



23rd October 2024

The Secretary,
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai – 400 001
Scrip Code: 544250

The Secretary,
The National Stock Exchange of India Limited
C-1, Block G, Exchange Plaza
Bandra-Kurla Complex
Bandra East, Mumbai - 400 050
Symbol: SANOFICNR

Sub: Disclosure of details of agreements under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI (LODR) Regulations”)

Dear Sir/Ma’am,

Pursuant to the requirement prescribed under Regulation 30A read with paragraph A(5A) of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that on 21st October 2024, Sanofi (a promoter of the Company) and Clayton, Dubilier & Rice, LLC, the manager of the Clayton Dubilier & Rice private equity funds (the manager and the funds, together, the “CD&R Group”) announced that they have entered into exclusive negotiations whereby the CD&R Group has agreed to acquire, subject to Sanofi deciding to proceed with the acquisition, a controlling stake in Opella Healthcare SAS (“Underlying Transaction”) based on a binding offer from the CD&R Group.

CD&R Group will be making a mandatory open offer pursuant to the above announcement and the relevant details will be made publicly available as a part of the open offer process.

The Company received this information on 22nd October 2024, at 11:30 p.m. Kindly take the above information on record along with the details provided under Annexure A.

Thanking you,

Yours faithfully,
For **Sanofi Consumer Healthcare India Limited**

Nikunj Kumar Savaliya
Company Secretary and Compliance Officer
Membership No.: FCS 7048

Annexure A

Disclosure of details of agreements under Regulation 30A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13 July 2023

Sl. No.	Events / Information	Details of Events that need to be provided	
1)	If the listed entity is a party to the agreement, details of the counterparties (including name and relationship with the listed entity);	Not applicable ("N.A.").	
2)	If listed entity is not a party to the agreement,		
a)	Name of the party entering into such an agreement and the relationship with the listed entity;	Name of the party(s) (transferor(s))	Relationship with the listed entity
		Sanofi ("Sanofi")	Promoter. Sanofi directly holds 4,865 equity shares representing 0.02% of the equity share capital of the Listed Entity. Sanofi indirectly holds 1,39,04,722 equity shares representing 60.37% of the equity share capital of the Listed Entity through its control of Opella Healthcare Participations B.V. ("OHP").
b)	Details of the counterparties to the agreement (including name and relationship with the listed entity);	Name of the party(s) (transferee)	Relationship with the listed entity
		CD&R	CD&R has no relationship with the Listed Entity.
c)	Date of entering into the agreement.	21 October 2024	

3)	Purpose of entering into the agreement;	On 21 October 2024, Sanofi and Clayton, Dubilier & Rice, LLC, the manager of the Clayton Dubilier & Rice private equity funds (the manager and the funds, together, the “CD&R Group”) announced that they have entered into exclusive negotiations whereby the CD&R Group has agreed to acquire, subject to Sanofi deciding to proceed with the acquisition, a controlling stake in Opella Healthcare SAS (“Underlying Transaction”) based on a binding offer from the CD&R Group.
4)	Shareholding, if any, in the entity with whom the agreement is executed;	N/A
5)	Significant terms of the agreement (in brief);	<ul style="list-style-type: none"> • CD&R Group has committed to purchase a controlling interest in Opella Healthcare SAS, subject to Sanofi deciding to proceed with the Underlying Transaction; • Upon completion of the Underlying Transaction, CD&R Group would indirectly acquire control over SCHIL • Further details will be available in the open offer documents that will be made available to SCHIL by CD&R Group.
6)	Extent and the nature of impact on management or control of the listed entity;	Upon completion of the Underlying Transaction, CD&R Group would indirectly acquire a controlling interest in SCHIL.
7)	Details and quantification of the restriction or liability imposed upon the listed entity;	N.A.
8)	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship;	Yes. Sanofi is a promoter of the Listed Entity.
9)	Whether the transaction would fall within related party	N.A., since SCHIL is not a party to the transaction.

	transactions? If yes, whether the same is done at “arm’s length”;	
10)	In case of issuance of shares to the parties, details of issue price, class of shares issued;	N.A., since this transaction only involves the transfer of existing equity shares.
11)	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.;	N.A.
12)	In case of rescission, amendment or alteration, listed entity shall disclose additional details to the stock exchange(s):	N.A.
a)	name of parties to the agreement;	N.A.
b)	nature of the agreement;	N.A.
c)	date of execution of the agreement;	N.A.
d)	details and reasons for amendment or alteration and impact thereof (including impact on management or control and on the restriction or liability quantified earlier);	N.A.
e)	reasons for rescission and impact thereof (including impact on management or control and on the restriction	N.A.



	or liability quantified earlier).	
--	-----------------------------------	--