

SANOFI CONSUMER HEALTHCARE INDIA LIMITED

RELATED PARTY TRANSACTION ('RPT') POLICY

1 Introduction:

Sanofi Consumer Healthcare India Limited (“SCHIL” / “the Company”) has always been committed to good Corporate Governance practice as well as highest ethical & legal conduct in fulfilling its responsibilities.

Considering the requirements for approval of the related party transactions as prescribed under the Companies Act, 2013 as amended from time to time read with the Rules made thereunder (the Act) and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 (SEBI Listing Regulations), the Company has formulated the guidelines for identification of the Related Parties as well as transactions with such Related Parties.

In addition, Regulation 23(1) of the SEBI Listing Regulations requires the Company to formulate a policy on materiality of related party transactions and dealing with related party transactions. In view of the above, the Company has framed this Policy on Related Party Transactions (“RPT Policy”).

This RPT policy has been adopted by the Board of Directors of the Company based on the recommendation of the Audit Committee. The RPT Policy shall be reviewed by the Board at least once every three years and updated accordingly.

2 Objectives:

The Board of Directors (the “Board”) of SCHIL recognizes that Related Party Transactions (as defined below) can present potential or actual conflicts of interest or the perception thereof. Therefore, the Board has adopted this RPT Policy to set forth the following objectives:

- To ensure due and timely identification of related parties in compliance with the applicable laws and regulations as may be amended from time to time.
- Manner of dealing with Related Party Transactions as per the provisions of the Act and SEBI Listing Regulations.
- Materiality thresholds for Related Party Transactions.
- Related Party Transactions are carried out in the ordinary course of business and are conducted at arm’s length, unless necessary approvals are taken as stipulated by the Act.
- No RPT’s may be entered into by the Company, except in accordance with the provisions of this RPT Policy and in compliance with applicable laws relating to RPTs.
- Factual and timely disclosures of related party transactions under various regulations.

3 **Definition:**

- a) **“Act”** means Companies Act, 2013 including any amendments thereof and Rules framed thereunder including any modification(s), amendment(s), clarification(s), circulars, re-enactments thereof.
- b) **“Accounting Standards”** shall mean the standards of accounting or any addendum thereto for companies or class of companies referred to in Section 133 of the Act and as amended from time to time
- c) **“Arm’s Length Transactions”** means a transaction between two Related Parties that is conducted as if they were unrelated so that there is no conflict of interest.
- d) **“Associate Company”** shall have the same meaning as ascribed to it under Section 2(6) of the Act and as amended time to time.
- e) **“Audit Committee”** means the Audit Committee of the Board of Directors of the Company constituted under provisions of Regulation 18 of Listing Regulations and Section 177 of the Companies Act, 2013 (Act).
- f) **“Board of Directors” or “Board”** means Board of Directors of the Company.
- g) **“Company”** means Sanofi Consumer Healthcare India Limited.
- h) **“Holding Company”** shall have the same meaning ascribed to it under Section 2(46) of the Act, and as amended from time to time.
- i) **“Industry Standard on RPT/RPT Industry Standards”** shall mean Industry Standards on “Minimum information to be provided for Review of the Audit Committee and Shareholders for Approval of Related Party Transaction (RPT) as amended from time to time.
- j) **“Key Managerial Personnel (KMP)”** means key managerial personnel as defined in section 2(51) of the Act, as amended from time to time and includes —
 - (1) the Chief Executive Officer or the managing director or the manager;
 - (2) the Company Secretary;
 - (3) the Whole-time Director;
 - (4) the Chief Financial Officer; and
 - (5) such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board; and
 - (6) such other officer as may be prescribed.
- k) **“Material Related Party Transaction”** means any transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds Indian Rupees One Thousand Crore (INR 1000 cr) or ten percent (10%) of the annual consolidated

turnover of the Company as per the last audited financial statements, whichever is lower or such limits as may be prescribed under listing regulations, from time to time.

In case of transactions involving payments made to a related party with respect to brand usage or royalty, that exceeds 5% of the annual consolidated turnover of the Company as per the last audited financial statements, individually or taken together with previous transactions during a financial year, would be considered as material related party transaction or such limits as may be prescribed under Listing Regulations, from time to time

l) **“Material Modification(s)”** means any modification(s) in the pricing, quantity or overall transaction value having variance of 20% or more in the relevant previously approved related party transaction.

m) **“Ordinary Course of Business”** The transaction / activity can be treated as being in the ‘ordinary course of business’ (not exhaustive and cumulative – either or):

- Covered in the main object / objects incidental to main object in Memorandum of Association
- Transactions are necessary and normal
- Transactions are reasonable in the context of business
- Transactions are customary and happen with a certain frequency
- Transactions that are infrequent but important to the central mission / objective of the business
- Transactions part of standard industry practice

These are not exhaustive criteria, and the Company will have to assess each transaction considering its specific nature and circumstances.

n) **“Related Party”** means Related Party as defined Section 2(76) of the Act read with Regulation 2(1)(zb) of the SEBI Listing Regulation, as amended from time to time.

o) **“Relative”** means Relative as defined in Section 2(77) of the Act and under applicable accounting standards, as amended from time to time.

p) **“Related Party Transaction or RPT”** means any transaction involving transfer of resources, services or obligations between the company and the related party, regardless of whether a price is charged. The RPT shall include transactions between:

- i. The Company or any of its subsidiaries on one hand and a related party of the Company or any of its subsidiaries on the other hand; or
- ii. The Company or any of its subsidiaries on one hand, and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the company or any of its subsidiaries, regardless of whether a price is charged and a “transaction” with a related party shall be construed to include a single transaction or a group of transactions in a contract.

Provided that the following shall not be a related party transaction:

- a) The issue of specified securities on a preferential basis, subject to compliance of the requirements under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- b) The following corporate actions which are uniformly applicable/offered to all shareholders in proportion to their shareholding:
 - i. payment of dividend;
 - ii. subdivision or consolidation of securities;
 - iii. issuance of securities by way of a rights issue or a bonus issue; and
 - iv. buy-back of securities.
- c) retail purchases from the Company or its subsidiary by its directors or its employees, without establishing a business relationship and at the terms which are uniformly applicable/offered to all employees and directors.
- d) And any other transaction which may be exempted under the Companies Act and/or Listing Regulations, from time to time.
- q) **“Subsidiary”** means a subsidiary as defined under Section 2(87) of Act, as amended from time to time.
- r) **“Turnover”** means the aggregate value of the realization of amount made from the sale, supply or distribution of goods or on account of services rendered, or both, by the company during a financial year.
- s) **“Regulation 23”** means the Regulation No. 23 of the SEBI Listing Regulation.
- t) **“SEBI Listing Regulations”** means the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015.

Any other term(s) not defined herein shall have the same meaning as defined in the Companies Act, 2013 and SEBI Listing Regulations or any other applicable law or regulation, as amended from time to time.

4 Manner of dealing with Related Party Transaction(s):

4.1. Identification of Related Parties

Every Director / KMP / Chief Financial Officer is responsible for providing a notice to the Company Secretary of any potential RPTs involving him / her or his or her relative, including any additional information about the transaction that the Board / Audit Committee may request, for being placed before the Audit Committee and the Board. Such notice should be provided by the director or KMP at the earliest possible occasion that he / she becomes reasonably aware of any potential RPTs involving him/her or his or her relative. It is highly recommended that such notice of any potential RPTs is provided well in advance so that the Audit Committee has adequate time to obtain and review information about the

proposed transaction.

Any member of the Audit Committee who has a potential interest in any Related Party Transaction will recuse himself and abstain from discussion and voting on the approval of such Related Party Transaction. Similarly, where any Director is interested in any contract or arrangement with a Related Party, such Director shall not be present at the meeting during discussion on the subject matter of the resolution relating to such contract or arrangement.

Before entering into a new type of related party transaction (not already tested by an external expert for ordinary course of business and arm's length), the Company Secretary and CFO will get external validation before placing before the Audit Committee.

4.2. Procedure for approval of Related Party Transactions

All RPT's and subsequent material modifications shall require prior approval of the Audit Committee. Only those members of the Audit Committee, who are independent directors shall approve RPT's.

Provided further that:

(a) The Audit Committee of the Company shall define "material modifications" and disclose it as part of the policy on materiality of related party transactions and on dealing with related party transactions;

(b) A Related Party Transaction to which the subsidiary of a Company is a party but the Company is not a party, shall require prior approval of the Audit Committee of the Company if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year, exceeds ten per cent of the annual standalone turnover, as per the last audited financial statements of the subsidiary;

(c) Prior approval of the Audit Committee of the Company shall not be required for a related party transaction to which the listed subsidiary is a party but the Company is not a party, if regulation 23 and sub-regulation (2) of regulation 15 of these regulations are applicable to such listed subsidiary.

Explanation: For related party transactions of unlisted subsidiaries of a listed subsidiary as referred to in (c) above, the prior approval of the audit committee of the listed subsidiary shall suffice.

(d) remuneration and sitting fees paid by the listed entity or its subsidiary to its director, key managerial personnel or senior management, except who is part of promoter or promoter group, shall not require approval of the Audit Committee provided that the same is not material in terms of the provisions of sub-regulation (1) of this regulation.

(e) The members of the Audit Committee, who are independent directors, may ratify Related Party Transactions within three months from the date of the transaction or in the immediate next meeting of the Audit Committee, whichever is earlier, subject to the following conditions:

- the value of the ratified transaction(s) with a Related Party, whether entered into individually or taken together, during a financial year shall not exceed Indian Rupees one crore (INR 1 cr);
- the transaction is not material as defined in Point (f) and in Regulation 23(1) of SEBI Listing Regulation

- rationale for inability to seek prior approval for the transaction shall be placed before the Audit Committee at the time of seeking ratification;
- the details of ratification shall be disclosed along with the disclosures of Related Party Transactions in terms of the provisions of sub-regulation (9) of Regulation 23 ;
- any other condition as specified by the Audit Committee.

Provided that failure to seek ratification of the Audit Committee shall render the transaction voidable at the option of the Audit Committee and if the transaction is with a Related Party to any director, or is authorised by any other director, the director(s) concerned shall indemnify the listed entity against any loss incurred by it.

The Audit Committee may grant omnibus approval for RPT's proposed to be entered into by the Company or its subsidiary subject to following conditions:

- (a) The Audit Committee shall lay down the criteria for granting the omnibus approval in line with RPT Policy of the Company and such approval shall be applicable in respect of repetitive transactions.
- (b) The Audit Committee shall satisfy itself the need for such omnibus approval and that such approval is in the interests of the Company.
- (c) Such omnibus approval shall specify details as prescribed by Industry Standards of RPT, as may be applicable and such other conditions as the Audit Committee may deem fit and as prescribed by changes to law relating to RPTs

Provided that where the need for RPT cannot be foreseen and aforesaid details are not available, Audit Committee may grant omnibus approval for such transactions subject to their value not exceeding Rs. 1 Crore per transaction and the same being in ordinary course of business and at arm's length to be ratified at the next audit committee meeting.

- (d) The omnibus approval of the Audit Committee shall be valid for a period of one year and shall require fresh approvals after the expiry of one year.
- (e) The Audit Committee shall review at least on quarterly basis the details of RPT's entered into by the Company or its subsidiary pursuant to each of the omnibus approval given based on the external experts' certification/ reviews.

4.3. Information to be placed before Audit Committee while seeking approval for Related party transactions.

4.3.1. The Company shall place before the Audit Committee all such information and facts, as mentioned in Para 4 of Industry Standards on RPT, for review and approval (including modification and ratification) of Related Party Transactions.

The Industry Standards have categorized the information into the below 3 categories:

- A. Basic Information applicable for all transactions
- B. Information for specific type of transactions: The RPT are categorised into below categories:
 - i. Sale, purchase or supply of goods or services or any other similar business transaction and trade advances
 - ii. Loans and advances (other than trade advances) or inter-corporate deposits given by the Company or its subsidiary
 - iii. Investment made by the Company or its subsidiary
 - iv. Guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) , surety, indemnity or comfort letter, by whatever name called, made or given by the Company or its subsidiary.
 - v. Borrowings by the Company or its subsidiary
 - vi. Sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the Company or disposal of shares of subsidiary or associate
 - vii. Transactions relating to payment of royalty
- C. Information required for Material transactions

The detailed disclosures as specified by Industry Standards shall be placed before the Audit Committee to be provided under each of the above category, as may be applicable.

The Committee shall also review the status of long-term (more than one year) or recurring RPTs on an annual basis.

The Audit Committee may seek any additional information from the management, as it deem necessary and reasonable, to evaluate the proposed RPT. The Audit Committee may, at its discretion, comment on information provided by the management. Such comments and the rationale for not approving a RPT shall be recorded in the minutes of the meeting of the Audit Committee.

The above Standards shall not apply to the transactions, are provided as below: -

- a. Transactions exempted under Regulation 23(5) of the SEBI listing Regulations.
- b. Quarterly review of RPTs by the Audit Committee in terms of Regulation 23(3)(d) of the SEBI listing Regulations
- c. Transaction(s) with a related party to be entered into individually or taken together with previous transactions during a financial year (including which are approved by way of ratification) not exceeding Indian Rupees one crore (INR 1 cr)

4.3.2. In addition to above, for the below mentioned related party transaction(s), ***minimum information***, shall be provided to the Audit Committee by the Company.

- For transaction, whether individually or taken together with previous transaction(s) during a financial year (including transaction(s) which are approved by way of ratification), do not exceed 1% of annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity or Indian Rupees Ten Crore (INR 10 cr), whichever is lower.

The above requirement of minimum information shall not be applicable to related party transactions to be entered into individually or taken together with previous transactions during a financial year

(including which are approved by way of ratification) which does not exceed Indian Rupees One Crore. (INR 1 cr)”

Minimum information that is to be placed to the Audit Committee for approval of Related Party Transactions is specified below:

Sr. No	Particulars
1.	Type, material terms and particulars of the proposed transaction;
2.	Name of the related party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise);
3.	Tenure of the proposed transaction (particular tenure shall be specified);
4.	Value of the proposed transaction;
5.	The percentage of the Company’s annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary’s annual turnover on a standalone basis shall be additionally provided);
6.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary:
	(i) details of the source of funds in connection with the proposed transaction;
	(ii) where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments,
	(a) nature of indebtedness;
	(b) cost of funds; and
	(c) Tenure
	(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and
	(iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.
7.	Justification as to why the RPT is in the interest of the listed entity;
8.	A copy of the valuation or other external party report, if any such report has been relied upon;
9.	Percentage of the counter-party’s annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;
10.	Any other information that may be relevant.

4.4. Prior approval of Board of Directors under the Companies Act, 2013

All transactions with Related Parties as defined under the Companies Act, 2013 which are either not in the Ordinary Course of business or are not at Arm’s Length shall require prior approval of Board of Directors. Information in such form and manner as prescribed in the Act and / or SEBI Listing Regulations would be provided to the Board.

In the above context where any Director is interested in any contract or arrangement with a Related Party such Director shall not be present during the discussion and vote on the subject matter of the Resolution relating to such contract or arrangement.

4.5. Approval of shareholders

- a) Transaction with Related Parties covered within the scope of Section 188 of the Act, which are not in

the ordinary course of business or not on 'arm's length basis and exceeds the threshold under section 188 read with Rule 15 of the Companies (Meetings of Board and its Power) Rules, 2014 of the Act shall require prior approval of the shareholders through ordinary resolution. No member of the Company shall vote on such resolution, to approve the contract or arrangement which may be entered by the Company, if such member is a Related Party.

- b) All material related party transactions and subsequent material modifications shall require prior approval of the shareholders through ordinary resolution and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.
- c) Minimum information shall be provided to shareholders for material transactions with a related party as per RPT Industry Standards.,

4.6. Exemptions

The clauses 4.2 and 4.5(b) as mentioned above shall not be applicable in the following cases:

- a. transactions entered into between two public sector companies.
- b. transactions entered into between a holding company and its wholly owned subsidiary whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval.
- c. transactions entered into between two wholly owned subsidiaries of the listed holding company, whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval
- d. transactions which are in the nature of payment of statutory dues, statutory fees or statutory charges entered into between an entity on one hand and the Central Government or any State Government or any combination thereof on the other hand.
- e. transactions entered into between a public sector company on one hand and the Central Government or any State Government or any combination thereof on the other hand.
- f. Any other transactions as provided from time to time

4.7. Materiality Thresholds

Regulations 23 of the SEBI Listing Regulations requires a Company to provide materiality thresholds for transactions beyond which approval of the shareholders through resolution will be required and the related parties shall abstain from voting on such resolution whether such entity is a related party to the particular transaction or not. The Company has fixed its materiality threshold of lower of Indian Rupees One Thousand Crore (INR 1000 cr) or ten percent (10%) of the annual consolidated turnover of the Company as per last audited financial statements of the Company for the purpose of Regulation 23(4) of the SEBI Listing Regulation.

A transaction involving payments made to a related party with respect to brand usage or royalty shall be considered material if the transaction(s) to be entered into individually or taken together with

previous transactions during the financial year, exceed five percent (5%) of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

4.8. Related party Transactions not approved under this Policy

In the event the Company becomes aware of a Related Party Transaction that has not been approved or ratified under this RPT Policy, the transaction shall be placed as promptly as practicable before the Audit Committee or Board of Directors or the Shareholders as the case may be required in accordance with this RPT Policy for review and ratification.

The Audit Committee or the Board of Directors or the shareholders shall consider all relevant facts and circumstances of such transaction and shall evaluate all options available to the Company, including but not limited to ratification, revision or termination of such transaction and the Company shall take such actions as Audit Committee deems appropriate under the circumstances.

4.9. Standard Operating Process for dealing with RPT

The Company has a Standard Operating Process ('SOP') which documents the controls and process followed by the management for identifying and dealing with Related Parties and Related Party Transactions approval, compliance and disclosures.

5. Disclosure

- Every Related Party Transaction which are not at arm's length basis or not in ordinary course of business, shall be disclosed in the Board's Report with proper justification for entering into such contract or arrangement.
- The Company shall submit to the stock exchanges disclosures of related party transactions every six (6) months within fifteen (15) days from the date of publication of its standalone and consolidated financial results in the format specified by the Board, as amended from time to time, and publish the same on its website.
- This Policy shall be uploaded on the website of the Company and the web link there to shall be provided in the Annual Report of the Company.
- The approved yearly thresholds for the Related Party Transactions shall be considered and read to be a part of this Policy.
- Appropriate disclosure as required under the Act and SEBI Listing Regulation will be made in the Annual Return, Board Report and to Stock Exchanges.
- Disclosures in the financial statements as required under the accounting standards.
- The Company shall keep one or more registers giving separately the particulars of all contracts or arrangements with any related party as required under Section 189 of the Companies Act, 2013.

6. Scope Limitation:

In the event of any conflict between the provisions of this Policy and of the Act / Listing Regulations / Accounting Standards or any other statutory enactments, rules, the provisions of such Act, 2013 /Listing Regulations/ Accounting Standards or statutory enactments, shall prevail over this Policy. Any subsequent amendment/modification in the Listing Regulations, Act and/or applicable laws in this regard shall mandatorily apply to this Policy.

In case of ambiguity between the Law, Act, Regulation and policy in respect of interpretation, the decision of Board shall be binding on the Company.

7. Amendment to Law

Any subsequent amendment / modification in the SEBI Listing Regulations, Act and all other applicable laws, rules, circulars, re-enactments in this regard shall automatically apply to this Policy.

This RPT Policy was adopted by the Board on 12th November 2025. This policy has now been further amended in terms of the Act and amended Listing Regulations and became effective from 12th November 2025.