



9th October 2024

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,

This pertains to the prior intimation made by Opella Healthcare Participations B.V. ("Opella") to the BSE Limited and the National Stock Exchange of India under Regulation 10(5) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations") on 3 October 2024 informing about the proposed inter-se transfer of equity shares of SCHIL, between Hoechst GmbH and Sanofi (existing promoters of SCHIL, collectively the “Sellers”) and Opella (“Acquirer”/”Buyer”), to be undertaken in one or more tranches.

In compliance with Regulation 30A read with paragraph A(5A) of Part A of Schedule III of the SEBI (LODR) Regulations, the Company has received an intimation pertaining to the share transfer agreement ("STA") dated 7th October 2024 entered into by the Hoechst GmbH, a promoter of Sanofi Consumer Healthcare India Limited ("SCHIL") with Opella for the inter-se transfer of equity shares held by Hoechst GmbH in SCHIL to Opella, and which falls under the exemption from making an open offer as provided under Regulation 10 (1)(a)(iii) of the Takeover Regulations.

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.”) as Sanofi Consumer Healthcare India Limited (“SCHIL” or “Listed Entity”) is not a party to the share transfer agreement dated 7 October 2024 (“STA”).	
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
		Hoechst GmbH (“Hoechst”)	Promoter. Hoechst holds 1,39,04,722 equity shares representing 60.37% of the equity share capital of the Listed Entity.
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
		Opella Healthcare Participations B.V. (“Opella”)	Opella is a group company of Sanofi. Sanofi is a publicly listed company at Euronext Paris and New York Stock Exchange. Sanofi is a promoter of SCHIL and exclusively controls Hoechst, the second promoter. Opella is an indirect subsidiary of and is exclusively controlled

			by, Sanofi.
c)	Date of entering into the agreement.	7 October 2024	
3)	Purpose of entering into the agreement;	<p>Inter-se transfer of equity shares held by Hoechst in SCHIL to Opella.</p> <p>Hoechst is currently classified and disclosed as one of the promoters of SCHIL in the shareholding pattern of SCHIL (as disclosed on 6 September 2024). Sanofi is the ultimate parent of SCHIL and it has exclusive control over Hoechst. Sanofi itself is the other promoter. Opella is an indirect subsidiary of, and is exclusively controlled by, Sanofi.</p> <p>Accordingly, the proposed inter-se transfer of equity shares falls within the exemption from making an open offer as provided under Regulation 10(1)(a)(iii) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.</p>	
4)	Shareholding, if any, in the entity with whom the agreement is executed;	<p>The Listed Entity is not a party to the STA. However, please note that Hoechst holds 1,39,04,722 equity shares (representing 60.37% of the equity share capital of SCHIL) in SCHIL. Further, please note that while currently, Opella does not hold any equity shares in SCHIL, it is a group company of Sanofi which is one of the promoters and has an exclusive ultimate control over Hoechst, the other promoter of SCHIL.</p>	
5)	Significant terms of the agreement (in brief);	<p>The significant terms of the STA include, <i>inter alia</i>:</p> <ul style="list-style-type: none"> • the parties to the agreement are Opella and Hoechst; • the number of shares subject to the STA – 1,39,04,722 equity shares (representing 60.37% of the equity share capital of SCHIL), which represents all the shares currently held by Hoechst in SCHIL; • the consideration for the shares of SCHIL will be determined in accordance with applicable Indian laws, on the basis of the then prevailing market price per share of the Listed Entity on the relevant stock exchange(s), multiplied by the number of the shares sold; • the STA will be governed by the laws of India; • any dispute arising from the agreement will be resolved under Rules of Arbitration of the International Chamber of Commerce (“ICC”) by a sole arbitrator appointed under the Rules of 	

		<p>International Court of Arbitration of ICC; and</p> <ul style="list-style-type: none"> the seat of arbitration will be Paris, France and the arbitration agreement will be governed under the laws of France.
6)	Extent and the nature of impact on management or control of the listed entity;	N.A.
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;	<p>Yes.</p> <p>Hoechst is a promoter of the Listed Entity. Further, Hoechst, SCHIL, and Opella are companies forming part of the same group.</p>
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.