

SANOFI INDIA LIMITED

CODE OF CONDUCT

Version Control	Date of the Board Meeting for Approval/ Amendment
1.	23 rd July 2014
2.	31 st July 2025

Section 'A'

Sanofi India Limited ("the Company") adopts and aligns its conduct in line with the Global Sanofi Code of Conduct ("Code") which outlines clear standards for ethical and professional behaviour. This Code serves as a foundational framework guiding the day-to-day decisions and actions of all individuals working with or on behalf of Sanofi. The Code can be accessed at www.codeofconduct.sanofi

In addition to the Code, the Company has adopted the following supplementary standards:

Section 'B'

The Code applies to all Sanofi employees as well as individuals working for or representing Sanofi, including contractors and business partners. In addition, the Company explicitly includes Senior Management Personnel and Directors, in accordance with their respective regulatory definitions, within the scope of this Code.

Section 'C'

The Code is further extended to encompass the **Guidelines, Roles and Responsibilities, Duties of Independent Directors** of the Company in compliance with applicable legal and regulatory requirements, as amended from time to time.

I. Guidelines of professional conduct:

An independent director shall:

- (1) uphold ethical standards of integrity and probity;
- (2) act objectively and constructively while exercising his duties;
- (3) exercise his responsibilities in a bona fide manner in the interest of the company;
- (4) devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- (5) not allow any extraneous considerations that will vitiate his exercise of objective independent judgement in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgement of the Board in its decision making;
- (6) not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- (7) refrain from any action that would lead to loss of his independence;
- (8) where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the board accordingly;
- (9) assist the company in implementing best corporate governance practices.

II. Role and functions:

The independent directors shall:

- (1) help in bringing an independent judgement to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- (2) bring an objective view in the evaluation of the performance of board and management;
- (3) scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- (4) satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- (5) safeguard the interests of all stakeholders, particularly the minority shareholders;
- (6) balance the conflicting interest of the stakeholders;
- (7) determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;
- (8) moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

III. Duties:

The independent directors shall:

- (1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- (2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- (3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- (4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (5) strive to attend the general meetings of the company;
- (6) where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- (7) keep themselves well informed about the company and the external environment in which it operates;

(8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;

(9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;

(10) ascertain and ensure that the company has an adequate functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;

(11) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;

(12) acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;

(13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or is required by law.

IV. Compliance Procedures:

Every Director and Covered Employee shall annually confirm on or before January 31 compliance of the Code in the prescribed form given in Annexure - I.

ANNEXURE – I

Date:

To,

The Board of Directors

Sanofi India Limited

Dear Board Members,

I, _____ am a Director/Covered Employee under the Code of Conduct of the Company adopted by the Board of Directors on 31st July 2025. I hereby affirm compliance with the said Code for the financial year ended 31st December _____. *(In case any Section of the Code has not been complied with, please state exact section and circumstances in which not complied and/or waiver granted by the Board, if any).*

Thanking you,

Yours faithfully,

Name –

Designation –