SANOFI CONSUMER HEALTHCARE INDIA LIMITED

Unit 1104, 11th Floor, Godrej Two, Pirojshanagar, Eastern Express Highway,
Vikhroli East, Mumbai - 400079
Tel.: +91(22) 4528 8555; Corporate Identity Number: L21002MH2023PLC402652
Website: www.sanofi.in; Email: igrc.schil@sanofi.com

POSTAL BALLOT NOTICE

NOTICE of Postal Ballot is hereby given to the Members of Sanofi Consumer Healthcare 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 CircularNos. 14/2020 dated 8th 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'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutorymodification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), that the Ordinary Resolution(s) 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. Omkar Dindorkar (ACS 43029), Partner or failing him Ms. Deepti Kulkarni (ACS 34733), Partner at M/s. MMJB & Associates LLP, Practicing Company Secretaries, as Scrutinizer for conducting the Postal Ballot only through remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and be available for the said purpose.

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

The remote e-voting period commences from 9:00 A.M. (IST) on 7th November 2026 and ends at 5:00 P.M. (IST) on 6th December 2026. The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him 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 8th December 2026. The last date of e-voting 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.sanofi.in and on the website of National Securities Depository Limited ('NSDL') at www.evoting.nsdl.com

SPECIAL BUSINESSES:

1. **Approval for material related party transactions with Opella Healthcare India Private Limited**

   To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

   "**RESOLVED THAT** pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the "SEBI Listing Regulations") and Section 188 of the Companies Act, 2013 (the "Act"), if any, and to the extent applicable, and other applicable provisions of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any amendments, statutory modifications and/or re-enactment thereof for the time being in force, read with the Company's Policy on dealing with Related Party Transactions, and subject to such other laws, rules and regulations as may be applicable in this regard and basis the recommendation of the Audit Committee and approval of the Board of Directors of the Company, consent of the members be and is hereby accorded to the Board of Directors (the "Board", which term shall include any of the committees thereof) of the Company to enter into any and all material related party transactions/contracts/arrangements whether by way of an individual transaction or series of transactions taken together with Opella Healthcare India Private Limited (the "Opella India"/"OHIPL"), a 'related party' as defined in Regulation 2(1)(zb) of the SEBI Listing Regulations, inter-alia, for entering into transactions as detailed in the explanatory statement to this resolution, on such terms and conditions as the Board, in its absolute discretion, may deem fit, provided that the aggregate value of all such material related party transactions/contracts/ arrangements shall, at any point of time, does not exceed Rs. 1501 Million (Rupees One Thousand Five Hundred and One Million only) during the year ending on 31st December 2027, provided that the said transactions shall be at the arm's length basis and in the ordinary course of business."

   "**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give full effect to the above resolution and matters connected therewith or incidental thereto including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as maybe required, settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all decisions from the powers herein conferred to, without being required to seek any further consent/approval from the members of the Company."

2. **Approval for material related party transactions with Opella Healthcare International SAS**

   To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

   "**RESOLVED THAT** pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the "SEBI Listing Regulations") and Section 188 of the Companies Act, 2013 (the "Act"), if any, and to the extent applicable, and other applicable provisions of the Act read with the Companies (Meetings of Board and its Powers) Rules,

2014 including any amendments, statutory modifications and/or re-enactment thereof for the time being in force, read with the Company's Policy on dealing with Related Party Transactions, and subject to such other laws, rules and regulations as may be applicable in this regard and basis the recommendation of the Audit Committee and approval of the Board of Directors of the Company, consent of the members be and is hereby accorded to the Board of Directors (the "Board", which term shall include any of the committees thereof) of the Company to enter into any and all material related party transactions/contracts/arrangements whether by way of an individual transaction or series of transactions taken together with Opella Healthcare International SAS (the "Opella SAS"), a 'related party' as defined in Regulation 2(1)(zb) of the SEBI Listing Regulations, inter-alia, for entering into transactions as detailed in the explanatory statement to this resolution, on such terms and conditions as the Board, in its absolute discretion, may deem fit, provided that the aggregate value of all such material related party transactions/contracts/ arrangements shall, at any point of time, does not exceed Rs. 3800 Million (Rupees Three Thousand Eight Hundred Million only) during the year ending on 31st December 2027, provided that the said transactions shall be at the arm's length basis and in the ordinary course of business."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give full effect to the above resolution and matters connected therewith or incidental thereto including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as maybe required, settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all decisions from the powers herein conferred to, without being required to seek any further consent/ approval from the members of the Company."

Registered Office:
Unit 1104, 11th Floor, Godrej Two, Pirojshanagar,
Eastern Express Highway, Vikhroli East, Mumbai 400079.
CIN: L21002MH2023PLC402652
E-mail: igrc.schil@sanofi.com
Date: 28th October 2026

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

Nikunjkumar Savaliya
Company Secretary and Compliance Officer
Membership No.: F7048

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 ('the Rules') stating material facts and reasons for the proposed resolutions is annexed hereto and forms part of this Notice.

2. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent by electronic mode to all those members, whose names appear in the Register of Members/List of Beneficial Owners maintained by the Company/ Depositories as on 30th October 2026, (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. 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.

4. In compliance with provisions of Section 108 and Section 110 and other applicable provisions, of the Act read with the Management Rules, 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.

5. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.sanofi.in, websites of the Stock Exchanges i.e., BSE Limited ('BSE') at www.bseindia.com and National Stock Exchange Limited ('NSE') at www.nseindia.com and on the website of NSDL at www.evoting.nsdl.com

6. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on 30th October 2026 being the cut-off date fixed for the purpose.

7. The voting through electronic means will commence from 9:00 A.M. (IST) on 7th November 2026 and ends at 5:00 P.M. (IST) on 6th December 2026. 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.

8. A Shareholders / Members cannot exercise his/her vote by proxy on Postal Ballot.

9. 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 on or before 8th December 2026.

10. Resolution passed by Members with requisite majority, through Postal Ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.

11. 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 6th December 2026, being the last date specified by the Company for e-voting.

12. 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 evoting@nsdl.co.in or contact at toll free no.: 1800 1020 990 and 1800 224 430.

13. 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 electronically.

14. The Company follows calendar year (January to December) as its financial year.

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/Members holding securities in demat mode

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

Shareholders/Members 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/Members holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders / Members holding securities in dematmode with NSDL.	1. 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 websiteof NSDL for casting your vote during the remote e-Voting period. 2. 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 3. 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

Type of shareholders	Login Method
	the screen. After successful authentication, you will be redirectedto 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 remote e-Voting period. 4. 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 / Members holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my Easi username & password. 2. After successful login the Easi / Easiest user will be able to see thee-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of thee-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi / Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting linkavailable on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Emailas recorded in the Demat Account. After successful authentication,user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of shareholders	Login Method
Individual Shareholders / Members (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 remote 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/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 Shareholders / 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.co.in or call at Toll free no.: 1800 1020 990 and 1800 224 430
Individual Shareholders / 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 225 533

B. Login Method for Shareholders / Members 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?

i. 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.

ii. 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 Shareholders / Members other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can user 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 / 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 requestat evoting@nsdl.co.in 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 on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-voting system?

A. 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.

B. Select 'EVEN' of Company for which you wish to cast your vote during the remote e-voting period.

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 Shareholders / 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 omkardindorkar@mmjc.in with a copy marked to evoting@nsdl.co.in Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their BoardResolution / 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 toll free no.: 1800 1020 990 and 1800 224 430 or send a requestto Ms. Pallavi Mhatre, Senior Manager - NSDL or Mr. Amit Vishal, Assistant Vice President – NSDL at evoting@nsdl.co.in

Process for those Shareholders / 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 shareholder / member, 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) 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), AADHAR (self-attested scanned copy of Aadhar Card) to igrc.schil@sanofi.com. If you are an Individual shareholder 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 shareholders holding securities in demat mode**.

C. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

D. 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 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

The applicable provisions of Regulation 23 of the SEBI Listing Regulations, requires the listed entities to take prior approval of shareholders by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of business of the Company and at arm's length basis.

As per the Regulation 23 read with Schedule XII of the SEBI Listing Regulations, a transaction with a related party shall be considered material if the transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover as per the last audited financial statements of a listed entity.

It is proposed by the Management of the Company to enter into transactions with Opella Healthcare India Private Limited (OHIPL) and Opella Healthcare International SAS ('Opella SAS'), a related party to the Company, as per the SEBI Listing Regulations.

The Company is engaged in the provision of consignment agency services, business support services, and other ancillary and allied services to OHIPL. The background for the proposed transaction and key services provided by the Company to OHIPL is outlined below.

Opella Healthcare India Private Limited

Opella Healthcare India Private Limited (OHIPL), a part of Group, is primarily engaged in the business of direct and indirect manufacturing of consumer healthcare products and establishing centers of excellence for providing services or engaging services providers to provide services to domestic, regional and global group companies, associates, joint ventures or third parties for all processes, sub processes, transactions, activities and all other operations undertaken by businesses in the pharmaceutical and/or consumer healthcare industry within India and across the world.

<u>Consignment Agency Services</u>

The Company has established a robust network of Carrying and Forwarding Agents (CFAs) across various locations in India. Through this CFA network, the Company undertakes invoicing and distribution of products for both itself and OHIPL to distributors across India.

The distributor base is common to both entities, and the use of a unified distribution network results in operational efficiencies. The volumes generated from OHIPL further provide economies of scale to the Company. As a significant portion of distribution-related costs is fixed in nature, the Company benefit from cost optimisation and improved operational efficiency through the shared network.

The Company leverages this arrangement to render distribution and related services to OHIPL, thereby generating an additional and recurring revenue stream in the nature of service income.

<u>Business Support Services</u>

The Company maintains an established headcount across its sales force, marketing, business support, and other support functions, and engages directly with healthcare professionals and allied institutions for the promotion and support of its product portfolio.

The Company derives significant operational synergies by leveraging its sales, marketing, and support function teams to promote and support the products of OHIPL. This integrated arrangement enables the Company to achieve economies of scale, optimise overall operational costs, and enhance resource utilisation. Consequently, the Company generates an additional revenue stream in the form of service income for the services rendered to OHIPL.

Ancillary and Allied Services

In addition to the above, the Company and OHIPL engage in certain ancillary and allied service arrangements, which include, inter alia, the recovery of shared costs, the charging of office rent, and, where applicable, the reimbursement of costs incurred by OHIPL in respect of specific or one-time transactions. All such arrangements are undertaken in accordance with mutually agreed terms and conditions.

As OHIPL is a related party of the Company, approval of the Members is being sought, in accordance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to ensure that the aggregate value of all material related party transactions with OHIPL does not exceed Rs. 1501 Million (Rupees One Thousand Five Hundred and One Million only) during the financial year ending 31st December 2027, as contemplated under the proposed resolution.

Opella Healthcare International SAS

Opella Healthcare International SAS (Opella SAS), a part of Group, is engaged in managing the international business of the consumer healthcare division of the Group. In line with its strategic objectives for expansion and revenue growth, the Company proposes to enter into a transaction with Opella SAS for the export of its goods. This initiative aims to strengthen the Company's market presence in global territories, enhance its business opportunities, and contribute to its overall growth trajectory.

The Company is engaged in the export of finished goods to Opella SAS, the purchase of finished goods and APIs/raw materials from Opella SAS, as well as certain ancillary and allied service arrangements, including reimbursement of expenses and recovery of costs. The key transactions and services with Opella SAS are set out below.

Exports sale of Finished Goods by the Company to Opella SAS

The Company manufactures and exports products to its affiliates, leveraging India’s cost advantages to produce sophisticated products at competitive prices. The Company and its predecessor entities have been manufacturing these products for decades, establishing extensive expertise and a legacy of quality. This capability ensures consistent product quality and reliability. These exports contribute positively to the Company’s export revenues, foreign exchange earnings, and profitability.

Purchase of Finished Goods by the Company from Opella SAS

Any new drug launched in India requires licenses and approvals with a lead time of around 3-4 years. One of ways to ensure speed to market and early launch is to import the products. This will also ensure a competitive advantage for us in the category.

One of the key considerations to start manufacturing locally will be the size of the revenue from such new launch. As it becomes sizeable, the extensive process to manufacture any new drug will be as follow:

- Identify CMO site which can store and manufacture such products
- Technology Transfer from the existing manufacturing site
- Regulatory Approval: Application to DCGI for a manufacturing license

Purchase of APIs / Raw Materials by the Company from Opella SAS

Given that SCHIL's specific demand for the said API is relatively small, SCHIL sources the required API from OHISAS leveraging central sourcing arrangements which ensures cost efficiency and supply reliability for SCHIL. Furthermore, since the API is imported, OHISAS is responsible for all quality-related aspects, including vendor audits, performance reviews, and compliance monitoring ensuring SCHIL adheres to global quality standards

Ancillary and Allied Services

In connection with the Company's exports of goods and imports of finished goods or APIs from Opella SAS, the two entities engage in ancillary and allied service arrangements, including reimbursement of expenses and recovery of costs arising from specific or one-time transactions. All such arrangements are executed in accordance with mutually agreed terms and conditions.

Since Opella SAS is a related party of the Company, approval of the members is being sought to ensure that the cumulative value of all material related party transactions with Opella SAS does not exceed Rs. 3800 Million (Rupees Three Thousand Eight Hundred Million only) during the financial year ending 31st December 2027, in accordance with the terms of the proposed resolution.

The Company has a well-defined governance process for the related party transactions undertaken by it and the same is reviewed on a regular basis. Furthermore, all related party transactions are undertaken only after obtaining the prior approval of the Audit Committee.

In respect of the proposed related party transaction, the Management has placed before the Audit Committee all requisite information and details, as mandated under applicable laws and regulations as applicable at the time of such approvals. Based on the review of the information provided, and in line with the Company's Related Party Transactions Policy, both the Management and the Audit Committee are of the view that the proposed transactions are justified, considering the anticipated growth and expansion in the scale of the Company's business operations.

After due deliberation and consideration of all relevant facts, the Audit Committee has granted its approval for entering into related party transactions with OHIPL and Opella SAS. The Committee has further noted that the said transactions shall be undertaken on an arm's length basis and in the ordinary course of business of the Company.

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in compliance with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June 2025 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated 13th October 2025, the details of the related party transactions, including the minimum information required to be provided to the shareholders in accordance with the "RPT Industry Standards", are annexed hereto as "**Annexure-I**".

The Members may note that, in terms of the provisions of the SEBI Listing Regulations, all related parties, as defined therein (whether or not such related party is directly concerned with the aforesaid transactions), shall abstain from voting on the resolutions set out under Item Nos. 1 and 2.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, financially or otherwise concerned or interested in the said Resolution except to the extent of their shareholding in the Company, if any.

ANNEXURE – I TO THE NOTICE

The details required as under the Listing Regulations in connection with the Material Related Party Transactions are given below

(Pursuant to Regulation 23 of the SEBI Listing Regulations, 2015 and in compliance with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June 2025 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated 13th October 2025)

ITEM NO. 1

<table>
<tr><td colspan="2">Basic details of the related party</td></tr>
<tr><td>Name of the Related Party</td><td>Opella Healthcare India Private Limited</td></tr>
<tr><td>Country of incorporation of the related party</td><td>India</td></tr>
<tr><td>Nature of business of the related party</td><td>Manufacturing and selling drugs and pharmaceuticals and Providing Business Auxiliary Services</td></tr>
<tr><td colspan="2">Relationship and ownership of the related party</td></tr>
<tr><td>Relationship between the listed entity and the related party – including nature of its concern (financial or otherwise)</td><td>Group company under common control and classified as a related party in accordance with Section 2(76) of the Companies Act, 2013

Nature of concern: No Financial Interest</td></tr>
<tr><td colspan="2">Details of previous transactions with the related party</td></tr>
<tr><td>Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year.</td><td>Rs. 734 Million (Rupees Seven Hundred Thirty Four Million only)

<table><tr><th>Sr. No.</th><th>Nature of Transactions</th><th>FY 2025 (in Rs Million)</th></tr><tr><td>1.</td><td>Provision of Consignment Agency related services</td><td>192</td></tr><tr><td>2.</td><td>Provision of Business Support services</td><td>542</td></tr><tr><td>3.</td><td>Others</td><td>0</td></tr></table></td></tr>
<tr><td>Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>Rs. 449 Million (Rupees Four Hundred Forty-Nine Million only)</td></tr>
<tr><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year.</td><td>No related party defaults occurred during the last financial year.</td></tr>
</table>

<table>
<tr><td></td><td></td></tr>
<tr><td colspan="2">Amount of the proposed transaction(s)</td></tr>
<tr><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</td><td>Not exceeding Rs. 1501 Million (Rupees One Thousand Five Hundred and One Million only)</td></tr>
<tr><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT</td><td>Yes</td></tr>
<tr><td>Value of the proposed transactions as a percentage of the listed entity’s annual consolidated turnover for the immediately preceding financial year</td><td>17.09%</td></tr>
<tr><td>Value of the proposed transactions as a percentage of subsidiary’s annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)</td><td>Not applicable, as the listed entity does not have any subsidiary.</td></tr>
<tr><td>Value of the proposed transactions as a percentage of the related party’s standalone turnover for the immediately preceding financial year, if available.</td><td>28.29%</td></tr>
<tr><td>Financial performance of the related party</td><td><table><tr><th>Particulars</th><th>FY 2025-2026 (INR Million)</th></tr><tr><td>Turnover</td><td>5306</td></tr><tr><td>Profit/(Loss) After Tax</td><td>765</td></tr><tr><td>Net worth (-)</td><td>3346</td></tr></table></td></tr>
<tr><td colspan="2">Basic details of the proposed transaction</td></tr>
<tr><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td>Provision and receipt of services</td></tr>
<tr><td>Details of each type of the proposed transaction</td><td>➢ Provision of Consignment Agency services
➢ Provision of Business Support services
➢ Ancillary and Allied Services
• Reimbursement of expenses
• Recovery of cost
• Lease Rental fees</td></tr>
<tr><td>Tenure of the proposed transaction</td><td>January 2027 - December 2027</td></tr>
</table>

Whether omnibus approval is being sought?	Yes
Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Rs. 1501 Million (Rupees One Thousand Five Hundred and One Million only)
Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Please refer to the explanatory statement for the agenda item no. 1
Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	None of the Directors or Key Managerial Personnel of the Company, or their relatives, are in any way financially or otherwise concerned or interested in the said resolution, except the promoters. The promoters, being related parties, are interested and shall abstain from voting to approve the resolution under Item No. 1
A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
Other information relevant for decision making.	All relevant / important information forms part of the Explanatory Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.
Basis of determination of price.	Basis of determination of price includes Transaction Net Margin Method (TNMM), Comparable Uncontrol Price (CUP) or at Cost depending upon the nature of transactions.
Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	A bidding process is not required when the Company acts as a consignment agent for a related party, as this role entails the handling and sale of goods on behalf of the group under a pre-defined distribution framework, rather than the procurement of goods or services. The arrangement is governed by internal commercial and logistical considerations, and no alternative suppliers or competitive sourcing mechanisms are involved, thereby eliminating the need for bidding. Similarly, bidding is not applicable for the provision of business support services, as these services are rendered within the Company's established operating framework and are specifically intended for the related entity, in accordance with arm's length principles.
In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction	Not Applicable

ITEM NO. 2

<table>
<tr><td colspan="2">Basic details of the related party</td></tr>
<tr><td>Name of the Related Party</td><td>Opella Healthcare International SAS</td></tr>
<tr><td>Country of incorporation of the related party</td><td>France</td></tr>
<tr><td>Nature of business of the related party</td><td>Engaged in the management of international business operations involving the distribution and commercialization of consumer healthcare products.</td></tr>
<tr><td colspan="2">Relationship and ownership of the related party</td></tr>
<tr><td>Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise)</td><td>Group Company and Related Party as per Section 2(76) of the Companies Act, 2013

Nature of concern: Financial</td></tr>
<tr><td colspan="2">Details of previous transactions with the related party</td></tr>
<tr><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</td><td>Rs. 1515 Million (Rupees One Thousand Five Hundred Fifteen Million only)

<table><tr><th>Sr. No.</th><th>Nature of Transactions</th><th>FY 2025 (in Rs Million)</th></tr><tr><td>1.</td><td>Export of Sale of goods</td><td>1496</td></tr><tr><td>2.</td><td>Purchase of Raw Material for export of Goods</td><td>19</td></tr></table></td></tr>
<tr><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>Rs. 878 Million (Rupees Eight Hundred Seventy-Eight Million only)</td></tr>
<tr><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>No related party defaults occurred during the last financial year.</td></tr>
<tr><td colspan="2">Amount of the proposed transaction(s)</td></tr>
<tr><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</td><td>Not exceeding Rs. 3800 Million (Rupees Three Thousand Eight Hundred Million only)</td></tr>
<tr><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT</td><td>Yes</td></tr>
</table>

<table>
<tr><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year</td><td>43.26%</td></tr>
<tr><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)</td><td>Not applicable, as the listed entity does not have any subsidiary.</td></tr>
<tr><td>Value of the proposed transactions as a percentage of the related party's standalone turnover if available.</td><td>1.61%</td></tr>
<tr><td>Financial performance of the related party</td><td><table><tr><th>Particulars</th><th>Jan to Dec 2025 (Amount in Million Euros)</th></tr><tr><td>Turnover</td><td>2051</td></tr><tr><td>Profit/(Loss) After Tax</td><td>112</td></tr><tr><td>Net worth</td><td>698</td></tr></table>.</td></tr>
<tr><td colspan="2">Basic details of the proposed transaction</td></tr>
<tr><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td>Purchase and Export of Sale of goods</td></tr>
<tr><td>Details of each type of the proposed transaction</td><td>➢ Export of Sale of goods
➢ Purchase of goods
➢ Ancillary and Allied Services
• Reimbursement of expenses
• Recovery of cost</td></tr>
<tr><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td>January 2027 - December 2027</td></tr>
<tr><td>Whether omnibus approval is being sought?</td><td>Yes</td></tr>
<tr><td>Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</td><td>Rs. 3800 Million (Rupees Three Thousand Eight Hundred Million only)</td></tr>
<tr><td>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity</td><td>Please refer to the explanatory statement for the agenda item no. 2</td></tr>
<tr><td>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.

a. Name of the director / KMP</td><td>None of the Directors or Key Managerial Personnel of the Company, or their relatives, are in any way financially or otherwise concerned or interested in the said resolution, except the promoters.</td></tr>
</table>

b. Shareholding of the director / KMP, whether direct or indirect, in the related party	The promoters, being related parties, are interested and shall abstain from voting to approve the resolution under Item No. 2
A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
Other information relevant for decision making.	All relevant / important information forms part of the Explanatory Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.
Basis of determination of price.	Basis of determination of price includes Transaction Net Margin Method (TNMM) or at Cost depending upon the nature of transactions
Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Bidding is not required for transactions involving finished goods and APIs sourced from Opella SAS due to long-term contractual arrangements and a predefined commercial framework, under which third-party bids are neither practical nor commercially relevant. Finished goods are exclusively manufactured by Opella SAS and are not produced in India, as they require a DCGI license and are classified as new drugs. APIs are centrally sourced through Opella SAS via a global procurement process that ensures competitive pricing, supply reliability, and adherence to quality standards. Given the Company's limited volumes and centrally managed quality, audit, and compliance controls, a separate bidding process is unnecessary.
In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction	Not Applicable

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Vikhroli East, Mumbai 400079
CIN: L21002MH2023PLC402652
E-mail: igrc.schil@sanofi.com
Date: 28th October 2026

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

Nikunjkumar Savaliya
Company Secretary and Compliance Officer
Membership No.: F7048