

# Opella.

Date: 25 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 (“SCHIL”) 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,

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 them of the proposed inter-se transfer of equity shares of 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 between Hoechst GmbH and Opella was completed 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, have acquired 4,865 equity shares in SCHIL (representing 0.02% of the equity share capital of SCHIL) from Sanofi on 25 October 2024.

This is for your information and records.

Thanking you.

For and on behalf of **Opella Healthcare Participations BV**

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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 BV (“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>Sanofi, by way of an inter-se transfer, has transferred 4,865 (Four Thousand Eight Hundred and Sixty-Five) (representing 0.02% of the equity share capital of the TC) equity shares of the TC to Opella.</p> <p>The ultimate parent of the TC is Sanofi. Opella is an indirect subsidiary of Sanofi and control over Opella is also exclusively held by Sanofi. Accordingly, Opella is 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.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, <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>	
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	Sanofi	Yes
	b. Date of acquisition	The acquisition is proposed to be	Yes

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			completed on or after 4 (four) working days from the date of this intimation i.e., on or after 10 October 2024.	The acquisition was completed on 25 October 2024.		
	c.	Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	4,865	Yes 4,865		
	d.	Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	0.02%	Yes 0.02%		
	e.	Price at which shares are proposed to be acquired / actually acquired	The equity shares of the TC will 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 Sanofi at a price of INR 4781.85 (Indian Rupees Four Thousand, Seven Hundred and Eighty-One Point Eighty Five) per share, which does not exceed the limits specified in proviso (i) to Regulation 10(1)(a) of the Takeover Regulations.		
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
	a.	<b>Each Acquirer / Transferee(*)</b>				
		Opella Healthcare Participations BV	1,39,04,7	60.37%	1,39,09,5	60.40%

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		22		87	
	<b>Total (a):</b>	<b>1,39,04,7 22</b>	<b>60.37%</b>	<b>1,39,09,5 87</b>	<b>60.40%</b>
	<b>b. Each Seller / Transferor</b>				
	Sanofi	4,865	0.02%	0	0.00%
	<b>Total (b):</b>	<b>4,865</b>	<b>0.02%</b>	<b>0</b>	<b>0.00%</b>
	<b>Total (a) + (b):</b>	<b>1,39,09,5 87</b>	<b>60.40%</b>	<b>1,39,09,5 87</b>	<b>60.40%</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 BV**

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**Authorized Signatory**

**Name:** Peter Brouwer

**Designation:** Director

**Date:** 25 October 2024

**Place:** Amsterdam, the Netherlands