

Notice of the Annual General Meeting

NOTICE IS HEREBY GIVEN THAT THE SEVENTIETH ANNUAL GENERAL MEETING ('AGM' / '70th AGM') of the Members of SANOFI INDIA LIMITED ('the Company') will be held on WEDNESDAY, APRIL 29, 2026 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 of the Company for the financial year ended December 31, 2025 including the Balance Sheet as at December 31, 2025, 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 confirm the payment of interim dividend of ₹ 75 per equity share of ₹ 10 each and to declare a final dividend of ₹ 48 per equity share of ₹ 10 each for the financial year ended December 31, 2025.
3. To re-appoint Mr. Vaibhav Karandikar (DIN: 09049375), who retires by rotation and being eligible, offers himself for re-appointment.
4. To re-appoint Mr. Eric Mansion (DIN: 10654588), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business

5. Appointment of Ms. Sudipta Chakraborty (DIN: 07166912) as a Director of the Company

To consider and, if thought fit, to pass, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and Rules framed thereunder and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with the Articles of Association of the Company, Ms. Sudipta Chakraborty (DIN: 07166912), who is appointed as an Additional Director of the Company by the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, with effect from March 1, 2026 and in respect of whom the Company has received a notice in writing from a Member in terms of

Section 160(1) of the Act, proposing her candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any one of the Director 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. Appointment of Ms. Sudipta Chakraborty (DIN: 07166912) as the Whole-time Director of the Company

To consider and, if thought fit, to pass, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 ('the Act') and Rules framed thereunder and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with the Articles of Association of the Company, and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Ms. Sudipta Chakraborty (DIN: 07166912), be and is hereby appointed as the Whole-time Director of the Company for a term of 3 (three) years from March 1, 2026 to February 28, 2029, on such terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice, with the power to the Board of Directors (hereinafter referred to as 'the Board' which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it deemed fit, within the maximum limits of remuneration approved by the Members of the Company.

RESOLVED FURTHER THAT any one of the Director 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 Mrs. Rajani Kesari (DIN: 02384170) as an Independent Director for a term of 5 (five) consecutive years from April 1, 2026 to March 31, 2031

To consider and, if thought fit, to pass, the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and Rules framed thereunder and the applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘the Listing Regulations’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and on the basis of recommendation of the Nomination and Remuneration Committee and the Board of Directors, the approval of the Members of the Company be and is hereby accorded for appointment of Mrs. Rajani Kesari (DIN: 02384170), as an Independent Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and in respect of whom a notice in writing under Section 160(1) of the Act has been received from a Member proposing her candidature for office of the Director of the Company be and is hereby appointed as an Independent Director on the Board of the Company for a term of 5 (five) consecutive years with effect from April 1, 2026, who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any one of the Director, 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. Appointment of Mr. Siraj Azmat Chaudhry (DIN: 00161853) as an Independent Director for a term of 5 (five) consecutive years from April 1, 2026 to March 31, 2031

To consider and, if thought fit, to pass, the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Rules framed thereunder and the applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘the Listing Regulations’) (including any statutory modification(s) and / or re-enactment(s) thereof for the time being in force) and on the basis of recommendation of the Nomination and Remuneration Committee and the Board of Directors, the approval of the Members of the Company be and is hereby accorded for appointment of Mr. Siraj Azmat Chaudhry

(DIN: 00161853), as an Independent Director of the Company, 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 Listing Regulations and in respect of whom a notice in writing under Section 160(1) of the Act has been received from a Member proposing his candidature for office of the Director of the Company be and is hereby appointed as an Independent Director on the Board of the Company for a term of 5 (five) consecutive years with effect from April 1, 2026, who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any one of the Director, 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.”

9. Approval of Material Related Party Transactions with Sanofi-Aventis Singapore Pte. Limited

To consider and, if thought fit, to pass, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Regulations 23(4), 2(1)(zc) and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘the Listing Regulations’), the applicable provisions of the Companies Act, 2013 (‘the Act’), read with Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Policy on Related Party Transactions of the Company, and based on the prior approval of the Audit Committee and recommendation of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to continue with the existing contract(s) / arrangement(s) / transaction(s) and / or enter into and / or execute new contract(s) / arrangement(s) / transaction(s) (whether by way of an individual transaction or a series of transactions taken together), the details of which are provided in the Explanatory Statement to the Notice, with Sanofi-Aventis Singapore Pte. Ltd. (‘SASPL’), a related party of the Company under Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed between the Company and SASPL, for an aggregate value up to ₹ 13,850 million, inter alia, for purchase and sale of goods including raw material, Active Pharmaceutical Ingredients and finished goods, export and sale of finished & intermediate products, business support services and other transactions for the purpose

of business, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise as may be mutually agreed upon between the Company and SASPL, to be entered during the financial year 2026, subject to such contract(s) / arrangement(s) / transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board (including its Committees thereof), be and is hereby authorized to sign and execute all such documents, contracts, agreements, deeds and writings and to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), agreement(s) and such other documents in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient to give effect to this Resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board (including its Committees thereof), be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director, Committee or any other Officer(s) / Authorized Representative(s) of the Company to give effect to the aforesaid Resolution.

RESOLVED FURTHER THAT all actions taken by the Board (including its Committees thereof), or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing Resolution, be and are hereby approved, ratified and confirmed in all respects."

10. Approval of Material Related Party Transactions with Sanofi Healthcare India Private Limited

To consider and, if thought fit, to pass, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Regulations 23(4), 2(1)(zc) and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), the applicable provisions of the Companies Act, 2013 ('the Act'), read with Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Policy on Related Party Transactions of the Company, and based on the prior approval of the Audit Committee and recommendation

of the Board of Directors of the Company, the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to continue with the existing contract(s) / arrangement(s) / transaction(s) and / or enter into and / or execute new contract(s) / arrangement(s) / transaction(s) (whether by way of an individual transaction or a series of transactions taken together), the details of which are provided in the Explanatory Statement to the Notice, with Sanofi Healthcare India Private Limited ('SHIPL'), a related party of the Company under Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed between the Company and SHIPL, for an aggregate value up to ₹ 5,300 million, inter alia, for purchase of goods including raw material, Active Pharmaceutical Ingredients and finished goods, export and sale of finished & intermediate products, availing product development services, providing toll manufacturing services and business support services and other transactions for the purpose of business, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise as may be mutually agreed upon between the Company and SHIPL, to be entered during the financial year 2026, subject to such contract(s) / arrangement(s) / transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board (including its Committees thereof), be and is hereby authorized to sign and execute all such documents, contracts, agreements, deeds and writings and to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), agreement(s) and such other documents in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient to give effect to this Resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board (including its Committees thereof), be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director, Committee or any other Officer(s) / Authorized Representative(s) of the Company to give effect to the aforesaid Resolution.

RESOLVED FURTHER THAT all actions taken by the Board (including its Committees thereof), or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing Resolution, be and are hereby approved, ratified and confirmed in all respects.”

11. Ratification of remuneration payable to the Cost Auditors of the Company for the financial year ending December 31, 2026

To consider and, if thought fit, to pass, 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 Rules framed thereunder (including any statutory modification(s) or re-enactment(s) 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, 2026, amounting to ₹ 4,60,000

(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 one the Director, 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

Haresh Vala

Company Secretary and Compliance Officer
Membership No: A18246

Registered Office:

Sanofi House, CTS No.117-B
L&T Business Park, Saki Vihar Road, Powai,
Mumbai - 400 072.
CIN: L24239MH1956PLC009794
E-mail: igrc.sil@sanofi.com
Date: March 25, 2026

Notes:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ('the Act') with respect to Item no. 5 to 11 forms part of the Notice. The Board of Directors has considered and decided to include Item No. 5 to 11 as given above as Special Business in the forthcoming AGM as it is unavoidable in nature. The relevant details as set out under Item No. 3 to 8 of the Notice pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') in respect of the Directors seeking appointment / re-appointment at this AGM, are also part of the Notice.

2. The Ministry of Corporate Affairs ('MCA') has vide its latest Circular No. 03/2025 dated September 22, 2025, read with Circulars dated April 8, 2020, April 13, 2020, May 5, 2020, and subsequent circulars issued in this regard, (collectively referred to as 'MCA Circulars') allowing, inter-alia, conducting of AGMs through Video Conferencing / Other Audio-Visual Means ('VC / OAVM') facility till further orders, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular dated May 5, 2020. The 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 the Listing Regulations, the 70th 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 70th 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 the Notice.

3. In compliance with the aforementioned provisions of the Act and the Listing Regulations, electronic copy of the Integrated Annual Report for the financial year 2025 is being sent to all the Members whose e-mail addresses are registered with the Company / Depository Participant(s) ('DPs') for communication purposes. Additionally, in accordance with Regulation 36(1)(b) of the Listing Regulations, the Company is also sending a letter to Members whose e-mail ids are not registered with Company / RTA / DPs providing the weblink of Company's website from where the Integrated Annual Report for the financial year 2025 can be accessed.

In case any Member is desirous of obtaining hard copy of the Integrated Annual Report for the financial year 2025 and Notice of the 70th AGM of the Company, he / she may send request to the Company's RTA at

investor.helpdesk@in.mpms.mufig.com mentioning Folio No. / DP ID and Client ID.

Members who have questions or are seeking clarifications on the Integrated Annual Report or on the proposals as contained in the Notice, are requested to send e-mail to the Company at igrc.sil@sanofi.com from 9:00 a.m. on Monday, April 20, 2026 till 5:00 p.m. on Saturday, April 25, 2026. 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, April 20, 2026 till 5:00 p.m. on Saturday, April 25, 2026. 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), SS-2, Regulation 44 of the Listing Regulations, and the Circulars issued by the MCA, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the 70th AGM and to those Members participating in the 70th 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. SGGGS and Associates, Practising 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 the 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 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 and Explanatory Statements, shall be available for inspection in accordance with the applicable statutory requirements based on the requests received by the Company at igrc.sil@sanofi.com.

8. The Register of Members of the Company shall remain closed from Thursday, April 23, 2026 to Wednesday, April 29, 2026 (both days inclusive).
9. Payment of final dividend as recommended by the Board of Directors, if approved at the AGM, will be paid within statutory timelines, and not later than Thursday, May 28, 2026, to those Members whose names are on the Company's Register of Members on Wednesday, April 22, 2026 ('Record Date') and those whose names appear as Beneficial Owners as at the close of the business hours on Wednesday, April 22, 2026, as per the details to be furnished by the Depositories, viz. NSDL and Central Depository Services (India) Limited ('CDSL') for this purpose. For information of the Members, during the financial year 2025, interim dividend of ₹ 75 per equity share of ₹ 10 each were paid on November 24, 2025.
10. In accordance with the provisions of the Income Tax Act, 2025 as amended by the Finance Bill, 2026, subject to President's assent, 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 e-mail will be sent at the registered e-mail 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 Agent ('RTA')- MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) through e-mail at investor.helpdesk@in.mpms.mufg.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 MCA, the Company is required to transfer all shares in respect of which dividend has not been paid or claimed by the Members for 7 (seven) consecutive years, in the name of Investor Education and Protection Fund ('IEPF') Authority. 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 Authority 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 7 (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 2025, the Company transferred unclaimed dividend amounts of ₹ 32,48,370 and ₹ 8,92,890 pertaining to the final dividend for the year 2017 and interim dividend for the year 2018 respectively, to the IEPF Authority.

Members who have not claimed their dividend for last 7 (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 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
Final Dividend 2024	117	15-05-2025	21-06-2032
Interim Dividend 2025	75	29-10-2025	05-12-2032

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	136	121	6,350
Number of Members who approached the Company for transfer of shares and shares transferred from suspense account during the year	7	7	350
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 Act	0	0	0
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, 2025	129	114	6,000

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.

SEBI introduced a special, time-bound window from July 7, 2025, to January 6, 2026, for the re-lodgment of physical share transfer requests that were previously rejected or returned before April 1, 2019. This initiative allowed Members to transfer and dematerialize shares that faced procedural or documentation issues, aiming to resolve long-standing legacy, non-disputed ownership cases. In order to further facilitate the investors to get rightful access to their securities, SEBI has opened another special window for transfer and dematerialization of physical securities which were sold / purchased before April 1, 2019. This special window is open for a period of 1 (one) year from February 5, 2026 to February 4, 2027 and is available for such transfer requests which were previously submitted and were rejected or returned before April 1, 2019 due to deficiency of documents, process or otherwise. The Members who are eligible for this are requested to take advantage of this special window and have the shares transferred in their name(s).

15. SEBI, vide its circular dated November 3, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 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 DPs 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 dematerialized form, the nomination form may be filed with the respective DPs. For relevant forms, please visit the Company's website at [Shareholder 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, 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.

In furtherance of the Government of India's initiatives on "Ease of Doing Business" and "Ease of Doing Investment", SEBI has dispensed with the requirement of issuance of Letter of Confirmation ('LOC') for effecting direct credit of securities to the dematerialized account of investors. This change aims to speed up the process significantly and will be effective from April 2, 2026. LOCs issued earlier remain valid for dematerialization within 120 days.

Under the new framework, investors must already hold a demat account and submit a duly attested, recent Client Master List along with prescribed forms. RTA, Companies and Depositories are required to complete verification and credit securities directly into the demat account within 30 days of the receipt of such request.

Accordingly, Members are requested to make service requests to the Company through e-mail igrc.sil@sanofi.com or by writing to the Company's RTA at Investor.helpdesk@in.mpms.mufg.com by submitting a duly filled and signed Form ISR-4 & ISR-5, as the case may be along with recent Client Master List. 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 as stated above.
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 Saturday, April 25, 2026 at 9:00 a.m. and will end on Tuesday, April 28, 2026 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., Wednesday, April 22, 2026,

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., Wednesday, April 22, 2026 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 dematerialized form) as on the cut-off date i.e., Wednesday, April 22, 2026. 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 Wednesday, April 22, 2026.

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 Wednesday, April 29, 2026 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 30 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 Act.

In line with the MCA 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 The 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 / 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.nsd.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.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.

NSDL Mobile App is available on



Type of Members	Login Method
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.
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.

- iv. 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 e-mail 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.nsd.com.
- b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsd.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 the 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, Assistant Vice President - NSDL or Mr. Amit Vishal, Deputy Vice President - NSDL at evoting@nsdl.com.

Process for those Members whose e-mail 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 the 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 igrs.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 igrs.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 e-mail 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.
5. In case of joint holder attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.

Instructions for Members for attending the AGM through VC/OAVM are as under:

- a. Member will be provided with a facility to attend the 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 SS-2, additional information relating to the particulars of Directors who are proposed to be appointed / re-appointed are given below:

Item No.	3	4
Name	Mr. Vaibhav Karandikar (DIN:09049375)	Mr. Eric Mansion (DIN:10654588)
Age	53 years	50 years
Qualifications	Chartered Accountant from The Institute of Chartered Accountants of India, Cost Accountant from The Institute of Cost Accountants of India and Company Secretary from The Institute of Company Secretaries of India.	Master's degree of Biochemistry (Maitrise) Bachelor's degree of Biochemistry (Licence).
Brief profile including expertise and experience	<p>Mr. Vaibhav Karandikar joined Sanofi in April 2007. Since then, he had growing responsibilities in Accounting, Taxation, Business Finance and on various M&A/Integration projects for both commercial and manufacturing operations. His last role for the India operations was that of CFO India wherein he spearheaded the finance operations for Sanofi in India. During the tenure he played a key role as Finance Business Partner and contributed to the value creation initiatives in the Company. He played a pivotal role in several key projects, including demerger of Consumer Healthcare business, acquisitions, divestitures, and other business critical projects.</p> <p>Vaibhav is now working as the Global Head of Accounting & Reporting for the Sanofi Group wherein he is responsible for the accounting, management & legal reporting & tax compliance activities for Sanofi entities across the world. He is also responsible for the global finance transformation initiatives in this space and internal control activities for the Manage Finance domain.</p> <p>Prior to joining Sanofi, he held the position of Senior Manager Finance & Company Secretary at Sandoz India Private Limited, where he headed the finance function for the Commercial operations. He has also been associated with Aventis Pharma Limited, Tata Power Limited, and Hindustan Ciba Geigy in the past.</p>	<p>Mr. Eric Mansion is the General Manager of India & South East Asia which includes India, TMS (Thailand, Malaysia, Singapore), Vietnam & Cambodia, Philippines, Indonesia, Pakistan and Bangladesh for Sanofi Pharma.</p> <p>Eric has vast experience in various areas such as Business Operations, Global Product Leadership, Country and Regional General Management.</p> <p>Prior to taking on his current role in February 2024, Eric was the Global Head of Vaxellis Business Unit in Sanofi. He began his career with Sanofi in Supply Chain at global level. He then transitioned to managing Vaccines business operations for Key and Emerging markets. Eric assumed leadership roles (country General Manager and Regional Head) from 2009 onwards based in different countries throughout Asia. His role in Vaccines Operations saw him establishing new business models and developing new distribution channels to increase access to vaccination and strengthen the footprint of Sanofi in the immunization community in the region.</p> <p>Eric holds a Master degree of Biochemistry from Luminy Marseille as well.</p>
Directorships in other Companies in India	NIL	NIL
Committee Memberships and Chairmanships in the Company	Member of Audit Committee of the Board of the Company.	Member of Nomination and Remuneration Committee of the Board of the Company.
Membership / Chairmanship of Committees of other Boards	NIL	NIL
Listed entities from which the Director has resigned in last 3 (three) years	NIL	NIL
Number of Board meetings attended during the year	In the year 2025, Mr. Vaibhav Karandikar attended 10 (ten) Board meetings held during the year 2025.	In the year 2025, Mr. Eric Mansion attended 9 (nine) Board meetings held during the year 2025.
Remuneration last drawn for the financial year 2025	None	None
Remuneration sought to be paid	NA	NA
Terms and conditions of appointment	Non-Executive Director as per the Nomination and Remuneration Policy of the Company.	Non-Executive Director as per the Nomination and Remuneration Policy of the Company.

Item No.	3	4
Relationship with other Directors and KMP	None	None
Date of first appointment on the Board	February 23, 2021	June 3, 2024
Shareholding in the Company	NIL	NIL

Item No.	5 & 6	7
Name	Ms. Sudipta Chakraborty (DIN: 07166912)	Mrs. Rajani Kesari (DIN: 02384170)
Age	44 years	54 years
Qualifications	Ms. Sudipta Chakraborty is a 2005 graduate of the National Law School of India University (NLSIU), Bengaluru and holds a B.A. LLB (Hons) degree.	Mrs. Rajani Kesari is a commerce graduate, Chartered Accountant, Cost Accountant and Certified Public Accountant from the US.
Brief profile including expertise and experience	<p>Ms. Sudipta Chakraborty brings over two decades of multifaceted legal experience, having built scaled and led high-performing and cross-cultural, legal, compliance, and taxation teams across geographies, with a focus on APAC and China region. Her professional journey spans leadership roles across jurisdictions and various sectors and in her last role she was Vice President- Group Legal & Compliance at the Aditya Birla Group and also a member of the Group's Global Legal Leadership Team. Ms. Chakraborty has a proven track record of driving impact with a strong enterprise leadership mindset to legal, compliance and regulatory strategy, risk management, and innovation enablement. Under her leadership, her teams have been recognized as true competitive advantage for the organization.</p> <p>Ms. Chakraborty specializes in Mergers & Acquisitions, Corporate Restructuring and Antitrust laws, Corporate Governance and Compliance, Intellectual Property laws, Pharmaceutical and FMCG sector specific laws, Privacy and Technology laws, Ethics, Business Integrity and Investigations, labor laws and Taxation laws.</p> <p>At Sanofi India Limited, Ms. Chakraborty leads the legal function with a strong focus on strengthening compliance, governance frameworks, regulatory readiness, and intellectual property strategy, ensuring alignment with the company's mission of delivering innovative healthcare solutions responsibly and ethically, amid evolving healthcare regulations and rapid industry transformation.</p>	<p>Mrs. Kesari has skills in Business Partnering, M&A and subsequent integrations, Simplification programs for cost efficiencies, Internal Audit and Internal Controls, Global Tax, Treasury, Shared Services implementation and leadership and Accounting. She has worked in different geographies leading teams from diverse cultures and has proven track record in identifying and developing talent and creating an engaged team. Mrs. Rajani Kesari has professional experience in different industries and business models working in Energy Management, Pharmaceutical and Building materials industries.</p> <p>In her last assignment, she was the CFO of Nayara Energy Limited. Prior to Nayara, she was the CFO for Holcim India, handling finance for listed entities of Ambuja Cements and ACC Limited. Mrs. Kesari has diverse experience with global profile in strategic planning, business partnering, M&A, internal audit, taxation and investor relations. She has also played a very meaningful role in driving business impact both in India and overseas.</p>
Directorships in other companies in India	None	<ul style="list-style-type: none"> ● Thermax Limited ● Thermax Babcock and Wilcox Energy Solutions Limited ● Integris Medtech Limited ● Translumina Therapeutics Private Limited

Item No.	5 & 6	7
Committee Memberships and Chairmanships in the Company	None	None
Membership / Chairmanship of Committees of other Boards	None	<p>Thermax Limited</p> <ul style="list-style-type: none"> Audit Committee – Member <p>Thermax Babcock and Wilcox Energy Solutions Limited</p> <ul style="list-style-type: none"> Audit Committee – Chairperson <p>Integris Medtech Limited</p> <ul style="list-style-type: none"> Audit Committee – Member Corporate Social Responsibility-Member
Listed entities from which the Director has resigned in last 3 (three) years	NIL	NIL
Number of Board meetings attended during the year 2025	NA	NA
Remuneration last drawn for the financial year 2025	₹ 7.02 million (from June 2, 2025 to December 31, 2025)	NA
Remuneration sought to be paid	As mentioned in the Explanatory statement.	Sitting Fees and Commission approved by the Board as per the Nomination and Remuneration Policy of the Company.
Terms and conditions of appointment	As mentioned in the Explanatory statement.	As per the draft letter of appointment setting out the terms and conditions disclosed on the website.
Relationship with other Directors and KMP	None	None
Date of first appointment on the Board	NA	NA
Shareholding in the Company	Nil	Nil

Item No.	8
Name	Mr. Siraj Azmat Chaudhry (DIN: 00161853)
Age	59 years
Qualifications	Mr. Siraj Chaudhry holds an MBA from the Indian Institute of Foreign Trade (IIFT) and is B. Com. (Hons) from Shri Ram College of Commerce, University of Delhi.
Brief profile including expertise and experience	<p>Mr. Siraj Chaudhry has an experience of over 35 years of which 20 years in leadership roles building, turning around, acquiring, divesting businesses in Agriculture and Food space. He has Exceptional people leadership traits with ability to recognize and groom talent. Strong internal and external stakeholder management with ability to navigate operating landscape in India and abroad. He is an industry expert, thought leader, innovator and a leading voice in the agriculture and food industry. He has worked extensively with industry, the social sector, and the Government on transformational and numerous nation-building projects.</p> <p>Mr. Chaudhry was the Chairman of Cargill India (2008-2018), the Indian arm of Cargill Inc., where he led the build and expansion of Cargill's Food Business in India. Under his leadership, Cargill's Food Business became 5,000 Cr. entity in edible oils, flour, corn products, and food ingredients. He was instrumental in transforming a traditional B2B business into an FMCG company of repute. He is credited with pioneering edible oil fortification as a practice, recognized by Fortune Magazine as a Change the World activity.</p>

Item No.	8
Directorships in other companies in India	<ul style="list-style-type: none"> • Arboreal Bioinnovations Private Limited • Jubilant Ingrevia Limited • Carrier Airconditioning & Refrigeration Limited • Bikaji Foods International Limited • Triveni Engineering and Industries Limited
Committee Memberships and Chairmanships in the Company	None
Membership / Chairmanship of Committees of other Boards	<p>Jubilant Ingrevia Limited</p> <ul style="list-style-type: none"> • Audit Committee – Member • Nomination, Remuneration and Compensation Committee – Member • Stakeholders Relationship Committee – Chairman • Risk Management Committee - Member <p>Bikaji Foods International Limited</p> <ul style="list-style-type: none"> • Audit Committee – Member • Nomination and Remuneration Committee – Chairman • Stakeholders Relationship Committee – Member • Risk Management Committee – Member • Corporate Social Responsibility Committee - Member <p>Triveni Engineering and Industries Limited</p> <ul style="list-style-type: none"> • Audit Committee – Member • Nomination and Remuneration Committee – Member
Listed entities from which the Director has resigned in last 3 (three) years	<ul style="list-style-type: none"> • Tata Consumer Products Limited • Dhanuka Agritech Limited
Number of Board meetings attended during the year 2025	NA
Remuneration last drawn for the financial year 2025	NA
Remuneration sought to be paid	Sitting Fees and Commission approved by the Board as per the Nomination and Remuneration Policy of the Company.
Terms and conditions of appointment	As per the draft letter of appointment setting out the terms and conditions disclosed on the website.
Relationship with other Directors and KMP	None
Date of first appointment on the Board	NA
Shareholding in the Company	Nil

Explanatory Statement

Explanatory Statement relating to the Special Business mentioned in Item No. 5 to 11 in the accompanying Notice of the Annual General Meeting ('AGM'), pursuant to Section 102 of the Companies Act, 2013, and Secretarial Standard-2 on General Meetings is given below:

Item No. 5 & 6

Based on the recommendation of the Nomination and Remuneration Committee, the Board at its Meeting held on February 25, 2026 appointed Ms. Sudipta Chakraborty (DIN: 07166912) as an Additional Director with effect from March 1, 2026 in terms of Section 161 of the Companies Act, 2013 ('the Act') and Rules framed thereunder.

Pursuant to the provisions of Section 161(1) of the Act and Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), Ms. Sudipta Chakraborty will hold the office of a Director up to the date of the next general meeting or for a period of 3 (three) months from the date of appointment, whichever is earlier.

The Board, at its meeting held on February 25, 2026, based on the recommendation of the Nomination and Remuneration Committee, subject to the approval of the Members of the Company, also approved appointment of Ms. Sudipta Chakraborty as the Whole-time Director for a term of 3 (three) years with effect from March 1, 2026, liable to retire by rotation. Ms. Sudipta Chakraborty will be Key Managerial Personnel of the Company.

Ms. Sudipta Chakraborty has given her consent to act as the Whole-time Director of the Company and has confirmed that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act and satisfies all the conditions as set out under Part I of Schedule V of the Act.

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 Ms. Sudipta Chakraborty for the office of a Director.

The remuneration proposed to be paid to Ms. Sudipta Chakraborty is set out below:

1. Basic Salary – ₹ 67,98,000 per annum.
2. Flexi Compensation Plan of ₹ 56,55,256 per annum and such higher amount as may be decided by the Board from time to time and in alignment with the Company policy.
3. Provident Fund - Company's contribution not to exceed 12% of Basic salary.
4. Gratuity – Company's contribution not to exceed 4.81% of Basic salary.
5. Increments - Such increments as may be fixed by the Board of Directors from time to time, not exceeding 25% per annum.
6. Performance Bonus with a target payout of ₹ 33,99,000 per annum for the financial year ending December 31, 2026 (which is subject to annual revision) and a payout range of 0% to 200% of target amount to be paid at the end of the financial year, as may be determined by the Board of Directors.
7. Coverage for Hospitalisation, Life and Accident Insurance in line with the applicable Company policy.
8. Leave as per the Company policy.
9. Reimbursement of actual travelling and entertainment expenses incurred on behalf of the Company.
10. Reimbursement of expenses on mobile phone and internet at residence as per rules & applicable policy.
11. The grant of stock-linked incentive plans, whether existing or newly declared, shall be at the sole discretion of the global parent Company, as per the policy of the global parent Company. These are not charged to the Company and there is neutral impact on the financials of the Company.

(All the above perquisites shall be valued as per Income-tax Rules, wherever applicable. In the absence of any such Rule, perquisites shall be valued at actual cost.)

MINIMUM REMUNERATION

In any financial year, during her tenure, if the Company has no profits or its profits are inadequate, the Company shall pay the remuneration to Ms. Sudipta Chakraborty in accordance with the provisions of Section 197 read with Schedule V of the Act and Rules framed thereunder and any other applicable provisions of the Act or any statutory modification or re-enactment thereof.

A copy of the agreement between Ms. Sudipta Chakraborty and the Company containing terms of her appointment referred in this Notice will be available for inspection without any fees by the Members up to the date of passing of the Resolutions. The Members may write an e-mail to igrc.sil@sanofi.com for inspection of the same.

The Board of Directors is of the opinion that knowledge and experience, as provided in Note 21 of the Notice of the AGM, of Ms. Sudipta Chakraborty will be of immense value to the Company. The Board, therefore, recommends the approval of the Ordinary Resolutions set out at Item No. 5 & 6 of the Notice convening the Meeting.

Except Ms. Sudipta Chakraborty, 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 Resolutions except to the extent of their shareholding in the Company, if any.

Item No. 7

Pursuant to recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors of the Company, at its meeting held on February 25,

2026, appointed Mrs. Rajani Kesari (DIN: 02384170) as an Additional Director (designated as Independent Director) of the Company with effect from April 1, 2026. Considering Mrs. Kesari's extensive knowledge, expertise, experience and skill sets and based on the recommendation of the NRC, the Board of Directors appointed Mrs. Rajani Kesari as Independent Director of the Company for the first term of 5 (five) consecutive years with effect from April 1, 2026, not liable to retire by rotation.

Mrs. Rajani Kesari is not disqualified from appointed as Director in terms of Section 164 of the Companies Act 2013 ('the 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 her (i) intimation in Form DIR-8 to the effect that she is not disqualified under the Act; (ii) declaration that she meets with the criteria of independence as prescribed under the Act and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'); (iii) declaration towards inclusion of her name in the data bank maintained for Independent Directors; and (iv) in terms of Regulation 25(8) of the Listing Regulations, a confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Mrs. Kesari has also confirmed that she 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, Mrs. Rajani Kesari fulfills the conditions specified in the Act and the Rules framed thereunder and also under the Listing Regulations for 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 Mrs. Rajani Kesari 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 Mrs. Rajani Kesari is provided in the Note 21 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 Mrs. Rajani Kesari will be of immense value to the Company. The Board, therefore, recommends the approval of the Special Resolution set out at Item No. 7 of this Notice.

Except Mrs. Rajani Kesari, 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. 8

Pursuant to recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors of the Company, at its meeting held on March 25, 2026, appointed Mr. Siraj Azmat Chaudhry (DIN: 00161853) as an Additional Director (designated as Independent Director) of the Company with effect from April 1, 2026. Considering Mr. Chaudhry's extensive knowledge, expertise, experience and skill sets and based on the recommendation of the NRC, the Board of Directors appointed Mr. Siraj Azmat Chaudhry as Independent Director of the Company for the first term of 5 (five) consecutive years with effect from April 1, 2026, not liable to retire by rotation.

Mr. Siraj Azmat Chaudhry is not disqualified from appointed as Director in terms of Section 164 of the Companies Act 2013 ('the 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 ('the 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 the 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. Chaudhry 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. Siraj Azmat Chaudhry fulfills the conditions specified in the Act and the Rules framed thereunder and also under the Listing Regulations for 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. Siraj Azmat Chaudhry 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. Siraj Azmat Chaudhry is provided in the Note 21 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 the AGM, of Mr. Siraj Azmat Chaudhry will be of immense value to the Company. The Board, therefore, recommends the approval of the Special Resolution set out at Item No. 8 of the Notice.

Except Mr. Siraj Azmat Chaudhry, 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. 9

The Company is inter alia engaged in the business of manufacturing, marketing, trading, import and export of pharmaceutical products. In the ordinary course of its business, the Company imports various products and Active Pharmaceutical Ingredients ('APIs') from and also exports its products to Sanofi-Aventis Singapore Pte. Limited, Singapore ('SASPL'). SASPL is a related party of the Company as defined under Section 2(76) of the Companies Act, 2013 ('the Act') and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') (including any statutory modification(s) and / or re-enactment(s) thereof for the time being in force).

The transactions for purchase, sale or receipt of products, goods, APIs, materials, services, other obligations from and export of products to SASPL are deemed to be 'material' in nature as defined under Regulation 23 of the Listing Regulations as they exceed 10% of the annual turnover of the Company. The Members at the 61st Annual General Meeting of the Company held on May 5, 2017 approved the Related Party Transactions between the Company and SASPL for an amount not exceeding in aggregate ₹ 20,000 million in each financial year.

Considering the business projections and dynamic nature of the pharmaceutical industry, where neither demand nor foreign exchange rates can be predicted in advance, the Company expects the level of transactions in financial year 2026 with SASPL to exceed the prescribed materiality threshold under the Listing Regulations. The aggregate value of these transactions to be entered during financial year 2026 is expected to be up to ₹ 13,850 million. Since the transactions with SASPL during financial year 2026 are likely to exceed 10% of the turnover of the Company, approval of the Members is being sought to enable smooth business operations.

The information as required under the Industry Standards Forum ('ISF') Note for approval of RPTs with SASPL, as placed before the Audit Committee has been incorporated below along with minimum information for the Members for approval of material RPTs :

Part A :- Minimum Information placed before the Members for approval of RPTs with SASPL

Sr. No.	Description as per ISF Note	Information provided by the Management
Basic details of the related party		
1	Name of the related party	Sanofi-Aventis Singapore Pte. Limited
2	Country of incorporation of the related party	Singapore
3	Nature of business of the related party	Manufacturing & Trading of Pharma & Vaccine products

SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 ('Circular'), has mandated listed companies to follow Industry Standards on 'Minimum Information to be provided to the Audit Committee and Members for approval of Related Party Transactions' ('RPTs') ('ISF Note'). The Management has provided the Audit Committee with relevant details as required under the ISF Note. After considering the same, the Audit Committee and the Board of Directors have approved the proposed material RPTs with SASPL for an aggregate value up to ₹ 13,850 million during financial year 2026, noting that these transactions will be carried out at arm's length and in the ordinary course of business.

The Company's Ultimate Holding Company, Sanofi S.A. has discovered, developed, acquired and / or licensed certain products and APIs. SASPL has the rights to manufacture, promote, market, distribute and / or sell the same for the Asia Pacific Region. The Company imports finished products for sale in India and also imports APIs for manufacture of products in India from SASPL, which has granted to the Company the exclusive right to use the trademarks and / or the intellectual property rights in the products free of cost for sale in India. Similarly, products manufactured in India by the Company are exported to other countries through SASPL. These transactions are necessary, normal and incidental to business and play a significant role in the Company's business operations. They enhance operational efficiency, leverage global expertise and strengthen the Company's market position in India. The Board is of the opinion that the transactions are in the interests of the Company and not prejudicial to the interest of Public Shareholders.

In terms of the provisions of the Listing Regulations, related parties as defined thereunder [whether such related party(ies) is a party to the aforesaid transactions or not], shall not vote to approve this Resolution.

Basis the consideration and approval of the Audit Committee and the Board, the Board recommends the Ordinary Resolution as set out at Item No. 9 of this Notice for approval of the Members.

Sr. No.	Description as per ISF Note	Information provided by the Management
Relationship and ownership of the related party		
4	Relationship between the listed entity and the related party including nature of its concern (financial or otherwise)	Fellow subsidiary of Sanofi Group
4.1	Shareholding of the listed entity (whether direct or indirect), in the related party	Nil
4.2	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity	NA
4.3	Shareholding of the related party, whether direct or indirect, in the listed entity	Sanofi S.A., is the Ultimate Holding Company for both the Company as well as SASPL. However, there is no direct / indirect shareholding of SASPL in the Company.
Details of previous transactions with the related party		
5	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year (i.e. FY 2025):	
	Nature of transactions	Amount (₹ in million)
	i. Sale of Products	2,254
	ii. Purchase of Raw Material and Stock in Trade	4,623
	iii. Sale of Services	34
	iv. Expenses recharged to other companies	24
	v. Expenses recharged by other companies	1
	Total	6,936
6	Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought	NA
7	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year	No
Amount of the proposed transaction(s)		
8	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee / Members	Up to ₹ 13,850 million
9	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	The proposed transactions with SASPL in FY 2026 are expected to exceed the materiality threshold under Regulation 23 of the Listing Regulations. Accordingly, and in line with best governance practices, the Company seeks approval of the Members by way of an Ordinary Resolution.
10	Value of the proposed transactions as a percentage of the listed entity's annual turnover for the immediately preceding financial year (i.e. FY 2025)	75.38%
11	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year	NA, as the Company does not have any subsidiary.
12	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available	3.27%

Sr. No.	Description as per ISF Note	Information provided by the Management	
13	Financial performance of the related party for the immediately preceding financial year (i.e. financial year ended September 30, 2025):		
	Particulars		Amount (₹ in million)
	Turnover		424,145
	Profit After Tax		84,964
	Net worth		152,031
Basic details of the proposed transactions			
14	Specific type of the proposed transactions	Nature of Transaction	Amount (₹ in million)
		i. Sale and Export of Goods and Services	3,200
		ii. Purchase of Goods and Services	9,550
		iii. Provision of Business Support Services	500
15	Details of each type of the proposed transactions	iv. Reimbursement of expenses and other obligations	600
		Total	13,850
		The figures mentioned in Sr. No. i to iv above are indicative and is subject to change based on the actual transactions that may take place in FY 2026 with SASPL, however, the aggregate of transactions with SASPL will not exceed the overall proposed limit of ₹ 13,850 million in FY 2026.	
16	Tenure of the proposed transactions	FY 2026	
17	Whether omnibus approval is being sought?	Yes	
18	Value of the proposed transaction during a financial year	Up to ₹ 13,850 million	
	If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise	NA	
19	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<p>The Company proposes to enter into RPTs with SASPL for the import and export of materials and services and other obligations. The proposed transactions enable the Company to access high-quality pharmaceutical products and APIs from Sanofi's global manufacturing facilities, which operate under stringent quality standards and regulatory compliance frameworks. This ensures consistent product quality and reliability for Indian patients and form part of the integrated global supply chain strategy of the Sanofi Group.</p> <p>Terms and conditions for transaction in ordinary course of business and at arm's length:</p> <ul style="list-style-type: none"> ● Delivery of Materials – CPT for Exports / CIP for Imports ● Payment terms – 60 days ● Indirect Taxes as applicable ● Currency – Euro / INR 	

Sr. No.	Description as per ISF Note	Information provided by the Management
20	Details of the Promoter(s) / Director(s) / Key Managerial Personnel of the listed entity who have interest in the transaction, whether directly or indirectly:	The below-mentioned Promoter(s) / Director(s) / Key Managerial Personnel of the Company have indirect interest in the transactions, being part of the Sanofi Group.
	a) Name of the Director / Key Managerial Personnel	Promoters – Sanofi S.A. and Hoechst GmbH Directors and Key Managerial Personnel - Mr. Eric Mansion - Non-Executive Director, Mr. Vaibhav Karandikar - Non-Executive Director, Mr. Deepak Arora – Managing Director, Mr. Rachid Ayari – Whole-time Director and Chief Financial Officer, Mr. Mahadev Gawade – Whole-time Director, Ms. Sudipta Chakraborty – Whole-time Director*, Mr. Haresh Vala, Company Secretary and Compliance Officer.
	b) Shareholding of Director / Key Managerial Personnel, whether direct or indirect in the related party	None of the Directors and Key Managerial Personnel hold any shares in SASPL.
21	A copy of the valuation or other external party report, if any, placed before the Audit Committee	NA
22	Other information relevant for decision making	All important information forms part of the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act forming part of this Notice.

* Proposed as Director and Whole-time Director as part of this Notice.

Part B:- Specific Disclosure in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sr. No.	Description as per ISF Note	Information provided by the Management
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	<p>The Company is inter alia, engaged in the business of manufacturing, marketing, trading, import and export of pharmaceutical products. The Company in the ordinary course of its business, imports various products and APIs from and also exports its products to SASPL. SASPL is a 'Related Party' within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations. Transactions for purchase, transfer or receipt of products, goods, APIs, materials, services, other obligations from and export of products to SASPL are deemed to be 'material' in nature as defined in the Listing Regulations as they are expected to exceed the materiality threshold under Regulation 23 of the Listing Regulations.</p> <p>The annual value of the transactions proposed is estimated on the basis of the Company's current transactions and future business projections. The Company's Ultimate Holding Company, Sanofi S.A. has discovered, developed, acquired and / or licensed certain products and APIs. SASPL has the rights to manufacture, promote, market, distribute and / or sell the same for the Asia Pacific Region. The Company imports finished products for sale in India and also imports APIs for manufacture of products in India from SASPL, which has granted to the Company the exclusive right to use the trademarks and / or the intellectual property rights in the products free of cost for sale in India. Similarly, products manufactured in India by the Company are exported to other countries through SASPL. The Board is of the opinion that the transactions of purchase of products, APIs from / export of products and services to / from SASPL are in the interests of the Company.</p> <p>The traditional competitive bidding process is not applicable to these transactions due to the unique nature and the specialized pharmaceutical products involved. Unlike standard commodity purchases where multiple suppliers can provide identical products, our transactions involve:</p> <ol style="list-style-type: none"> 1. Proprietary pharmaceutical formulations and active ingredients 2. Products covered by intellectual property rights 3. Exclusive licensing arrangements 4. Specialized manufacturing capabilities within the Sanofi global network.

Sr. No.	Description as per ISF Note	Information provided by the Management
2	Basis of determination of price	These transactions are conducted in the ordinary course of business and at arm's length. An independent external consulting firm has reviewed these RPTs and provided benchmarks upon which the arm's length pricing was determined.
3	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: <ul style="list-style-type: none"> i. Amount of Trade Advance ii. Tenure iii. Whether the same is self-liquidating? 	NA

Point B (2) to B (7) of table forming part of Clause 4 of the ISF Note is not applicable.

Part C forming part of Clause 4 of the ISF Note is not applicable.

Minimum Information for Members for approval of RPTs:

Sr. No.	Description as per ISF Note	Details
1	Information as placed before the Members in the format as specified in the RPT Industry Standards, to the extent applicable	Refer above table of minimum information placed before the Members for approval of RPTs with SASPL.
2	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	Please refer Sr. No. 19 at Part A of the minimum information in the Explanatory Statement above.
3	Disclosure of the fact that the Audit Committee has reviewed the certificates provided by the CEO / Managing Director / Whole Time Director / Manager and CFO of the listed entity as required under the RPT Industry Standards	The Audit Committee has reviewed the certificate issued by the Managing Director and Chief Financial Officer of the Company, as required under the RPT Industry Standards confirming that the terms of aforesaid RPTs proposed to be entered into with SASPL are in the interest of the Company.
4	Disclosure that the material RPT or any material modification thereto has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the Members	The Audit Committee, at its meeting held on February 24, 2026, reviewed the relevant details and information of the proposed material RPTs, as required under the Listing Regulations read with the Industry Standards on "Minimum information to be provided to the Audit Committee and Members for approval of Related Party Transactions" and granted approval for the material RPTs to be entered into, as mentioned in Item No. 9 and recommended the same to the Board. The Board of Directors, at its meeting held on February 25, 2026, considering the approval of the Audit Committee and reviewing all the relevant details of the proposed material RPTs, recommended the same to the Members for their approval.
5	Web-link and QR Code, through which Members can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	NA

Sr. No.	Description as per ISF Note	Details
6	Affirmation that the Audit Committee and Board of Directors, while providing information to the Members, have redacted the commercial secrets and such other information that would affect competitive position of listed entity and in its assessment, the redacted disclosures still provide all the necessary information to the Members for informed decision making	All such information as is necessary for the Members to make informed decisions has been provided to them in this Explanatory Statement.
7	Any other information that may be relevant	The Members may note that the Company has not breached the material threshold limits for RPTs with SASPL as on the date of this Notice and the Company will not breach the said limit till the date of Members' approval.

Item No. 10

The Company is inter alia engaged in the business of manufacturing, marketing, trading, import and export of pharmaceutical products. In the ordinary course of its business, the Company enters into various transactions with Sanofi Healthcare India Private Limited ('SHIPL'), such as purchase and sale of goods, rendering and receiving of services, and other transactions for business purposes. SHIPL is a related party of the Company as defined under Section 2(76) of the Companies Act, 2013 ('the Act') and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') (including any statutory modification(s) and / or re-enactment(s) thereof for the time being in force).

The transactions for purchase, sale or receipt of products, goods, materials, services, other obligations from SHIPL are deemed to be 'material' in nature as defined under Regulation 23 of the Listing Regulations as they exceed 10% of the annual turnover of the Company.

Considering the business projections and dynamic nature of the pharmaceutical industry, where neither demand nor market conditions can be predicted in advance, the Company expects the level of transactions in financial year 2026 with SHIPL to exceed the prescribed materiality threshold under the Listing Regulations. The aggregate value of these transactions to be entered during financial year 2026 is expected to be up to ₹ 5,300 million. Since the transactions with SHIPL during financial year 2026 are likely to exceed 10% of the turnover of the Company, approval of the Members is being sought to enable smooth business operations.

SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 ('Circular'), has mandated listed companies to follow Industry Standards on 'Minimum Information to be provided to the Audit

Committee and Members for approval of Related Party Transactions' ('RPTs') ('ISF Note'). The Management has provided the Audit Committee with relevant details as required under the ISF Note. After considering the same, the Audit Committee and the Board of Directors have approved the proposed material RPTs with SHIPL for an aggregate value up to ₹ 5,300 million during FY 2026, noting that these transactions will be carried out at arm's length and in the ordinary course of business.

The Company and SHIPL, both indirect subsidiaries of Sanofi S.A., collaborate closely to leverage group synergies in the Indian pharmaceutical market. SHIPL provides specialized marketing, distribution support, business development services and market access expertise that complement the Company's manufacturing capabilities, while the Company supplies finished products and technical support to SHIPL. This arrangement optimizes supply chain efficiency, shared infrastructure utilization, technical know-how exchange and enables both entities to strengthen Sanofi's overall presence and competitiveness in India.

These transactions are necessary, normal and incidental to business and play a significant role in the Company's business operations. They enhance operational efficiency, leverage group expertise and strengthen the Company's market position in India. The Board is of the opinion that the transactions are in the interests of the Company and not prejudicial to the interest of Public Shareholders.

In terms of the provisions of the Listing Regulations, related parties as defined thereunder [whether such related party(ies) is a party to the aforesaid transactions or not], shall not vote to approve this Resolution.

Basis the consideration and approval of the Audit Committee and the Board, the Board recommends the Ordinary Resolution as set out at Item No. 10 of this Notice for approval of the Members.

The information as required under the Industry Standards Forum ('ISF') Note for approval of RPTs with SHIPL, as placed before the Audit Committee has been incorporated below along with minimum information for the Members for approval of material RPTs :

Part A :- Minimum Information placed before the Members for approval of RPTs with SHIPL

Sr. No.	Description as per ISF Note	Information provided by the Management
Basic details of the related party		
1	Name of the related party	Sanofi Healthcare India Private Limited
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Manufacturing & Trading of Pharma & Vaccine products
Relationship and ownership of the related party		
4	Relationship between the listed entity and the related party including nature of its concern (financial or otherwise)	Fellow subsidiary of Sanofi Group
4.1	Shareholding of the listed entity (whether direct or indirect), in the related party	Nil
4.2	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity	NA
4.3	Shareholding of the related party, whether direct or indirect, in the listed entity	Sanofi S.A., is the Ultimate Holding Company for both the Company as well as SHIPL. However, there is no direct / indirect shareholding of SHIPL in the Company.
Details of previous transactions with the related party		
5	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year (i.e. FY 2025):	
	Nature of transactions	Amount (₹ in million)
	i. Sale of Products	8
	ii. Purchase of Raw Material and Stock in Trade	745
	iii. Sale of Services	605
	iv. Expenses recharged to other companies	5
	v. Expenses recharged by other companies	19
	vi. Rent Income	2
	Total	1,384
6	Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought	NA
7	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year	No
Amount of the proposed transaction(s)		
8	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee / Members	Up to ₹ 5,300 million
9	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	The proposed transactions with SHIPL in FY 2026 are expected to exceed the materiality threshold under Regulation 23 of the Listing Regulations. Accordingly, and in line with best governance practices, the Company seeks approval of the Members by way of an Ordinary Resolution.
10	Value of the proposed transactions as a percentage of the listed entity's annual turnover for the immediately preceding financial year (i.e. FY 2025)	28.85%

Sr. No.	Description as per ISF Note	Information provided by the Management
11	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year	NA, as the Company does not have any subsidiary.
12	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available	31.81%
13	Financial performance of the related party for the immediately preceding financial year (i.e. financial year ended March 31, 2025):	
	Particulars	Amount (₹ in million)
	Turnover	16,661
	Profit After Tax	16,620
	Net worth	20,172
Basic details of the proposed transaction		
14	Specific type of the proposed transactions	Nature of Transaction
15	Details of each type of the proposed transaction	Amount (₹ in million)
	i. Sale and Export of Goods and Services	500
	ii. Purchase of Goods and Services	2,500
	iii. Provision of Business Support Services and Toll Manufacturing Services	1,500
	iv. Availing of product development services	100
	v. Reimbursement of fees, expenses and other obligations	700
	Total	5,300
	The figures mentioned in Sr. No. i to v above are indicative and is subject to change based on the actual transactions that may take place in FY 2026 with SHIPL, however, the aggregate of transactions with SHIPL will not exceed the overall proposed limit of ₹ 5,300 million in FY 2026.	
16	Tenure of the proposed transactions	FY 2026
17	Whether omnibus approval is being sought?	Yes
18	Value of the proposed transaction during a financial year	Up to ₹ 5,300 million
	If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise	NA
19	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<p>The Company proposes to enter into RPTs with SHIPL for the purchase and sale of materials, products, services and other obligations. The proposed transactions enable the Company to access high-quality pharmaceutical products and APIs from Sanofi's global manufacturing facilities, which operate under stringent quality standards and regulatory compliance frameworks. This ensures consistent product quality and reliability for Indian patients and form part of the integrated global supply chain strategy of the Sanofi Group.</p> <p>Terms and conditions for transaction in ordinary course of business and at arm's length:</p> <ul style="list-style-type: none"> ● Delivery of Materials – FCA for Sales and Purchases ● Payment terms – 60 days ● Indirect Taxes as applicable ● Currency – INR

Sr. No.	Description as per ISF Note	Information provided by the Management
20	Details of the Promoter(s) / Director(s) / Key Managerial Personnel of the listed entity who have interest in the transaction, whether directly or indirectly:	The below-mentioned Promoter(s) / Director(s) / Key Managerial Personnel of the Company have indirect interest in the transactions, being part of the Sanofi group. Promoters – Sanofi S.A. and Hoechst GmbH Directors and Key Managerial Personnel - Mr. Eric Mansion - Non-Executive Director, Mr. Vaibhav Karandikar - Non-Executive Director, Mr. Deepak Arora – Managing Director, Mr. Rachid Ayari – Whole-time Director and Chief Financial Officer, Mr. Mahadev Gawade – Whole-time Director, Ms. Sudipta Chakraborty – Whole-time Director*, Mr. Haresh Vala, Company Secretary and Compliance Officer.
	a) Name of the Director / Key Managerial Personnel	
	b) Shareholding of Director / Key Managerial Personnel, whether direct or indirect in the related party	None of the Directors and Key Managerial Personnel hold any shares in SHIPL.
21	A copy of the valuation or other external party report, if any, placed before the Audit Committee	NA
22	Other information relevant for decision making	All important information forms part of the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act forming part of this Notice.

* Proposed as Director and Whole-time Director as part of this Notice.

Part B:- Specific Disclosure in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sr. No.	Description as per ISF Note	Information provided by the Management
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	<p>The Company is inter alia, engaged in the business of manufacturing, marketing, trading, import and export of pharmaceutical products. The Company in the ordinary course of its business, purchases various products and raw materials from and also sells raw/packing/excipient materials to SHIPL. SHIPL is a 'Related Party' within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations. Transactions for purchase, transfer or receipt of products, goods, raw / packing / excipient materials, services, other obligations from and sales of materials to SHIPL are deemed to be 'material' in nature as defined in the Listing Regulations as they are expected to exceed the materiality threshold under Regulation 23 of the Listing Regulations.</p> <p>The annual value of the transactions proposed is estimated on the basis of the Company's current transactions and future business projections. The Company's Ultimate Holding Company, Sanofi S.A. has discovered, developed, acquired and / or licensed certain products and APIs. In order to sustain business operations, the Company regularly executes / may execute such transactions with the related party which are in the ordinary course of business, at arm's length and in the interest of the Company. These transactions are proposed considering the complementary nature, competency, strength, technology of related parties, optimal utilization of its resources by the related parties and are also in the best interest of the Company. SHIPL is a subsidiary of Sanofi Group and the Board is of the opinion that the transactions of purchase of products & materials from / sale of products and services to / from SHIPL are in the interests of the Company.</p> <p>The traditional competitive bidding process is not applicable to these transactions due to the unique nature and the specialized pharmaceutical products involved. Unlike standard commodity purchases where multiple suppliers can provide identical products, our transactions involve:</p> <ol style="list-style-type: none"> 1. Proprietary pharmaceutical formulations and active ingredients 2. Products covered by intellectual property rights 3. Exclusive licensing arrangements 4. Specialized manufacturing capabilities within the Sanofi global network

Sr. No.	Description as per ISF Note	Information provided by the Management
2	Basis of determination of price	These transactions are conducted in the ordinary course of business and at arm's length. An independent external consulting firm has reviewed these RPTs and provided benchmarks upon which the arm's length pricing was determined.
3	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: <ol style="list-style-type: none"> i. Amount of Trade Advance ii. Tenure iii. Whether the same is self-liquidating? 	NA

Point B (2) to B (7) of table forming part of Clause 4 of the ISF Note is not applicable.

Part C forming part of Clause 4 of the ISF Note is not applicable.

Minimum Information for Members for approval of RPTs:

Sr. No.	Description as per ISF Note	Details
1	Information as placed before the Members in the format as specified in the RPT Industry Standards, to the extent applicable	Refer above table of minimum information placed before the Members for approval of RPTs with SHIPL.
2	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	Please refer Sr. No. 19 at Part A of the minimum information in the Explanatory Statement above.
3	Disclosure of the fact that the Audit Committee has reviewed the certificates provided by the CEO / Managing Director / Whole Time Director / Manager and CFO of the listed entity as required under the RPT Industry Standards	The Audit Committee has reviewed the certificate issued by the Managing and Chief Financial Officer of the Company, as required under the RPT Industry Standards confirming that the terms of aforesaid RPTs proposed to be entered into with SHIPL are in the interest of the Company.
4	Disclosure that the material RPT or any material modification thereto has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the Members	The Audit Committee, at its meeting held on February 24, 2026, reviewed the relevant details and information of the proposed material RPTs, as required under the Listing Regulations read with the Industry Standards on "Minimum information to be provided to the Audit Committee and Members for approval of Related Party Transactions" and granted approval for the material RPTs to be entered into, as mentioned in Item No. 10 and recommended the same to the Board. The Board of Directors, at its meeting held on February 25, 2026, considering the approval of the Audit Committee and reviewing all the relevant details of the proposed material RPTs, recommended the same to the Members for their approval.

Sr. No.	Description as per ISF Note	Details
5	Web-link and QR Code, through which Members can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	NA
6	Affirmation that the Audit Committee and Board of Directors, while providing information to the Members, have redacted the commercial secrets and such other information that would affect competitive position of listed entity and in its assessment, the redacted disclosures still provide all the necessary information to the Members for informed decision making	All such information as is necessary for the Members to make informed decisions has been provided to them in this Explanatory Statement.
7	Any other information that may be relevant	The Members may note that the Company has not breached the material threshold limits for RPTs with SHIPL as on the date of this Notice and the Company will not breach the said limit till the date of Members' approval.

Item No. 11

The Board of Directors, at its meeting held on February 25, 2026, 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, 2026 at ₹ 4,60,000 (Rupees Four Lakh Sixty Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the aforesaid audit.

In accordance with the provisions of Section 148 of the Companies Act, 2013, read with the Rules framed thereunder, 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, 2026.

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. 11 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

Haresh Vala

Company Secretary and Compliance Officer
Membership No: A18246

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E-mail: igrc.sil@sanofi.com.
Date: March 25, 2026