



SANOFI CONSUMER HEALTHCARE INDIA LIMITED

3rdFloor, Sanofi House, CTS No. 117-B, L&T Business Park, Saki Vihar Road, Powai, Mumbai 400072

Tel.: +91(22) 2803 2000 Fax: +91(22) 2803 2939

Corporate Identity Number: U21002MH2023PLC402652

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 Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 11/2022 dated 28th December, 2022, 09/2023 dated 25th September, 2023, and the latest one being General Circular No. 09/2024 dated 19th September, 2024, 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 statutory modification(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 resolution 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 13th November 2024 and ends at 5:00 P.M. (IST) on 12th December 2024. 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 14th December 2024. 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. Appointment of Mr. Himanshu Bakshi (DIN: 08188412) as a Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 149 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) ("the Act") read with the Articles of Association of the Company, Mr. Himanshu Bakshi (DIN: 08188412) who is appointed as an Additional Director of the Company by the Board of Directors effective 6th June, 2024 in terms of the provisions of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a Member in terms of Section 160 of the Act, proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation with effect from 6th June, 2024.

RESOLVED FURTHER THAT any one of the Director and the Company Secretary of the Company be and are hereby severally authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

2. Appointment of Mr. Himanshu Bakshi (DIN: 08188412) as Managing Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("the Act") and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and Articles of Association of the Company and subject to such other regulatory approvals, permissions and sanctions, as may be required, and on the basis of the recommendations of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, consent of the Company be and is hereby accorded to the appointment of Mr. Himanshu Bakshi (DIN:

08188412) as the Managing Director, for a period of 3 (three) years effective from 6th June, 2024 to 5th June, 2027, on such terms and conditions including remuneration, as set out herein, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) and set out in the Explanatory Statement, with the power to the Board to alter and vary the said terms and conditions including remuneration, from time to time as it may deem fit and as may be acceptable to Mr. Himanshu Bakshi:

- i. Annual Fixed Compensation:
 - a) Basic Salary – Rs. 1,60,00,000/- per annum.
 - b) Special Allowance of Rs. 13,310,400/- per annum and such higher amount as may be decided by the Board from time to time and in alignment with the company policy.
 - c) Provident Fund - Company’s contribution not to exceed 12% of Basic salary.
 - d) Gratuity – Company’s contribution not to exceed 4.81% of Basic salary.
 - e) Increments - Such increments as may be fixed by the Board of Directors from time to time, not exceeding 25% per annum.
- ii. Performance Bonus (Short Term Incentive) up to 30% of Annual Fixed Compensation, as may be determined by the Board of Directors basis achievement of agreed objective for the year or the period of assessment agreed.
- iii. Additional Exceptional Bonus for Performance set at 10% of Annual Fixed Compensation basis achievement on key financial metrics.
- iv. Cash Bonus: Rs. 5,974,500/- in January 2024, Rs. 5,314,680/- in January 2025 and Rs. 4,555,440/- in January 2026 in lieu of loss of LTI in the previous organization.
- v. Other allowances and perquisites:
 - a) Leave Travel Allowance - Round-trip Travel for self & dependent family can be claimed on actuals as per mobility policy.
 - b) Coverage for Hospitalization, Life and Accident Insurance in line with the applicable company policy.
 - c) Leave as per Company policy.
 - d) Reimbursement of actual travelling and entertainment expenses incurred on behalf of the Company.
 - e) Reimbursement of expenses on mobile phone and internet at residence as per rules & applicable policy.

- f) Stock linked incentive plans in the range of 20-40% of base salary whether existing or declared by the holding company, and the cost thereof will be borne by the Company.

3. Appointment of Mr. Stanislas Camart (DIN: 10686945), as a Director of the Company

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

“RESOLVED That pursuant to the provisions of Section 149 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (“the Act”) read with the Articles of Association of the Company, Mr. Stanislas Camart (DIN: 10686945) who is appointed as an Additional Director of the Company by the Board of Directors effective 13th August, 2024 in terms of the provisions of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a Member in terms of Section 160 of the Act, proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation with effect from 13th August, 2024.

RESOLVED FURTHER THAT any one of the Director and the Company Secretary of the Company be and are hereby severally authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

4. Approval for material related party transactions with Sanofi India Limited.

To consider and, if thought fit, to pass 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 Sanofi India Limited (the “Sanofi India”/”SIL”), 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 outstanding value of all such material related party transactions/contracts/ arrangements shall, at any point of time, not exceed Rs. 1,050 Million (Rupees One Thousand Fifty Millions only) during the

year ending on 31st December, 2024, provided that the said transactions shall be at 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.”

Registered Office:

3rd Floor, Sanofi House, CTS No.117-B
L&T Business Park, Saki Vihar Road, Powai, Mumbai – 400072.
CIN: U21002MH2023PLC402652
E-mail: igrc.schil@sanofi.com
Date: 12th November 2024

By Order of the Board of Directors

Nikunj Kumar Savaliya
Company Secretary
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 resolution 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 8th November 2024, ('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. All the material and relevant documents referred to Explanatory Statements, shall be available for inspection through electronic mode from 13th November 2024 till 12th December 2024, basis the request being sent on igrc.schil@sanofi.com, mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card or Aadhar Card attached to the email.
7. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on 8th November 2024 being the cut-off date fixed for the purpose.
8. The voting through electronic means will commence on 13th November 2024 at 9:00 a.m. and will end on 12th December 2024 at 5:00 p.m. 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.
9. A Shareholders / Members cannot exercise his/her vote by proxy on Postal Ballot.
10. 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 within two working days from the end of voting, i.e., on or before 14th December 2024.
11. 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.
12. The result of the Postal Ballot shall be communicated to all the Stock Exchanges where the equity shares of the Company are listed. All the proposed Resolutions, if passed by the requisite majority, shall be deemed to have been passed on 12th December, being the last date specified by the Company for e-voting.
13. 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.
14. 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.

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 indemat 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 demat mode with NSDL.	<ol style="list-style-type: none">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 website of NSDL for casting your vote during the remote e-Voting period.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.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal

Type of shareholders	Login Method
	<p>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 held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to 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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p>
	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders / Members holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service

Type of shareholders	Login Method
	<p>providers' website directly.</p> <p>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.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as 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.</p>
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 use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the

system will force you to change your password.

- c) How to retrieve your 'initial password'?
- i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii) If your email ID is not registered, please follow steps mentioned below in **process for those Shareholders / Members whose email ids are not registered**.
 - iii) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- d) 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.
- e) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- f) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, yourname, and your registered address etc.
- g) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- vi. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- vii. Now, you will have to click on "Login" button.
- viii. 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@mmic.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended, not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 224 430 or send a request to 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 igr.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

Based on the recommendation of the Nomination and Remuneration Committee, the Board at its Meeting held on 6th June, 2024 appointed Mr. Himanshu Bakshi (DIN: 08188412) as an Additional Director with effect from 6th June, 2024 in terms of Section 161 of the Companies Act, 2013 and Rules framed thereunder ("the Act").

The Board, based on the recommendations of the Nomination and Remuneration Committee, subject to the approval of the Members of the Company, also approved appointment of Mr. Himanshu Bakshi as the Managing Director for a term of 3 (three) years effective 6th June, 2024

Pursuant to the provisions of Section 161(1) of the Act, Mr. Himanshu Bakshi will hold the office of a Director only up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held and pursuant to Regulation 17(1C) of Listing Regulations, Mr. Himanshu Bakshi will hold the office of a Director only up to the date of the next annual general meeting or for a period of three months from the date of appointment, whichever is earlier.

Mr. Himanshu Bakshi has given his consent to act as the Managing Director of the Company. Also, as per the confirmations received from him, he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and satisfies all the conditions as set out under Part I of Schedule V and Section 196(3) of the Act for his appointment as Managing Director. The Company has received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Himanshu Bakshi for the office of a Director of the Company.

The remuneration proposed to be paid to Mr. Himanshu Bakshi is set out below:

- i. Annual Fixed Compensation:
 - a) Basic Salary – Rs. 1,60,00,000/- per annum.
 - b) Special Allowance of Rs. 13,310,400/- per annum and such higher amount as may be decided by the Board from time to time and in alignment with the company policy.
 - c) Provident Fund - Company's contribution not to exceed 12% of Basic salary.
 - d) Gratuity – Company's contribution not to exceed 4.81% of Basic salary.
 - e) Increments - Such increments as may be fixed by the Board of Directors from time to time, not exceeding 25% per annum.
- ii. Performance Bonus (Short Term Incentive) up to 30% of Annual Fixed Compensation, as may be determined by the Board of Directors basis achievement of agreed objective for the year or the period of assessment agreed.
- iii. Additional Exceptional Bonus for Performance set at 10% of Annual Fixed Compensation basis achievement on key financial metrics.
- iv. Cash Bonus: Rs. 5,974,500/- in January 2024, Rs. 5,314,680/- in January 2025 and Rs. 4,555,440/- in January 2026 in lieu of loss of LTI in the previous organization.
- v. Other allowances and perquisites:
 - a. Leave Travel Allowance - Round-trip Travel for self & dependent family can be claimed on actuals as per mobility policy.
 - b. Coverage for Hospitalization, Life and Accident Insurance in line with the applicable company policy.
 - c. Leave as per Company policy.
 - d. Reimbursement of actual travelling and entertainment expenses incurred on behalf of the Company.
 - e. Reimbursement of expenses on mobile phone and internet at residence as per rules & applicable policy.
 - f. Stock linked incentive plans in the range of 20-40% of base salary whether existing or declared by the holding company, and the cost thereof will be borne by the Company.

(All the above perquisites shall be valued as per Income-tax Rules, wherever applicable. In the absence of any such Rule, perquisites shall be valued at actual cost.)

In any financial year, if the Company has no profits or its profits are inadequate, the Company shall pay the abovementioned remuneration to the Director subject to the provisions of Section 197 read with Part II Section II of Schedule V of the Act and rules framed

thereunder and any other applicable provisions of the Act or any statutory modification or re-enactment thereof.

A copy of the agreement signed between Mr. Himanshu Bakshi and the Company containing terms of his appointment referred in this Notice will be available for inspection without any fees by the Members up to the date of passing of these resolutions. The Members may write an email to igrc.schil@sanofi.com for inspection of the same.

Disclosures as required under Regulation 36(3) of the Listing Regulations and the Secretarial Standards on General Meetings (SS-2) as laid down by the Institute of Company Secretaries of India is annexed herewith as 'Annexure A.'

The Board of Directors is of the opinion that Mr. Himanshu Bakshi's knowledge and experience will be of immense value to the Company. The Board, therefore, recommends the approval of the resolution set out at Item no. 1 & 2 of the Notice convening the Meeting.

Except Mr. Himanshu Bakshi, being the proposed appointee, 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.

Item No. 3

Based on the recommendation of the Nomination and Remuneration Committee, the Board at its Meeting held on 13th August, 2024 appointed Mr. Stanislas Camart (DIN: 10686945) as an Additional Director with effect from 13th August, 2024 in terms of Section 161 of the Companies Act, 2013 and Rules framed thereunder ("the Act").

Pursuant to the provisions of Section 161(1) of the Act and Regulation 17(1C) of Listing Regulations, Mr. Stanislas Camart will hold the office of a Director only up to the date of the next annual general meeting or for a period of three months from the date of appointment, whichever is earlier.

Mr. Stanislas Camart has given his consent to act as the Director of the Company and has confirmed that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and satisfies all the conditions as set out under the Act for his appointment as Director.

The Company has received a notice in writing from a member under the provisions of Section 160(1) of the Act proposing the candidature of Mr. Stanislas Camart for the office of a Director.

Disclosures as required under Regulation 36(3) of the Listing Regulations and the Secretarial Standards on General Meetings (SS-2) as laid down by the Institute of Company Secretaries of India is annexed herewith as 'Annexure A.'

The Board of Directors is of the opinion that Mr. Stanislas Camart's knowledge and experience will be of immense value to the Company. The Board, therefore, recommends

the approval of the resolution set out at Item no. 3 of the Notice convening the Meeting.

Except Mr. Stanislas Camart, being the proposed appointee, 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.

Item No. 4

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.

Further, 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 Rs. 1,000 Crore or 10% of the annual consolidated turnover as per the last audited financial statements of a listed entity, whichever is lower.

It is proposed by the Management of the Sanofi Consumer Healthcare India Limited ('SCHIL') to enter into transactions with Sanofi India Limited ('SIL'), a related party to the Company, as per the in terms of the SEBI Listing Regulations.

Background:

Sanofi India Limited, a part of Sanofi Group, 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 including drugs, chemicals, medicinal products and antibiotic products.

Sanofi India Limited has demerged its Consumer Healthcare business ("CHC") into SCHIL vide NCLT order dated 07/05/2024, pursuant to which all the business of CHC including earlier CHC products of SIL in India have been demerged from SIL to the Company effective from June 1, 2024. The Company was incorporated on 10th May, 2023 and was formerly the wholly owned subsidiary of SIL with majority of the operational activities being performed by SIL during the demerger process.

Subsequent to the demerger of both the entities, the Company primarily transacts with SIL for purchase of goods and availing toll manufacturing and other support services, among others. Since SIL is already in possession of the required licenses, the Company's association with SIL helps it to continue its operations efficiently and achieve its business objectives. SIL being a related party, approval is being sought for the above mentioned transactions for the aggregate outstanding value of all such material related party transactions/contracts/ arrangements not exceeding Rs. 1,050 Million (Rupees One Thousand Fifty Millions only) during the year ending on 31st December, 2024, by way of this resolution.

The Management has provided the Audit Committee with the relevant details, as required under law, for the proposed related party transaction. The Audit Committee after reviewing all necessary information, has granted approval for entering into above referred Related Party Transaction with Sanofi India Limited. The Audit Committee has also noted that the said transactions will be on an arms' length basis and in the ordinary course of business of the Company. 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. Further, all related party transactions of the Company are undertaken after obtaining prior approval of the Audit Committee.

Details of transactions with Related Parties as required pursuant to the Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 issued by the Securities and Exchange Board of India on November 22, 2021 are annexed herewith as 'Annexure B.'

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 4.

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 'A' TO THE NOTICE

Further, as required by Regulation 36(3) of the Listing Regulations and the Secretarial Standards on General Meetings (SS-2) as laid down by the Institute of Company Secretaries of India, the particulars of Director who is proposed to be appointed are given below:

Name	Mr. Himanshu Bakshi	Mr. Stanislas Camart
Age	47 years	50 years
Qualifications	Master's degree in business administration from the FORE School of Management, New Delhi. He has also pursued Advanced Management Program, Organizational Leadership from CEDEP - Executive Development – Fontainebleau and High-Performance Leadership Program from IMD.	Stanislas graduated from ISC Paris, a French Business School, in 1997, earning a degree equivalent to a Master's in Business and Administration with a major in General Accounting & Audit.
Brief profile including expertise and experience	<p>Mr. Himanshu Bakshi has over 24 years of experience in most competitive FMCG, OTC Healthcare & Surface Care categories across multiple geographies/ cultures.</p> <p>Himanshu joined as General Manager in Consumer Healthcare Business with a rich experience of leading organizations successfully through several transformational journeys, right from inception of business to scaling them to newer heights, leading large and diverse teams through various transformative stages thereby building an enviable culture of growth, development, and fulfillment. Himanshu brings with him a wealth of rich experience from commercial, marketing, and general management roles across several multinational companies.</p>	<p>Stanislas Camart is a strategic and hands-on executive with extensive experience in Business Operations, Shared Services, and Finance & Administration management. Over his 26-year career, he has demonstrated a robust ability to lead major operational overhauls, streamline business processes, and drive growth, efficiency, and profitability. Known for his innovative approach to problem-solving, Stanislas excels in managing large teams and projects, with a keen focus on developing team members and nurturing talent.</p> <p>With his 12-year accumulated experience abroad (Panama, Japan, Philippines and Vietnam) and international exposure throughout his career, Stanislas has developed a multicultural profile and leadership style.</p>

Name	Mr. Himanshu Bakshi	Mr. Stanislas Camart
	In his professional journey of over two decades, he has worked with Danone, Reckitt Benckiser, Pepsico and Dabur. Himanshu has penchant for creating value for organization through building brands and has been a driving force behind creating equity of many mega brands of these companies through his innovative marketing and media approaches.	His strengths include Ideation, Futuristic thinking, being an Achiever, Self-Assurance, and Arranger, according to Gallup Strengths.
Directorships in other companies in India	Sanofi Consumer Healthcare India Limited	Sanofi Consumer Healthcare India Limited
Listed companies from which resigned in the past three years	Not applicable	Not applicable
Committee Memberships and Chairmanships	<ul style="list-style-type: none"> • Stakeholder Relationship Committee • Risk Management Committee • Corporate Social Responsibility Committee 	<ul style="list-style-type: none"> • Audit Committee
Number of Board meetings attended during the year	3	1
Remuneration last drawn for the financial year	Not Applicable as the appointees were not the Directors/Employees of SCHIL	
Remuneration sought to be paid	As proposed in Resolution No. 2	NA
Terms and conditions of appointment	As per agreement	As per the Appointment Letter
Relationship with other Directors and KMP	None	None
Date of first appointment on the Board	06 th June, 2024	13 th August 2024
Shareholding in Sanofi Consumer Healthcare Limited	Nil	Nil

ANNEXURE 'B' TO THE NOTICE

The details required as under the Listing Regulations in connection with the Material Related Party Transactions are given below
(Pursuant to the Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 issued by the Securities and Exchange Board of India on November 22, 2021)

Name of the Related Party	Sanofi India Limited
Name of the Director or Key Managerial Personnel who is related, if any	None
Nature of Relationship of the Related Party with the Company, including nature of concern or interest (Financial or otherwise)	Related Party as per Section 2(76) of the Companies Act, 2013 Nature of interest: Financial
Type, material terms and particulars of the proposed transaction(s)	Purchase of goods, availing toll manufacturing and other support services, reimbursement of expenses, license fees/lease charges for the premises, sale/purchase of raw material/packaging materials and other obligations, if any
Tenure of the proposed transaction	During the year ending on 31 st December, 2024
Monetary Value of the proposed transaction	Not exceeding Rs. 1,050 Million (Rupees One Thousand Fifty Millions only)
The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	20%
Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Not applicable, none of the aforementioned transactions involve the Company giving or receiving any loans, inter-corporate deposits, advances, or investments made.
1. Details of the source of funds in connection with the proposed transaction	
2. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure 	
3. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	
4. The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	

A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders.	Not applicable Although the transactions are proposed to be carried out at arm's length, the Company has not referred to any valuation/external report for the proposed transaction.
Whether the transaction has been approved by the Audit Committee	Yes
Are the transactions in ordinary course of business	Yes
Whether the transactions would meet the arm's length standard	Yes
Justification as to why the RPT is in the interest of the listed entity.	Please refer to the explanatory statement for the agenda item no. 4
Percentage of the counter party's annual consolidated turnover that is represented by the value of the proposed RPT	5.3%
Any other information that may be relevant	All relevant / important information forms part of the Explanatory Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

Registered Office:

3rd Floor, Sanofi House, CTS No.117-B

L&T Business Park, Saki Vihar Road, Powai, Mumbai – 400072.

CIN: U21002MH2023PLC402652

E-mail: igrc.schil@sanofi.com

Date: 12th November 2024

By Order of the Board of Directors

Nikunj Kumar Savaliya

Company Secretary

Membership No: F7048