



**THIS IS A DISCLOSURE DOCUMENT WHICH IS BEING ISSUED IN COMPLIANCE WITH THE PROVISIONS OF MASTER CIRCULAR SEBI/HO/CFD/POD-2/P/CIR/2023/93 DATED 20 JUNE 2023 ISSUED BY THE SECURITIES AND EXCHANGE BOARD OF INDIA (“SEBI”), FOR THE SCHEME OF ARRANGEMENT BETWEEN SANOFI INDIA LIMITED “DEMERGED COMPANY”) AND SANOFI CONSUMER HEALTHCARE INDIA LIMITED] (“RESULTING COMPANY”) AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS (“SCHEME”).**

**THIS DOCUMENT IS IN THE FORMAT PRESCRIBED FOR AN DISCLOSURE DOCUMENT AS SET OUT IN PART E OF SCHEDULE VI OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 READ WITH ANNEXURE II TO THE SEBI MASTER CIRCULAR FOR ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS SEBI/HO/CFD/POD-2/P/CIR/2023/00094 DATED 21 JUNE 2023, TO THE EXTENT APPLICABLE, AND CONTAINS THE APPLICABLE INFORMATION RELATING TO THE RESULTING COMPANY, WHICH IS AN UNLISTED COMPANY. THIS DOCUMENT SHOULD BE READ TOGETHER WITH THE SCHEME AVAILABLE ON THE WEBSITES OF THE DEMERGED COMPANY [\[\(https://www.sanofiindia ltd.com/dam/jcr:f621bca2-d6d1-4e66-b019-67a4e4e18574/Annexure A Draft Scheme of Arrangement 12062023.pdf\)\]](https://www.sanofiindia ltd.com/dam/jcr:f621bca2-d6d1-4e66-b019-67a4e4e18574/Annexure A Draft Scheme of Arrangement 12062023.pdf), THE BSE LIMITED (WWW.BSEINDIA.COM) AND THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED (WWW.NSEINDIA.COM).**

Nothing in this document constitutes an offer or an invitation by or on behalf of either the Demerged Company or the Resulting Company to subscribe for or purchase any of the securities of the Resulting Company or the Demerged Company.

**THIS DISCLOSURE DOCUMENT CONTAINS [10] PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES**

**SANOFI CONSUMER HEALTHCARE INDIA LIMITED**  
**CIN: U21002MH2023PLC402652, Date of Incorporation: 10 May 2023.**

Registered office	Corporate office	Contact person	E mail	Website.
3 <sup>rd</sup> Floor, Sanofi House, CTS No.117-B, L&T Business Park Saki Vihar Road, Powai Mumbai, Maharashtra 400072 India.	3 <sup>rd</sup> Floor, Sanofi House, CTS No.117-B, L&T Business Park Saki Vihar Road, Powai Mumbai, Maharashtra 400072 India.	Radhika Shah	IGRC.SIL@sanofi.com	<a href="https://www.sanofiindia ltd.com/">https://www.sanofiindia ltd.com/</a>

**NAME OF PROMOTER OF THE COMPANY**

As on the date of this Disclosure Document, the Resulting Company is a wholly owned subsidiary of the Demerged Company and the Demerged Company, i.e., Sanofi India Limited is the promoter of the Company.

**Details of Offer to Public:** Not applicable.

**Details of OFS by Promoter(s)/Promoter Group/ Other Selling Shareholders:** Not applicable.

**Price Band, Minimum Bid Lot and Indicative Timelines:** Not applicable.



**Details of WACA of all shares transacted over the trailing eighteen months from the date of the Disclosure Document:** Not applicable.

## DETAILS OF THE SCHEME

The Scheme of Arrangement pertains to the demerger of the consumer healthcare business of the Demerged Company (“**Demerged Undertaking**”) and the subsequent transfer and vesting of such Demerged Undertaking to the Resulting Company, which company is a wholly-owned subsidiary of the Demerged Company. The Board of Directors of the Demerged Company at their meeting held on 10 May 2023 and the Board of Directors of the Resulting Company at their meeting held on 24 May 2023 approved a draft of the Scheme under Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) including rules made thereunder, relevant provisions of the Income-tax Act, 1961 and any other applicable laws, rules, circulars and regulations (including in each case any amendment(s), statutory modification(s) or re-enactments) for the time being in force) between the Demerged Company, the Resulting Company and their respective shareholders/creditors and subject to necessary approvals. Words and expressions, used in capitalized form but not defined in this document, shall have the meaning ascribed to them in the Scheme.

Pursuant to the provisions of the Scheme, after receipt of approval of the Hon'ble National Company Law Tribunal, Mumbai Bench (“**NCLT**”) and upon filing the certified copies of the sanction order(s) of the NCLT approving the Scheme with the Registrar of Companies, the Resulting Company shall issue and allot its equity shares to the shareholders of the Demerged Company, in accordance with the Demerger Share Entitlement Ratio set out in the Scheme. No further steps or actions would need to be undertaken by the shareholders of the Demerged Company to be entitled to receive equity shares of the Resulting Company. The Resulting Company shall be making an application for listing of shares issued pursuant to the Scheme. The equity shares are proposed to be listed on the NSE and the BSE (collectively the “**Stock Exchanges**”) where shares of the Demerged Company are listed.

## RATIONALE OF THE SCHEME

The transfer of the Demerged Undertaking of the Demerged Company (which pertains to the consumer healthcare business) to the Resulting Company would be in the best interests of the Demerged Company, the Resulting Company and their respective shareholders and creditors. The implementation of the Scheme will yield advantages in terms of unlocking of shareholder value, in *inter-alia*, the manner set out below:

- (a) separation of the pharmaceutical and consumer healthcare businesses of the Company will allow the Demerged Company and the Resulting Company to have independent and focused management as well as independently pursue different opportunities and strategies for the growth of each respective businesses aligned to specific market dynamics;
- (b) the proposed demerger under the Scheme will enable a different operating model for the consumer healthcare business under the Resulting Company specific and fit for purpose for a fast-moving consumer healthcare company, which would lead to a greater ability to operate independently and positively shape the consumer healthcare environment; the requirements of the businesses of the Demerging Company and the Resulting Company, including in terms of operations, nature of risks, competitive advantages, strategies and regulatory compliances are different and the demerger will allow for enhancement of the business models of both the Demerging Company and the Resulting Company;
- (c) the shareholders, investor, analyst community and other stakeholders will have greater understanding and visibility of both the pharmaceutical and consumer healthcare businesses;
- (d) the proposed demerger will not only facilitate pursuit of scale and independent growth plans but also more focused management and stronger leverage of specific global resources within the group and flexibility in terms of providing liquidity for shareholders (following the listing of the shares of the Resulting Company);
- (e) the proposed demerger will de-risk both the businesses from each other and allow potential investors and other stakeholders the option of investing in both businesses; and
- (f) the proposed demerger will unlock value for the shareholders of the Demerged Company.



## GENERAL RISK

Specific attention of the readers is invited to the section titled “Risk Factors” on page 7-8 of this Disclosure Document.

## STATUTORY AUDITORS OF THE RESULTING COMPANY

**Name:** Price Waterhouse & Co Chartered Accountants LLP

## PROCEDURE

The procedure with respect to a public offer is not applicable to the Resulting Company as the Resulting Company is unlisted and there is no public offering of securities. The issue of equity shares of the Resulting Company will be made only to the shareholders of the Demerged Company, in accordance with the Scheme. Hence, the procedure with respect to General Information Document (GID) is not applicable.

### DETAILS OF PROMOTERS OF THE RESULTING COMPANY.

S. No.	Name.	Individual/ corporate.	Experience and educational qualifications.
1.	<b>Sanofi India Limited.</b> CIN: L24239MH1956PLC009794. PAN – AAACH2736F. <b>Number of equity shares held in Resulting Company – 2,000,000 equity shares of Rs. 10 each.</b>	Corporate.	The Demerged Company is primarily engaged in the business of manufacturing, producing, processing, marketing, formulating, buying, trading, storing, packing, selling, distributing, importing, exporting, providing consultancy and otherwise dealing in all varieties of pharmaceuticals especially consumer healthcare products.

### BUSINESS OVERVIEW AND STRATEGY

<b>Company overview:</b>	<p>The Resulting Company is a deemed public limited company incorporated as Sanofi Consumer Healthcare India Limited on 10 May 2023 under the Act and has its registered office at 3<sup>rd</sup> Floor, Sanofi House, CTS No.117-B, L&amp;T Business Park Saki Vihar Road, Powai, Mumbai, Maharashtra, India – 400072.</p> <p>The consumer healthcare business of the Demerged Company is proposed to be demerged into the Demerged Company’s wholly owned subsidiary Sanofi Consumer Healthcare India Limited. The consumer healthcare business of the Demerged Company includes assets, liabilities and all other aspects pertaining to the consumer healthcare business of the Demerged Company including brands like Allegra®, Combiflam®, DePURA®, Avil®, etc. The Demerged Company’s distribution capabilities cover channels such as distributors, wholesalers, pharmacies, pharmacy chains and e-commerce. The turnover (revenue from operations) of the consumer healthcare undertaking of the Demerged Company for the financial year ended 31st December 2022 was approximately Rs. 728 crore, representing 26% of the total turnover (revenue from operations) of the Demerged Company for the said year.</p> <p>For further details, please refer to the financial statements, investor presentations and corporate disclosures issued by Sanofi India Limited, which are available at <a href="https://www.sanofiindia.com">https://www.sanofiindia.com</a>.</p>
<b>Product/service offering:</b>	<p>The Resulting Company is a newly incorporated company and as of the date of this Disclosure Document, the Resulting Company has not commenced operations. Accordingly, the Resulting Company does not offer any products/services at present.</p> <p>The Resulting Company proposes to carry on the Consumer Healthcare Business subsequent to the transfer of the Demerged Undertaking,</p>
<b>Revenue segmentation by product/ service offering:</b>	<p>The Resulting Company is a newly incorporated company and as on the date of this Disclosure Document, the Resulting Company has not commenced operations.</p>



## BUSINESS OVERVIEW AND STRATEGY

	<p>Accordingly, there is no product-based revenue segmentation available for the Resulting Company at present.</p> <p>Subsequent to the transfer of the Demerged Undertaking, the Resulting Company's revenue will be classified under a single product segment, i.e., consumer healthcare products.</p>
<b>Geographies served:</b>	The Resulting Company is a newly incorporated company and as on the date of this Disclosure Document, the Resulting Company has not commenced operations. Accordingly, the Resulting Company does not serve any geographies at present.
<b>Revenue segmentation by geographies:</b>	The Resulting Company is a newly incorporated company and as on the date of this Disclosure Document, the Resulting Company has not commenced operations. Accordingly, there is no geographic revenue segmentation available for the Resulting Company at present.
<b>Key performance indicators:</b>	The Resulting Company is a newly incorporated company and as on the date of this Disclosure Document, the Resulting Company has not commenced operations. Accordingly, there are no key performance indicators available for the Resulting Company at present.
<b>Client profile or industries served:</b>	The Resulting Company is a newly incorporated company and as on the date of this Disclosure Document, the Resulting Company has not commenced operations. Accordingly, the Resulting Company does not presently serve any clients or industries. Subsequent to the transfer of the Demerged Undertaking, the Resulting Company intends to serve retail and wholesale consumers of consumer healthcare products including hospitals, distribution outlets and pharmacies.
<b>Revenue segmentation in terms of top 5/10 clients or industries:</b>	The Resulting Company is a newly incorporated company and as on the date of this Disclosure Document, the Resulting Company has not commenced operations. Accordingly, there is no client-based revenue segmentation available for the Resulting Company at present.
<b>Intellectual property, if any:</b>	The Resulting Company is a newly incorporated company and as on the date of this Disclosure Document, the Resulting Company is not the owner of any trade marks. Subsequent to the transfer of the Demerged Undertaking, the Resulting Company will become the proprietor of the trademarks transferred pursuant to the Scheme.
<b>Market share:</b>	The Resulting Company is a newly incorporated company and as on the date of this Disclosure Document, the Resulting Company has not commenced operations. Accordingly, the details of the market share of the Resulting Company are not available at present.
<b>Manufacturing plant, if any:</b>	The Resulting Company is a newly incorporated company and as on the date of this Disclosure Document, the Resulting Company has not commenced operations. Accordingly, there are no manufacturing plants owned and operated by the Resulting Company at present. Subsequent to the vesting and transfer of the Demerged Undertaking, the Resulting Company intends to enter into arrangements with contract manufacturing organisations across India for the manufacture of consumer healthcare products that are relevant to the business of the Resulting Company.
<b>Employee Strength:</b>	<p>The Resulting Company is a newly incorporated company and as on the date of this Disclosure Document, the Resulting Company has not commenced operations. Accordingly, there are no employees in the Resulting Company at present.</p> <p>As a result of the vesting and transfer of the Demerged Undertaking, all employees who pertain to the Demerged Undertaking and are on the payroll of the Demerged Company, shall become the employees of the Resulting Company without any break or interruption in their services on no less favourable terms, pursuant to the Scheme.</p>



**BOARD OF DIRECTORS OF THE RESULTING COMPANY**

S. No.	Name.	Designation (Independent/ Whole-time/ Executive/ Nominee).	Experience and educational qualification.	Other Directorships.
1.	Jagruti Kapadane	Non-Executive	<p>Jagruti Kapadane has an established track record of delivering diversified responsibilities within Finance function in competitive and changing business environment. Jagruti Kapadane is qualified Chartered Accountant from The Institute of Chartered Accountant of India and Certified Management Accountant from Chartered Institute of Management Accountant, AICPA CIMA UK. Currently she is the Head Internal Audit and Internal Control lead for Sanofi India Limited, based in India. In this role she is accountable for providing independent assurance with effectiveness of internal controls and risk management process to enhance governance.</p> <p>Within 10 years of experience, Jagruti has worked across diverse roles like financial reporting &amp; consolidation, corporate accounting, auditing, financial planning and analysis, finance business partner, project management and business model transition across General Medicine, Consumer Healthcare and Vaccines business. Given Jagruti has been part of, or chairing, leadership teams for over 5 years of her career, she has a strong appreciation of the importance of compliance and ethics in doing business and passionate about ensuring Sanofi CHC positively impacts presence in India.</p>	Opella Healthcare India Private Limited
2.	Fabien Vaucel	Non-Executive	<p>Mr. Fabien Vaucel is head of Business Development Regional &amp; Local CHC Strategy, and is presently working in the Consumer Healthcare Global Business Unit of Opella Healthcare Group.</p> <p>Mr. Fabien Vaucel graduated with a Bachelor of Arts in International Business from the University of Plymouth in the United kingdom in 1998 and with an EPSCI diploma from the ESSEC Business School in France in 1999. His career spans over more than 2 decades, and comprise experiences as financial controller in Morocco and France, business roles in the Sanofi French affiliate and holding positions in Business Development / Merger &amp; Acquisition and strategy areas. Among others and more specifically, Fabien Vaucel has been involved in many divestitures processes, worked on various acquisitions including the Boehringer-Ingelheim swap in 2017, and signed 2 significant Rx-To-OTC licensing deals in Japan over the past 4 years. More recently he has been deeply involved in the de-merger process of SCHIL of Sanofi India.</p>	Nil
3.	Carol-Ann Stewart	Non-Executive	<p>Carol-Ann Stewart has an established track record of growing businesses in competitive environments &amp; different cultural contexts. Currently she is the Region Head of AMEA (Asia Pacific, Middle East, Africa) for Sanofi Consumer Health Care, based in Singapore. In</p>	Nil



**BOARD OF DIRECTORS OF THE RESULTING COMPANY**

S. No.	Name.	Designation (Independent/ Whole-time/ Executive/ Nominee).	Experience and educational qualification.	Other Directorships.
			<p>this role she is accountable for the financial performance, winning market share and building a truly engaged team across the Region.</p> <p>With over 27 years of experience, Carol-Ann has worked across the globe in multiple countries (Hong Kong, Australia, Japan, China, Poland, Colombia, Panama, UK) and in leading organisations such as SmithKline Beecham &amp; GSK prior to Sanofi. Having a marketing background with a strong commercial edge Carol-Ann has worked in various Sales, Marketing, Innovation and Business Development roles at local, regional and global level leading to general management roles initially at the country level and later at and multi market Regions (LATAM then AMEA) with increasing accountability.</p> <p>Given Carol-Ann has been part of, or chairing, leadership teams for over 17 years of her career, she has a strong appreciation of the importance of compliance and ethics in doing business. Moreover, she is passionate about ensuring Sanofi CHC positively impacts the countries in which they are based, through brand led partnerships with NGOs for a broader societal impact.</p> <p>Carol-Ann graduated from the University of Strathclyde (Glasgow, Scotland) with a first-class honours degree in Bachelor of Arts in Marketing.</p>	
4.	Makarand Kulkarni	Non-Executive	<p>Makarand Kulkarni's career journey spans over 27 years largely across sales, marketing, M&amp;As and project management. Currently he is working as Project Management Officer-Strategic Projects at Sanofi, leading key projects related to CHC business in India. He brings in diverse experience in launching, managing &amp; driving brands and businesses in various segments such as Consumer Health, Cardiovasculars, Diabetes, Paediatrics &amp; Women's Health. Prior to Sanofi he has held business leadership roles in leading organisations such as Merck Serono &amp; Glenmark.</p> <p>Makarand Kulkarni has led several key initiatives across these organisations including launch of Cardio-Diabetology businesses in Glenmark &amp; Merck while driving major divestment deals and successful product launches in Sanofi. He brings in a fair amount of international experience having worked on global Marketing Excellence Projects, managing Sri Lanka business and strategic marketing initiatives in APAC. He holds a masters degree in Zoology and has also done is Masters in Marketing Management from University of Mumbai.</p>	Opella Healthcare India Private Limited



SHAREHOLDING PATTERN (AS ON DATE OF THE DISCLOSURE DOCUMENT)			
S. No.	Particulars	Number of shares (Pre-Scheme)	Percentage holding. (Pre-Scheme)
1.	Promoter & promoter group*	2,000,000	100.00%
2.	Public	Nil.	Nil.
<b>Total</b>		<b>2,000,000</b>	<b>100.00%</b>

\*The promoter, i.e., the Demerged Company holds the entire shareholding of the Resulting Company along with its 6 nominee shareholders holding 1 equity share each.

## RESTATED CONSOLIDATED AUDITED FINANCIALS

The Resulting Company was incorporated on 10 May 2023. The first financial year of the Resulting Company commenced from its date of incorporation, i.e., 10 May 2023 and shall end on 31 March 2024, in accordance with Section 2(41) of the Act. Therefore, the audited financial statements of the Resulting Company are not available. Accordingly, such audited financials have not been disclosed in this Disclosure Document.

The Resulting Company was set up with an initial capital of 2,35,00,000 equity shares of Rs. 10 each, pursuant to the subscription of 20,00,000 equity shares of the face value of Rs. 10 by the Demerged Company along with its nominees – (a) Mr. Surendra Agarwal; (b) Ms. Vinita Patil; (c) Mr. Somak Ghosh; (d) Ms. Jagruti Kapadane; (e) Mr. Rupendra Sachdev; and (f) Mr. Chandukumar Parmar, as first subscribers to the memorandum of association of the Resulting Company.

## RISK FACTORS

1. The prices of active pharmaceutical ingredients and intermediates fluctuate based on the market demand and supply conditions. The Resulting Company may not be able to pass on any sharp increases in the prices of raw material to consumers, which may result in margin contraction. In addition, the Resulting Company is exposed to risks such as falling interest rates, cyber security failures, adverse social media, counterfeit drugs, adverse orders passed by courts in pricing, tax and other litigations, among others.
2. The implementation of the Scheme is subject to receipt of various approvals, including approval from shareholders and creditors of the Demerged Company, regulatory authorities and the NCLT. In the event that these approvals are not received, the Demerged Company may not be able to effect the transfer of the Demerged Undertaking to the Resulting Company, which will result in the Resulting Company's inability to complete the Scheme and commence business operations.
3. The Resulting Company's performance and growth are dependent on the performance of the Indian and global economy, which in turn, depends on various external factors. Any downturn in the macroeconomic environment in India could affect the business, prospects, financial condition, results of operations and cash flows of the Resulting Company.
4. Post-effectiveness of the Scheme, the Resulting Company intends to operate in the pharmaceutical and consumer healthcare sector which is intensely competitive with numerous major competing. Such competitors may succeed in developing products that are cheaper, popular or more efficient than the products of the Resulting Company, thus adversely affecting the profitability and business of the Resulting Company.
5. In past few years, the Government of India has made frequent changes in regulations covering drug pricing, trade margins and other laws which impact us. Any adverse changes in government policies with respect to pricing or trade margins with respect to our products may impact our performance.





## SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

### A. Total number of outstanding litigations against the Resulting Company and amount involved\*:

Name of entity.	Criminal proceeding.	Tax proceeding.	Statutory or regulatory proceeding.	Disciplinary actions by SEBI or Stock Exchange against our promoters.	Material civil litigation.	Aggregate amount involved (Rs. in crores)
<b>Company.</b>						
By the company.	Nil.					
Against the company.	Nil.	Nil.	Nil.	Nil.	Nil.	Nil.
<b>Directors.</b>						
By our directors.	Nil.					
Against the directors.	Nil.					
<b>Promoters.</b>						
By promoters.	Nil.	53	Nil.	Nil.	Nil	394
Against promoters.	7	9	Nil	Nil	Nil	37
<b>Subsidiaries</b>						
By subsidiaries	Not applicable					
Against subsidiaries	Not applicable					

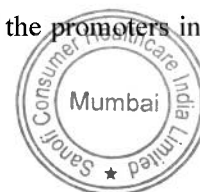
*\*As on the date of the Disclosure Document, there are no litigations that have been instituted by or against the Resulting Company on account of such company being a newly-incorporated company. Post-effectiveness of the Scheme, no litigation pertaining to the Demerged Undertaking will be transferred to the Resulting Company.*

### B. Brief details of top 5 material outstanding litigations against the Resulting Company and amount involved\*:

Sr. No.	Particulars.	Litigation filed by.	Current status.	Amount involved
1.	Nil.	Nil.	Nil.	Nil.

*\*As on the date of the Disclosure Document, there are no litigations that have been instituted by or against the Resulting Company on account of such company being a newly-incorporated company, post-effectiveness of the Scheme, the litigations pertaining to the Demerged Undertaking will be transferred to the Resulting Company, depending on the nature of such proceedings.*

### C. Regulatory action, if any – disciplinary action taken by SEBI or Stock Exchanges against the promoters in last 5 financial years including outstanding action, if any: Nil.





**D. Brief details of outstanding criminal proceedings against promoters:**

- 1. Loni Kalbhore Police Station, Pune – FIR GR/114/2013 dated May 23,2013 filed against SIL and its officials.**  
Complaint filed alleging failure to supply drugs to one distributor and for allegedly violating Drug Price Control Order, 1995 and the Essential Commodities Act, 1995. Criminal Writ Petition No.3604 of 2013 is filed before Bombay High Court for quashing of FIR on the ground *inter-alia* that complainant was not a distributor of SIL. Case pending.
- 2. Criminal Complaint No. C-III 188/2008 filed by Drug Inspector, Ranchi against SIL and its officer(s) .**  
Criminal Complaint filed at Ranchi by Drug Inspector - Health Department, Government of Jharkhand against Company under provisions of Drugs and Cosmetics Act. The proceeding before the Special Judge, District Court Ranchi and the Ranchi High Court are pending.
- 3. Spl. CC No.226 of 2017 – Central Bureau of Investigation (CBI) vs. Dr. Anand and SIL and SLP (Crl) No. 3597 / 2019 filed by SIL.**  
Criminal Complaint filed in the matter of purchase of medicines by Dr. Anand, of BARC. Karnataka High Court dismissed the quashing petition filed by SIL. SIL filed SLP before Supreme Court of India, which stayed the Trial Court proceedings by order dated April 26, 2019. Case pending.
- 4. CC 30374 of 2022 (earlier CC No.2046 of 2006) – Criminal Complaint filed by National Pharmaceutical Pricing Authority (NPPA) against SIL & Ors.**  
Complaint filed alleging over-charging of price of an insulin based product.  
*C.C. No. 2046 of 2006 has been transferred to 37th Additional Chief Metropolitan Magistrate, Bengaluru, and re-numbered as C.C. No. 30374 of 2022.* Case pending.
- 5. Dasari Naga Rao v. Md. Ahmed Hussain & Ors. – SIL(Respondent.3)**  
Complainant instituted proceedings alleging documents theft etc in Cr. No.989/2007. Andhra Pradesh High Court quashed proceedings qua SIL and dismissed SLP against such order in 2011. Though police authority termed the dispute as civil, a Protest Petition was filed by complainant and magistrate took cognizance. SIL, filed quashing petitions against cognizance order which was dismissed by AP High Court on February 02, 2018. The Appellants filed present SLPs (now Criminal SLPs) in April 2018 before Supreme Court which granted interim stay to Trial Court proceedings.
- 6. Case No.1/SL/2011 – before Chief Metropolitan Magistrate, Mumbai – Sh. S.B. Bhoi (Government Labour Officer) vs. SIL, Dr. Shailesh Ayyangar & Ors.**  
SIL (formerly Aventis Pharma Limited) has been arrayed as Accused No.4 in proceeding filed with respect to Sales, Promotion Employees (Condition of Services) Act, 1976, Maharashtra, alleging non-compliance with Sales Promotion Employees (Conditions of services). SIL filed Criminal Writ Petition No.3991 of 2014 before Bombay High Court for quashing the proceedings. The matter is pending.
- 7. Crl. Case CC No.9215 of 2019 – before the Chief Metropolitan Magistrate, Rohini District Court (North West), Delhi against SIL, Dr. Shailesh Ayyangar (former MD) & Ors.**  
The complaint alleges violation under Drugs and Cosmetics Act and Rules thereunder. The matter has been challenged by way of Writ Petition (Crl.) No.2605 of 2021 before Delhi High Court which is pending.

**ANY OTHER IMPORTANT INFORMATION**

Nil.



## DECLARATION BY THE RESULTING COMPANY

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Disclosure Document is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued thereunder, as the case may be. We further certify that all statements in this Disclosure Document are true and correct.

**For Sanofi Consumer Healthcare India Limited.**



**Makarand Kulkarni**

**Director**

**Place:** Mumbai

**Date:** 10<sup>th</sup> November 2023

