

# Opella.

Date: 11 October 2024

To,

BSE Limited, Corporate Relationship Department, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001 Scrip Code: 544250	National Stock Exchange of India Limited, Exchange Plaza, Plot no. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400051 Symbol: SANOFICONR
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**Re.: Disclosure under Regulation 10(6) – Report to stock exchanges with respect to the inter-se transfer of equity shares of Sanofi Consumer Healthcare India Limited (“TC”) under Regulation 10(1)(a)(iii) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“Takeover Regulations”).**

Dear Sir / Ma’am,

This is in 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) under Regulation 10(5) of the Takeover Relations on 3 October 2024 informing you about the proposed inter-se transfer of equity shares of the TC, between Hoechst GmbH and Sanofi (existing promoters of TC, collectively the “Sellers”) and Opella (“Acquirer”/“Buyer”), to be undertaken in one or more tranches.

In this connection, we now wish to inform you that Opella acquired 1,39,04,722 equity shares of the TC (which represents 60.37% of the equity share capital of the TC) from Hoechst GmbH on 10 October 2024. The said inter-se transfer was undertaken on-market of the BSE Limited stock exchange.

This is for your information and records.

Thanking you.

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For and on behalf of **Opella Healthcare Participations B. V.**



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Peter Brouwer  
Director

**Encl.:** As above.

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**Format for Disclosures under Regulation 10(6) –Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

1.	Name of the Target Company (TC)	Sanofi Consumer Healthcare India Limited (“TC”)
2.	Name of the acquirer(s)	Opella Healthcare Participations B.V. (“Opella”)
3.	Name of the stock exchange where shares of the TC are listed	BSE Limited and the National Stock Exchange of India Limited (collectively, the “Stock Exchanges”)
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	<p>Hoechst GmbH, by way of an inter-se transfer (undertaken on-market), transferred 1,39,04,722 (one crore thirty nine lakh four thousand seven hundred and twenty two) (representing 60.37% of the equity share capital of the TC) equity shares of the TC to Opella.</p> <p>The ultimate parent of the TC and control over Hoechst is exclusively held by Sanofi. Opella is an indirect subsidiary of Sanofi and control over Opella is also exclusively held by Sanofi. Control over Hoechst and Opella is being exclusively held by Sanofi and Opella is accordingly exempt from making an open offer for this inter-se transfer in terms of Regulation 10(1)(a)(iii) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“Takeover Regulations”).</p>
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(1)(a)(iii) of the Takeover Regulations.
6.	<p>Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so,</p> <ul style="list-style-type: none"> <li>- whether disclosure was made and whether it was made within the timeline specified under the regulations.</li> <li>- date of filing with the stock exchange.</li> </ul>	<p>Yes, the disclosure under Regulation 10(5) of the Takeover Regulations was required to be made.</p> <p>Yes, the disclosure under Regulation 10(5) of the Takeover Regulations was made within the timeline prescribed under the Takeover Regulations.</p> <p>The disclosure under Regulation 10(5) of the Takeover Regulations 2011 was duly made to the Stock Exchanges on 3 October 2024.</p>

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7.	Details of acquisition	Disclosures required to be made under regulation 10(5)	Whether the disclosures under regulation 10(5) are actually made
	a. Name of the transferor / seller	Hoechst GmbH	Yes
	b. Date of acquisition	The acquisition is proposed to be completed on or after 4 (four) working days from the date of this intimation i.e., on or after 10 October 2024.	Yes The acquisition was completed on 10 October 2024.
	c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	1,39,04,722	Yes 1,39,04,722
	d. Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	60.37%	Yes 60.37%
	e. Price at which shares are proposed to be acquired / actually acquired	The equity shares of the TC were to be acquired at a price not exceeding the limits specified in proviso (i) to Regulation 10(1)(a) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“ <b>Takeover Regulations</b> ”).	The Acquirer acquired the equity shares from Hoechst GmbH at a price of INR 4,982.05 (Indian Rupees Four Thousand Nine Hundred and Eighty Two Point Zero Five) (being the gross rate per equity share (as per the contract note of the trade)), which is equal to the TC stock close price at the BSE Limited stock exchange on 9 October 2024 and does not exceed the limits specified in proviso (i) to Regulation 10(1)(a) of the Takeover Regulations.

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8.	Shareholding details	Pre-Transaction		Post-Transaction	
		No. of shares held	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC
<b>a. Each Acquirer / Transferee(*)</b>					
	Opella Healthcare Participations B.V.	0	0.00%	1,39,04,722	60.37%
	<b>Total (a):</b>	<b>0</b>	<b>0.00%</b>	<b>1,39,04,722</b>	<b>60.37%</b>
<b>b. Each Seller / Transferor</b>					
	Hoechst GmbH	1,39,04,722	60.37%	0	0.00%
	<b>Total (b):</b>	<b>1,39,04,722</b>	<b>60.37%</b>	<b>0</b>	<b>0.00%</b>
	<b>Total (a) + (b):</b>	<b>1,39,04,722</b>	<b>60.37%</b>	<b>1,39,04,722</b>	<b>60.37%</b>

**Note:**

- (\*) Shareholding of each entity shall be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

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For and on behalf of **Opella Healthcare Participations B. V.**

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**Authorized Signatory**  
**Name:** Peter Brouwer  
**Designation:** Director  
**Date:** 11 October 2024  
**Place:** Amsterdam, the Netherlands