting Company to the equity shareholders of the Demerged Company.

Capitalised terms not defined herein and used in the respective notice convening the aforesaid meetings and this statement, shall have the same meaning as ascribed to them in the Scheme.

Note: Annexure "1" hereto is the Scheme approved by the Board of Directors, of the Demerged Company, the Resulting Company, the Securities and Exchange Board of India, the BSE Limited and the National Stock Exchange of India. The Tribunal by the Order has amended the Appointed date in the Scheme to 1 April 2023.

BACKGROUND OF THE COMPANIES

Particulars of the Demerged Company:

2. Sanofi India Limited ("**Demerged Company**") is a public limited company incorporated under the Companies Act, 1956 ("**1956 Act**"), having its registered office at Sanofi House, CTS No.117-B, L&T Business Park, Saki Vihar Road, Powai, Mumbai, Maharashtra, India – 400072. The Demerged Company was incorporated on 3 May 1956 under the name "Hoechst-Fedco Pharma Private Limited". The name of the Demerged Company was changed to "Hoechst Pharmaceuticals Private Limited" in terms of certificate of change of name dated 31 March 1959. The name of the Demerged Company was changed to "Hoechst India Limited" in terms of fresh certificate of incorporation consequent to change of name dated 13 June 1984. On 1 January 1996, the name of the Demerged Company was further changed to "Hoechst Marion Roussel Limited" in terms of the fresh certificate of incorporation consequent on change of name. Subsequently, the name of the Demerged Company was changed to "Aventis Pharma Limited" in terms of fresh certificate of incorporation consequent on change of name dated 11 July 2001. The name of the Demerged Company was changed to its present name i.e., "Sanofi India Limited" in terms of fresh certificate of incorporation consequent upon change of name dated 11 May 2011.
3. The summary of the objects of the Demerged Company, as provided and set out in its Memorandum of Association are briefly as under:
 - (a) to carry on business in India as manufacturers, producers and refiners of drugs, medicines and chemical, pharmaceutical and antibiotic products and preparations of all kinds and all dyes, dyestuffs, paints, varnishes, colours and industrial, natural and chemical fertilisers of every description and tanning materials and ingredients of every kind and other articles, compounds, ingredients and other things of any description whether analogous to the foregoing or not;
 - (b) to carry on business in India as importers and dealers in, wholesale and retail and distribution of drugs, medicines and chemical, pharmaceutical and antibiotic products and preparations of all kinds and all dyes, dyestuffs, paints, varnishes, colours and industrial, natural and chemical fertilisers of every description and tanning materials and ingredients of every kind and all other articles of any description as the aforesaid;
 - (c) to buy, sell, deal in all kinds of machinery, plant and apparatus, utensils, articles and substances and things commonly used or capable of being used in connection with the materials and things to be manufactured, refined, dealt with, imported, distributed or sold by the company;
 - (d) to carry on any other trade or business whatsoever which can, in the opinion of the Company, be advantageously and conveniently carried on by the Company by way of extension of or in connection with any such business as aforesaid or is calculated directly or indirectly, to develop any branch of the Company's business or to increase the value of or turn to account any of the Company's assets, property or rights;
 - (e) to apply for purchase or otherwise acquire any interest in any recipes, patents, trademarks, licences, concessions or the like conferring exclusive or non-exclusive or limited right to use the same or any secret or information as to any invention in relation to the pro-cessing, manufacture, treatment, storage, application and use of drugs, medicines and chemical, pharmaceutical and antibiotic products and preparations of all kinds, dyes, dyestuffs, paints, varnishes, colours, fertilisers and tanning materials and of any materials or compounds or of any apparatus used in such processing, manufacture; treatment, storage, application and use or generally any inventions which may seem capable of being used for the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, grant licences in respect thereof or otherwise turn to account the properties, rights and information so acquired;
 - (f) to acquire, buy, purchase, lease or otherwise acquire, hold, sell, ex-change, grant, dispose of and deal in lands, buildings, offices, shops, warehouses, laboratories, garages and premises of every description. mortgages, charges, grants, concessions, leases, contracts, policies, book debts and claims and any interest in any moveable or im-moveable property and any claims against such property; and
 - (g) to adopt such means of making known the products of the Company as may seem expedient and in particular by advertising in the press, by circulars, posters, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations (including donations to any fund for charitable or public purposes).
4. During the last five years, there has been no change in the object clause of the Demerged Company.
5. The share capital structure of the Demerged Company as on 10 May 2023 is as under:

Share Capital	Amount in Rs.
Authorised Capital	
23,500,000 equity shares of Rs. 10 each.	235,000,000.
Total	235,000,000.
Issued, Subscribed and Paid-up Share Capital *	
23,030,622 equity shares of Rs. 10 each.	230,306,220.
Total	230,306,220.

6. Subsequent to 10 May 2023, there has been no change in the aforesaid share capital structure of the Demerged Company.
7. The audited accounts of the Demerged Company for the financial year ended 31 December 2022 is annexed hereto as **ANNEXURE “2”**. The unaudited financial results of the Demerged Company as on 30 September 2023 is annexed hereto as **ANNEXURE “3”**.
8. The details of the directors and promoters of the Demerged Company as on the date of the Notice along with their address are stated hereinbelow :-

(a) **Directors**

S. No.	Name.	Date of appointment.	Age.	Designation.	DIN.	Address.
1.	Aditya Narayan.	30 April 2016.	71yrs	Director.	00012084.	B-20/2, DLF City I, Gurgaon 122002.
2.	Usha Thorat.	30 April 2016.	73yrs	Director.	00542778.	3702, Tower 4, Strata, Planet Godrej, K.K.Marg, Mahalaxmi, Mumbai 400011.
3.	Rahul Bhatnagar.	29 July 2020.	65yrs	Director.	07268064.	House No.78, Sector 15-A, Noida, Gautam Budh Nagar, UP – 201301.
4.	Renee Amonkar.	26 September 2023.	59yrs	Whole-time director.	10335917.	Kamat Classic, Building No. 8, UG1 PHASE 4, Caranzelem, Goa, 403002
5.	Vaibhav Vinayak Karandikar.	23 February 2021.	51yrs	Whole-time director.	09049375.	Flat No. 302, Vasundhara, Janki Kutir, Juhu Church Road, Vile Parle West, Mumbai – 400049.
6.	Marc Antoine Lucchini.	29 July 2020.	58yrs	Director	08812302.	28, Rue Pecllet, 75015 Paris.
7.	Rodolfo Hrosz.	1 June 2022.	57yrs	Managing director.	09609832.	Flat No. 801, 8th Floor, Writer Residences, St. Leo Road, CTS No. 462, Bandra (West), Mumbai-400050.

(b) **Promoters and Promoter Group**

S. No.	Name.	Category.	Number of equity shares held in Demerged Company as on 31 March 2023.	Address.
1.	Hoechst GmbH.	Body corporate.	1,39,04,722	Deutsche Bank AG, DB House, Hazarimal Somani Marg, P.O.Box No. 1142, Fort, Mumbai - 400001
2.	Sanofi SA.	Body corporate.	4,865	46, QUAI DE LA RAPEE, PARIS, 750120

9. None of the directors or KMP of the Demerged Company hold any shares in either the Demerged Company or the Resulting Company:-
10. The equity shares of the Demerged Company are listed on the BSE Limited (**“BSE”**) and the National Stock Exchange of India Limited (**“NSE”**).

Particulars of the Resulting Company

11. Sanofi Consumer Healthcare India Limited, (**“Resulting Company”**), is a company incorporated on 10 May 2023 under the 2013 Act, having its registered office at 3rd floor, Sanofi House, CTS No.117-B, L&T Business Park, Saki Vihar Road, Powai, Mumbai, Maharashtra, India – 400072. The Resulting Company is a wholly-owned subsidiary of the Demerged Company and six equity shares are held by each of: (a) Mr. Surendra Agarwal; (b) Ms. Vinita Patil; (c) Mr. Somak Ghosh; (d) Ms. Jagruti Kapadane; (e) Mr. Rupendra Sachdev; and (f) Mr. Chandukumar Parmar, as first subscribers to the memorandum of association of the Resulting Company as a nominee of the Demerged Company.
12. The summary of the main objects of the Resulting Company as set out in its Memorandum of Association are as under:
 - (a) “to carry on business of manufacturing, producing, processing, marketing, formulating, buying, trading, storing, packing, selling, distributing, importing, exporting, providing consultancy and otherwise dealing in all kinds of varieties of pharmaceuticals, especially consumer healthcare products, including: (i) basic drugs; (ii) drug intermediates; (iii) chemical, medical, biological and electrolytic drugs, ingredients, medicare, preparations and compositions; (iv) medicines, preparations and formulations in all or any forms, including formulations in which various drugs are processed; (v) patents, medicines, drugs enzymes, fermentations and generic products, vitamin and vitamins products tonic, food products, nutritional products, products in therapies such as pain care, allergy, digestive health, cough & cold, sleep, general wellness and hormones and hormone products; (vi) medical products all raw materials for and all derivatives, extracts, mixtures, powders, granules, compounds, syrups, by-products; (vii) bulk packaging, capsules, tablets, injectables, vials, ointments, sprays, other dosage forms and packaging of, the aforesaid items; (viii) dyes, paints, varnishes, colours, industrial, natural and chemical fertilisers of every description; (ix) acid tanning materials; and (x) and ingredients of every kind and other articles, compounds, ingredients and products or other things of any description whether analogous to the foregoing or not”

13. There has been no change in the object clause of the Resulting Company, subsequent to its incorporation.
14. The share capital structure of the Resulting Company as on 10 May 2023, is as under :-

Share Capital	Amount in Rs.
Authorised Capital	
23,500,000 equity shares of Rs. 10 each	23,50,00,000.
Total	23,50,00,000.
Issued, Subscribed and Paid-up Share Capital	
20,00,000 equity shares of Rs. 10 each.	2,00,00,000.
Total	2,00,00,000

15. Subsequent to 10 May 2023, (as on the date of the Notice) has been no change in the aforesaid share capital structure of the Resulting Company.
16. The Resulting Company having been incorporated on 10 May 2023, the first audited accounts of the Resulting Company shall be prepared for the financial year ending 31 December 2024. The unaudited financial statement of the Resulting Company for the period from 10 May 2023 to 30 June 2023 is annexed hereto as **ANNEXURE "4"**.
17. The details of the directors and promoters of the Resulting Company (as on the date of the Notice) along with their address are stated hereinbelow:

(a) **Directors:**

S. No.	Name.	Date of appointment.	Age.	Designation.	DIN.	Address.
1.	Makarand Madhav Kulkarni	10 May 2023.	50yrs	Director.	10156793	L 502, Ekta Bhoomi Gardens, Dattapada Road, Near Solitare Honda, RA Endra Nagar, Borivali East, Mumbai-400066.
2.	Jagruti Devidas Kapadane	10 May 2023.	32yrs	Director.	10156794	A602, Iraicon, Nandivali Rd, Bazaar Lane, BH Subhashree Dombivali East-421201, Thane, MH.
3.	Carol-Ann Stewart	13 June 2023.	48yrs	Additional director.	10194751	2J Whitecraigs Court, G46 6SY, Giffnock, Glasgow, Scotland, United Kingdom.
4.	Fabien Jean Vaucel	13 June 2023.	48yrs	Additional director.	10194767	1B rue d Estienne d, Orves Chatillon, Paris France- 92320.

(b) **Promoters and Promoter Group:**

S. No.	Name.	Category.	Number of equity shares held in Resulting Company as on 10 May 2023.	Address.
1.	Sanofi India Limited.	Body corporate.	1,999,994.	Sanofi House, CTS No.117-B, L&T, Business Park Saki Vihar Rd, Powai, Mumbai 400072.
2.	Mr. Surendra Agarwal. (as a nominee of the Demerged Company).	Individual.	1	E/604, 6th Floor, Vasant Pride Thakur Complex, Kandivali East, Mumbai, MH.
3.	Ms. Vinita Patil. (as a nominee of the Demerged Company).	Individual.	1	201 Sovereign Central Avenue, Hiranandani Garden Powai, Mumbai-400076.
4.	Mr. Somak Ghosh. (as a nominee of the Demerged Company).	Individual.	1	Flat No B 403, Arlington Court, Thakur Village, Kandivali East, Mumbai-400101, MH.
5.	Ms. Jagruti Kapadane (as a nominee of the Demerged Company).	Individual.	1	A602, Iraicon, Nandivali Rd, Bazaar Lane, BH Subhashree Dombivali East-421201, Thane, MH.
6.	Mr. Rupendra Sachdev. (as a nominee of the Demerged Company).	Individual.	1	1002, Wing F, Ajmera Royal Classic, Andheri Link Rd, Near Laxmi Industrial Estate, Andheri West, Mumbai-53.

S. No.	Name.	Category.	Number of equity shares held in Resulting Company as on 10 May 2023.	Address.
7.	Mr. Chandukumar Parmar. (as a nominee of the Demerged Company).	Individual.	1	43, Bldg No. 7, New Piramal Nagar CHS, Piramal Nagar, S. V. Road, Goregaon West, Mumbai 400104

18. Except for Ms. Jagruti Kapadane, none of the directors of the Resulting Company hold shares in either the Demerged Company or the Resulting Company. Ms. Jagruti Kapadane holds 1 share in the Resulting Company as a nominee of the Demerged Company.

19. **Rationale and benefit of the demerger as proposed in the Scheme.**

The Demerged Company 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. The Resulting Company has been incorporated to inter-alia carry on the business of manufacturing, producing, processing, marketing, formulating, buying, trading, storing, packing, selling, distributing, importing, exporting, providing consultancy and otherwise dealing in all kinds of varieties of pharmaceuticals, especially consumer healthcare products including drugs, chemicals, medicinal products and antibiotic products. With a view to enable a specialised operating model, create greater understanding and visibility etc., the Demerged Undertaking (as defined in the Scheme) of the Demerged Company is intended to be transferred and vest in the Resulting Company. The Demerged and the Resulting Company believe that the proposed Scheme would be in the best interests of each of the companies and their respective shareholders and creditors (as applicable) on account of the proposed demerger yielding advantages of unlocking of shareholders value in the manner set out below:

- (a) separation of the pharmaceutical and consumer healthcare businesses of the Demerged Company will allow the Demerged Company and the Resulting Company to have independent and focused management as well as independently pursue different opportunities and strategies for the growth of each respective businesses aligned to specific market dynamics;
- (b) the proposed demerger under the Scheme will enable a different operating model for the consumer healthcare business under the Resulting Company specific and fit for the purpose for a fast-moving consumer healthcare company, which would lead to a greater ability to operate independently and positively shape the consumer healthcare environment; the requirements of the businesses of the Demerged Company and the Resulting Company, including in terms of operations, nature of risks, competitive advantages, strategies and regulatory compliances are different and the demerger will allow for enhancement of the business models of both the Demerged Company and the Resulting Company;
- (c) the shareholders, investor, analyst community and other stakeholders will have greater understanding and visibility of both the pharmaceutical and consumer healthcare businesses;
- (d) the proposed demerger will not only facilitate pursuit of scale and independent growth plans but also more focused management and stronger leverage of specific global resources within the group and flexibility in terms of providing liquidity for shareholders (following the listing of the shares of the Resulting Company);
- (e) the proposed demerger will de-risk both the businesses from each other and allow potential investors and other stakeholders the option of investing in both businesses; and
- (f) the proposed demerger will unlock value for the shareholders of the Demerged Company.

20. **Salient Features of the Scheme**

The salient features of the Scheme are set out below:

- (a) The Scheme provides for the demerger of the consumer healthcare business (demerged undertaking) from the Demerged Company into the Resulting Company.
- (b) The Appointed Date under the Scheme is 1 April 2023, subject to the sanction of regulatory authorities, as set out in the Scheme. Please see note as set out at paragraph 1 herein above.
- (c) Upon the Scheme becoming effective, all the assets and liabilities and the business pertaining to the consumer healthcare business of the Demerged Company shall stand transferred to and vest in the Resulting Company, as a going concern. Details of the assets and liabilities of each of the Resulting Company and the Demerged Company, pre and post the Scheme are annexed hereto as **ANNEXURE "5"**.
- (d) Upon the Scheme becoming effective, 1 fully paid-up equity shares of Rs. 10 each of the Resulting Company shall be issued and allotted to the equity shareholders of the Demerged Company for every 1 equity shares of Rs. 10 each held in the Demerged Company.

- (e) Upon the Scheme becoming effective, the equity shares of the Resulting Company held by the Demerged Company will stand cancelled on or after the Effective Date (as set out in the Scheme) by operation of law, without payment of any consideration or any further act or deed by either of the Demerged Company and the Resulting Company.
- (f) All employees of Demerged Company pertaining to the demerged undertaking who are on its payrolls shall become the employees of the Resulting Company without any break or interruption in their services on no less favourable terms (including employee benefits such as provident fund, leave encashment and any other retiral benefits) as applicable to such employees with the Demerged Company and in accordance with applicable law. The Resulting Company further agrees that for the purpose of payment of any retirement benefit/compensation, incentive contractual and statutory benefit, incentive plans, terminal benefits, such immediate uninterrupted past services with Demerged Company, shall also be taken into account and accordingly, shall be reckoned from the date of their appointment with the Demerged Company. In order to give effect to this provision of the Scheme and to carry out or perform all formalities or compliances, the Demerged Company and or the Resulting Company, as the case may be, shall do all such acts and deeds as may be necessary, or execute such contracts, agreements, deeds or other instruments or obtain necessary approvals, permits, rights, entitlements
- (g) Upon the coming into effect of this Scheme, the Resulting Company shall record the assets and liabilities pertaining to the consumer healthcare business of the Demerged Company vested in it pursuant to this Scheme (which cease to be the assets and liabilities of the Demerged Company), at the respective book values thereof, as appearing in the books of the Demerged Company at the close of the day immediately preceding the Effective Date (as set out under the Scheme).

The above are only the salient features of the Scheme. The equity shareholders and unsecured creditors of the Demerged Company are requested to read the entire text of the Scheme in order to get acquainted with the terms and conditions as set out in the Scheme.

21. **Relationship subsisting between the Demerged Company and Resulting Company**

The Resulting Company is a wholly owned subsidiary of the Demerged Company.

- 22. The share entitlement ratio as set out at Clause 3.3.3 of Part III of the Scheme has been approved by the Board of Directors of the Demerged Company and Resulting Company at their meetings held on 10 May 2023 and 24 May 2023 respectively, after taking into consideration the share entitlement ratio report dated 10 May 2023 provided by KPMG Valuation Services LLP ("**Share Entitlement Ratio Report**").
- 23. In the present case, the Resulting Company is a wholly-owned subsidiary of the Demerged Company and both the Companies are part of the Sanofi Group. Further, the Demerged Undertaking i.e., the consumer healthcare undertaking of the Demerged Company is not jointly controlled by any entity which is not part of the Sanofi Group. In view of the above, notification of the Scheme to the Competition Commission of India is exempted under Item 8 of Schedule 1 of the Competition Commission (Procedure in regard to the transaction of business relating to combination) Regulations, 2011, as the demerger proposed in the Scheme involves, an acquisition of shares or voting right or assets, by one person or enterprise, of another person or enterprise within the same group.
- 24. The BSE has issued letter dated 22 September 2023 granting no objection to the filing of the Scheme with the Tribunal. A copy of the letter dated 22 September 2023 issued by the BSE is annexed as **ANNEXURE "6" ("BSE Observation Letter")**.
- 25. The NSE has issued letter dated 22 September 2023 granting no objection to the filing of the Scheme with the Tribunal. A copy of the letter dated 22 September 2023, issued by the NSE is annexed as **ANNEXURE "7". ("NSE Observation Letter")**.
- 26. There are no litigation(s) pending as regards the Resulting Company as on date.
- 27. **Interest of Directors/Key Managerial Personnel ("KMPs") their relatives.**

None of the Directors/KMPs of the Demerged Company and their respective relatives (as defined in the 2013 Act) have any interest in the Scheme except to the extent of their shareholding in the Demerged Company, if any.

None of the Directors of the Resulting Company and their respective relatives (as defined in the 2013 Act) have any interest in the Scheme except to the extent of their shareholding in the Resulting Company, if any.

The Resulting Company is a newly-incorporated Company and has not appointed any KMPs as on date. Accordingly, there are no KMPs of the Resulting Company that may have any interest in the Scheme.

28. **Shareholding Pattern.**

The pre-Scheme and expected post-Scheme shareholding pattern of the Resulting Company is annexed as **Part A of ANNEXURE "8"**, the pre-scheme shareholding pattern of the Demerged Company is annexed as **Part B of ANNEXURE "8"**. Subsequent to the Scheme being made effective, there shall be no change in the aforesaid shareholding pattern of the Demerged Company.

29. The effect of the Scheme on the equity shareholders, key managerial personnel(s) and creditors of the Demerged Company and Resulting Company is given in the report adopted by the Board of Directors of each of the aforesaid companies at their respective meeting held on 10 May 2023 and 24 May 2023 pursuant to the provision of Section 232(2)(c) of the 2013 Act and which are annexed hereto and marked as **ANNEXURE "9"** and **ANNEXURE "10"** respectively. In addition, at the meeting of the Audit Committee of the Demerged Company dated 8 May 2023, the committee approved the draft Scheme, *inter-alia*, taking on record, details of the cost-benefit analysis and the synergies of the business involved in the Scheme. The report of the audit committee dated 8 May 2023, is annexed hereto and marked as **ANNEXURE "11"**.

Brief details of: (a) the impact of the Scheme on the equity shareholders, creditors and KMPs of the Demerged Company and the Resulting Company (as applicable); (b) synergies of business involved in the Scheme; and (c) cost-benefit analysis of the Scheme, are set out below:

- (a) Impact of the Scheme on the equity shareholders, creditors and KMP(s) of each of the Demerged Company and the Resulting Company.

- (i) Equity shareholders:

It is clarified that neither the Resulting Company nor the Demerged Company have issued any classes of shares other than equity shares. Accordingly, there are no other classes of shareholders that will be affected by the Scheme.

In relation to the equity shareholders of the Demerged Company, upon the Scheme becoming effective, 1 fully paid-up equity share of Rs. 10 each of the Resulting Company shall be issued and allotted to the equity shareholders of the Demerged Company for every 1 equity share of Rs. 10 each held by the shareholders in the Demerged Company. In addition, the equity shares of Resulting Company held by the Demerged Company will stand cancelled on or after the effective date (as set out in the Scheme) by operation of law, without payment of any consideration or any further act or deed by either of the Demerged Company and the Resulting Company.

- (ii) KMP(s):

In relation to the Demerged Company, post effectiveness of the Scheme, the KMPs of the Demerged Company will continue as KMPs of the Demerged Company. Accordingly, the Scheme shall not have adverse effect on the employment of such KMP.

The Resulting Company is a newly-incorporated company and was incorporated on 10 May 2023. As on date, the Resulting Company has not appointed any key managerial personnel. Accordingly, there are no key managerial personnel that may be adversely affected by the Scheme.

- (iii) Creditors:

In relation to the Demerged Company, no rights of the creditors are being affected pursuant to the Scheme. The liability towards the creditors of the Demerged Company are neither being reduced nor being extinguished. The creditors of the Demerged Company would in no way be affected by the Scheme and the Scheme does not provide for any compromise or arrangement with the creditors of the Demerged Company.

In relation to the Resulting Company, there are no borrowings from third parties or the Demerged Company and there are no amounts outstanding as on date. Accordingly, there are no creditors of the Resulting Company that may be affected by the Scheme.

- (b) Impact of the Scheme on the revenue-generating capacity of the Demerged Company.

A comparison of the revenue and net-worth of the Demerged Undertaking with total revenue and net-worth of the Demerged Company in the last three financial years is annexed hereto as **ANNEXURE "12"**. In addition, details of the pre-Scheme and the post-Scheme net-worth of the Demerged Company and the Resulting Company are annexed hereto as **ANNEXURE "13"**.

- (c) Synergies of business of the entities involved in the Scheme:

The Scheme does not involve merger of the business of the Demerged Company with the Resulting Company but only provides for demerger of the consumer healthcare business of the Demerged Company. Accordingly, there is no synergy of business under the Scheme. The benefits and rationale of the Scheme are set out in paragraph [19], above.

- (d) Cost benefit analysis of the Scheme:

Post-effectiveness of the Scheme, the proposed demerger will increase value for the shareholders of the Resulting Company over time as the Resulting Company's share value will re-rate in line with its peers in the fast-growing consumer healthcare space. In addition, as set out at paragraph 29(a)(i), above, the shareholders of the Demerged Company will be allotted shares in the Resulting Company (in the ratio 1:1), thus facilitating increased value for the shareholders of the Demerged Company. Therefore while the Scheme includes certain implementation costs, in the long-term such costs will be outweighed by the benefits of the Scheme, on account of several factors, including that the Scheme would separate the pharmaceutical business and the consumer healthcare business and allow potential investors and other stakeholders an option in terms of making a choice for either or both businesses.

30. Amount due to the unsecured creditors

- (a) As on 17 August 2023 the amount owed to the unsecured creditors of the Demerged Company is Rs. 2,12,10,73,614
- (b) As on 17 August 2023, there are no Unsecured Creditors in the Resulting Company.
- (c) As on 17 August 2023, there are no secured Creditors in either of the Demerged Company and Resulting Company.

31. Approvals and intimation in relation to the Scheme.

- (a) The proposed Scheme was placed before the Independent Directors by way of a circular resolution dated 10 May 2023 and the Audit Committee of the Demerged Company at the Audit Committee held on 8 May 2023. The Independent Directors and the Audit Committee of the Demerged Company recommended the Scheme after considering the various documents, certificates, reports including the Share Entitlement Ratio Report containing the share entitlement ratio and fairness opinion dated 10 May 2023, issued by BoFA Securities India Limited.
- (b) The Directors of the Demerged Company have approved the Scheme at their meeting held on 10 May 2023.
- (c) The Directors of the Resulting Company have approved the Scheme at their meeting held on 24 May 2023.
- (d) The Demerged Company has not received any complaint on the Scheme from any person/entity. Copy of the Complaint Report as submitted by the Demerged Company with the BSE and NSE are annexed hereto as **ANNEXURE "14"**.
- (e) A copy of the Order and the Scheme has been filed by the Demerged Company and Resulting Company with the Registrar of Companies, Mumbai.
- (f) The Scheme is subject to and approval by the requisite majority of the shareholders and creditors (as applicable) of the Demerged Company and the Resulting Company, in terms of the applicable provisions of the 2013 Act and the applicable CAA Rules and regulations and circulars issued by the Securities and Exchange Board of India
- (g) The Tribunal by the Order has granted dispensation from holding of the meeting of the equity shareholders of the Resulting Company, to consider the Scheme.
- (h) Information pertaining to the Resulting Company involved in the Scheme in the format prescribed for abridged prospectus, as specified in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 is annexed as **ANNEXURE "15"**.
- (i) BoFA Securities India Limited, an independent SEBI registered merchant banker, has issued a certificate certifying the accuracy and adequacy of the information in the above stated abridged prospectus.

32. Pending investigation Proceedings

- (a) No investigation proceedings have been instituted and/or are pending against the Demerged Company or Resulting Company under the 2013 Act.
- (b) Details of all on-going adjudication and recovery proceedings, prosecution initiated and other enforcement action against the Demerged Company, its promoters and directors are annexed as **ANNEXURE "16"**. There are no such proceedings pending as on the date hereof against the Resulting Company.
- (c) As on the date of this statement, there are no winding up proceedings pending against the Demerged Company or Resulting Company and no proceedings under the Insolvency and Bankruptcy Code, 2016 are pending against the Demerged Company or Resulting Company.

33. Miscellaneous

The Scheme does not provide for any corporate debt restructuring in either of the Demerged Company and Resulting Company or reduction in the paid-up share capital of the Demerged Company or the Resulting Company.

34. Inspection of the Documents

A copy of this Notice, Statement and the Annexures are available on the website of the Demerged Company at www.sanofiindialtd.com, the website of NSDL www.evoting.nsdl.com, the website of the Stock Exchanges where the equity shares of the Demerged Company are listed, i.e., BSE Limited and the National Stock Exchange of India Limited viz. www.bseindia.com and www.nseindia.com respectively, and the website of SEBI at www.sebi.gov.in. In addition to the above documents annexed hereto, the following documents will be available for inspection and for taking copies thereof, by the equity shareholders and unsecured creditors of the Demerged Company at its Registered Office and in Investors section of the website of the Demerged Company:-

- (a) Copy of the Company Scheme Application No. (CAA) 236/MB/2023 and Order of the Tribunal;
- (b) Memorandum and Articles of Association of the Companies;

- (c) Certificate issued by the statutory auditor of the Demerged Company stating that the accounting treatment proposed in the Scheme in the books of accounts of the Demerged Company is in conformity and in accordance with the accounting standards prescribed under Section 133 of the 2013 Act;
 - (d) Certificate issued by the statutory auditor of the Resulting Company stating that the accounting treatment proposed in the Scheme in the books of accounts of the Resulting Company are in conformity and in accordance with the accounting standards prescribed under Section 133 of the 2013 Act.
 - (e) Certificate dated 9 November 2023 issued by BoFA Securities India Limited, an independent SEBI registered merchant banker certifying the accuracy and adequacy of information in the abridged prospectus pertaining to the Resulting Company.
35. The documents as annexed hereto are also available on the website of the Demerged Company viz "www.sanofi.in".

Sd/-

Ms. Saseekala Nair, IRS (Retd.),

(Chairperson appointed for the meeting of the equity shareholders)

Place : Mumbai

Dated : 11 November 2023