

Date: 19th May 2023

To,
Sanofi India Limited
Sanofi House, CTS No. 117-B,
L&T Business Park, Saki Vihar Road,
Powai, Mumbai 400 072

Kind Attn:

Sub: No Objection Certificate (NOC)

Ref: Scheme of Arrangement between (i) Sanofi India Limited ("the Company" or the "Demerged Company") and its shareholders and creditors; and (ii) Sanofi Consumer Healthcare India Limited ("Resulting Company") and its shareholders and creditors ("Scheme") under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013

We, Bank of America NA Mumbai Branch, have No Objection to your Application to the Stock exchanges for seeking their NOC to the Scheme of Arrangement between Sanofi India Limited and its shareholders and creditors and Sanofi Consumer Healthcare India Limited and its shareholders and creditors ("Scheme").

Please note that this NOC issued in accordance with SEBI Master Circular No. SEBI/HO/CFD/DIII/CIR/P/2021/0000000665 dated November 23, 2021. This NOC Should not be deemed as our consent for the proposed Scheme of Arrangement and shall not affect the rights of Bank to vote on the resolution at the meeting of creditors.

Kindly take the same on record.

Thanking You,

Yours sincerely,



Ashish Agrawal
Director- Corporate Banking
Bank of America NA, Mumbai
Authorised Signatory

Date: 22nd May 2023

To,

Sanofi India Limited

Sanofi House, CTS No. 117-B,
L&T Business Park, Saki Vihar Road,
Powai, Mumbai 400 072

Kind Attn: Somak Ghosh

Sub: No Objection Certificate (NOC)

Ref: Scheme of Arrangement between (i) Sanofi India Limited ("the Company" or the "Demerged Company") and its shareholders and creditors; and (ii) Sanofi Consumer Healthcare India Limited ("Resulting Company") and its shareholders and creditors ("Proposed Scheme") under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013

We, JPMorgan Chase Bank N.A. ("Bank" / "we"), have No Objection to your Application to the Stock exchanges for seeking their NOC to the Scheme of Arrangement between Sanofi India Limited and its shareholders and creditors and Sanofi Consumer Healthcare India Limited and its shareholders and creditors ("Proposed Scheme").

Please note that this NOC issued in accordance with SEBI Master Circular No. SEBI/HO/CFD/DIII/CIR/P/2021/0000000665 dated November 23, 2021. This NOC Should not be deemed as our consent for the proposed Scheme of Arrangement and shall not affect the rights of Bank to vote on the resolution at the meeting of creditors and shall be subject to the following conditions:

1. This consent is restricted to our approval as Unsecured Creditor of the Company pursuant to the working capital facility general terms agreement dated 14th September 2020 ("Agreement") between the Bank and Company, for the Proposed Scheme and subject to the said Proposed Scheme being duly approved by relevant authorities and such other approvals, permissions and sanctions of regulatory or governmental and other authorities/tribunals as may be necessary and subject to such conditions or modifications prescribed by the National Company Law Tribunal.



JPMorgan Chase Bank, N.A., India
(Incorporated with limited liability in U.S.A.)

Principal Office: J.P. Morgan Tower, Off. C.S.T. Road, Kalina, Santacruz - East, Mumbai - 400 098, India.

Telephone : 91-22-6157 3000

J.P.Morgan

2. This consent hereby granted is without prejudice to our rights and interest under the Agreement and other documents executed thereunder in respect of the loan/ facility granted by us.
3. All the terms and conditions of the Agreement will continue to remain in full force and effect.

Kindly take the same on record.

Thanking You,

Yours sincerely,


Authorised Signatory

