



4<sup>th</sup> June 2026

The Secretary  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001  
Scrip Code: 544250

The Secretary  
National Stock Exchange of India Limited  
C-1, Block G, Exchange Plaza,  
Bandra-Kurla Complex,  
Bandra East, Mumbai - 400 051  
Symbol: SANOFICONR

**Sub.: Notice of the 3<sup>rd</sup> Annual General Meeting**

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Notice of the 3<sup>rd</sup> Annual General Meeting of the Company scheduled to be held on Friday, 26<sup>th</sup> June 2026 at 3:00 P.M. (IST) through Video Conferencing / Other Audio Visual Means.

The aforesaid Notice is also available on the Company's website at [Annual Reports](#).

This is for your information and records.

Thanking You,

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

**Nikunj Kumar Savaliya**  
**Company Secretary and Compliance Officer**  
**Membership No.: F7048**

Encl.: a/a

# Notice of the Annual General Meeting

**NOTICE** is hereby given that the THIRD ANNUAL GENERAL MEETING (AGM / 3<sup>rd</sup> AGM) of the Members of SANOFI CONSUMER HEALTHCARE INDIA LIMITED ("the Company") will be held on FRIDAY, 26<sup>th</sup> JUNE 2026, at 3:00 P.M. (IST) through Video Conferencing/Other Audio - Visual Means ("VC/OAVM") facility, to transact the following business:

## Ordinary Business

- To receive, consider and adopt the Annual Audited Standalone Financial Statements of the Company for the year ended 31<sup>st</sup> December 2025, including the Balance Sheet as on 31<sup>st</sup> December 2025, the Statement of Profit and Loss and the Cash Flow Statement for the Financial Year ended on that date and Reports of Board of Directors and Auditors thereon.
- To declare a final dividend of ₹ 75 per equity share of ₹ 10 each for the Financial Year ended 31<sup>st</sup> December 2025.
- To re-appoint Mr. Stanislas Camart, (DIN: 10686945) as Director, who retires by rotation and being eligible, offers himself for re-appointment.
- Appointment of M/s. Price Waterhouse & Co Chartered Accountants LLP (Firm Registration No.: 304026E/E300009) as the Statutory Auditors of the Company

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

**"RESOLVED THAT** pursuant to the provisions of Sections 139(1), 141, 142 and other applicable provisions, if any, of the Act read with the Audit Rules and the applicable provisions of the SEBI Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Audit Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded for the appointment of M/s. of M/s. Price Waterhouse & Co Chartered Accountants LLP (Firm Registration No.: 304026E/E300009), as the Statutory Auditors of the Company for a term of 5 (five) consecutive years effective from the conclusion of this Annual General Meeting ("AGM") till the conclusion of the 8<sup>th</sup> AGM of the Company, at such remuneration plus applicable taxes, and out of pocket expenses as may be recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** any of the Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds,

matters and things as may be necessary, desirable or expedient to give effect to this resolution, including but not limited to filing the necessary forms, returns and documents with the Registrar of Companies, Stock Exchanges and other statutory/regulatory authorities and to settle any questions, difficulties or doubts that may arise in this regard."

## Special Business

### 5. Appointment of M/s. Price Waterhouse & Co Chartered Accountants LLP (Firm Registration No.: 304026E/E300009) as the Statutory Auditors of the Company to fill the casual vacancy

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

**"RESOLVED THAT** pursuant to the provisions of Sections 139(8), 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Audit Committee and the Board of Directors the consent of the Members be and is hereby accorded for the appointment of M/s. Price Waterhouse & Co Chartered Accountants LLP (Firm Registration No.: 304026E/E300009), as the Statutory Auditors of the Company with effect from 25<sup>th</sup> May 2026, to fill the casual vacancy caused by the resignation of M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants (Firm Registration No.: 104607W / W100166) to hold office until the conclusion of 3<sup>rd</sup> Annual General Meeting, at such remuneration plus applicable taxes, and out of pocket expenses as may be recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** any of the Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution, including but not limited to filing the necessary forms, returns and documents with the Registrar of Companies, Stock Exchanges and other statutory/regulatory authorities and to settle any questions, difficulties or doubts that may arise in this regard."

### 6. Ratification of remuneration to Cost Auditors

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

**"RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to M/s. Kishore Bhatia & Associates, Cost Accountants (Firm Registration No. 00294), appointed by the Board of Directors on the recommendation of the Audit Committee, as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> December 2026, amounting to 315,000/- (Rupees Three Lakh Fifteen Thousand only) plus applicable taxes and the reimbursement of out-of-pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised 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."

By Order of the Board of Directors  
For **Sanofi Consumer Healthcare India Limited**

**Nikunj Kumar Savaliya**

Company Secretary & Head of Legal  
Membership No.: FCS 7048

Registered Office:  
Unit 1104, 11<sup>th</sup> Floor, Godrej Two,  
Pirojshanagar, Eastern Express Highway,  
Vikhroli East, Mumbai - 400079.  
CIN: L21002MH2023PLC402652  
E-mail: [igrc.schil@sanofi.com](mailto:igrc.schil@sanofi.com)  
25<sup>th</sup> May 2026

## Notes

- The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") with respect to Item No. 4 of the Notice forms part of this Notice. The Board of Directors has considered and decided to include Item No. 4 as given above as special business in the forthcoming AGM, as it is unavoidable in nature. The relevant details, as set out under Item No. 3 of the Notice pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") in respect of the Directors seeking reappointment at this AGM is also part of this Notice.
- The Ministry of Corporate Affairs, Government of India ("MCA") has vide its latest Circular No. 03/2025 dated 22<sup>nd</sup> September 2025, read with Circulars dated 8<sup>th</sup> April 2020, 13<sup>th</sup> April 2020 5<sup>th</sup> May 2020 and subsequent circulars issued in this regard, (collectively referred to as "MCA Circulars"), allowed inter-alia the conducting of AGMs through VC / OAVM facility till further orders, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular dated 5<sup>th</sup> May 2020. In compliance with the provisions of the Act, the SEBI Listing Regulations and MCA & Securities and Exchange Board of India ("SEBI") Circulars the 3<sup>rd</sup> AGM of the Company is being conducted through the VC/OAVM facility without the physical presence of members at a common venue. The deemed venue for the 3<sup>rd</sup> AGM shall be the registered office of the Company. As the AGM is conducted through VC/OAVM, the facility for the appointment of a proxy by the members is not available for this AGM and hence the Proxy Form and Attendance Slip including the Route Map are not annexed to this Notice.
- In compliance with the aforementioned provisions of the Act and Listing Regulations, an electronic copy of the Annual Report for the Financial Year 2025 is being sent to all the Members whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes. Members who have questions or are seeking clarifications on the Annual Report or the proposals contained in this Notice are requested to send an email to the Company at [igrc.schil@sanofi.com](mailto:igrc.schil@sanofi.com) on or before 19<sup>th</sup> June 2026. This would enable the Company to compile the information and provide responses at the meeting. The Company will be able to answer only those questions at the meeting which are received in advance as per the above process. The Company will allot time for members to express their views or give comments during the meeting. Members who wish to speak at the meeting must register themselves as speakers by sending an e-mail from their registered e-mail ID, mentioning their name, DP ID, Client ID/Folio number, and Mobile number to [igrc.schil@sanofi.com](mailto:igrc.schil@sanofi.com) on or before 5:00 p.m. on 19<sup>th</sup> June 2026. Depending on the availability of time, the Company reserves the right to restrict the number of speakers at the meeting.
- Pursuant to Section 113 of the Act, institutional/corporate members are requested to send a duly certified copy of the board resolution authorizing their representative to attend and vote at the AGM before e-voting or attending the AGM to [igrc.schil@sanofi.com](mailto:igrc.schil@sanofi.com).
- Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), the Secretarial Standard on General Meetings (SS-

2) issued by the ICSI, Regulation 44 of the Listing Regulations, and the Circulars issued by the MCA, the Company is providing facility for remote e-Voting to its Members in respect of the business to be transacted at the 3<sup>rd</sup> AGM and to those Members participating in the 3<sup>rd</sup> AGM, to cast their vote through the e-Voting system during the AGM. For this purpose, the Company has entered into an agreement with the National Securities Depository Limited (“NSDL”) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using the remote e-Voting system, as well as e-Voting on the date of the AGM, will be provided by NSDL.

6. The Board of Directors of the Company has appointed Mr. Omkar Dindorkar (ACS 43029), Partner, or failing him, Ms. Deepti Kulkarni (ACS 34722), Partner at M/s. MMJB & Associates LLP, Practicing Company Secretaries, as the Scrutinizer for conducting the voting process for remote e-Voting and e-Voting during the AGM in a fair and transparent manner. The results of the e-Voting shall be declared to the Stock Exchanges within the timeframe prescribed under the Act and Listing Regulations. The results, along with the Scrutinizer’s Report, shall also be placed on the website of the Company at [www.sanofi.in](http://www.sanofi.in).

7. The Register of Directors and Key Managerial Personnel (KMP) and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, under Section 189 of the Act, and all other documents referred to in the Notice can be inspected in electronic mode by sending a request via email to [igrc.schil@sanofi.com](mailto:igrc.schil@sanofi.com)

8. The Register of Members of the Company shall remain closed from Saturday, 20<sup>th</sup> June 2026 to Friday, 26<sup>th</sup> June 2026 (both days inclusive).

9. Payment of dividend, as recommended by the Board of Directors, if approved at the meeting, will be made on 9<sup>th</sup> July 2026, to those members whose names are on the Company’s Register of Members on Friday, 19<sup>th</sup> June 2026, and those whose names appear as Beneficial Owners at the close of business hours on Friday, 19<sup>th</sup> June 2026, as per the details to be furnished by the Depositories, viz. NSDL and Central Depository Services (India) Limited (“CDSL”) for this purpose.

10. In accordance with the provisions of the Income Tax Act, 2025 as amended by the Finance Bill, 2026, subject to President’s assent, the dividend declared and paid by the Company is taxable in the hands of its Members, and the Company is required to deduct tax at source (“TDS”) from the dividend paid to the Members at the applicable rates. A separate email

will be sent to the registered email ID of the Members providing details about the process for submitting the documents / declarations along with the formats required for the deduction of tax at source on the dividend payout. Sufficient time will be provided for submitting the documents/declarations by the Members who wish to claim a beneficial tax treatment. The intimation will also be uploaded on the Company’s website at [www.sanofi.in](http://www.sanofi.in)

11. Members holding shares in electronic form are advised to keep their bank details updated with the respective Depositories, viz., NSDL and CDSL. Members holding shares in physical form are requested to update their bank details with the Company’s Registrar and Share Transfer Agent - MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) (RTA) through e-mail at [investor.helpdesk@in.mpms.mufg.com](mailto:investor.helpdesk@in.mpms.mufg.com).

12. Pursuant to the provisions of the Act and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer, and Refund) Rules, 2016, as amended from time to time notified by the MCA, the Company is required to transfer any unpaid or unclaimed dividends that remain outstanding for a continuous period of seven years, along with the corresponding shares for which dividends have remained unpaid or unclaimed for seven consecutive years, to the account of the Investor Education and Protection Fund (“IEPF”) Authority.

As this is only the 3<sup>rd</sup>AGM of the Company and the third year in which dividends are being declared, the obligation to transfer unpaid dividends and shares to the IEPF Authority does not arise at this stage. However, any dividends declared at this AGM that remain unpaid or unclaimed shall be transferred to the Company’s Unclaimed Dividend Account, where they will be retained for a period of seven years before becoming eligible for transfer to the account of the IEPF Authority. The details of such unpaid or unclaimed dividends and the respective members will be made available on the Company’s website at **Shareholder Corner**

Until such time as the unpaid or unclaimed dividends are transferred to the account of the IEPF Authority, members may claim them directly from the Company by submitting a request to the Company’s Registrar and Share Transfer Agents.

In cases where members of Sanofi India Limited had their shares previously transferred to the IEPF Authority, the corresponding shares in the Company have also been transferred to the IEPF Authority. Any corporate benefits associated with these shares,

including dividends declared at this AGM, shall be credited to the IEPF Authority’s account. The details of such shares and the respective members are available on the Company’s website at **Shareholder Corner**

Members whose shares have been transferred to the account of the IEPF Authority, including all benefits accruing on such shares, if any, can be claimed by the Members from IEPF Authority, after following the procedure prescribed under the IEPF Rules.

13. Pursuant to Regulation 39 and Schedule V and VI of the SEBI Listing Regulations the Company has transferred unclaimed shares in its Unclaimed Suspense Account details of which are given below:

| Particulars   | No. of Records | No. of Shareholders | No. of Equity Shares |
|---|----------------|---------------------|----------------------|
| Aggregate number of shareholders/records and the outstanding shares in the Unclaimed Suspense Account   | 175            | 175                 | 9,300                |
| Number of shareholders who approached the Company for transfer of shares and shares transferred from suspense account during the year   | 1              | 1                   | 50                   |
| Number of shareholders/records whose shares were transferred from suspense account to the demat account of IEPF under the provisions of Section 124(6) of the Companies Act, 2013 | 0              | 0                   | 0                    |
| Number of shareholders/records and aggregate number of shares transferred to the Unclaimed Suspense Account during the year   | 0              | 0                   | 0                    |
| Aggregate number of shareholders and outstanding shares in the Unclaimed Suspense Account lying as on 31 <sup>st</sup> December 2025  | 174            | 174                 | 9250                 |

All Corporate benefits on these shares including any dividends declared at this AGM that remain unpaid or unclaimed shall be transferred to the Company’s Unclaimed Dividend Account, where they will be retained for a period of seven years before becoming eligible for transfer to the account of the IEPF Authority. The voting rights on shares lying in the Unclaimed Suspense Account shall remain frozen till the rightful owner of such shares establishes his/her title of ownership to claim the shares.

14. SEBI, vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7<sup>th</sup> May 2024, read with SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated 10<sup>th</sup> June 2024, has mandated that, with effect from 1<sup>st</sup> April 2024, dividends to security holders (holding securities in physical form) shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details, including mobile number, bank account details, and specimen signature (“KYC Details”). For folios where these details are not registered, the dividend payment will be withheld by the Company. The same shall be released only upon registering the aforementioned required details.

Members are requested to submit their PAN, contact details, bank account details, nomination details, and specimen signature (as applicable) to their DP in case they hold securities in dematerialised form or to Company’s RTA through Form ISR-1, Form ISR-2, and Form ISR-3 (as applicable), available at **Shareholder Corner** in case they hold securities in physical form. It is in the members’ interest to ensure that correct and updated bank account details are available with their Depository Participant (DP) in case of shares held in dematerialized form so that dividends paid by the Company are credited to the investor’s bank account on time.

15. Members may please note that SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8, dated 25<sup>th</sup> January 2022, has mandated that listed companies must issue securities in dematerialized form only while processing service requests, viz. the issue of duplicate securities certificates; renewal/exchange of securities certificates; endorsement; sub-division/splitting of securities certificates; consolidation of securities certificates/folios; transmission, and transposition. Further, SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/65,

dated 18<sup>th</sup> May 2022, has simplified the procedure and standardized the format of documents for the transmission of securities.

In furtherance of the Government of India's initiatives on "Ease of Doing Business" and "Ease of Doing Investment", SEBI vide Circular No. HO/38/13/(3)2026-MIRSD-POD/1/3763/2026 effective from 2<sup>nd</sup> April 2026, simplified the processing of investor service requests by dispensing the issuance of Letter of Confirmation (LOC) and enabling direct credit of securities to investors' demat accounts after due verification, thereby reducing paperwork and improving investor convenience. LOCs issued before 2<sup>nd</sup> April 2026, shall remain valid for dematerialization within 120 days from the date of issuance of LOC.

Under the new framework, investors must already hold a demat account and submit a duly attested, recent Client Master List along with prescribed forms. RTA, Companies and Depositories are required to complete verification and credit securities directly into the demat account within 30 days of the receipt of such request.

Accordingly, Members are requested to make service requests to the Company through e-mail at [igrc.schil@sanofi.com](mailto:igrc.schil@sanofi.com) or by writing to the Company's RTA at [Investor.helpdesk@in.mpms.mufg.com](mailto:Investor.helpdesk@in.mpms.mufg.com) by submitting a duly filled and signed Form ISR-4 & ISR-5, as the case may be along with recent Client Master List. The said forms can be downloaded from the Company's website at [Shareholder Corner](#).

16. Members holding shares in physical form, in identical order of names, in more than one folio, are requested to send the details of such folios, along with the share certificates and the requisite KYC documents, to the Company's RTA for consolidation of their holdings into one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

17. SEBI, vide Master Circular no. SEBI/HO/OIAE/OIAE\_IAD-3/P/CIR/2023/195 dated 28<sup>th</sup> December 2023, has specified that a shareholder shall first take up his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity, and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, and if the shareholder is not satisfied with the outcome, he/she/they may initiate dispute resolution through the Online Dispute Resolution ("ODR") Portal. Shareholders are requested to take note of the same. The aforesaid SEBI Circular can be viewed at the following link: [Shareholder Corner](#).

## E-Voting facility

Remote e-voting - Key Dates:

|   |   |
|---|---|
| <b>Cut-off date</b>   | Friday, 19 <sup>th</sup> June 2026                      |
| The date for determining the Members who are entitled to vote on the resolutions set forth in this Notice               |   |
| <b>Book closure dates</b>   | Saturday, 20 <sup>th</sup> June 2026                    |
| Period during which the Register of Members and Share Transfer Books of the Company shall remain closed                 |   |
| <b>Remote e-voting period</b>   | Saturday, 20 <sup>th</sup> June 2026                    |
| Period during which Members, as on the cut-off date, may cast their votes on electronic voting system from any location |   |
| <b>Start Date and Time</b>  | Tuesday, 23 <sup>rd</sup> June 2026<br>9:00 A.M. (IST)  |
| <b>End Date and Time</b>  | Thursday, 25 <sup>th</sup> June 2026<br>5:00 P.M. (IST) |

- Members of the Company holding shares either in physical form or dematerialized form as of the cut-off date may exercise their vote electronically. The e-Voting module shall be disabled by NSDL for voting thereafter
- A person whose name is recorded in the Register of Members or in the Beneficial Owners register maintained by depositories as of the cut-off date, i.e., Friday, 19<sup>th</sup> June 2026 shall be entitled to avail of the facility of remote e-Voting as well as the e-Voting system during the AGM. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member/Beneficial Owner (in case of shares held in dematerialized form) as of the cut-off date, i.e., Friday, 19<sup>th</sup> June 2026. A person who is not a member as of the cut-off date should treat this Notice for informational purposes only.
- The e-Voting during the AGM will begin on Friday, 26<sup>th</sup> June 2026 at 3:00 p.m. and will end 30 minutes after the conclusion of the AGM. Within this period, all Members who are present at the AGM through the VC facility and who have not yet exercised their vote through remote e-Voting can still exercise their vote electronically. The facility for e-Voting during the meeting is available only to those Members participating in the meeting through the VC facility. If a Member has exercised his/her vote during the AGM through e-Voting but has not attended the AGM through the VC facility, then the votes cast by such a Member shall be considered invalid.

- The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time and up to 15 minutes after the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on a first-come, first-served basis. This will not include large Shareholders (shareholders holding 2% or more shares), Promoters, Institutional Investors, Directors, KMP, the Chairpersons of the Audit Committee, the Nomination and Remuneration Committee, and the Stakeholders Relationship Committee, or Auditors, etc., who are allowed to attend the AGM without restriction based on a first-come, first-served basis.

- The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

In line with the MCA Circulars, the Notice calling the AGM has been uploaded on the website of the Company at [www.sanofi.in](http://www.sanofi.in). The Notice can also be accessed from the websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively, as well as on the website of NSDL (agency for providing the Remote e-Voting facility), i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

## Instructions for Members for Remote e-Voting and Joining General Meeting are as under:

Members whose names appear in the Register of Members/ Register of Beneficial Owners maintained by the Depositories as on the cut-off date shall be entitled to avail the facility of remote e-Voting, voting during the AGM and participation at the AGM through VC/OAVM. The voting rights of the Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date.

## How do I vote electronically using NSDL e-Voting system?

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 and joining virtual meeting for Individual Members holding securities in demat mode

In terms of the SEBI circular dated 9<sup>th</sup> December 2020, on e-Voting facility provided by Listed Companies, Individual Members holding securities in dematerialized (demat) mode are allowed to vote through their demat account maintained with depositories and depository participants. Members are advised to update their mobile number and email ID in their demat accounts in order to access the e-Voting facility. The login method for Individual Members holding securities in demat mode is given below:

Login method for Individual Members holding securities in demat mode is given below:

| Type of Member   | Login Method  |
|--|---|
| Individual Members holding securities in Demat mode with the NSDL. | <ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> users can visit the e-Services website of NSDL viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 the e-Voting services under "Value Added Services". Click on "Access to e-Voting" under <b>e -Voting services</b> and you will be able to see the e-Voting page. Click on company name or e-Voting <b>service provider i.e. NSDL</b> and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, an option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click on <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol> |

**Important note:** Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for Individual 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 Members holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000  |
| Individual Members holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911 |

**B. Login Method for Members other than Individual Members holding securities in demat mode and Members 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<br>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<br>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 Members other than Individual Members 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 Members whose email ids are not registered.

| Type of Member | Login Method |
|----------------|--------------|
|----------------|--------------|

3. Visit the e-Voting website of NSDL. Open a web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile. Once the home page of the e-Voting system is launched, click on the icon “Login,” which is available under the ‘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 the NSDL Depository site wherein you can see e-Voting page. Click on company name or the **e-Voting service provider i.e. NSDL** and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.
4. Members can also download the NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for a seamless voting experience.



Individual Members holding securities in Demat mode with the CDSL

1. Users who have opted for the CDSL Easi/Easiest facility can log in through their existing user ID and password. An option will be made available to reach the e-Voting page without any further authentication. Users logging into Easi/Easiest are requested to visit the CDSL website ([www.cdslindia.com](http://www.cdslindia.com)), click on the login icon & the New System Myeasi Tab, and then use their existing MyEasi username & password.
2. After successful login, the Easi/Easiest user will be able to see the e-Voting option for eligible companies where e-Voting is in progress as per the information provided by the company. On clicking the e-Voting option, the user will be able to see the e-Voting page of the e-Voting service provider for casting their vote during the remote e-Voting period or joining a virtual meeting and voting during the meeting. Additionally, links are provided to access the system of all e-Voting service providers, allowing the user to visit their websites directly.
3. If the user is not registered for Easi/Easiest, an option to register is available on the CDSL website ([www.cdslindia.com](http://www.cdslindia.com)). Kindly click on the login icon & the New System Myeasi Tab, and then click on the registration option.
4. Alternatively, the user can directly access the e-Voting page by providing their Demat Account Number and PAN from the e-Voting link available on the [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending an OTP to their registered mobile & email as recorded in their Demat Account. After successful authentication, the user will be able to see the e-Voting option where e-Voting is in progress and will also be able to directly access the system of all e-Voting service providers.

Individual Members (holding securities in demat mode) log in 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 the e-Voting facility. Upon logging in, you will be able to see the e-Voting option. On clicking the e-Voting option, you will be redirected to the NSDL/CDSL Depository site after successful authentication, wherein you can see the e-Voting feature. Click on the company name or the e-Voting service provider, i.e., NSDL, and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining a virtual meeting and voting during the meeting.

- vi. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
- 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](http://www.evoting.nsdl.com).
  - “**Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- vii. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- viii. Now, you will have to click on “Login” button.
- ix. After you click on the “Login” button, home page of e-Voting will open.
- G. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### General Guidelines for Members

- 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 [scrutinisers@mmjc.in](mailto:scrutinisers@mmjc.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). 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.
- 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](http://www.evoting.nsdl.com) to reset the password.
- 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](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com).

### Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

#### How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the ‘EVEN’ of companies in which you are holding shares and whose voting cycle is in active status.
- Select ‘EVEN’ of Company for which you wish to cast your vote during the remote e-Voting period or casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
- Now you are ready for e-Voting as the voting page opens.
- 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.
- Upon confirmation, the message “Vote cast successfully” will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

#### Process for those 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:

- In case shares are held in physical mode, please provide Folio No., Name of Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to [igrc.schil@sanofi.com](mailto:igrc.schil@sanofi.com).
- 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), AADHAAR (self-attested scanned copy of Aadhaar Card) to [igrc.schil@sanofi.com](mailto:igrc.schil@sanofi.com). If you are an Individual member 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 Members holding securities in demat mode.**

- Alternatively, Members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user ID and password for e-Voting by providing above mentioned documents.
- In terms of SEBI circular dated 9<sup>th</sup> December 2020, on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

#### The instructions for members for e-Voting on the day of the AGM are as under:-

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
  - Only those Members, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
  - Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
  - The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-Voting.
- Members are encouraged to join the Meeting through laptop for better experience.
  - Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  - Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
18. As required by Regulation 36(3) of the Listing Regulations and the Secretarial Standards on General Meetings (SS-2) as laid down by ICSI, additional information relating to the particulars of Directors who are proposed to be re-appointed are given below:

| Agenda Item No.                                  | 3  |
|--|--|
| Name   | Mr. Stanislas Camart   |
| Age  | 52   |
| Qualifications                                   | Mr. Stanislas Camart 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 | Mr. Stanislas Camart is a Non-Executive Director of the Company. He 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. 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.<br><br>Since October 2022, Stanislas has been serving as the CHC Chief Accounting Officer and Head of Global Business Services (GBS) at Opella.<br><br>His strengths include Ideation, Futuristic thinking, being an Achiever, Self-Assurance, and Arranger, according to Gallup Strengths. |

| Agenda Item No.  | 3   |
|--|---|
| Directorships held in other companies including equity listed companies in India | Nil   |
| Committee Memberships and Chairmanships in the Company                           | Member of Audit Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee |
| Membership/Chairmanship of Committees of other Boards                            | Nil   |
| Number of Board meetings attended during the year                                | 6   |
| Remuneration last drawn for the financial year 2025                              | Non-Executive Directors who are employees of Group companies do not receive any Sitting Fees or Commission.                             |
| Remuneration sought to be paid   |   |
| Terms and conditions of appointment  | As per Nomination and Remuneration Policy of the Company  |
| Relationship with other Directors and KMP  | None  |
| Date of first appointment on the Board   | 13 <sup>th</sup> August 2024  |
| Shareholding in in the Company   | Nil   |
| Resignation from Listed Entities in past three years                             | None  |

### Explanatory Statement

Explanatory Statement relating to the business mentioned in Item Nos. 4 to 6 of the accompanying Notice of the AGM is given below:

#### Item no. 4 & 5

Pursuant to the provisions of Section 139 of the Companies Act, M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants (Firm Registration No.: 104607W / W100166) were appointed as the Statutory Auditors of the Company at the AGM held on 25<sup>th</sup> April 2024 to hold office for a period of 5 years from the conclusion of the 1<sup>st</sup> AGM until the conclusion of the 6<sup>th</sup> AGM of the Company to be held in the year 2029. However, on 30<sup>th</sup> April 2026, M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants have tendered their resignation as the Statutory Auditors of the Company before completion of their term.

This had resulted in a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013. Further, as per the provisions of Section 139(8) of the Companies Act, 2013 casual vacancy caused by the resignation of auditor shall be approved by the shareholders in a General Meeting within 3 (three) months from the date of recommendation of the Board of Directors of the Company.

The Board of Directors at their meeting held on 25<sup>th</sup> May 2026, on the recommendation of the Audit Committee, and pursuant to the provisions of Section 139(8) of the Companies Act, 2013, has appointed M/s. Price Waterhouse & Co Chartered Accountants LLP (Firm Registration No.: 304026E/E300009), to fill the casual

vacancy caused by the resignation of M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants and hold the office of the Statutory Auditor until the conclusion of this AGM. Accordingly, shareholders' approval by way of Ordinary resolution is sought.

Further, the Board of Directors at their meeting held on 25<sup>th</sup> May 2026, on the recommendation of the Audit Committee, has also recommended the appointment of M/s. Price Waterhouse & Co Chartered Accountants LLP (Firm Registration No.: 304026E/E300009), to hold office as Statutory Auditors of the Company for a term of five (5) consecutive years from conclusion of this AGM till the conclusion of 8<sup>th</sup> Annual General Meeting to be held in the year 2031, subject to approval of members at the 3<sup>rd</sup> AGM of the Company.

M/s. Price Waterhouse & Co Chartered Accountants LLP, having a Firm Registration No. 304026E/E300009, is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India. The Firm was established in the year 1991 and was converted into a limited liability partnership in the year 2014. The registered office of the Firm is at Plot No. 56 & 57, Block DN, Sector V, Salt Lake, Kolkata - 700 091 and has 17 (seventeen) branch offices in various cities in India. The Firm is primarily engaged in providing assurance and auditing services to its clients and is a member firm of Price Waterhouse & Affiliates, a network of firms registered with the Institute of Chartered Accountants of India having Network Registration No. NRN/E/14. Price Waterhouse & Affiliates is a network of separate, distinct and independent Indian Chartered Accountant firms, each of which is registered with the

Institute of Chartered Accountants of India. The Firm has more than 120 Assurance Partners as of 1<sup>st</sup> April 2026. It has a valid peer review certificate and audits various companies listed on stock exchanges in India.

M/s. Price Waterhouse & Co Chartered Accountants LLP (Firm Registration No.: 304026E/E300009), have conveyed

their consent for being appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013 and shall satisfy the criteria as provided under Section 139, 141 and other relevant provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014.

#### Details as required under Regulation 36(5) of the Listing Regulations, 2015 is provided below:

| Sr. No. | Particulars  | Details   |
|---------|--|---|
| 1.      | Proposed Statutory Auditor   | M/s. Price Waterhouse & Co Chartered Accountants LLP<br><ul style="list-style-type: none"> <li>Limited Review Fees: INR 1.20 million for conducting three Limited Reviews.</li> <li>Statutory Audit Fees: INR 2.95 million for the Statutory Audit.</li> </ul>  |
| 2.      | Proposed Fees payable to the Statutory Auditor   | The above fees are exclusive of out-of-pocket expenses (OPE) and any additional certifications, reports, or other services that may be required to meet statutory, regulatory, or other legal obligations.  |
| 3.      | Terms of Appointment   | With effect from 25 <sup>th</sup> May 2026, till the conclusion of 3 <sup>rd</sup> AGM. Thereafter, for a period of five (5) consecutive year commencing from the conclusion of 3 <sup>rd</sup> AGM till the conclusion of the 8 <sup>th</sup> AGM of the Company to be held in the year 2031   |
| 4.      | In case of a new Auditor, any material change in the fee payable to such Auditor from that paid to the outgoing Auditor along with the rationale for such change | Fees payable is lower than the proposed fee increase sought by the outgoing auditors  |
| 5.      | Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor proposed to be appointed                   | Price Waterhouse & Co Chartered Accountants LLP (Firm Registration No. 304026E/E300009) is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India and is part of a reputed global network of professional firms. The firm has significant experience in providing audit and assurance services and is recognised for its strong technical expertise, robust audit methodologies, technology-enabled audit approach, and deep industry knowledge, supported by a qualified and experienced team.<br><br>For the purpose of recommending the appointment, the management evaluated various audit firms based on defined technical and commercial criteria, including audit methodology and risk assessment approach, understanding of the Company's business and industry, experience and expertise of the engagement team, use of technology and data analytics, quality control framework, governance standards, and communication approach. |

| Sr. No. | Particulars | Details  |
|---------|-------------|--|
|         |             | Based on such evaluation and taking into account the firm's audit experience, industry expertise, and commitment to high standards of governance and independence, the Audit Committee is of the view that Price Waterhouse & Co Chartered Accountants LLP is suitably qualified and possesses the requisite experience and capabilities for appointment as the Statutory Auditors of the Company. Accordingly, the Audit Committee has recommended, and the Board of Directors has approved, the appointment of Price Waterhouse & Co Chartered Accountants LLP as the Statutory Auditors of the Company. |

The Board of Directors recommends the resolutions as set out in Item No. 4 and 5 of the Notice for approval by the Members.

None of the Directors, KMP or their relatives have any financial or other interest in the proposed resolutions.

#### Item no. 6

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment of M/s. Kishore Bhatia & Associates, Cost Accountants, as Cost Auditors to conduct the audit of the cost accounts maintained by the Company for the financial year ending 31<sup>st</sup> December 2026, at a remuneration of ₹ 3,15,000/- (Rupees Three Lakhs Fifteen Thousand only), per annum, plus applicable taxes and reimbursement of out-of-pocket expenses.

In accordance with the provisions of Section 148 of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors must be

ratified by the members of the Company. Accordingly, the consent of the members is sought for the approval of the remuneration payable to the Cost Auditors for the financial year ending 31<sup>st</sup> December 2026.

The Board recommends the approval of the remuneration payable to M/s. Kishore Bhatia & Associates, Cost Accountants, for conducting the cost audit and the passing of the Ordinary Resolution set out at Item No. 6 of the Notice.

None of the Directors or KMP of the Company, or their relatives, are concerned or interested, financially or otherwise, in this resolution.

By Order of the Board of Directors  
For **Sanofi Consumer Healthcare India Limited**

**Nikunj Kumar Savaliya**  
Company Secretary & Head of Legal  
Membership No.: FCS 7048

Registered Office:  
Unit 1104, 11<sup>th</sup> Floor, Godrej Two,  
Pirojshanagar, Eastern Express Highway,  
Vikhroli East, Mumbai - 400079.  
CIN: L21002MH2023PLC402652  
E-mail: [igrc.schil@sanofi.com](mailto:igrc.schil@sanofi.com)  
25<sup>th</sup> May 2026