



24th May 2023

The General Manager,
Department of Corporate Services,
BSE Limited
P.J. Towers, Dalal Street,
Mumbai – 400 001

Scrip Code: 500674

Ref: Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sub: Application for obtaining approval under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) for the scheme of demerger that seeks to demerge the consumer healthcare business of Sanofi India Limited (“Demerged Company”) into its wholly owned subsidiary Sanofi Consumer Healthcare India Limited (“Resulting Company”) under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“Demerger Scheme”)

Dear Sir/Ma’am,

Compliance report as per format specified in Securities and Exchange Board of India (“SEBI”) Master Circular dated November 23, 2021 bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 (“SEBI Master Circular”)

It is hereby certified that the draft scheme of demerger of consumer healthcare business of Sanofi India Limited (“**Demerged Company**”) into its wholly owned subsidiary Sanofi Consumer Healthcare India Limited (“**Resulting Company**”) under Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions (“**Demerger Scheme**”) does not, in any way, violate, override or limit the provisions of securities laws or requirements of the stock exchange(s) (i.e., the National Stock Exchange of India Limited and BSE Limited) and the same is in compliance with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and the SEBI Master Circular, including the following:

Sr.	Reference	Particulars	Compliance
1	Regulations 17 to 27 of the SEBI Listing Regulations	Corporate governance requirements	Yes, complied
2	Regulation 11 of the SEBI Listing	Compliance with securities laws	Yes, complied
Requirements of the SEBI Master Circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Yes, complied
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	Yes, complied
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Yes, complied



Sr.	Reference	Particulars	Compliance
(d)	Para (l)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Yes, complied. The certificate received from Statutory Auditors of the Company viz. Price Waterhouse & Co., Chartered Accountants is enclosed.
(e)	Para (l)(A)(10)	Provision of approval of public shareholders through e-voting	<p>The requirement that the Demerger Scheme shall be acted upon only if the votes cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against it, is not applicable in the present case. In this regard, the certificate received from Statutory Auditors of the Company viz. Price Waterhouse & Co., Chartered Accountants is enclosed.</p> <p>The requirement relating to provisions of approval of public shareholders through e-voting will be complied with.</p>

For Sanofi India Limited



Radhika Shah
Company Secretary & Compliance Officer

For Sanofi India Limited



Rodolfo Hrosz
Managing Director
DIN: 09609832

Certified that the transactions/ accounting treatment provided in the draft Demerger Scheme involving the Demerged Company (i.e., Sanofi India Limited) and the Resulting Company (i.e., Sanofi Consumer Healthcare India Limited) are in compliance with all the accounting standards applicable to a listed entity.

For Sanofi India Limited



Vaibhav Karandikar
Chief Financial Officer

For Sanofi India Limited



Rodolfo Hrosz
Managing Director
DIN: 09609832

