



SANOFI INDIA LIMITED

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Saki Vihar Road, Powai, Mumbai 400072**
Tel.: **+91(22) 2803 2305** Fax: **+91(22) 2803 2939**
Corporate Identity Number: **L24239MH1956PLC009794**
Website: **www.sanofiindia ltd.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. 03/2025 dated 22nd September 2025, issued by the Ministry of Corporate Affairs ('MCA Circulars'), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('Secretarial Standard-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 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 18th November 2025 and ends at 5:00 p.m. (IST) on 17th December 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 19th December 2025. The last date of e-voting i.e. 17th December 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 www.sanofiindia ltd.com and on the website of NSDL at www.evoting.nsdl.com.

SPECIAL BUSINESS:

1. Appointment of Mr. Deepak Arora (DIN: 07495638) 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, 161 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations, 2015'), (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, Mr. Deepak Arora (DIN: 07495638), who is appointed as an Additional Director of the Company by the Board of Directors effective 27th October, 2025 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 his 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."

2. Appointment of Mr. Deepak Arora (DIN: 07495638) as the Managing 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 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('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 subject to the approval of Central Government and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Deepak Arora (DIN: 07495638), be and is hereby appointed as the Managing Director of the Company for a term of 3 (three) years from 27th October 2025 to 26th October 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 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."

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: 27th October 2025

By Order of the Board of Directors

Haresh Vala
Company Secretary and Compliance Officer
Membership No: A18246

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 resolutions are 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 14th November 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 www.sanofiindia.com, 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 Standard-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 14th November 2025, being the cut-off date fixed for the purpose.
8. The voting through electronic means will commence on **18th November 2025 at 9:00 a.m.** and will end on **17th December 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 19th December 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. Resolutions 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 17th December 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.

16. Special Window for Re-Lodgement of Transfer Requests Of Physical Shares:

SEBI through SEBI/HO/MIRSD/MIRSD-POD/P/CIR/2025/97 dated 2nd July 2025, has introduced special window for re-lodgement of transfer requests of physical shares, for period of six months from 7th July 2025 till 6th January 2026 (**Re-Lodgement Window**).

This special window is only available for re-lodgement of Transfer Deeds, lodged prior to 1st April 2019, which were rejected, returned, or not attended to due to deficiency in the documents, process, or otherwise. All eligible transfer requests duly rectified and re-lodged within the specified period will be processed only through transfer-cum- demat mode, and shares shall be issued solely in demat form.

Eligible shareholders are requested to submit their transfer requests duly complete in all respects to the Company's Registrar and Transfer Agent (RTA) i.e. MUFG Intime India Private Limited or to the Company as per details provided in this Notice.

17. IEPFA Campaign "Saksham Niveshak" - A 100-Day Drive to Facilitate Dividend Claims and KYC Updates

The Company is participating in the "*Saksham Niveshak*" initiative of the Investor Education and Protection Fund Authority, Ministry of Corporate Affairs (MCA). The campaign aims to enhance shareholder awareness and facilitate the timely updation of KYC details such as PAN, bank account particulars, contact information, and nomination, and to facilitate claim of any unpaid or unclaimed dividends.

As per the IEPF Rules and the Act, shares on which dividends remain unclaimed for seven consecutive years are liable to be transferred to the Investor Education and Protection Fund (IEPF). Shareholders are therefore advised to claim any unpaid dividends and update their KYC details, to prevent such transfer.

For shares held in demat form: Contact your Depository Participant (DP).

For shares held in physical form: Submit the applicable ISR forms along with supporting documents to the Company's Registrar and Transfer Agent.

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.	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.jsp 4. 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.

	NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	- 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. - 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. - 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 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	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.

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 gaaurav.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 & 2

Based on the recommendation of the Nomination and Remuneration Committee, the Board at its Meeting held on 27th October 2025 appointed Mr. Deepak Arora (DIN: 07495638) as an Additional Director with effect from 27th October 2025 in terms of Section 161 of the Companies Act, 2013 and Rules framed thereunder ('the Act').

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 ('Listing Regulations'), Mr. Deepak Arora will hold the office of a Director up to the date of the next general meeting or for a period of three months from the date of appointment, whichever is earlier.

The Board, based on the recommendations of the Nomination and Remuneration Committee, subject to the approval of the Members of the Company and the Central Government, also approved appointment of Mr. Deepak Arora as the Managing Director for a term of 3 (three) years effective from 27th October 2025.

Pursuant to the provisions of Schedule V of the Act, a person shall not be eligible to be appointed as a Managing Director of the Company if he is not a resident of India i.e., staying in India for a continuous period of less than 12 (twelve) months prior to the date of his appointment as a managerial person, unless the approval of the Central Government is obtained. As Mr. Deepak Arora (DIN: 07495638) has not been staying in India for a continuous period of 12 (twelve) months prior to the date of his appointment, his appointment will be subject to the approval of the Central Government.

Mr. Deepak Arora has given his consent to act as the 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 and satisfies all the conditions as set out under Part I of Schedule V, except being resident of India, and Section 196(3) of the Act for his appointment as Managing 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. Deepak Arora for the office of a Director.

The remuneration proposed to be paid to Mr. Deepak Arora is set out below:

1. Basic Salary – Rs. 1,36,25,000/- per annum.
2. Flexi Compensation Plan of Rs. 1,13,34,638/- 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. 68,12,500/- per annum for the financial year ending 31st December 2025 (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. The Company will provide relocation support for movement to India.
8. Leave Travel Allowance - Round-trip Travel for self & dependent family can be claimed on actuals as per mobility policy.
9. Coverage for Hospitalisation, Life and Accident Insurance in line with the applicable company policy.
10. Leave as per the Company policy.
11. Utilities – reimbursement of residential utility bills such as Electricity, Water & Gas on actuals can be claimed as per applicable policy.

12. Reimbursement of actual travelling and entertainment expenses incurred on behalf of the Company.
13. Reimbursement of expenses on mobile phone and internet at residence as per rules & applicable policy.
14. The grant of stock-linked incentive plans, whether existing or newly declared, shall be at the sole discretion of the global parent company, and the cost thereof will be borne by the Company as per the policy of the global parent 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, 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. Deepak Arora and the Company containing 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. Deepak Arora'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. 1 & 2 of the Notice convening the Meeting.

Except Mr. Deepak Arora, 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.

Further, as required by Regulation 36(3) of the Listing Regulations and Secretarial Standard 2 issued by the Institute of Company Secretaries of India, the particulars of Director who is proposed to be appointed are given below:

Name	Mr. Deepak Arora (DIN: 07495638)
Age	52 years
Qualifications	Mr. Deepak Arora holds a Bachelor's degree in Botany & Zoology from the University of Lucknow and is an MBA from the Indira Gandhi National Open University
Brief profile including expertise and experience	Mr. Deepak Arora is a pharma expert with 30+ years of insightful experience in leading sales & marketing teams, rolling out marketing strategies, developing brands and spearheading product management, eventually developing newer markets, acquiring business and generating substantial growth. He has extensive exposure of working in Pharmaceutical and Healthcare domains combined with hands-on knowledge of several pharmaceutical product portfolios, market dynamics and industry trends. Mr. Arora is a consistent achiever, recognized for completing pre-defined sales targets and other organizational objectives throughout the career, exploring challenging opportunities with established companies, to leverage acquired skill sets and deliver beneficial outcomes. He is a Business & People Leader with experience in new product development. Mr. Arora is familiar with and experienced in international markets (US, Europe, Japan, Africa, Middle East). He has hands-on experience in developing strategic plans and leading the marketing function.

	Mr. Deepak Arora is proficient in formulating and executing annual business plans for growth. He has been part of Area leadership teams across the organization he has worked. Mr. Arora has interest in Real World Evidence with Health Economics Outcome Research Experience with India and International. He has Work Experience- Local and Global matrix environment with high level of cross-functional coordination and alignment to deliver projects on timelines.
Directorships in other companies	Nil
Listed companies from which resigned in the past three years	Nil
Committee Memberships and Chairmanships	Member of Risk Management Committee, Corporate Social Responsibility Committee and Stakeholders Relationship Committee of the Board of Sanofi India Limited.
Number of Board meetings attended during the Financial year 2025 till date	Nil
Remuneration last drawn for the financial year 2025	Not applicable
Remuneration sought to be paid	As mentioned in the Explanatory statement above
Terms and conditions of appointment	As mentioned in the Explanatory statement above
Relationship with other Directors and KMP	None
Date of first appointment on the Board	27 th October 2025
Shareholding in Sanofi India Limited	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: 27th October 2025

By Order of the Board of Directors

Haresh Vala
Company Secretary and Compliance Officer
Membership No: A18246