



SANOFI INDIA LIMITED

**Sanofi House, CTS No.117-B, L&T Business Park,
Saki Vihar Road, Powai, Mumbai 400072**
Tel.: **+91(22) 2803 2305** Fax: **+91(22) 2803 2939**
Corporate Identity Number: **L24239MH1956PLC009794**
Website: **www.sanofiindia.com**; Email: **igrc.sil@sanofi.com**

POSTAL BALLOT NOTICE

NOTICE of Postal Ballot is hereby given to the Members of Sanofi India Limited ('the Company'), pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013, (the 'Act'), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended ('Rules'), read with the General Circular Nos. 14/2020 dated 08th April 2020, 17/2020 dated 13th April 2020 and subsequent circulars issued in this regard, the latest one being General Circular No. 09/2024 dated 19th September 2024, issued by the Ministry of Corporate Affairs ('MCA Circulars'), Secretarial Standards issued by the Institute of Company Secretaries of India on General Meetings ('Secretarial Standards-2'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations') and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), that the Ordinary Resolutions, as set out in this Notice, are proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means (remote e-voting) only.

The Explanatory Statement pursuant to Section 102 and other applicable provisions, if any, of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company have appointed Mr. Gaurav Sainani (ACS 36600, CP 24482), or failing him, Mr. Sunny Gogiya (ACS 56804, CP 21563), Partners at M/s. SGGS and Associates, Practicing Company Secretaries, as Scrutinizer for conducting the Postal Ballot only through remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and be available for the said purpose.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

The remote e-voting period commences from 9:00 a.m. (IST) on 13th August 2025 and ends at 5:00 p.m. (IST) on 11th September 2025. The Company has engaged the services of National Securities Depository Limited ('NSDL') for providing remote e-voting facility to the Members, enabling them to cast their vote in a secure manner. The Scrutinizer will submit the report to the Chairman of the Company, or to the Company Secretary upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or before 5:00 p.m. (IST) on 13th September 2025. The last date of e-voting i.e. 11th September 2025, shall be the date on which the Resolutions would be deemed to have been passed, if approved by the requisite majority.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website at <https://www.sanofi.com/en/india> and on the website of NSDL at www.evoting.nsdl.com.

SPECIAL BUSINESS:

1. Appointment of Mr. Rachid Ayari (DIN: 10408699) as the Interim Managing Director of the Company

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

"RESOLVED THAT subject to the approval of Central Government and pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 and Rules framed thereunder (the 'Act') and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations, 2015') (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, Mr. Rachid Ayari (DIN: 10408699), be and is hereby appointed as the Interim Managing Director of the Company for a term of 6 (Six) months from 21st July 2025 to 20th January 2026 or until a permanent Managing Director is appointed, whichever is earlier, on such terms and conditions 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 it being clarified that he shall continue to hold the position of Whole-time Director of the Company, in accordance with the approval of the shareholders granted through postal ballot on 13th February 2024, notwithstanding the conclusion of his tenure as Interim Managing Director.

RESOLVED FURTHER THAT the Board of Directors 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."

2. Appointment of Mr. Mahadev Gawade (DIN: 11231316) 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 Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) ('the Act') read with the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee, Mr. Mahadev Gawade (DIN: 11231316), who was appointed as an Additional Director of the Company by the Board of Directors effective 11th August 2025 under Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a Member in terms of Section 160 of the Act, proposing his candidature, be and is hereby appointed as a Director of the Company, liable to retire by rotation, with effect from 11th August 2025.

RESOLVED FURTHER THAT the Board of Directors 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."

3. Appointment of Mr. Mahadev Gawade (DIN: 11231316) as a 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 and Rules framed thereunder ('the Act') and Regulation 17 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded to the appointment of Mr. Mahadev Gawade (DIN: 11231316) as a Whole-time Director of the Company for a period of 3 (Three) years effective

from 11th August 2025 upto 10th August 2028, 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 may deem fit, within the maximum limits of remuneration approved by the Members of the Company.

RESOLVED FURTHER THAT the Board of Directors 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."

Registered Office:

Sanofi House, CTS No.117-B
L&T Business Park, Saki Vihar Road,
Powai, Mumbai – 400072.
CIN: L24239MH1956PLC009794
E-mail: igrc.sil@sanofi.com.
Date: 31st July 2025

By Order of the Board of Directors

Arjun Thakkar

Company Secretary and Compliance Officer
Membership No: A22654

NOTES

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 stating material facts and reasons for the proposed resolution is annexed hereto and forms part of this Notice.
2. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent by electronic mode to all those Members, whose names appear in the Register of Members/ List of Beneficial Owners maintained by the Company/ Depositories as on 6th August 2025 ('Cut-off Date') and whose e-mail IDs are registered with the Company/ Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given below under these Notes.
3. Members may please note that the Postal Ballot Notice will also be available on the Company's website at <https://www.sanofi.com/en/india>, websites of the Stock Exchanges i.e., BSE at www.bseindia.com and NSE at www.nseindia.com and on the website of NSDL at www.evoting.nsdl.com.
4. Details required under Regulation 36 of the Listing Regulations and Secretarial Standards-2, are provided in Annexure A to the explanatory statement
5. In accordance with the provisions of the MCA Circulars, Members can vote only through the e-voting process. Members are requested to provide their assent or dissent through e-voting only. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
6. In compliance with provisions of Section 108, Section 110 and other applicable provisions of the Act read with the Rules made thereunder, and Regulation 44 of the Listing Regulations, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has engaged the services of NSDL for facilitating e-voting to enable the Members to cast their votes electronically.
7. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on 6th August 2025 being the cut-off date fixed for the purpose.
8. The voting through electronic means will commence on **13th August 2025 at 9:00 a.m.** and will end on **11th September 2025 at 5:00 p.m.** The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
9. A Member cannot exercise his/ her vote by proxy on Postal Ballot.
10. The Scrutinizer will submit their report to the Chairman or the Company Secretary after completion of the scrutiny and the result of the Postal Ballot voting process will be declared within two working days from the end of voting, i.e., on or before 13th September 2025.
11. All the documents referred in the Notice are made available for inspection without any fees by the Members up to the date of passing of these resolutions. The Members may write an email to igrc.sil@sanofi.com for inspection of the same.
12. Resolution passed by Members with requisite majority, through Postal Ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.
13. The result of the Postal Ballot shall be communicated to all the Stock Exchanges where the equity shares of the Company are listed. The Ordinary Resolutions, if passed by the requisite majority, shall be deemed to have been passed on 11th September 2025, being the last date specified by the Company for e-voting.
14. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to or query/grievance with respect to e-Voting from the NSDL e-Voting System, you can write an email to Mr. Sagar S. Gudhate, Senior Manager at evoting@nsdl.com or contact at: 022 - 4886 7000.
15. Members who have not registered their e-mail addresses so far are requested to register the same so that they can receive all future communications from the Company in electronic mode.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

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 for Individual Shareholders holding securities in demat mode

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 e-Voting period.2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the e-Voting period.3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp4. 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 'Shareholder/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 e-Voting period.5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

	<p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. 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 use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the e-Voting period. Additionally, links are provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. 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. 4. 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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 e-Voting period.</p>

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

Login type	Helpdesk details
Individual Shareholders 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 Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B. Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. 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.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) 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*****.
b) 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*****
c) 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***

5. Password details for shareholders other than Individual shareholders 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 shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

1. 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 is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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 "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (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 shareholders (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 Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Mr. Sagar S. Gudhate, Senior Manager at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide duly filled in form ISR-1 containing the Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) at the registered office of the Company.
2. 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 Aadhar Card) to igrc.sil@sanofi.com. If you are an Individual Member holding securities in demat mode, you are requested to refer to the login method explained at Step 1(A) i.e., Login method for e-Voting for Individual Members holding securities in demat mode.
3. Alternatively, Members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9th December 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

Mr. Rodolfo Hrosz ceased to be the Managing Director of the Company with effect from close of business hours on 30th April 2025.

While the Company is evaluating suitable profiles for the appointment of the potential Managing Director of the Company, the Board of Directors of the Company, at its meeting held on 16th July 2025, based on the recommendation of the Nomination and Remuneration Committee, approved the appointment of Mr. Rachid Ayari (DIN: 10408699) as the Interim Managing Director of the Company for a term of 6 months from 21st July 2025 to 20th January 2026 or until a permanent Managing Director is appointed, whichever is earlier, subject to the approval of the Members of the Company and the Central Government.

The Members may note that as per provisions of Regulations 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), appointment/ reappointment at Board requires approval of Members within 3 months from the date of appointment/ re-appointment.

Mr. Rachid Ayari has given his consent to act as the Interim Managing Director of the Company and has confirmed that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Members may note that Mr. Rachid Ayari was appointed as Whole-time Director of the Company and was designated as Whole-time Director and Chief Financial Officer for a period of 3 (three) years effective 1st December 2023 upto 30th November 2026, pursuant to approval of the shareholders through Postal Ballot on 13th February 2024. The other terms and conditions of his appointment including remuneration shall remain same as approved by shareholders on 13th February 2024. The Notice containing the detailed terms of appointment along with remuneration as approved by the shareholders is available on the website of the Company at [Postal Ballot - Sanofi India](#).

He shall continue to hold office as Whole-time Director of the Company for the tenure as approved by shareholders through postal ballot on 13th February 2024, notwithstanding the conclusion of his tenure as Interim Managing Director.

A brief profile of Mr. Rachid Ayari is provided in Annexure A to the Notice of Postal Ballot.

A copy of the agreement between Mr. Rachid Ayari and the Company, containing the terms of his appointment referred in this Notice will be available for inspection without any fees by the Members up to the date of passing of these resolutions. The Members may write an email to igrc.sil@sanofi.com for inspection of the same.

The Board of Directors is of the opinion that the knowledge and experience of Mr. Rachid Ayari will be of immense value to the Company. The Board, therefore, recommends the approval of the ordinary resolution set out at Item no. 1 of this Notice.

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

Item No. 2 & 3

Based on the recommendation of the Nomination and Remuneration Committee, and in line with the Company's Board Diversity Policy, ensuring an optimal mix of skills, experience, and perspectives on the Board, the Board at its Meeting held on 31st July 2025, appointed Mr. Mahadev Gawade (DIN: 11231316) as an Additional Director, liable to retire by rotation, with effect from 11th August 2025, in terms of Section 161 of the Companies Act, 2013 and Rules framed thereunder ('the Act').

Further, the Board, based on the recommendations of the Nomination and Remuneration Committee, and pursuant to provisions of Section 196, 197, 203 of the Act and subject to the approval of the Members of the

Company, also approved appointment of Mr. Mahadev Gawade as a Whole-time Director of the Company on full-time employment for a term of 3 (Three) years effective 11th August 2025.

The Members may note that as per provisions of Regulations 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations, 2015'), appointment/ reappointment at Board requires approval of the Members within 3 months from the date of appointment/ reappointment.

Mr. Mahadev Gawade has given his consent to act as the Whole-time Director of the Company and has confirmed that he 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 and Section 196(3) of the Act for his appointment as Whole-time Director.

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. Mahadev Gawade for the office of a Director. A brief profile of Mr. Mahadev Gawade is provided in Annexure A to the Notice of Postal Ballot.

The remuneration proposed to be paid to Mr. Mahadev Gawade is set out below:

1. Basic Salary - 56,00,000/- per annum.
2. Special Allowance - 46,58,640/- 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 Rs. 28,00,000/- per annum for the financial year 31st December 2025 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 of Hospitalization, Life & Accident Insurance in line with the applicable company policy.
8. Annual Vacation Leave on full pay and allowances as per applicable policy.
9. Reimbursement of actual travelling and entertainment expenses incurred on behalf of the company, subject to such ceiling on entertainment expenses as may be imposed by the Board of Directors from time to time.
10. Reimbursement of expenses on mobile phone and internet at residence as per rules & applicable policy.

(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, if the Company has no profits or its profits are inadequate, the Company shall pay the remuneration to the Director 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 Mr. Mahadev Gawade and the Company, containing the terms of his appointment referred in this Notice will be available for inspection without any fees by the Members up to the date of passing of these resolutions. The Members may write an email to igrc.sil@sanofi.com for inspection of the same.

The Board of Directors is of the opinion that Mr. Mahadev Gawade's knowledge and experience will be of immense value to the Company. The Board, therefore, recommends the approval of the ordinary resolutions set out at Item no. 2 & 3 of this Notice.

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

As required by Regulation 36(3) of the Listing Regulations and the Secretarial Standards on General Meetings (SS-2) as laid down by ICSI, additional information relating to the particulars of Directors who are proposed to be appointed are given below:

Agenda Item No.	1	2 & 3
Name	Mr. Rachid Ayari (DIN: 10408699)	Mr. Mahadev Gawade (DIN: 11231316)
Age	51 years	46 years
Qualifications	Master of Business Administration from the University Mediterranean School of Business in partnership with Maryland University and a bachelor's degree in accounting from Institut Supérieur de Gestion, Tunis	Batchelor's degree in Pharmacy from Pune University and Master of Business Administration in Operations Management from ITM University
Brief profile including expertise and experience	With over 8 years of experience at Sanofi, following a 16-year tenure at Pfizer, Mr. Rachid Ayari bring a wealth of knowledge in major finance fields and a diverse international background, having worked across various countries as CFO from North Africa to Russia & Central Asia and finally India. His expertise extends to financial management, working closely with cross-functional teams, and ensuring compliance with regulatory and corporate standards.	With over 20 years of experience in in logistics and manufacturing pharma industries, Mr. Mahadev Gawade possesses vast experience in enhancing operational efficiency and driving cost reduction with OPEX mindset. He was previously associated with Sandoz India Private Limited as the Production and OPEX Head.
Directorships in other companies in India	Non-Executive Director - Apollo Sugar Clinics Limited	Nil
Listed companies from which resigned in the past three years	Nil	Nil
Committee Memberships and Chairmanships in the Company	Member of Risk Management Committee and Stakeholders Relationship Committee	Member of Risk Management Committee
Membership/ Chairmanship of Committees of other Boards	Nil	Nil
Number of Board meetings attended during the year	In the year 2025, till the date of the Notice of postal ballot, Mr. Rachid Ayari attended all 8 Board meetings held.	Not applicable
Remuneration last drawn for the financial year 2024	Rs. 18.88 million (In the capacity of Whole-time Director & Chief Financial Officer)	Not applicable
Remuneration sought to be paid	He shall receive remuneration as per the limits approved by the shareholders on 13 th February 2024 in his capacity and Whole-Time Director	As stated above

	& Chief Financial Officer of the Company. There is no additional compensation being paid in his capacity as the Interim Managing Director of the Company.	
Terms and conditions of appointment	Except for the terms stated in the explanatory statement to this Notice, there shall be no change in the terms and conditions of his appointment, as approved by the Members through Postal Ballot on 13 th February 2024	As per the agreement mentioned above
Relationship with other Directors and KMP	None	None
Date of first appointment on the Board	1 st December 2023	11 th August 2025
Shareholding in Sanofi India Limited	Nil	Nil

Registered Office:

Sanofi House, CTS No.117-B
 L&T Business Park, Saki Vihar Road,
 Powai, Mumbai – 400072.
 CIN: L24239MH1956PLC009794
 E-mail: igrc.sil@sanofi.com
 Date: 31st July 2025

By Order of the Board of Directors

Arjun Thakkar
 Company Secretary and Compliance Officer
 Membership No: A22654