

Notice of the Annual General Meeting

NOTICE IS HEREBY GIVEN THAT THE SECOND ANNUAL GENERAL MEETING (AGM / 2nd AGM) of the Members of SANOFI CONSUMER HEALTHCARE INDIA LIMITED (“the Company”) will be held on MONDAY, MAY 05, 2025, at 3:30 p.m. (IST) through Video Conferencing/Other Audio - Visual Means (“VC/OAVM”) facility, to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Annual Audited Standalone Financial Statements of the Company for the year ended December 31, 2024, including the Balance Sheet as on December 31, 2024, the Statement of Profit and Loss and the Cash Flow Statement for the Financial Year ended on that date and Reports of Board of Directors and Auditors thereon.
2. To declare a final dividend of ₹ 55 per equity share of ₹ 10 each for the Financial Year ended December 31, 2024.
3. To re-appoint Ms. Carol-Ann Stewart, (DIN: 10194751) as Director, who retires by rotation and being eligible, offers herself for re-appointment.
4. To re-appoint Mr. Himanshu Bakshi (DIN: 08188412) as Director, who retires by rotation and being eligible, offers himself for re-appointment.

Special Business

5. Ratification of remuneration to Cost Auditors

To consider and if thought fit, 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 the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to M/s. Kishore Bhatia & Associates, Cost Accountants (Firm Registration No. 00294), appointed by the Board of Directors on the recommendation of the Audit Committee, as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending December 31, 2025, amounting to ₹ 300,000/- (Rupees Three Lakh only) plus applicable taxes and the reimbursement of out-of-pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised 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 Secretarial Auditor

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

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the Company be and is hereby accorded for appointment of M/s. BNP & Associates, Company Secretaries (Firm Registration No. P2014MH037400) as the Secretarial Auditor of the Company for a period of five (5) years, commencing on January 01, 2025, until December 31, 2029, to conduct a Secretarial Audit of the Company and to furnish the Secretarial Audit Report.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to fix the annual remuneration plus applicable taxes and out-of-pocket expenses payable to them during their tenure as the Secretarial Auditors of the Company, as determined by the Audit Committee in consultation with the said Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors be and are hereby 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. Payment of Commission to Non-Executive Directors of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 197, and 198, and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made thereunder read with Schedule V of the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the Articles of Association, the approval of the members be and is hereby accorded in relation to the payment of remuneration by way of commission, as determined by the Board of Directors, based on the recommendation of Nomination and Remuneration Committee, to its Non-Executive Directors including Independent Directors, other than the Managing Director or Whole-time Director(s) or Director(s) who are employees of the Company or its group companies, in addition to the sitting fees paid to them for attending the meetings of the Board of Directors or its Committees, for the Financial Year ending December 31, 2024, within the overall maximum limit of 1% (one percent) per annum of the Net Profits of the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised 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
For **Sanofi Consumer Healthcare India Limited**

Nikunj Kumar Savaliya
Company Secretary & Head of Legal
Membership No.: FCS 7048

Registered Office:
Unit 1104, 11th Floor, Godrej Two,
Pirojshanagar, Eastern Express Highway,
Vikhroli East, Mumbai - 400079.
CIN: L21002MH2023PLC402652
E-mail: igrc.schil@sanofi.com
February 20, 2025

Notes

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) with respect to Item No. 5, Item No. 6, and Item No. 7, of the Notice forms part of this Notice. The Board of Directors has considered and decided to include Item No. 5, Item No. 6 and Item No. 7 as given above as special business in the forthcoming AGM, as it is unavoidable in nature. The relevant details, as set out under Item Nos. 3 and 4 of the Notice pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) in respect of the Directors seeking reappointment at this AGM are also part of this Notice.
2. The Ministry of Corporate Affairs, Government of India (“MCA”) has, vide its circular No. 9/2024 dated September 19, 2024, read with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 28, 2022 and September 25, 2023 (collectively referred to as “MCA Circulars”), allowed inter-alia the conducting of AGMs through Video Conferencing/ Other Audio-Visual Means (“VC/OAVM”) facilities on or before September 30, 2025, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular dated May 5, 2020. The Securities and Exchange Board of India (“SEBI”) has also, vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (“SEBI Circular”), provided certain relaxations from compliance with certain provisions of the SEBI Listing Regulations. In compliance with these Circulars, the provisions of the Act and SEBI Listing Regulations, the 2nd AGM of the Company is being conducted through the VC/OAVM facility without the physical presence of members at a common venue. The deemed venue for the 2nd AGM shall be the registered office of the Company. As the AGM is conducted through VC/OAVM, the facility for the appointment of a proxy by the members is not available for this AGM and hence the Proxy Form and Attendance Slip including the Route Map, are not annexed to this Notice.
3. In compliance with the aforementioned provisions of the Act and SEBI Listing Regulations, an electronic copy of the Annual Report for the Financial Year 2024 is being sent to all the Members whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes. In case any Member is desirous of obtaining a hard copy of the Annual Report for the Financial Year 2024 and the Notice of the 2nd AGM of the Company, they may send a request to the Company’s e-mail address at igrc.schil@sanofi.com, mentioning their Folio No./DP ID and Client ID.

Members who have questions or are seeking clarifications on the Annual Report or the proposals contained in this Notice are requested to send an email to the Company at igrc.schil@sanofi.com on or before 5:00 p.m. on Friday, April 25, 2025. This would enable the Company to compile the information and provide responses 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.

Members who wish to speak at the meeting must register themselves as speakers by sending an e-mail from their registered e-mail ID, mentioning their name, DP ID, Client ID/Folio number, and Mobile number to igrc.schil@sanofi.com on or before 5:00 p.m. on Friday, April 25, 2025. Depending on the availability of time, the Company reserves the right to restrict the number of speakers at the meeting.

4. Pursuant to Section 113 of the Act, institutional/corporate members are requested to send a duly certified copy of the board resolution authorizing their representative to attend and vote at the AGM before e-voting or attending the AGM to igrc.schil@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), the Secretarial Standard on General Meetings (SS-2) issued by the ICSI, Regulation 44 of the SEBI Listing Regulations, and the Circulars issued by the MCA dated April 8, 2020, April 13, 2020, May 5, September 25, 2023 and September 19, 2024, the Company is providing facility for remote e-Voting to its Members in respect of the business to be transacted at the 2nd AGM and to those Members participating in the 2nd AGM, to cast their vote through the e-Voting system during the AGM. For this purpose, the Company has entered into an agreement with the National Securities Depository Limited ("NSDL") for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using the 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. Omkar Dindorkar (ACS 43029), Partner, or failing him, Ms. Deepti Kulkarni (ACS 34722) Partner at M/s. MMJB & Associates LLP, Practicing Company Secretaries, as the Scrutinizer for conducting the voting process for remote e-Voting and e-Voting during the 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 SEBI Listing Regulations. The results, along with the Scrutinizer's Report, shall also be placed on the website of the Company at www.sanofi.in.
7. The Register of Directors and Key Managerial Personnel (KMP) and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, under Section 189 of the Act, and all other documents referred to in the Notice can be inspected in electronic mode by sending a request via email to igrc.schil@sanofi.com.
8. The Register of Members of the Company shall remain closed from Friday, 18th April 2025, to Monday, 5th May 2025 (both days inclusive).
9. Payment of dividend, as recommended by the Board of Directors, if approved at the meeting, will be made on or after Tuesday, 20th May 2025, to those members whose names are on the Company's Register of Members on Thursday, 17th April 2025, and those whose names appear as Beneficial Owners at the close of business hours on Thursday, 17th April 2025, as per the details to be furnished by the Depositories, viz. NSDL and Central Depository Services (India) Limited (CDSL) for this purpose.
10. In accordance with the provisions of the Income Tax Act, 1961, as amended by and read with the provisions of the Finance Act, 2020, with effect from April 1, 2020, the 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 the dividend paid to the Members at the applicable rates. A separate email will be sent to the registered email ID of the Members providing details about the process for submitting the documents/declarations along with the formats required for the deduction of tax at source on the dividend payout. Sufficient time will be provided for submitting the documents/declarations by the Members who wish to claim a beneficial tax treatment. The intimation will also be uploaded on the Company's website at www.sanofi.in.
11. Members holding shares in electronic form are advised to keep their bank details updated with the respective Depositories, viz., NSDL and CDSL. Members holding shares in physical form are requested to update their bank details with the Company's Registrar and Share Transfer Agents.
12. Pursuant to the provisions of the Act and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer, and Refund) Rules, 2016, and the Amendment Rules of 2017, notified by the Ministry of Corporate Affairs, the Company is required to transfer any unpaid or unclaimed dividends that remain outstanding for a continuous period of seven years, along with the corresponding shares for which dividends have remained unpaid or unclaimed for seven consecutive years, to the account of the Investor Education and Protection Fund (IEPF) Authority.

As this is only the second Annual General Meeting (AGM) of the Company and the first year in which dividend is being declared, the obligation to transfer unpaid dividends and shares to the IEPF Authority does not arise at this stage. However, any dividends declared at this AGM that remain unpaid or unclaimed shall be transferred to the Company's Unclaimed

Dividend Account, where they will be retained for a period of seven years before becoming eligible for transfer to the account of the IEPF Authority. The details of such unpaid or unclaimed dividends and the respective members will be made available on the Company's website at [Shareholder Corner](#)

Until such time as the unpaid or unclaimed dividends are transferred to the account of the IEPF Authority, members may claim them directly from the Company by submitting a request to the Company's Registrar and Share Transfer Agents.

Furthermore, pursuant to the scheme of Demerger of the Consumer Healthcare business of Sanofi India Limited into the Company, which became effective on June 1, 2024, each member of SIL was allotted one fully paid-up equity share of ₹ 10 in the Company

for every one equity share of ₹ 10 held in Sanofi India Limited.

In cases where members of Sanofi India Limited had their shares previously transferred to the IEPF Authority, the corresponding shares in the Company have also been transferred to the IEPF Authority. Any corporate benefits associated with these shares, including dividends declared at this AGM, shall be credited to the IEPF Authority's account. The details of such shares and the respective members are available on the Company's website at [Shareholder Corner](#)

Members whose shares have been transferred to the account of the 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 IEPF Rules.

13. Pursuant to Regulation 39 and Schedule V and VI of the SEBI 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 shareholders	No. of Equity Shares
Aggregate number of shareholders/records and the outstanding shares in the Unclaimed Suspense Account	175	175	9,300
Number of shareholders who approached the Company for transfer of shares and shares transferred from suspense account during the year	0	0	0
Number of shareholders/records whose shares were transferred from suspense account to the demat account of Investor Education and Protection Fund under the provisions of Section 124(6) of the Companies Act, 2013	0	0	0
Number of shareholders/records and aggregate number of shares transferred to the Unclaimed Suspense Account during the year	0	0	0
Aggregate number of shareholders and outstanding shares in the Unclaimed Suspense Account lying as on December 31, 2024	175	175	9,300

All Corporate benefits on these shares including any dividends declared at this AGM that remain unpaid or unclaimed shall be transferred to the Company's Unclaimed Dividend Account, where they will be retained for a period of seven years before becoming eligible for transfer to the account of the IEPF Authority. The voting rights on shares lying in the Unclaimed Suspense Account shall remain frozen till the rightful owner of such shares establishes his/her title of ownership to claim the shares.

mobile number, bank account details, and specimen signature ("KYC Details"). For folios where these details are not registered, the dividend payment will be withheld by the Company. The same shall be released only upon registering the aforementioned required details.

14. SEBI, vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, read with SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, has mandated that, with effect from April 1, 2024, dividends to security holders (holding securities in physical form) shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details, including

Members are requested to submit their PAN, contact details, bank account details, nomination details, and specimen signature (as applicable) to their DP in case they hold securities in dematerialised form or to Company's Registrar and Share Transfer Agents through Form ISR-1, Form ISR-2, and Form ISR-3 (as applicable), available at [Shareholder Corner](#) in case they hold securities in physical form. It is in the members' interest to ensure that correct and updated bank account details are available with their Depository Participant (DP) in case of shares held in dematerialized form so that dividends paid by the

Company are credited to the investor's bank account on time.

15. 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 that listed companies must issue securities in dematerialized form only while processing service requests, viz. the issue of duplicate securities certificates; renewal/exchange of securities certificates; endorsement; sub-division/splitting of securities certificates; 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 the transmission of securities. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 or ISR-5, as the case may be. The said forms can be downloaded from the Company's website under [Shareholder Corner](#)
16. Members holding shares in physical form, in identical order of names, in more than one folio, are requested to send the details of such folios, along with the share certificates and the requisite KYC documents, to the Company's Registrar and Share Transfer Agents for consolidation of their holdings into one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
17. SEBI, vide Master Circular no. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated December 28, 2023, has specified that a shareholder 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 shareholder 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, and if the shareholder is not satisfied with the outcome, he/she/they may initiate dispute resolution through the Online Dispute Resolution ("ODR") Portal. Shareholders are requested to take note of the same. The aforesaid SEBI Circular can be viewed at the following link: [Shareholder Corner](#)

E-Voting facility:

- The remote e-Voting period will begin on Friday, May 2, 2025, at 9:00 a.m. and will end on Sunday, May 4, 2025, at 5:00 p.m. During this period, members of the Company holding shares as of the cut-off date, i.e., Monday, April 28, 2025, may exercise their vote electronically. The e-Voting module shall be disabled by NSDL for voting thereafter.
 - A person whose name is recorded in the Register of Members or in the Beneficial Owners register maintained by depositories as of the cut-off date, i.e., Monday, April 28, 2025, shall be entitled to avail of the facility of remote e-Voting as well as the 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 of the cut-off date, i.e., Monday, April 28, 2025. A person who is not a member as of the cut-off date should treat this Notice for informational purposes only.
 - The e-Voting during the AGM will begin on Monday, May 5, 2025, at 3:30 p.m. and will end 30 minutes after the conclusion of the AGM. Within this period, all Members who are present at the AGM through the VC facility and who have not yet exercised their vote through remote e-Voting can still exercise their vote electronically. The facility for e-Voting during the meeting is available only to those Members participating in the meeting through the VC facility. If a Member has exercised his/her vote during the AGM through e-Voting but has not attended the AGM through the VC facility, then the votes cast by such a Member shall be considered invalid.
 - The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time and up to 15 minutes after the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on a first-come, first-served basis. This will not include large Shareholders (shareholders holding 2% or more shares), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, the Nomination and Remuneration Committee, and the Stakeholders' Relationship Committee, or Auditors, etc., who are allowed to attend the AGM without restriction based on a first-come, first-served basis.
 - The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- In line with the Ministry of Corporate Affairs Circular No. 17/2020, dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.sanofi.in. The Notice can also be accessed from the websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited, at www.bseindia.com and www.nseindia.com, respectively, as well as on the website of NSDL (agency for providing the Remote e-Voting facility), i.e., www.evoting.nsdl.com.

Instructions for Members for Remote e-Voting and Joining General Meeting are as under:

The remote e-Voting period begins on Friday, May 2, 2025, at 9:00 a.m., and will end on Sunday, May 4, 2025, at 5:00 p.m. The remote e-Voting module shall be disabled by NSDL for voting thereafter. The members whose names appear in the Register of Members/Beneficial Owners as of the record date (cut-off date), i.e., Monday, April 28, 2025, may cast their vote electronically. The voting rights of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as of the cut-off date.

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 the SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual Members holding securities in dematerialized (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 the e-Voting facility. The login method for Individual Members holding securities in demat mode is given below:

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

Type of Member	Login Method
Individual Members holding securities in Demat mode with the NSDL.	<ol style="list-style-type: none"> Existing IDeAS users 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 the e-Voting services under “Value Added Services”. Click on “Access to e-Voting” under e-Voting services and you will be able to see the e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. If you are not registered for IDeAS e-Services, an option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open a 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 the e-Voting system is launched, click on the icon “Login,” which is available under the ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see e-Voting page. Click on company name or the e-Voting service provider i.e. NSDL and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for a seamless voting experience.

NSDL Mobile App is available on



Type of Member	Login Method
Individual Members holding securities in Demat mode with the CDSL	<ol style="list-style-type: none"> 1. Users who have opted for the CDSL Easi/Easiest facility can login through their existing user ID and password. An option will be made available to reach the e-Voting page without any further authentication. Users logging into Easi/Easiest are requested to visit the CDSL website (www.cdslindia.com), click on the login icon & the New System Myeasi Tab, and then use their existing MyEasi username & password. 2. After successful login, the Easi/Easiest user will be able to see the e-Voting option for eligible companies where e-Voting is in progress as per the information provided by the company. On clicking the e-Voting option, the user will be able to see the e-Voting page of the e-Voting service provider for casting their vote during the remote e-Voting period or joining a virtual meeting and voting during the meeting. Additionally, links are provided to access the system of all e-Voting service providers, allowing the user to visit their websites directly. 3. If the user is not registered for Easi/Easiest, an option to register is available on the CDSL website (www.cdslindia.com). Kindly click on the login icon & the New System Myeasi Tab, and then click on the registration option. 4. Alternatively, the user can directly access the e-Voting page by providing their Demat Account Number and PAN from the e-Voting link available on the www.cdslindia.com home page. The system will authenticate the user by sending an OTP to their registered mobile & email as recorded in their Demat Account. After successful authentication, the user will be able to see the e-Voting option where e-Voting is in progress and will also be able to directly access the system of all e-Voting service providers.
Individual Members (holding securities in demat mode) log in through their depository participants.	You can also log in using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for the e-Voting facility. Upon logging in, you will be able to see the e-Voting option. On clicking the e-Voting option, you will be redirected to the NSDL/CDSL Depository site after successful authentication, wherein you can see the e-Voting feature. Click on the company name or the e-Voting service provider, i.e., NSDL, and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining a virtual meeting and 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 above mentioned website.

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

Login type	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 ‘Shareholder/Member’ section.

- iii. 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:
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***

- v. Password details for Members other than Individual Members are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- ii) If your email ID is not registered, please follow steps mentioned below in process for those Members whose email ids are not registered.

- vi. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

- vii. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

viii. Now, you will have to click on “Login” button.

ix. After you click on the “Login” button, home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- A. After successful login at Step 1, you will be able to see all the ‘EVEN’ of companies in which you are holding shares and whose voting cycle is in active status.
- B. Select ‘EVEN’ of Company for which you wish to cast your vote during the remote e-Voting period or 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 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 scrutinisers@mmjc.in 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 at evoting@nsdl.com.

Process for those Members whose email IDs are not registered with the depositories for procuring user ID and password and registration of e-mail IDs for e-Voting for the resolutions set out in this notice:

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

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
2. Only those Members, who will be present in the AGM through VC/OAVM facility and have not casted their

vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-Voting.

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

1. 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 at **'Access to NSDL e-Voting system'**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/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 this AGM Notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through laptop for better experience.
3. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.

Explanatory Statement

Explanatory Statement relating to the business mentioned in Item No. 5, Item No. 6, and Item No. 7 of the accompanying Notice of the Annual General Meeting (AGM) is given below:

Item no. 5: Ratification of remuneration to Cost Auditors

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment of M/s. Kishore Bhatia & Associates, Cost Accountants, as Cost Auditors to

conduct the audit of the cost accounts maintained by the Company for the financial year ending December 31, 2025, at a remuneration of ₹ 3,00,000/- (Rupees Three Lakhs only), per annum, plus applicable taxes and reimbursement of out-of-pocket expenses.

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

The Board recommends the approval of the remuneration payable to M/s. Kishore Bhatia & Associates, Cost Accountants, for conducting the cost audit and the passing of the Ordinary Resolution set out at Item No. 5 of the Notice.

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

Item no. 6: Appointment of Secretarial Auditor

This explanatory statement is provided in accordance with Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), every listed company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practicing Company Secretary, to their Board's report, prepared under Section 134(3) of the Act.

Furthermore, pursuant to recent amendments to Regulation 24A of the SEBI Listing Regulations, every listed entity is required to conduct a Secretarial Audit and annex the Secretarial Audit Report to its annual report. Additionally, a listed entity must appoint a Secretarial Audit firm for a maximum of two terms of five consecutive years, with shareholder approval to be obtained at the Annual General Meeting.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment of M/s. BNP & Associates (BNP), Company Secretaries, as the Secretarial Auditors of the Company for a period of five years, commencing from January 1, 2025, to December 31, 2029. The appointment is subject to shareholders' approval at the Annual General Meeting.

While recommending BNP for appointment, the Board and the Audit Committee evaluated various factors, including the firm's capability to handle a diverse and complex business environment, its existing experience in the Company's business segments, its industry standing, the clientele it serves, and its technical expertise. BNP was found to be well-equipped to manage the scale, diversity, and complexity associated with the Secretarial Audit of the Company.

BNP is a peer reviewed and a well-established firm of Practicing Company Secretaries, registered with the Institute of Company Secretaries of India, New Delhi. The firm is led by experienced partners, all of whom are distinguished professionals in the field of corporate governance and compliance. Their collective expertise spans corporate advisory, transactional services, litigation, advocacy, and legal due diligence. The firm also has associate partners with strong professional credentials who align with its core values of character, competence, and commitment. BNP specializes in compliance audit and assurance services, advisory and representation services, and transactional services.

The terms and conditions of BNP's appointment include a tenure of five years, from January 1, 2025, to December 31, 2029. The fixed remuneration for the Secretarial Audit for the year 2025 is set at ₹ 210,000/- (Rupees Two Lakh Ten Thousand only), plus applicable taxes and other out-of-pocket costs incurred in connection with the audit. The proposed fees are determined based on the scope of work, team size, industry experience, and the time and expertise required by BNP to conduct the audit effectively.

Additional fees for statutory certifications and other professional services will be determined separately by the management, in consultation with BNP, and will be subject to approval by the Board of Directors and/or the Audit Committee. The remuneration for the subsequent years from 2026 to 2029 will also be approved by the Board and/or the Audit Committee.

The requirement for a Secretarial Audit became applicable to the Company from the financial year 2024, during which BNP was appointed as the Secretarial Auditor. This appointment took place before the implementation of the five-year term requirement, as described above. The fee paid to BNP for the year 2024 is same as that proposed for 2025. Accordingly, there is no material change in the fee payable to BNP compared to that of the outgoing auditor, making the requirement to disclose such a change not applicable.

BNP has provided its consent to act as the Secretarial Auditors of the Company and has confirmed that the

proposed appointment, if made, will be in compliance with the provisions of the Act and the SEBI Listing Regulations. Accordingly, the consent of the shareholders is sought for the appointment of BNP as the Secretarial Auditors of the Company.

The Board of Directors recommends the resolution for approval by the Members, as set out at Item No. 6 of the Notice.

None of the Directors, Key Managerial Personnel (KMP), or their relatives have any financial or other interest in the proposed resolution.

Item no. 7: Payment of Commission to Non-Executive Directors of the Company

The Non-Executive / Independent Directors of your Company bring extensive professional expertise and a wealth of experience across various domains, including business, technology, strategy, policy matters, and corporate governance. In line with the Company's Nomination and Remuneration Policy, it is proposed to grant a commission to the Non-Executive Directors, commensurate with their roles and responsibilities. As per the said policy, Non-Executive Directors are entitled to a commission based on a percentage of the Company's profit, along with sitting fees for attending meetings of the Board and its Committees.

Accordingly, the Company seeks the approval from its members for payment of commission as approved by the Board on the recommendations of the Nomination and Remuneration Committee, to the Non-Executive / Independent Directors of the Company for the Financial Year ended December 31, 2024, not exceeding 1% (one percent) of the net profits of the Company for the relevant financial year, calculated in accordance with the provisions of section 198 of the Act, read with the Rules made thereunder.

In view of the above, the Board of Directors recommends the resolution for approval by Members, as set out at Item No. 7 of the Notice.

The Non-Executive Directors, other than the Managing Director, Whole-time Directors, and Directors who are employees of the Company or its Group companies, are deemed interested in this matter to the extent of the remuneration proposed for them.

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

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

Agenda Item No.	3	4
Name	Ms. Carol-Ann Stewart	Mr. Himanshu Bakshi
Age	50	47
Qualifications	Ms. Carol-Ann Stewart holds a Bachelor of Arts (Marketing) degree from the University of Strathclyde, Glasgow, Scotland.	Mr. Himanshu Bakshi holds a Master's degree in Business Administration from the FORE School of Management, New Delhi. He has also completed an Advanced Management Program in Organizational Leadership at CEDEP - Executive Development, Fontainebleau, and a High-Performance Leadership Program at IMD.
Brief profile including expertise and experience	<p>Ms. Carol-Ann Stewart is a Non-Executive Director of the Company. She has over 27 years of experience in marketing, sales, innovation, and business development across local, regional, and global markets. Currently, she serves as the Regional Head of Asia Pacific, the Middle East, and Africa for Sanofi Consumer Healthcare, Singapore, where she is responsible for driving financial performance, expanding market share, and fostering a highly engaged team across the region.</p> <p>Prior to joining Sanofi, she held key positions at SmithKline Beecham and GSK, where she played a pivotal role in business growth and strategic development.</p>	<p>Mr. Himanshu Bakshi is the Managing Director of the Company. He has over 24 years of experience in highly competitive FMCG, OTC Healthcare, and Surface Care categories across diverse geographies and cultures, he has established himself as a transformational leader.</p> <p>Himanshu joined Sanofi Consumer, bringing a proven track record of successfully steering organizations through major transformations from establishing businesses to scaling them to new heights. He has led large, diverse teams through various growth phases, fostering a culture of innovation, development, and excellence. His expertise spans commercial, marketing, and general management roles across leading multinational corporations.</p> <p>Throughout his two-decade career, he has held key positions at Danone, Reckitt Benckiser, PepsiCo, and Dabur. A passionate brand builder, Himanshu has been instrumental in shaping the equity of several mega brands through cutting-edge marketing strategies and impactful media approaches, consistently driving value for the organizations he serves.</p>
Directorships held in other companies including equity listed companies in India	Nil	Nil
Committee Memberships and Chairmanships in the Company	Member of Nomination and Remuneration Committee	Member of the Stakeholders Relationship Committee, Corporate Social Responsibility Committee, and Risk Management Committee
Membership/Chairmanship of Committees of other Boards	Nil	Nil

Agenda Item No.	3	4
Number of Board meetings attended during the year	5 (Five)	5 (Five)
Remuneration last drawn for the financial year 2024	NA	₹ 18.25 Million
Remuneration sought to be paid	NA	NA
Terms and conditions of appointment	As per Nomination and Remuneration Committee policy	As per agreement executed with the Company
Relationship with other Directors and KMP	None	None
Date of first appointment on the Board	June 13, 2023	June 6, 2024
Shareholding in Sanofi Consumer Healthcare India Limited	Nil	Nil
Resignation from Listed Entities in past three years	NA	NA

By Order of the Board of Directors
For **Sanofi Consumer Healthcare India Limited**

Nikunj Kumar Savaliya
Company Secretary & Head of Legal
Membership No: FCS 7048

Registered Office:
Unit 1104, 11th Floor, Godrej Two,
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February 20, 2025