

Notice of the Annual General Meeting

NOTICE IS HEREBY GIVEN THAT THE SIXTY-NINTH ANNUAL GENERAL MEETING ("AGM"/ "69th AGM") of the Members of SANOFI INDIA LIMITED ("the Company") will be held on THURSDAY, MAY 15, 2025 at 3:30 p.m. (IST), through Video Conferencing/Other Audio - Visual Means ("VC/OAVM") facility, to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Annual Audited Financial Statements (Standalone and Consolidated) of the Company for the Financial Year ended December 31, 2024 including the Balance Sheet as at December 31, 2024, the Statement of Profit and Loss and the Cash Flow Statement for the Financial Year ended on that date and Reports of Board of Directors and Auditors thereon.
2. To declare a final dividend of ₹ 117/- per equity share of ₹ 10 each for the Financial Year ended December 31, 2024.
3. To re-appoint Ms. Renee Amonkar (DIN: 10335917), who retires by rotation and being eligible, offers herself for re-appointment.
4. To re-appoint Mr. Rachid Ayari (DIN: 10408699), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business

5. **Re-appointment of Mr. Rahul Bhatnagar (DIN: 07268064) as Independent Director for a second term of five consecutive years from July 29, 2025 to July 28, 2030:**

To consider and, if thought fit, to pass, with or without modification, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Regulations 17, 25 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Rahul Bhatnagar (DIN: 07268064), who holds office of Independent Director up to July 28, 2025 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)

(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a Member, signifying intention to propose his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years from July 29, 2025 to July 28, 2030.

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

6. **Re-designation of Mr. Rodolfo Hrosz (DIN: 09609832) as Non-Executive Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, read with the relevant rules framed thereunder and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, consent of the Members, be and is hereby accorded for re-designation of Mr. Rodolfo Hrosz (DIN: 09609832), as a Non-Executive Director of the Company, liable to retire by rotation, with effect from May 1, 2025.

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

7. **Appointment of M/s. Parikh & Associates, Company Secretaries, as the Secretarial Auditor of the Company for a term of five consecutive years from the Financial Year 2025 to the Financial Year 2029:**

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

“RESOLVED THAT pursuant to the provisions of Sections 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Regulation 24A(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Parikh & Associates, Company Secretaries (Firm Registration Number: P1988MH009800) be and are hereby appointed as Secretarial Auditors of the Company, for a term of five (5) consecutive years, to hold office of the Secretarial Auditor for the Financial Year 2025 upto Financial Year 2029, on such remuneration, as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors, from time to time.

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

8. Ratification of remunerable payable to the Cost Auditors of the Company for the Financial Year ending December 31, 2025:

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

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to M/s. Kishore Bhatia & Associates, Cost Accountants (Firm Registration No. 00294), appointed by the Board of Directors on the recommendation of the Audit Committee, as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the Financial Year ending December 31, 2025, amounting to ₹ 460,000 (Rupees Four Lakh Sixty Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified.

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

By Order of the Board of Directors

Arjun Thakkar

Company Secretary

Membership No: A22654

Mumbai

April 9, 2025

Notes:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) with respect to Item no. 5 to 8 of the Notice forms part of this Notice. The Board of Directors has considered and decided to include Item No. 5 to 8 as given above as Special Business in the forthcoming AGM as it is unavoidable in nature. The relevant details as set out under Item Nos. 3 to 6 of the Notice pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) in respect of the Directors seeking appointment / re-appointment / re-designation at this AGM, are also part of this Notice.
2. The Ministry of Corporate Affairs, Government of India (“MCA”) has vide its circular No. 9/2024 dated September 19, 2024, read with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 28, 2022 and September 25, 2023 (collectively referred to as “MCA Circulars”) allowing, inter-alia, conducting of AGMs through Video Conferencing/Other Audio-Visual Means (“VC/ OAVM”) facility on or before September 30, 2025, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular dated May 5, 2020. The Securities and Exchange Board of India (“SEBI”) also vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (“SEBI Circular”) has provided certain relaxations from compliance with certain provisions of the Listing Regulations. In compliance with these Circulars, provisions of the Act and Listing Regulations, the 69th AGM of the Company is being conducted through VC/OAVM facility, without the physical presence of Members at a common venue. The deemed venue for the 69th AGM shall be the Registered Office of the Company.

As the AGM shall be conducted through VC/OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.

3. In compliance with the aforementioned provisions of the Act and Listing Regulations, electronic copy of the Annual Report for the Financial Year 2024 is being sent to all the Members whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes.

In case any Member is desirous of obtaining hard copy of the Annual Report for the Financial Year 2024 and Notice of the 69th AGM of the Company, he / she may send request to the Company’s e-mail address at igr.sil@sanofi.com mentioning Folio No./DP ID and Client ID.

Members who have questions or are seeking clarifications on the Annual Report or on the proposals as contained in this Notice, are requested to send email to the Company on igrc.sil@sanofi.com from 9:00 a.m. on Monday, May 5, 2025 till 5:00 p.m. on Saturday, May 10, 2025. This would enable the Company to compile the information and provide the replies at the meeting. The Company will be able to answer only those questions at the meeting which are received in advance as per the above process. The Company will allot time for Members to express their views or give comments during the meeting. The Members who wish to speak at the meeting need to register themselves as a speaker by sending an e-mail from their registered e-mail ID mentioning their name, DP ID and Client ID/Folio number and Mobile number, on e-mail ID, igrc.sil@sanofi.com from 9:00 a.m. on Monday, May 5, 2025 till 5:00 p.m. on Saturday, May 10, 2025. Depending on the availability of time, the Company reserves the right to restrict the number of speakers at the meeting.

4. Pursuant to Section 113 of the Act, institutional/corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the AGM, before e-Voting/attending AGM, to igrc.sil@sanofi.com.
5. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by ICSI, Regulation 44 of Listing Regulations, and the Circulars issued by the MCA dated April 8, 2020, April 13, 2020 and May 5, 2020, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the 69th AGM and to those Members participating in the 69th AGM, to cast vote through e-Voting system during the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited ("NSDL") for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Member using remote e-Voting system as well as e-Voting on the date of the AGM will be provided by NSDL.
6. The Board of Directors of the Company has appointed Mr. Gaurav Sainani (ACS 36600, CP 24482), or failing him, Mr. Sunny Gogiya (ACS 56804, CP 21563), Partners at M/s. SGGs and Associates, Practicing Company Secretaries, as Scrutinizer for conducting the voting process of remote e-Voting and e-Voting during AGM in a fair and transparent manner. The results of the e-Voting shall be declared to the Stock Exchanges within the timeframe prescribed under the Act and Listing Regulations. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company at [AGM - Sanofi India](#).
7. The Register of Directors and Key Managerial Personnel (KMP) and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in the Notice can be inspected in electronic mode by sending a request on email to igrc.sil@sanofi.com.
8. The Register of Members of the Company shall remain closed from Friday, May 9, 2025 to Thursday, May 15, 2025 (both days inclusive).
9. Payment of dividend as recommended by the Board of Directors, if approved at the AGM, will be made on or after May 23, 2025, and not later than June 14, 2025, to those Members whose names are on the Company's Register of Members on Friday, April 25, 2025 ("Record Date") and those whose names appear as Beneficial Owners as at the close of the business hours on Friday, April 25, 2025, as per the details to be furnished by the Depositories, viz. NSDL and CDSL for this purpose.
10. In accordance with the provisions of the Income Tax Act, 1961 as amended by and read with the provisions of the Finance Act, 2020, with effect from April 1, 2020, dividend declared and paid by the Company is taxable in the hands of its Members and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at the applicable rates. A separate email will be sent at the registered email ID of the Members describing about the detailed process to submit the documents/ declarations along with the formats in respect of deduction of tax at source on the dividend payout. Sufficient time will be provided for submitting the documents/declarations by the Members who are desiring to claim beneficial tax treatment. The intimation will also be uploaded on the website of the Company at [Investor services - Sanofi India](#).
11. Members holding shares in electronic form are advised to keep the bank details updated with the respective Depositories, viz., NSDL and CDSL. Member holding shares in physical form are requested to update bank details with the Company's Registrar and Share Transfer Agents ("RTA")- MUFG Intime India Private Limited through email at rnt.helpdesk@in.mpms.mufig.com.
12. Pursuant to the provisions of the Act and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, as notified by the Ministry of Corporate Affairs, the Company is required to transfer all shares in respect of which dividend has not been paid or claimed by the Members for seven consecutive years, in the name of Investor Education and Protection Fund ("IEPF"). Adhering to various requirements set out in the Rules, the Company has taken appropriate action for transferring the shares to the Demat

Account opened by the IEPF Authority. The Company has also uploaded details of such Members whose shares are transferred to IEPF Account on its website at [Unclaimed shares - Sanofi India](#).

The shares transferred to IEPF Account including all benefits accruing on such shares, if any, can be claimed by the Members from IEPF Authority, after following the procedure prescribed under the Rules.

Pursuant to the provisions of Sections 124 and 125 of the Act, dividends which remain unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account are required to be transferred to IEPF Authority established by the

Central Government. The details of unpaid dividend are uploaded on the website of the Company at [Unclaimed dividends - Sanofi India](#).

During the year 2024, the Company transferred unclaimed dividend amounts of ₹ 3,735,350 and ₹ 1,433,664 pertaining to the Final Dividend for the year 2016 and Interim Dividend for the year 2017 respectively, to the IEPF Authority.

Members who have not claimed their dividend for last seven years are requested to write to the Company's RTA and claim their dividends. The total amount of unclaimed dividend has been disclosed in the financial statements.

Members are requested to note that the unclaimed dividends will be transferred to the IEPF Authority after the below mentioned last date to claim:

Dividend and Year	Dividend per Share (₹)	Date of Declaration	Last Date to Claim
Final Dividend 2017	53	08-05-2018	14-06-2025
Interim Dividend 2018	18	25-07-2018	31-08-2025
Final Dividend 2018	66	07-05-2019	13-06-2026
Final and One Time Special Dividend 2019	349	07-07-2020	13-08-2027
Final and One Time Special Dividend 2020	365	27-04-2021	03-06-2028
Final and One Time Special Dividend 2021	490	26-04-2022	02-06-2029
Interim Dividend 2022	193	26-07-2022	01-09-2029
Final and Second Special Dividend 2022	377	11-05-2023	17-06-2030
Interim Dividend 2023	50	23-02-2024	31-03-2031
Final Dividend 2023	117	14-05-2024	20-06-2031

13. Pursuant to Regulation 39 and Schedule V and VI of the Listing Regulations, the Company has transferred unclaimed shares in its Unclaimed Suspense Account details of which are given below:

Particulars	No. of Records	No. of Members	No. of Equity Shares
Aggregate number of Members/records and the outstanding shares in the Unclaimed Suspense Account	194	179	9,500
Number of Members who approached the Company for transfer of shares and shares transferred from suspense account during the year	9	9	450
Number of Members/records whose shares were transferred from suspense account to the demat account of Investor Education and Protection Fund under the provisions of Section 124(6) of the Companies Act, 2013	49	49	2,700
Number of Members/records and aggregate number of shares transferred to the Unclaimed Suspense Account during the year	0	0	0
Aggregate number of Members and outstanding shares in the Unclaimed Suspense Account lying as on December 31, 2024	136	121	6,350

All Corporate benefits on such shares including dividend shall be credited to the account of the IEPF Authority. The voting rights on shares lying in the Unclaimed Suspense Account shall remain frozen till the rightful owner of such shares establishes his/her title of ownership to claim the shares.

14. SEBI has mandated that securities of listed companies can be transferred only in dematerialized form. In view of the above and to avail various benefits of dematerialization, Members are advised to dematerialize shares held by them in physical form, for ease in portfolio management.
15. SEBI, vide its circular dated November 3, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and 17 November, 2023) mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any dividend payment in respect of such folios, only through electronic mode with effect from April 1, 2024, only upon furnishing the PAN, contact details including mobile number, bank account details and specimen signature.
16. Members are requested to submit PAN, or intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, specimen signature (as applicable) etc., to their Depository Participant ("DP") in case of holding in dematerialized form or to Company's RTA through Form ISR-1, Form ISR-2 and Form ISR-3 (as applicable) available at [Shareholder's Corner - Sanofi India](#) in case of holdings in physical form.
17. As per the provisions of the Act and applicable SEBI Circular, Members holding shares in physical form may file nomination in the prescribed Form SH- 13 with RTA or make changes to their nomination details through Form SH-14 and Form ISR-3. In respect of shares held in dematerialised form, the nomination form may be filed with the respective DP. For relevant forms, please visit the Company's website at [Shareholder's Corner - Sanofi India](#).
18. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only, while processing Investor service requests, service requests, viz. Issue of duplicate securities certificate; renewal/exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Further SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/65 dated May 18, 2022 has simplified

the procedure and standardized the format of documents for transmission of securities. Accordingly, Members are requested to make service requests to the Company through email igrc.sil@sanofi.com or by writing to the Company's RTA at rnt.helpdesk@in.mpms.mufg.com by submitting a duly filled and signed Form ISR-4 & ISR-5, as the case may be. The said forms can be downloaded from the Company's website at [Shareholder's Corner - Sanofi India](#).

19. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
20. SEBI vide Circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023 (updated as on December 20, 2023) has specified that a Member shall first take up his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the Member may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the Member is not satisfied with the outcome, he/she/ they can initiate dispute resolution through the Online Dispute Resolution ("ODR") Portal. Members are requested to take note of the same.

The aforesaid SEBI Circular can be viewed on the following link: [Investor services - Sanofi India](#).

E-Voting facility:

- The remote e-Voting period will begin on Monday, May 12, 2025 at 9:00 a.m. and will end on Wednesday, May 14, 2025 at 5:00 p.m. During this period Members of the Company holding shares either in physical form or dematerialized form as on cut-off date, i.e., Thursday, May 8, 2025, may exercise their vote electronically. The e-Voting module shall be disabled by NSDL for voting thereafter
- A person whose name is recorded in the Register of Members or in the Beneficial Owners maintained by depositories as on the cut-off date i.e., Thursday, May 8, 2025 shall be entitled to avail the facility of remote e-Voting as well as e-Voting system during the AGM. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member/ Beneficial Owner (in case of shares held in dematerialised form) as on the cut-off date i.e., Thursday, May 8, 2025. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the

Company as on the cut- off date, being Thursday, May 8, 2025.

- A person who is not a Member as on the cut- off date should treat this Notice for information purposes only
- The e-Voting during the AGM will begin on May 15, 2025 at 3:30 p.m. and will end on completion of 30 minutes from the time of the conclusion of the AGM. Within this period, all Members who are present at the AGM through VC facility and who have not yet exercised their vote through remote e-Voting, can exercise their vote electronically
- The facility for e-Voting during the meeting is available only to those Members participating in the meeting through VC facility. If a Member has exercised his/her vote during the AGM through e-Voting but has not attended the AGM through VC facility, then the votes casted by such Member shall be considered invalid
- The Members can join the AGM in the VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 Members on first come first served basis. This will not include large Members (Members holding 2% or more shares), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis

- The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013

In line with the Ministry of Corporate Affairs Circulars, the Notice calling the AGM has been uploaded on the website of the Company at [AGM - Sanofi India](#). The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and website of NSDL (agency for providing the Remote e-Voting facility) i.e., www.evoting.nsdl.com.

How do I vote electronically using NSDL e-Voting system?

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

Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting and joining virtual meeting for Individual Members holding securities in demat mode

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

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

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

Type of Members	Login Method
Individual Members holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;">   </div> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;">   </div> </div>
Individual Members holding securities in demat 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. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of Members	Login Method
Individual Members (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 ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Type of Members	Helpdesk details
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B. Login Method for Members other than Individual Members holding securities in demat mode and Members holding securities in physical mode.

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

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

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

- Your User ID details are given below:

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

- v. Password details for Members other than Individual Members are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii) If your email ID is not registered, please follow steps mentioned below in **process for those Members whose email ids are not registered**.
 - vi. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name, and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 - vii. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 - viii. Now, you will have to click on "Login" button.
 - ix. After you click on the "Login" button, Home page of e-Voting will open.
- Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**
- How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**
- A. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
 - B. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
 - C. Now you are ready for e-Voting as the Voting page opens.
 - D. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 - E. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - F. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 - G. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- General Guidelines for Members**
1. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to gaurav.sainani@legalixir.com with a copy marked to evoting@nsdl.com. Institutional Members (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
 2. It is strongly recommended, not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website

will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (“FAQs”) for Members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager - NSDL or Mr. Amit Vishal, Assistant Vice President - NSDL at evoting@nsdl.com.

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

- A. In case shares are held in physical mode please provide Folio No., Name of Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to igrc.sil@sanofi.com.
- B. In case shares are held in demat mode, please provide DPID-Client ID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, Client master list or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to igrc.sil@sanofi.com. If you are an Individual Member holding securities in demat mode, you are requested to refer to the login method explained at **Step 1(A)** i.e., **Login method for e-Voting and joining virtual meeting for Individual Members holding securities in demat mode.**
- C. Alternatively, Members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
- D. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

The instructions for Members for e-Voting on the day of the AGM are as under:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
 2. Only those Members, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
 3. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
 4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-Voting.
- Instructions for Members for attending the AGM through VC/OAVM are as under:**
- a. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
 - b. Members are encouraged to join the Meeting through laptop for better experience.
 - c. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - d. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
21. As required by Regulation 36(3) of the Listing Regulations and the Secretarial Standards on General Meetings (SS-2) as laid down by ICSI, additional information relating to the particulars of Directors who are proposed to be re-appointed are given below:

Agenda Item No.	3	4
Name	Ms. Renee Amonkar	Mr. Rachid Ayari
Age	61 years	50 years
Qualifications	Bachelor of Pharmacy	Master of Business Administration from the University Mediterranean School of Business in partnership with Maryland University and a Bachelor's degree in Accounting from Institut Supérieur de Gestion, Tunis
Brief profile including expertise and experience	<p>Ms. Renee Amonkar is a pharmacist by profession with more than 30 years of Industrial experience in various Fields of Pharma manufacturing and supply. She started her journey as a Research & Development Pharmacist and then moved on to be an executive in packing at E-Merck India. She Joined Sanofi in December 1997 in packaging and grew to be head of manufacturing before becoming the Head of the Goa manufacturing site 2021.</p> <p>Renee is responsible for framing various strategies and ensuring execution of Sanofi Global Transformation Initiatives for Manufacturing and Supply in India along with Sanofi Leadership team.</p> <p>She has played a key role in driving Sanofi India's Strategy of India for India for local manufacturing, and supply and business continuity. As a Part of Planet mobilization and ESG initiatives, she has been actively involved in introducing SOLAR electricity generation at Goa and various water stewardship initiatives like reduction in water consumption for cleaning, and Rain-water collection.</p>	
Directorships in other Companies in India	NIL	NIL
Committee Memberships and Chairmanships in the Company	Member of Risk Management Committee of the Board of Sanofi India Limited	Member of Risk Management Committee and Stakeholders Relationship Committee of the Board of Sanofi India Limited
Membership/ Chairmanship of Committees of other Boards	NIL	NIL
Number of Board meetings attended during the year	In the year 2024, Ms. Renee Amonkar attended all 7 Board meetings held during the year.	In the year 2024, Mr. Rachid Ayari attended all 7 Board meetings held during the year.
Remuneration last drawn for the financial year 2024	₹ 9.28 million	₹ 18.88 million

Agenda Item No.	3	4
Remuneration sought to be paid	₹ 10.13 million	₹ 17.16 million
Terms and conditions of appointment	NA	NA
Relationship with other Directors and KMP	None	None
Date of first appointment on the Board	September 26, 2023	December 1, 2023
Shareholding in Sanofi India Limited	NIL	NIL

Agenda Item No.	5	6
Name	Mr. Rahul Bhatnagar	Mr. Rodolfo Hrosz
Age	67 years	58 years
Qualifications	MBA, The Wharton School, University of Pennsylvania, USA and Member of Institute of Chartered Accountants of India	Bachelor's degree in Naval Engineering from the University of Sao Paulo, a Finance and Accounting diploma from Columbia University, and a Master of Business Administration from the University of Pittsburgh
Brief profile including expertise and experience	<p>Mr. Rahul Bhatnagar had a long career in Finance and Strategy with reputed organizations like Nestle, Pepsi and Bharti Group. Mr. Bhatnagar last served as the Managing Director and Chief Financial Officer at Bharti Enterprises Limited up to 2016. He has previously served as a Director of Comviva Technologies Limited, Bharti Enterprises Limited and Bharti AXA Life and General Insurance Company Limited.</p> <p>He is currently an Independent Director on the board of Whirlpool of India Limited, Rossell India Limited, TBO TEK Limited and Tasty Bites Eatables Limited.</p>	<p>Mr. Rodolfo Hrosz joined Sanofi in 2017 as General Manager of Consumer Healthcare in Brazil.</p> <p>In this role, Rodolfo led the organization through a number of transformative and strengthening stages, from the business unit's inception to its transformation into a top growth contributor and digital acceleration reference inside the broader organization.</p> <p>Since 2018, Rodolfo has also served as president of the Brazilian OTC Industry Association, contributing to elevate not only patient self-care and wellness agenda, but also industry self-regulation standards.</p> <p>In 2022, he transitioned to the role of General Manager, Pharma and Country Lead, India, wherein, he was designated as the Managing Director of Sanofi India Limited by the Members of the Company, whereby, he successfully led the organization through several transformative stages.</p> <p>Prior to joining Sanofi, Rodolfo began his career at Procter & Gamble, thereafter, serving in numerous commercial, marketing and general management roles for multinational companies such as Pfizer, Louis Vuitton Moët Hennessy (LVMH), and Heineken.</p> <p>He brings over 18 years of executive leadership experience, having worked throughout the Americas, in turnarounds, mergers and acquisitions, as well as new business development improving corporate governance practices.</p>

Agenda Item No.	5	6
Directorships in other companies in India	<ul style="list-style-type: none"> Whirlpool of India Limited TBO TEK Limited Rossell India Limited Tasty Bites Eatables Limited 	<ul style="list-style-type: none"> Apollo Sugar Clinics Limited
Committee Memberships and Chairmanships in the Company	<ul style="list-style-type: none"> Chairman of Audit Committee Member of Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Risk Management Committee. 	<ul style="list-style-type: none"> Member of the Stakeholders Relationship Committee and the Risk Management Committee*
Membership/ Chairmanship of Committees of other Boards	<p>Whirlpool of India Limited:</p> <ul style="list-style-type: none"> Chairman of Audit Committee Member of Nomination and Remuneration Committee and Corporate Social Responsibility Committee. <p>Rossell India Limited:</p> <ul style="list-style-type: none"> Chairman of Audit Committee Member of Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Risk Management Committee. <p>TBO TEK Limited:</p> <ul style="list-style-type: none"> Chairman of Audit Committee Member of Corporate Social Responsibility Committee and Risk Management Committee. <p>Tasty Bites Eatables Limited:</p> <ul style="list-style-type: none"> Chairman of Audit Committee Member of Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Risk Management Committee and Stakeholders Relationship Committee. 	None
Number of Board meetings attended during the year	In the year 2024, Mr. Rahul Bhatnagar attended all 7 Board meetings held during the year.	In the year 2024, Mr. Rodolfo Hrosz attended all 7 Board meetings held during the year.
Remuneration last drawn for the financial year 2024	₹ 3.24 million	₹ 43.40 million
Remuneration sought to be paid	Sitting Fees and Commission approved by the Board as per the Nomination and Remuneration Policy of the Company	NIL
Terms and conditions of appointment	As per draft letter of appointment setting out the terms and conditions disclosed on the website	As per the Nomination and Remuneration Policy of the Company.
Relationship with other Directors and KMP	None	None
Date of first appointment on the Board	July 29, 2020	June 1, 2022
Shareholding in Sanofi India Limited	NIL	NIL

* Mr. Rodolfo Hrosz will cease to be a Member of the Stakeholders Relationship Committee and the Risk Management Committee with effect from April 30, 2025, pursuant to his cessation as the Managing Director of the Company with effect from the same date.

Explanatory Statement

Explanatory Statement relating to the businesses mentioned in Item No. 5 to 8 in the accompanying Notice of the Annual General Meeting ("AGM"), pursuant to Section 102 of the Companies Act, 2013, is given below:

Item No. 5

The Members had approved appointment of Mr. Rahul Bhatnagar (DIN: 07268064) as an Independent Director of the Company at the AGM held on April 27, 2021 for a term of five consecutive years from July 29, 2020. The term of Mr. Rahul Bhatnagar as an Independent Director of the Company will conclude on July 28, 2025.

The Board of Directors of the Company at its meeting held on March 18, 2025, based on the recommendation of the Nomination and Remuneration Committee after review of performance evaluation and subject to the approval of the Members through Special Resolution, re-appointed Mr. Rahul Bhatnagar as an Independent Director, for a second term of five consecutive years commencing from July 29, 2025.

Mr. Rahul Bhatnagar is not disqualified from being re-appointed as Director in terms of Section 164 of the Companies Act 2013 ("Act") and has consented to act as Director of the Company in terms of Section 152 of the Act. The Company has also received following declarations from him (i) intimation in Form DIR-8 to the effect that he is not disqualified under the Act; (ii) declaration that he meets with the criteria of independence as prescribed under the Act and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"); (iii) declaration towards inclusion of his name in the data bank maintained for Independent Directors; and (iv) In terms of Regulation 25(8) of Listing Regulations, a confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Bhatnagar has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited, pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies. In the opinion of the Board, Mr. Rahul Bhatnagar fulfills the conditions specified in the Act and the rules made thereunder and also under the Listing Regulations for re-appointment as an Independent Director and is independent of the Management. The Company has received a notice in writing from a Member under the provisions of Section 160(1) of the Act proposing the candidature of Mr. Rahul Bhatnagar for the office of the Director.

The terms and conditions of the appointment of Independent Directors is uploaded on the website of the Company at [Code of Conduct and Policies - Sanofi India](#).

A brief profile of Mr. Rahul Bhatnagar is provided in the notes to the Notice of the AGM.

The Board of Directors is of the opinion that knowledge and experience, as provided in note 21 of the Notice of this AGM, of Mr. Rahul Bhatnagar will be of immense value to the Company. The Board, therefore, recommends the approval of the Special Resolution set out at item no. 5 of this Notice.

Except Mr. Rahul Bhatnagar, being the proposed appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this Resolution.

Item No. 6

Mr. Rodolfo Hrosz (DIN: 09609832) was appointed as the Managing Director of the Company, by the Members, with effect from June 1, 2022 for a term of 3 (three) years upto May 31, 2025.

On April 9, 2025, Mr. Rodolfo Hrosz conveyed his decision to step down from the position of Managing Director, in view of his movement to another role within the Sanofi Group, with effect from April 30, 2025, which was accepted by the Board of Directors at its meeting held on April 9, 2025.

However, the Board of Directors, at its meeting held on April 9, 2025, based on the recommendations of the Nomination and Remuneration Committee and subject to the approval of the Members of the Company, approved the re-designation of Mr. Rodolfo Hrosz as a Non-Executive Director of the Company, liable to retire by rotation, with effect from May 1, 2025.

Mr. Rodolfo Hrosz has given his consent to act as a Non-Executive Director of the Company in terms of Section 152 of the Companies Act, 2013. Further, as per the confirmations received from him, he is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. Rodolfo Hrosz has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

A brief profile of Mr. Rodolfo Hrosz is provided in the notes to the Notice of the AGM.

The Board of Directors is of the opinion that Mr. Rodolfo Hrosz's knowledge and experience, as stated in note 21 of the Notice of this AGM, will be of immense value to the Company. The Board, therefore, recommends the approval

of the Ordinary Resolution set out at item no. 6 of this Notice.

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

Item No. 7

In accordance with Section 204 of the Companies Act 2013, read with the rules framed thereunder, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), every listed entity is required to undertake Secretarial Audit by a Peer Reviewed Secretarial Auditor who shall be appointed by the Members of the Company, on the recommendation of the Board of Directors, for a period of five consecutive years.

Based on the recommendation of the Audit Committee, the Board, at its Meeting held on February 27, 2025, subject to the approval of the Members of the Company, approved appointment of M/s. Parikh & Associates, Company Secretaries (Firm Registration Number: P1988MH009800) as the Secretarial Auditors of the Company, for a term of five (5) consecutive years, to hold office of the Secretarial Auditor from the Financial Year 2025 upto Financial Year 2029.

M/s. Parikh & Associates is a firm of Practicing Company Secretaries founded in the year 1987. The firm is primarily engaged in providing professional services in the field of Corporate Laws, SEBI Regulations, FEMA Regulations including carrying out Secretarial Audits, Due Diligence Audits and Compliance Audits for various reputed companies. The firm is Peer Reviewed and Quality Reviewed by the Institute of the Company Secretaries of India.

M/s. Parikh & Associates had consented to their appointment as the Secretarial Auditors of the Company and have confirmed that they fulfill the criteria as specified in Clause (a) of regulation 24A (1A) of the SEBI Listing Regulations and have not incurred any of disqualifications as specified by the Securities and Exchange Board of India.

The proposed remuneration to be paid to M/s. Parikh & Associates, for the financial year 2025 is ₹ 200,000/- (Rupees Two Lakhs only) plus out of pocket expenses and applicable taxes. For the subsequent years, the Board of Directors will decide the remuneration based on

recommendations of Audit Committee. There is no material change in the fees payable to M/s. Parikh & Associates from that paid to the previous Secretarial Auditor.

Accordingly, consent of the Members is sought for approval of the aforesaid appointment of the Secretarial Auditors.

The Board recommends the approval of the Members for appointment of Secretarial Auditors and passing of the Ordinary Resolution set out at Item No. 7 of this Notice.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this Resolution.

Item No. 8

The Board of Directors, on the recommendation of the Audit Committee, approved the appointment of M/s. Kishore Bhatia & Associates, Cost Accountants, as Cost Auditors to conduct the audit of the cost accounts maintained by the Company for the Financial Year ending December 31, 2025.

In accordance with the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors must be ratified by the Members of the Company. Accordingly, consent of the Members is sought for approval of the remuneration payable to the Cost Auditors for the Financial Year ending December 31, 2025.

The Board recommends the ratification of the remuneration payable to M/s. Kishore Bhatia & Associates, Cost Accountants for conducting the cost audit and passing of the Ordinary Resolution set out at Item No. 8 of this Notice.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this Resolution.

By Order of the Board of Directors

Arjun Thakkar
Company Secretary
Membership No: A22654

Registered Office:
Sanofi House,
CTS No. 117-B, L&T Business Park,
Saki Vihar Road, Powai,
Mumbai – 400072.
CIN: L24239MH1956PLC009794
E-mail: igrc.sil@sanofi.com
April 9, 2025