

Opella.

Date: 25 October 2024

To,

BSE Limited, Corporate Relationship Department, Dalal Street, Mumbai – 400001 Scrip Code: 544250	National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai – 400051 Symbol: SANOFICONR
--	--

Re.: Disclosure under Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“Takeover Regulations”).

Dear Sir / Ma’am,

We make reference to the prior intimation made by Opella Healthcare Participations BV (“Opella”) to the stock exchanges (namely BSE Limited and National Stock Exchange of India Limited) under Regulation 10(5) of the Takeover Regulations on 3 October 2024 informing about the proposed inter-se transfer of equity shares of Sanofi Consumer Healthcare India Limited (“SCHIL”), between Hoechst GmbH and Sanofi (then promoters of SCHIL, collectively the “Sellers”) and Opella (“Acquirer”/ “Buyer”) to be undertaken in one or more tranches.

The first tranche of the above-mentioned transaction was completed between Hoechst GmbH and Opella on 10 October 2024 wherein Hoechst GmbH transferred 1,39,04,722 equity shares of SCHIL (representing 60.37% of the equity share capital of SCHIL) to Opella.

We now wish to inform you that we, Opella, entered into a Share Transfer Agreement (“STA”) on 18 October 2024 with Sanofi for the inter-se transfer of the 4,865 equity shares of SCHIL (representing 0.02% of the equity share capital of SCHIL) held by Sanofi in SCHIL to Opella, and the same falls under the exemption from making an open offer as provided under Regulation 10(1)(a)(iii) of the Takeover Regulations. Pursuant to the STA, we, Opella have acquired 4,865 equity shares in SCHIL (representing 0.02% of the equity share capital of SCHIL) from Sanofi on 25 October 2024.

Please find enclosed the disclosure in respect of the aforesaid sale.

Opella.

For and on behalf of Opella Healthcare Participations BV



Authorized Signatory

Name: Peter Brouwer

Designation: Director

Date: 25 October 2024

Place: Amsterdam, the Netherlands

Opella Healthcare Participations B.V.

Paasheuvelweg 25, 1105 BP Amsterdam, The Netherlands

Tel. +31 (0)20 2453321, OH_Participations_BV@sanofi.com, Chamber of Commerce 90728092

Opella.

Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company ("TC")	Sanofi Consumer Healthcare India Limited		
Name(s) of the acquirer and Persons Acting in Concert ("PACs") with the acquirer	Opella Healthcare Participations BV		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	National Stock Exchange of India Limited and BSE Limited.		
Details of the acquisition as follows	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of:			
a) Shares carrying voting rights	1,39,04,722	60.37%	60.37%
b) Shares in the nature of encumbrance (pledge/lien/ non-disposal undertaking/ others)	N.A.	N.A.	N.A.
c) Voting rights ("VR") otherwise than by shares	N.A.	N.A.	N.A.
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	N.A.	N.A.	N.A.
e) Total (a+b+c+d)	1,39,04,722	60.37%	60.37%
Details of acquisition/sale			
a) Shares carrying voting rights acquired/sold	4,865	0.02%	0.02%
b) VRs acquired/sold otherwise than by shares	N.A.	N.A.	N.A.
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	N.A.	N.A.	N.A.

Opella.

d) Shares encumbered/invoked/released by the acquirer	N.A.	N.A.	N.A.
e) Total (a+b+c+/-d)	4,865	0.02%	0.02%
After the acquisition/sale, holding of:			
a) Shares carrying voting rights	1,39,09,587	60.40%	60.40%
b) Shares encumbered with the acquirer	N.A.	N.A.	N.A.
c) VRs otherwise than by shares	N.A.	N.A.	N.A.
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	N.A.	N.A.	N.A.
e) Total (a+b+c+d)	1,39,09,587	60.40%	60.40%
Mode of acquisition (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Inter-se transfer of equity shares (undertaken off-market) which is exempt from making an open offer under Regulation 10(1)(a)(iii) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, which is applicable	25 October 2024		
Equity share capital / total voting capital of the TC before the said acquisition /sale	2,30,30,622 equity shares (as per the shareholding pattern dated 6 September 2024 that is publicly disclosed by the TC).		
Equity share capital / total voting capital of the TC after the said acquisition/-sale	2,30,30,622 equity shares (as per the shareholding pattern dated 6 September 2024 that is publicly disclosed by the TC).		
Total diluted share / voting capital of the TC after the said acquisition	2,30,30,622 equity shares (as per the shareholding pattern dated 6 September 2024 that is publicly disclosed by the TC).		

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

Opella.

For and on behalf of
Opella Healthcare Participations BV

)
)
)
)
)
)



Authorised Signatory

Name: Peter Brouwer

Designation: Director

Date: 25 October 2024

Place: Amsterdam, the Netherlands