



26th November, 2021

The Secretary
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

The Secretary
The National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra-Kurla Complex
Bandra East,
Mumbai 400 050

Divestment of Soframycin® and Sofradex® businesses

Dear Sirs,

This has reference to our letter dated 5th February 2021 wherein we intimated that the Board of Directors of Sanofi India Limited (the Company) at its meeting held on 5th February 2021 had reviewed the proposed plan of the Sanofi Group to sell some of its old brands along with their trademarks, which are owned by Sanofi Group. These include brands Soframycin® and Sofradex®, which are manufactured (through a third-party manufacturing arrangement) and distributed by the Company. The Board had noted that upon completion of the sale by Sanofi Group, the Company would no longer be entitled to distribute products under those brands in India. The revenue of the Company attributable to these brands represented 2.6% of the total sales of the Company for the FY 20 and the business contributed 0.2% of the networth of the Company as on 31st December, 2020.

Sanofi Group has informed the Board of Directors of the Company that it has decided to enter into a transaction in pursuance of the above-mentioned plan with Encube Ethicals Private Limited (Encube). The transaction involves a transfer of the Soframycin® and Sofradex®, brands, trademarks and associated technical know-how/manufacturing dossiers (registered IP) to Encube and on fulfilment of this transaction Encube would have the right to exclusively sell and distribute these products in the territories of India and Sri Lanka.

The Board noted that the registered IP is owned by Sanofi Group, the Board also noted that the Company holds certain assets namely marketing intangibles, customer lists/database, trade channel knowledge/wholesaler lists, vendor/supplier data-base, pharmacovigilance/medical database that are related to this distribution business conducted by the Company (collectively called unregistered IP) and product inventory. As part of this transaction, Encube has also expressed its willingness to purchase the unregistered IP and product inventory from the Company. This asset sale does not involve transfer of any employees and is not expected to create any disruption in supplies to customers and patients.

The Board has considered the valuation reports issued by Deloitte and BDO on the value of the unregistered IP and product inventory which have been reviewed by the Audit Committee and the Board of the Company and accordingly has approved the transfer of this unregistered IP and product inventory to Encube at its meeting held on 25th November, 2021 for a consideration of approximately Rs. 125 crores, subject to working capital adjustments, if any, as on the Closing Date and on the terms set out in an Asset Purchase Agreement which is to be entered into by the Company and Encube on 1st December, 2021. Completion of the transaction is subject to certain conditions and is expected to close within the next 3 months.

The disclosures as required under the Regulation 30(6) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 are as below:

#	Particulars	Details
1	The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division of the listed entity during the last financial year	Not Applicable as the Company is only selling certain assets as set out in the Asset Purchase Agreement.
2	Date on which the agreement for sale has been entered into	It is proposed to be signed on or after 1 st December, 2021
3	The expected date of completion of sale/disposal	Approximately 3 months from signing the Asset Purchase Agreement, subject to certain conditions and other terms as may be set out in the Asset Purchase Agreement and other Transaction Documents
4	Consideration received from such sale/disposal	Approximately INR 125 crores, subject to working capital adjustments.
5	Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof	The buyer is Encube Ethicals Private Limited. The buyer does not belong to promoter / promoter group.
6	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms' length"	No
7	Additionally, in case of a slump sale, indicative disclosures provided for amalgamation/merger, shall be disclosed by the listed entity with respect to such slump sale	The details of the Transaction have been stated above. There will not be any change in the shareholding pattern of the Company due to this transaction.

Please take the above information on record.

Thanking you,

For SANOFI INDIA LIMITED



RADHIKA SHAH
COMPANY SECRETARY &
COMPLIANCE OFFICER

MEMBERSHIP NO. A19308

