

PRE-OFFER ADVERTISEMENT IN ACCORDANCE WITH REGULATION 18(7) AND OTHER APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AND SUBSEQUENT AMENDMENTS THERETO, AND CORRIGENDUM TO THE DETAILED PUBLIC STATEMENT AND THE LETTER OF OFFER FOR THE ATTENTION OF THE SHAREHOLDERS OF:

SANOFI CONSUMER HEALTHCARE INDIA LIMITED (“TARGET COMPANY”)

A public limited company incorporated under the Companies Act, 2013

Registered Office: Unit 1104, 11th Floor, Godrej Two, Pirojshanagar, Eastern Express Highway, Vikhroli East, Mumbai, Maharashtra - 400079; Tel: +91 22 4528 8855; Website: www.sanofi.in

Open offer for acquisition of up to 59,87,962 (Fifty Nine Lakh Eighty Seven Thousand Nine Hundred And Sixty Two) fully paid-up equity shares of face value of INR 10 (Indian Rupees Ten) each (“Equity Shares”), representing 26% (Twenty Six Percent) of the Voting Share Capital of Sanofi Consumer Healthcare India Limited (“Target Company”) from the Public Shareholders of the Target Company by Opal Bidco SAS (“Acquirer”) together with Clayton, Dubilier & Rice Fund XII, L.P. (“PAC”) as a person acting in concert with the Acquirer (“Open Offer” or “Offer”).

This advertisement is being issued by Citigroup Global Markets India Private Limited, the manager to the Open Offer (“Manager”), on behalf of the Acquirer and the PAC pursuant to Regulation 18(7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI (SAST) Regulations”), in respect of the Open Offer to acquire shares of the Target Company (“Pre-**Offer Advertisement cum Corrigendum**”). The detailed public statement (“DPS”) with respect to the Offer was published on October 28, 2024 in (a) all editions of The Financial Express (English); (ii) all editions of Jansatta (Hindi); and (iii) Mumbai edition of Navshakti (Marathi). This Pre-**Offer Advertisement cum Corrigendum** should be read in continuation of, and in conjunction with the:

(a) public announcement dated October 21, 2024 (“**PA**” or “**Public Announcement**”);

(b) DPS dated October 28, 2024;

(c) letter of offer dated April 12, 2025 (“**Letter of Offer**”).

This Pre-**Offer Advertisement cum Corrigendum** is being published in all such newspapers in which the DPS was published.

For the purpose of this Pre-**Offer Advertisement cum Corrigendum**:

(a) “**Bpifrance**” means Bpifrance Participations, a French société anonyme, majority owned and controlled by the Government of France (its two shareholders being the French State and the state bank Caisse des Dépôts), with a registered office located 27-31, Avenue du Général Leclercq, 94700 Maisons-Alfort, registered under number 509 584 074 R.C.S Creteil (or any other affiliates of its choice).

(b) “**Equity Shares**” means fully paid-up equity shares of the Target Company, having face value of INR 10 (Indian Rupees Ten) each.

(c) “**Identified Date**” means 10th (Tenth) Working Day prior to commencement of the Tendering Period for the purpose of determining the Public Shareholders to whom the Letter of Offer shall be sent;

(d) “**Tendering Period**” means the 10 (Ten) Working Days period from April 25, 2025 to May 9, 2025 (both days inclusive) within which the Public Shareholders may tender their Equity Shares in acceptance of the Open Offer;

(e) “**Voting Share Capital**” shall mean the fully diluted voting equity share capital of the Target Company (as of the 10th working day from the closure of the tendering period for the Offer).

Capitalised terms used but not defined in this Pre-**Offer Advertisement cum Corrigendum** shall have the same meaning assigned to such terms in the Letter of Offer.

1. **Offer Price:** Offer Price is INR 4,982.05 (Indian Rupees Four Thousand Nine Hundred and Eighty Two Point Zero Five) per Equity Share determined in terms of Regulation 8 of the SEBI (SAST) Regulations. There has been no revision in the Offer Price.

2. **Recommendations of the committee of independent directors of the Target Company:** The recommendation of committee of independent directors of the Target Company (“**IDC**”) in relation to the Open Offer was approved on April 10, 2025 and published on April 11, 2025 in the same newspapers where the DPS was published (“**IDC Recommendation**”). The relevant extracts of the IDC Recommendation are given below:

Members of the Committee of Independent Directors (IDC)	1. Mr. Shobinder Duggal – Chairperson 2. Mr. Amit Jain - Member 3. Ms. Suparna Pandhi - Member
Recommendation on the Open offer, as to whether the offer is fair and reasonable	The IDC has perused the DLoF and other documents as released and published by the Acquirer and PAC. Bansi S Mehta Valuers LLP, engaged as External Professional Advisor, have concluded in their report dated April 10, 2025 that the price of INR 4982.05 is fair as at the date of PA. Based on the above, the IDC is of opinion that the Offer Price offered to the public shareholders of the TC is fair.
Summary of reasons for recommendation	The IDC has reviewed the PA, the DPS and the DLoF in connection with the Open Offer made by the Acquirer and the PAC under the SEBI (SAST) Regulations. This is an Open Offer for acquisition of publicly held equity shares. The Shareholders have an option to tender the shares or remain invested. Based on a review of the following: a) the share price discovery of the underlying business of the TC, upon its demerger from Sanofi India Limited which was effective from June 1, 2024 (Demerger), b) the fairness opinion issued by BoFA Securities India Limited dated May 10, 2023 and Share Entitlement Ratio Report issued by KPMG Valuation Services LLP dated May 10, 2023 issued at the time of the Demerger process, and c) the valuation report issued by Bansi S Mehta Valuers LLP, engaged as External Professional Advisor and who have concluded in their report dated April 10, 2025 that the price of INR 4982.05 is fair as at the date of PA; the IDC believes that the Offer Price is fair and reasonable. It may be noted that the closing share price of the TC as of April 9, 2025 was less than the Offer price. The shareholders should independently evaluate the offer and take their own, informed decisions. This statement of recommendation will be available on the website of the Company at www.sanofi.in
Disclosure of the voting pattern of the IDC	The recommendation was unanimously approved by the members of the IDC at the meeting held on April 10, 2025.
Details of Independent Advisors, if any	Bansi S. Mehta Valuers LLP, 3rd Floor, Merchant Chamber, 41, New Marine Lines, Mumbai- 400 020.
Any other matter(s) to be highlighted	None

For further details, please see the IDC Recommendation as available on the website of the Target Company (www.sanofi.in) and the Stock Exchanges (www.bseindia.com and www.nseindia.com).

3. **Competing Offer:** The Open Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations. There was no competing offer to the Open Offer and the last date for making such competing offer has expired.

4. **Dispatch of Letter of Offer:** The Letter of Offer has been dispatched to the Public Shareholders, holding Equity Shares in dematerialized form or physical form, as on the Identified Date (i.e., April 8, 2025) in accordance with Regulation 18(2) of the SEBI (SAST) Regulations. The Identified Date was relevant only for the purpose of determining the Public Shareholders to whom the Letter of Offer was to be sent. It is clarified that all Public Shareholders, even if they acquire Equity Shares and become shareholders of the Target Company after the Identified Date, are eligible to participate in the Open Offer.

5. A copy of the Letter of Offer (which *inter alia* includes the Form of Acceptance-cum-Acknowledgement and detailed instructions in relation to the procedure for acceptance and settlement in relation to the Open Offer in Section 8 (*Procedure for Acceptance and Settlement*)) has been submitted to Securities and Exchange Board of India (“SEBI”), BSE and NSE. In case of non-receipt of the Letter of Offer along with Form of Acceptance-cum-Acknowledgement, such Public Shareholders of the Target Company may download and print the Form of Acceptance-cum-Acknowledgement from the websites of SEBI (www.sebi.gov.in), BSE (www.bseindia.com) or NSE (www.nseindia.com) in order to tender their Equity Shares in the Open Offer. Such Public Shareholders of the Target Company may also obtain an electronic copy of the Letter of Offer along with Form of Acceptance-cum-Acknowledgement from the Registrar to the Offer on providing suitable documentary evidence of holding the Equity Shares of the Target Company. Alternatively, in case of non-receipt of the Letter of Offer, the Public Shareholders holding the Equity Shares may participate in the Offer by providing their application on plain paper in writing signed by all shareholder(s) and stating all information as indicated in Section 8 (*Procedure for Acceptance and Settlement*) of the Letter of Offer. The application can be sent to the Registrar to the Offer, so as to reach the Registrar to the Offer during business hours on or before 5.00 p.m. on the date of closure of the Tendering Period of this Offer, together with the details required under Section 8 (*Procedure for Acceptance and Settlement*) of the Letter of Offer.

Public Shareholders are requested to refer to Section 8 (*Procedure for Acceptance and Settlement*) of the Letter of Offer in relation to *inter alia* the procedure for tendering their Equity Shares in the Open Offer and are also requested to adhere to and follow the procedure outlined therein. A summary of the procedure for tendering the Equity Shares in the Offer is as below:

(i) **In case of Equity Shares held in physical form:** Public Shareholders who are holding physical Equity Shares and intend to participate in the Open Offer will be required to submit to the registered office of the Registrar to the Offer the Form of Acceptance-cum-Acknowledgement, duly completed and signed in accordance with the instructions contained therein, along with the complete set of documents for verification procedures to be carried out including: (i) original share certificate(s); (ii) valid share transfer form(s) i.e., Form SH-4 duly filled and signed by the transferors (i.e., by all registered shareholders in same order and as per the specimen signatures registered with the Target Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Target Company; (iii) self-attested copy of the shareholder's PAN Card; and (iv) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable.
Applicants may deliver their documents by speed/registered post with due acknowledgement or by courier only, at their own risk and cost, to the Registrar to the Offer to the address and in the manner specified in paragraph 8.6 of the Letter of Offer, on or before the last date of the Tendering Period.

(ii) **In case of Equity Shares held in dematerialised form:** Public Shareholders who intend to tender their Equity Shares in the dematerialized form in the Open Offer have to ensure that their Equity Shares are credited in the Open Offer Escrow Demat Account, before the closure of the Tendering Period as per the procedure specified in Section 8 (*Procedure for Acceptance and Settlement*) of the Letter of Offer. Public Shareholders having their beneficiary account with Central Depository Services Limited must use the inter-depository delivery instruction slip for the purpose of crediting their equity shares of the Target Company in favour of the Open Offer Escrow Demat Account.

6. **Changes suggested by SEBI:** In accordance with Regulation 16(1) of the SEBI (SAST) Regulations, the draft letter of offer (“DLoF”) was filed with SEBI on November 5, 2024. The final observations from SEBI were received under Regulation 16(4) of the SEBI (SAST) Regulations by way of SEBI's letter dated April 4, 2025, bearing reference number SEBI/HO/CFD/CFD-RAC-DCR1/PI/OW/2025/10277/1 (“SEBI Observation Letter”). The comments specified in the SEBI Observation Letter, other SEBI correspondences and certain changes (occurring after the date of the DPS and DLoF) which may be material have been incorporated in the Letter of Offer. This Pre-**Offer Advertisement cum Corrigendum** also serves as a corrigendum to the DPS, DLoF and Letter of Offer, and as required in terms of the SEBI Observation Letter, reflects the material changes made in the Letter of Offer as compared to the DPS.

7. Further, all material changes since the date of the PA have been incorporated in the Letter of Offer or have been disclosed below for reference.

8. **Other details of the Open Offer:**

(i) This Offer is a mandatory open offer made by the Acquirer and the PAC in terms of Regulation 3(1), Regulation 4, Regulation 5(1) and Regulation 5(2) read with other applicable regulations of the SEBI (SAST) Regulations. The Underlying Transaction is a deemed direct acquisition meeting the thresholds specified under Regulation 5(2) of the SEBI (SAST) Regulations.

(ii) The Open Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the SEBI (SAST) Regulations.

9. The Public Shareholders are requested to note the following key changes to the DPS and the Letter of Offer in relation to the Open Offer:

(a) **Update on Schedule of Activities:** Please see paragraph 11 of this Pre-**Offer Advertisement cum Corrigendum** for the revised schedule of activities included in the Letter of Offer.

(b) **Update on Required Statutory Approvals for the Underlying Transaction:** The Letter of Offer has been updated to confirm that all Required Statutory Approvals have been obtained as on the date of the Letter of Offer. Except for the Required Statutory Approvals, there are no other statutory or regulatory approvals required to complete this Open Offer. However, in case any further statutory approvals are required or become applicable prior to completion of the Open Offer, this Open Offer shall be subject to such statutory approvals and the Acquirer and/or PAC shall make the necessary applications for such statutory approvals.

(c) **Updates to details of the Acquirer:**

(i) Paragraph 1.1(c) of Section I (Acquirer, PAC, Target Company and Offer) of the DPS shall stand amended and read as follows:
“Upon completion of the Underlying Transaction, 50% (Fifty Percent) of the Acquirer will be indirectly owned by the CD&R Group, circa. 48% (Forty Eight Percent) of the Acquirer will be indirectly owned by the Sanofi group (i.e. the current promoter group of the Target Company) and circa. 2% (Two Percent) will be indirectly owned by Bpifrance, and the CD&R Group will have majority voting control over the Acquirer and hence the CD&R Group will have majority ultimate indirect voting control of the Target Company.”
Similar updates have been made across the Letter of Offer. Please refer to paragraphs 3.1.2, 3.1.6(e), 3.1.6(j)(i), 4.1.3 and 5.1.4 of the Letter of Offer.

(ii) Paragraph 1.1(d) of Section I (Acquirer, PAC, Target Company and Offer) of the DPS shall stand amended and read as follows:
“The entire issued and paid-up capital of the Acquirer is EUR 1.00 (i.e., INR 93.74 (Indian Rupees Ninety Three Point Seven Four)) divided into 100 (One Hundred) shares with a par value of EUR 0.01 each (i.e., INR 0.94 (Indian Rupees Zero Point Nine Four)). INR to EUR conversion has been calculated based on the RBI reference rate of 1 EUR = INR 93.7438 as on April 3, 2025.”

(iii) Paragraph 1.1(i) of Section I (Acquirer, PAC, Target Company and Offer) of the DPS shall stand amended and read as follows:
“As of the date of the Pre-**Offer Advertisement cum Corrigendum**, the Acquirer and the PAC or their respective directors, partners, promoters, key managerial employees (if any), or their relatives have not been prohibited by SEBI from dealing in securities pursuant to the terms of any directions issued under Section 11 or Section 11B of the SEBI Act or under any regulations made under the SEBI Act.”

(iv) The Letter of Offer has been updated to include the shareholding pattern of the Acquirer as on the date of the Letter of Offer. Please refer to paragraph 4.1.9 of the Letter of Offer.

(v) The Letter of Offer has been updated to include the name and designation of the members of the board of directors of the Acquirer as on the date of the Letter of Offer. Please refer to paragraph 4.1.10 of the Letter of Offer.

(vi) The Letter of Offer has been updated to include that there are no contingent liabilities of the Acquirer, as on the date of the Letter of Offer. Please refer to paragraph 4.1.12 of the Letter of Offer.

(vii) The Letter of Offer has been updated to include that neither the Acquirer nor its directors or key managerial employees (if any) are categorized as a wilful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI, in terms of Regulation 2(1)(ze) of the SEBI (SAST) Regulations. Please refer to paragraph 4.1.13 of the Letter of Offer.

(viii) The Letter of Offer has been updated to include that neither the Acquirer nor its directors or key managerial employees (if any) are categorized/declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018), in terms of Regulation 2(1) (ja) of the SEBI (SAST) Regulations. Please refer to paragraph 4.1.14 of the Letter of Offer.

(d) **Updates to details of the PAC:**

(i) Paragraph 1.2(j) of Section I (Acquirer, PAC, Target Company and Offer) of the DPS shall stand amended and read as follows:
“Although the PAC was registered in the Cayman Islands on February 23, 2022 (pursuant to the laws of the Cayman Islands), it was not required to prepare any audited financial statements for any period earlier than April 1, 2023. Accordingly, the PAC did not prepare audited financial statements (combined or otherwise) for any period earlier than April 1, 2023. The key financial information of the PAC based on: (i) its audited combined financial statements as on, and for the period from April 1, 2023 to, December 31, 2023, and (ii) its audited combined financial statements as on, and for the period from January 1, 2024 to, December 31, 2024:

Parameter	As of, and for the period commencing from April 1, 2023 (commencement of operations) through, December 31, 2023		As of, and for the period commencing from January 1, 2024 through, December 31, 2024	
	USD (In Millions)	INR (In Millions)	USD (In Millions)	INR (In Millions)
Total Revenue	-	-	309.30	26,490.30
Net Income	(223.65)	(19,155.16)	3,411.37	292,173.18
Net worth / shareholder funds	(285.03)	(24,411.73)	9,644.74	826,041.34

Notes:
(1) Since the financial numbers of the PAC are presented in United States Dollar (US\$), the financial information has been converted to Indian National Rupees (INR) for the purpose of convenience. The conversion has been done at the rate of US\$ 1 = INR 85.6468 as on April 3, 2025. (Source: RBI reference rate as appearing on <https://www.rbi.org.in/scripts/ReferenceRateArchive.aspx>)
(2) The financial information of the PAC as of and for the periods ended December 31, 2023 and December 31, 2024 has been extracted from the combined financial statements subject to an audit.
(3) The PAC has not paid any dividend for the applicable periods.
(4) The PAC is a closed ended fund and Basic/Diluted Earnings per share is not calculated/ disclosed in the financial statements.”

(ii) The Letter of Offer has been updated to include that there are no major contingent liabilities of the PAC, as on the date of the Letter of Offer. Please refer to paragraph 4.2.11 of the Letter of Offer.

(iii) The Letter of Offer has been updated to include that neither the PAC nor its partners, directors or key managerial employees (if any) are categorized as a wilful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI, in terms of Regulation 2(1)(ze) of the SEBI (SAST) Regulations. Please refer to paragraph 4.2.12 of the Letter of Offer.

(iv) The Letter of Offer has been updated to include that neither the PAC nor its partners, directors or key managerial employees (if any) are categorized/declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018), in terms of Regulation 2(1) (ja) of the SEBI (SAST) Regulations. Please refer to paragraph 4.2.13 of the Letter of Offer.

(e) **Updates to details of the Target Company:**

(i) The Letter of Offer has been updated to reflect the updated corporate identification number of the Target Company (L21002MH2023PLC402652). Please see paragraph 5.1 of the Letter of Offer.

(ii) The Letter of Offer has been updated to reflect the new registered office and telephone number of the Target Company, i.e., Unit 1104, 11th Floor, Godrej Two, Pirojshanagar, Eastern Express Highway, Vikhroli East, Mumbai, Maharashtra - 400079 (Tel:+91 22 4528 8855). Please see paragraph 5.2 of the Letter of Offer.

(iii) The Letter of Offer has been updated to reflect the details of board composition of the Target Company as on the date of the Letter of Offer, and to include that none of the directors are either associated with or represent the Acquirer and the PAC. Please see paragraph 5.6 of the Letter of Offer.

(iv) Paragraph 3.1 of Section I (Acquirer, PAC, Target Company and Offer) of the DPS shall stand amended and read as follows:
“Sanofi Consumer Healthcare India Limited is a public listed company, incorporated under the Companies Act, 2013 on May 10, 2023, having corporate identification number L21002MH2023PLC402652. There has been no change in the name of the Target Company since its incorporation.”

(v) Paragraph 3.2 of Section I (Acquirer, PAC, Target Company and Offer) of the DPS shall stand amended and read as follows:
“The registered and corporate office of the Target Company is situated at Unit 1104, 11th Floor, Godrej Two, Pirojshanagar, Eastern Express Highway, Vikhroli East, Mumbai, Maharashtra, 400079 (Tel: +91 22 4528 8855, Website: www.sanofi.in).

(vi) Paragraph 3.6 of Section I (Acquirer, PAC, Target Company and Offer) of the DPS shall stand amended and read as follows:
“The composition of the board of directors of the Target Company is as follows:

Name	Director Identification Number	Date of appointment	Designation
Himanshu Bakshi	08188412	June 6, 2024	Managing Director
Maithilee Kaizad Mistry*	02152679	January 1, 2025	Whole time Director and Chief Financial Officer
Carol-Ann Stewart	10194751	June 13, 2023	Non-Executive Director
Amit Jain	01770475	March 1, 2024	Chairman and Independent Director
Shobinder Duggal	00039580	March 1, 2024	Independent Director
Suparna Pandhi	07087593	March 1, 2024	Independent Director
Stanislas Camart	10686945	August 13, 2024	Non-Executive Director

*Note: Ms. Maithilee Mistry, Whole-time Director and Chief Financial Officer, has resigned effective from the end of business hours of May 5, 2025, which shall be her last working day with the Target Company.”

(vii) Paragraph 3.8 of Section I (Acquirer, PAC, Target Company and Offer) of the DPS shall stand amended and read as follows:
“As per the shareholding pattern of the Target Company as on December 31, 2024, the Target Company has disclosed that: (a) there are no partly paid up Equity Shares; (b) it has not issued any convertible securities; (c) it has not issued any warrants; (d) there are no locked-in Equity Shares of the Target Company; and (e) there are no shares against which depository receipts have been issued.”

(viii) Paragraph 3.9 of Section I (Acquirer, PAC, Target Company and Offer) of the DPS shall stand amended and read as follows:
“Brief financial information of the Target Company is as below. The Target Company's key financial information based on: (i) its audited standalone financial statements as of and for the financial year ended December 31, 2023 (commencing from May 10, 2023), (ii) the unaudited limited review financial statements of the Target Company as of and for the financial year ended December 31, 2023 (commencing from May 10, 2023), and (iii) its audited standalone financial statements as of

and for the financial year ended December 31, 2024, is as follows:

Particulars	Audited standalone financials as of and for the financial year ended December 31, 2023 ⁽¹⁾⁽²⁾⁽³⁾ (in INR million)	Limited review financials as of and for the financial year ended December 31, 2023 ⁽¹⁾⁽²⁾⁽³⁾ (in INR million)	Audited standalone financials as of and for the financial year ended December 31, 2024 ⁽³⁾ (in INR million)
Total Revenue	5595	5595	7375
Net Income	1649	1649	1810
Earnings/(loss) per share (INR)	71.60	71.60	78.59
Net worth/ Shareholder Funds	2076	2076	2730

Notes:
(1) Commencing from May 10, 2023, being the date of incorporation.
(2) This does not reflect the effect of the Sanofi Demerger Scheme.
(3) The board of directors of Sanofi India Limited (“SIL”) on May 10, 2023 and the board of directors of the Target Company on May 24, 2023 had approved a scheme of arrangement under Sections 230 to 232 of the Companies Act, 2013 (“**Sanofi Demerger Scheme**”), to demerge the Consumer Healthcare Business Undertaking (as defined in the Sanofi Demerger Scheme) of SIL into its wholly owned subsidiary, i.e., the Target Company. In accordance with the Sanofi Demerger Scheme as approved by the Hon'ble National Company Law Tribunal, Mumbai Bench by an order dated May 7, 2024, the Consumer Healthcare Business Undertaking (as defined in the Sanofi Demerger Scheme), along with its related assets and liabilities at the values appearing in the books of accounts of SIL on the close of business hours as on May 10, 2023 (i.e., incorporation date of the Target Company), was demerged, transferred and vested into the Target Company with effect from May 10, 2023. The appointed date and the effective date of the Sanofi Demerger Scheme were June 1, 2023, and June 1, 2024 respectively. However, financials are drawn from May 10, 2023 as per the requirement of Ind AS 103.
(4) The financial information pertaining to the audited standalone financials as of and for the financial year ended December 31, 2023, the limited review financials as of and for the financial year ended December 31, 2023, and the limited review financials as of and for the quarter and half year ended June 30, 2024, was regrouped and reclassified in December 2024 to ensure compliance with applicable statutory and accounting requirements.”

(ix) A new paragraph 3.10 shall be inserted after paragraph 3.9 of Section I (Acquirer, PAC, Target Company and Offer) of the DPS:
“As per disclosures made by the Target Company to the Stock Exchanges, the Acquirer and the PAC understand that the board of directors of the Target Company recommended a final dividend of INR 55 (Indian Rupees Fifty Five) per Equity Share for the financial year ended December 31, 2024, subject to approval by shareholders of the Target Company at the ensuing Annual General Meeting scheduled for May 5, 2025. On April 9, 2025 the Target Company sent an intimation to the Stock Exchanges that the record date for the dividend payment has been set for April 17, 2025. As on date of the Pre-**Offer Advertisement cum Corrigendum**, the proposed final dividend for the financial year ended December 31, 2024 remains subject to approval by the shareholders of the Target Company.”

(f) **Updates to Details of the Offer:**

(i) Paragraph 4.9 of the Section I (Acquirer, PAC, Target Company and Offer) of the DPS shall stand amended and read as follows:
“The Open Offer is subject to receipt of all applicable statutory approval(s) for the Underlying Transaction and the Open Offer, including the Required Statutory Approvals. The consummation of the Underlying Transaction is subject to receipt of the Required Statutory Approvals and completion of conditions set out in paragraph 2 of Part II (Background to the Open Offer) before October 21, 2025. In the event that: (a) the conditions set out in paragraph 2 of Part II (Background to the Open Offer) are not completed for reasons outside the reasonable control of the Acquirer, (b) the Required Statutory Approvals or any other statutory approvals required for the Underlying Transaction and/or the Open Offer are not obtained before October 21, 2025 or are finally refused, and/or (c) SEBI instructs the Acquirer/PAC not to proceed with the Open Offer, then the Open Offer will be withdrawn under Regulation 23 of the SEBI (SAST) Regulations. In the event of withdrawal of this Open Offer, a public announcement will be made within 2 (Two) working days of such withdrawal, in accordance with the provisions of Regulation 23(2) of the SEBI (SAST) Regulations.”

(g) **Updates to Background to the Open Offer:**

(i) The Letter of Offer has been updated to include details in relation to the Agreement. The salient features of the Agreement, as included in the Letter of Offer are set out below. Please refer to paragraph 3.1.6 of the Letter of Offer, for further details.

(1) **Structure:** pursuant to the Agreement, Sanofi, shall procure the sale or contribution of the entire share capital of Opella to the Acquirer. Pursuant to the Agreement and the Term Sheet, upon completion of the Underlying Transaction, 50% (Fifty Percent) of the Acquirer will be indirectly owned by the CD&R Group, circa. 48% (Forty Eight Percent) of the Acquirer will be indirectly owned by the Sanofi group (i.e., the current promoter group of the Target Company) and circa. 2% (Two Percent) will be indirectly owned by Bpifrance. Pursuant to the Agreement, the shares in Opella shall be purchased or received free from encumbrances with all rights then attaching to them.

(2) **Consideration and Purchase Price:** the portion of the total consideration for the Underlying Transaction attributable to the shares in the Target Company held by the Opella group is INR 69,298,257,913.35 (i.e., INR 4,982.05 per share of the Target Company).

(3) **Regulatory Conditions Precedent:** each of the Required Statutory Approvals having been obtained prior to October 21, 2025 (i.e., the long stop date).

(4) **Closing Date:** closing shall take place on the later of (i) April 30, 2025; and (ii) the last business day of the month in which the last of the Required Statutory Approvals have been obtained (unless such date falls less than 12 (Twelve) business days before the last calendar day of that month, in which case the closing date will be the last business day of the following month); or such other date as may be agreed in writing between Sanofi and the Acquirer.

(5) **Purchaser contractual protections - Representations and Warranties:** Sanofi has made certain representations and warranties which are customary for transactions such as the Underlying Transaction.

(6) **Post-Closing Covenants:** each of the Acquirer and Sanofi shall grant to the other party customary non-solicit and non-disparagement undertakings which are customary for transactions such as the Underlying Transaction.

(7) **Governing Law:** the Agreement and any non-contractual obligations arising out of or in connection with it shall be governed by, and interpreted in accordance with, the laws of France.

(ii) The Letter of Offer has been updated to include details in relation to the minority investment of circa. 2% (Two Percent) by Bpifrance (a French public sector investment bank that is majority owned and controlled by the Government of France) as set out in the Term Sheet. The minority protection rights that Bpifrance will have in the Acquirer pursuant to the Term Sheet, as included in the Letter of Offer are set out below. Please refer to paragraph 3.1.6 of the Letter of Offer, for further details.

(1) one seat on the board of directors of the Acquirer (with the CD&R Group having a majority vote on the board of directors);

(2) information rights;

(3) right to approve amendments to the constitutional documents of the Acquirer, which are detrimental to Bpifrance, as compared to other shareholders;

(4) pre-emption rights on any new share issuances in the Acquirer; and

(5) limited transfer rights of the shares and exit provisions (including drag, tag and exit cooperation obligations) in the Acquirer.

(iii) Paragraph 2 of Section II (Background to the Open Offer) of the DPS shall stand amended and read as follows:
“Sanofi had entered into an exclusive agreement with the Acquirer on October 21, 2024 which gave Sanofi the right, but not the obligation, to transfer the share capital and voting rights in Opella to the Acquirer (by way of an acquisition or a contribution in kind) in accordance with and subject to the terms and conditions of a sale and purchase agreement (the “**Agreement**”) (the “**Underlying Transaction**”). The Agreement was executed on February 18, 2025. The completion of the Underlying Transaction is subject to receiving Required Statutory Approvals before October 21, 2025. All Required Statutory Approvals have been obtained as on the date of the Letter of Offer. As set out in the Announcement, Bpifrance (a French public sector investment bank that is majority owned and controlled by the Government of France) was expected to participate as a minority shareholder in the Underlying Transaction with a minority stake of circa. 2% (Two Percent). On March 7, 2025, Bpifrance entered into a term sheet (accord de principe) (“**Term Sheet**”) which committed Bpifrance to invest in the Acquirer upon completion of the Underlying Transaction. Bpifrance will not have any controlling rights in the Acquirer (and hence in the Target Company), but will have customary minority protection rights in the Acquirer.”

(iv) Paragraph 3 of Section II (Background to the Open Offer) of the DPS shall stand amended and read as follows:
“The closing of the Underlying Transaction will occur on April 30, 2025 or on such other date as may be agreed in writing between the parties. Upon completion of the Underlying Transaction, 50% (Fifty Percent) of the Acquirer will be indirectly owned by the CD&R Group, circa. 48% (Forty Eight Percent) of the Acquirer will be indirectly owned by the Sanofi group (i.e. the current promoter group of the Target Company) and circa. 2% (Two Percent) will be indirectly owned by Bpifrance. Furthermore, upon completion of the Underlying Transaction the Acquirer will indirectly acquire the right to direct the exercise of: (a) 60.40% (Sixty Point Four Zero Percent) of the voting rights of the Target Company; and (b) consequently, voting control over the Target Company. Accordingly, this Offer is being made to the Public Shareholders under Regulations 3(1), 4, 5(1), 5(2) and other applicable provisions of the SEBI (SAST) Regulations. Pursuant to Regulation 22(2) of the SEBI (SAST) Regulations, if the Underlying Transaction is proposed to be completed prior to expiry of the Offer Period, the Acquirer shall deposit 100% (One Hundred Percent) of the Maximum Consideration in the Escrow Account before completion of the Underlying Transaction.”

(v) Paragraph 4 of Section II (Background to the Open Offer) of the DPS shall stand amended and read as follows:
“**Object and purpose of Offer and future plans:** Sanofi and the CD&R Group plan to join forces to fuel Opella's ambitions as a French-headquartered, global consumer healthcare champion. Bpifrance is a French public sector investment bank that, together with the CD&R Group and Sanofi, will support Opella's development journey in France and internationally. This new step in Opella's journey paves the way for the creation of a new, standalone leader in consumer healthcare, while supporting Sanofi's strategy and increased focus on innovative medicines and vaccines. Together, the CD&R Group, Sanofi and Bpifrance are willing to support Opella's growth strategy as a pure-play, global, and fast-moving consumer healthcare company. The CD&R Group and Sanofi group believe that Bpifrance's commitment to make a minority investment in the Acquirer is an indication of support for the acquisition of a French headquartered company by the CD&R Group.”

(vi) The Letter of Offer has been updated to include current and proposed shareholding (post-Offer) of the Acquirer and the PAC in the Target Company. Please refer to paragraph 3.1.7 of the Letter of Offer.

(vii) The Letter of Offer has been updated to include that as of the date of the Letter of Offer, the Acquirer and the PAC or their respective directors, partners, promoters, key managerial employees (if any), or their relatives have not been prohibited by SEBI from dealing in securities pursuant to the terms of any directions issued under Section 11 or Section 11B of the SEBI Act or under any regulations made under the SEBI Act. Please refer to paragraph 3.1.13 of the Letter of Offer.

Continued to next page...

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PRE-OFFER ADVERTISEMENT IN ACCORDANCE WITH REGULATION 18(7) AND OTHER APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AND SUBSEQUENT AMENDMENTS THERETO, AND CORRIGENDUM TO THE DETAILED PUBLIC STATEMENT AND THE LETTER OF OFFER FOR THE ATTENTION OF THE SHAREHOLDERS OF:

SANOFI CONSUMER HEALTHCARE INDIA LIMITED (“TARGET COMPANY”)

A public limited company incorporated under the Companies Act, 2013

Registered Office: Unit 1104, 11th Floor, Godrej Two, Pirojshanagar, Eastern Express Highway, Vikhroli East, Mumbai, Maharashtra - 400079; Tel: +91 22 4528 8855; Website: www.sanofi.in

Open offer for acquisition of up to 59,87,962 (Fifty Nine Lakh Eighty Seven Thousand Nine Hundred And Sixty Two) fully paid-up equity shares of face value of INR 10 (Indian Rupees Ten) each (“Equity Shares”), representing 26% (Twenty Six Percent) of the Voting Share Capital of Sanofi Consumer Healthcare India Limited (“Target Company”) from the Public Shareholders of the Target Company by Opal Bidco SAS (“Acquirer”) together with Clayton, Dubilier & Rice Fund XII, L.P. (“PAC”) as a person acting in concert with the Acquirer (“Open Offer” or “Offer”).

This advertisement is being issued by Citigroup Global Markets India Private Limited, the manager to the Open Offer (“Manager”), on behalf of the Acquirer and the PAC pursuant to Regulation 18(7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI (SAST) Regulations”), in respect of the Open Offer to acquire shares of the Target Company (“Pre-Offer Advertisement cum Corrigendum”).

The detailed public statement (“DPS”) with respect to the Offer was published on October 28, 2024 in (a) all editions of The Financial Express (English); (ii) all editions of Jansatta (Hindi); and (iii) Mumbai edition of Navshakti (Marathi). This Pre-Offer Advertisement cum Corrigendum should be read in continuation of, and in conjunction with the:

- public announcement dated October 21, 2024 (“PA” or “Public Announcement”);
- DPS dated October 28, 2024;
- letter of offer dated April 12, 2025 (“Letter of Offer”).

This Pre-Offer Advertisement cum Corrigendum is being published in all such newspapers in which the DPS was published.

For the purpose of this Pre-Offer Advertisement cum Corrigendum:

- “**Bpifrance**” means Bpifrance Participations, a French société anonyme, majority owned and controlled by the Government of France (its two shareholders being the French State and the state bank Caisse des Dépôts), with a registered office located 27-31, Avenue du Général Ledercq, 94700 Maisons-Alfort, registered under number 509 584 074 R.C.S Creteil (or any other affiliates of its choice);
- “**Equity Shares**” means fully paid-up equity shares of the Target Company, having face value of INR 10 (Indian Rupees Ten) each;
- “**Identified Date**” means 10th (Tenth) Working Day prior to commencement of the Tendering Period for the purpose of determining the Public Shareholders to whom the Letter of Offer shall be sent;
- “**Tendering Period**” means the 10 (Ten) Working Days period from April 25, 2025 to May 9, 2025 (both days inclusive) within which the Public Shareholders may tender their Equity Shares in acceptance of the Open Offer;
- “**Voting Share Capital**” shall mean the fully diluted voting equity share capital of the Target Company (as of the 10th working day from the closure of the tendering period for the Offer).

Capitalised terms used but not defined in this Pre-Offer Advertisement cum Corrigendum shall have the same meaning assigned to such terms in the Letter of Offer.

- Offer Price:** Offer Price is INR 4,982.05 (Indian Rupees Four Thousand Nine Hundred and Eighty Two Point Zero Five) per Equity Share determined in terms of Regulation 8 of the SEBI (SAST) Regulations. There has been no revision in the Offer Price.
- Recommendations of the committee of independent directors of the Target Company:** The recommendation of committee of independent directors of the Target Company (“IDC”) in relation to the Open Offer was approved on April 10, 2025 and published on April 11, 2025 in the same newspapers where the DPS was published (“IDC Recommendation”). The relevant extracts of the IDC Recommendation are given below:

Members of the Committee of Independent Directors (IDC)	1. Mr. Shobinder Duggal – Chairperson 2. Mr. Amit Jain - Member 3. Ms. Suparna Pandhi - Member
Recommendation on the Open offer, as to whether the offer is fair and reasonable	The IDC has perused the DLoF and other documents as released and published by the Acquirer and PAC. Bansi S Mehta Valuers LLP, engaged as External Professional Advisor, have concluded in their report dated April 10, 2025 that the price of INR 4982.05 is fair as at the date of PA. Based on the above, the IDC is of opinion that the Offer Price offered to the public shareholders of the TC is fair.
Summary of reasons for recommendation	The IDC has reviewed the PA, the DPS and the DLoF in connection with the Open Offer made by the Acquirer and the PAC under the SEBI (SAST) Regulations. This is an Open Offer for acquisition of publicly held equity shares. The Shareholders have an option to tender the shares or remain invested. Based on a review of the following: a) the share price discovery of the underlying business of the TC, upon its demerger from Sanofi India Limited which was effective from June 1, 2024 (Demerger), b) the fairness opinion issued by BoFA Securities India Limited dated May 10, 2023 and Share Entitlement Ratio Report issued by KPMG Valuation Services LLP dated May 10, 2023 issued at the time of the Demerger process, and c) the valuation report issued by Bansi S Mehta Valuers LLP, engaged as External Professional Advisor and who have concluded in their report dated April 10, 2025 that the price of INR 4982.05 is fair as at the date of PA; the IDC believes that the Offer Price is fair and reasonable. It may be noted that the closing share price of the TC as of April 9, 2025 was less than the Offer price. The shareholders should independently evaluate the offer and take their own, informed decisions. This statement of recommendation will be available on the website of the Company at www.sanofi.in
Disclosure of the voting pattern of the IDC	The recommendation was unanimously approved by the members of the IDC at the meeting held on April 10, 2025.
Details of Independent Advisors, if any	Bansi S. Mehta Valuers LLP, 3rd Floor, Merchant Chamber, 41, New Marine Lines, Mumbai- 400 020.
Any other matter(s) to be highlighted	None

For further details, please see the IDC Recommendation as available on the website of the Target Company (www.sanofi.in) and the Stock Exchanges (www.bseindia.com and www.nseindia.com).

- Competing Offer:** The Open Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations. There was no competing offer to the Open Offer and the last date for making such competing offer has expired.
- Dispatch of Letter of Offer:** The Letter of Offer has been dispatched to the Public Shareholders, holding Equity Shares in dematerialized form or physical form, as on the Identified Date (i.e., April 8, 2025) in accordance with Regulation 18(2) of the SEBI (SAST) Regulations. The Identified Date was relevant only for the purpose of determining the Public Shareholders to whom the Letter of Offer was to be sent. It is clarified that all Public Shareholders, even if they acquire Equity Shares and become shareholders of the Target Company after the Identified Date, are eligible to participate in the Open Offer.
- A copy of the Letter of Offer (which inter alia includes the Form of Acceptance-cum-Acknowledgement and detailed instructions in relation to the procedure for acceptance and settlement in relation to the Open Offer in Section 8 (Procedure for Acceptance and Settlement)) has been submitted to Securities and Exchange Board of India (“SEBI”), BSE and NSE. In case of non-receipt of the Letter of Offer along with Form of Acceptance-cum-Acknowledgement, such Public Shareholders of the Target Company may download and print the Form of Acceptance-cum-Acknowledgement from the websites of SEBI (www.sebi.gov.in), BSE (www.bseindia.com) or NSE (www.nseindia.com) in order to tender their Equity Shares in the Open Offer. Such Public Shareholders of the Target Company may also obtain an electronic copy of the Letter of Offer along with Form of Acceptance-cum-Acknowledgement from the Registrar to the Offer on providing suitable documentary evidence of holding the Equity Shares of the Target Company. Alternatively, in case of non-receipt of the Letter of Offer, the Public Shareholders holding the Equity Shares may participate in the Offer by providing their application on plain paper in writing signed by all shareholder(s) and stating all information as indicated in Section 8 (Procedure for Acceptance and Settlement) of the Letter of Offer. The application can be sent to the Registrar to the Offer, so as to reach the Registrar to the Offer during business hours on or before 5.00 p.m. on the date of closure of the Tendering Period of this Offer, together with the details required under Section 8 (Procedure for Acceptance and Settlement) of the Letter of Offer.

Public Shareholders are requested to refer to Section 8 (Procedure for Acceptance and Settlement) of the Letter of Offer in relation to inter alia the procedure for tendering their Equity Shares in the Open Offer and are also required to adhere to and follow the procedure outlined therein. A summary of the procedure for tendering the Equity Shares in the Offer is as below:

- In case of Equity Shares held in physical form:** Public Shareholders who are holding physical Equity Shares and intend to participate in the Open Offer will be required to submit to the registered office of the Registrar to the Offer the Form of Acceptance-cum-Acknowledgement, duly completed and signed in accordance with the instructions contained therein, along with the complete set of documents for verification procedures to be carried out including: (i) original share certificate(s); (ii) valid share transfer form(s) i.e., Form SH-4 duly filled and signed by the transferors (i.e., by all registered shareholders in same order and as per the specimen signatures registered with the Target Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Target Company; (iii) self-attested copy of the shareholder's PAN Card; and (iv) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable.
Applicants may deliver their documents by speed/registered post with due acknowledgment or by courier only, at their own risk and cost, to the Registrar to the Offer to the address and in the manner specified in paragraph 8.6 of the Letter of Offer, on or before the last date of the Tendering Period.
 - In case of Equity Shares held in dematerialised form:** Public Shareholders who intend to tender their Equity Shares in the dematerialized form in the Open Offer have to ensure that their Equity Shares are credited in the Open Offer Escrow Demat Account, before the closure of the Tendering Period as per the procedure specified in Section 8 (Procedure for Acceptance and Settlement) of the Letter of Offer. Public Shareholders having their beneficiary account with Central Depository Services Limited must use the inter-depository delivery instruction slip for the purpose of crediting their equity shares of the Target Company in favour of the Open Offer Escrow Demat Account.
- Changes suggested by SEBI:** In accordance with Regulation 16(1) of the SEBI (SAST) Regulations, the draft letter of offer (“DLoF”) was filed with SEBI on November 5, 2024. The final observations from SEBI were received under Regulation 16(4) of the SEBI (SAST) Regulations by way of SEBI's letter dated April 4, 2025, bearing reference number SEBI/HO/CFD/CFD-RAC-DCR1/P/OW/2025/10277/1 (“SEBI Observation Letter”). The comments specified in the SEBI Observation Letter, other SEBI correspondences and certain changes (occurring after the date of the DPS and DLoF) which may be material have been incorporated in the Letter of Offer. This Pre-Offer Advertisement cum Corrigendum also serves as a corrigendum to the DPS, DLoF and Letter of Offer, and as required in terms of the SEBI Observation Letter, reflects the material changes made in the Letter of Offer as compared to the DPS.
 - Further, all material changes since the date of the PA have been incorporated in the Letter of Offer or have been disclosed below for reference.
 - Other details of the Open Offer:**
 - This Offer is a mandatory open offer made by the Acquirer and the PAC in terms of Regulation 3(1), Regulation 4, Regulation 5(1) and Regulation 5(2) read with other applicable regulations of the SEBI (SAST) Regulations. The Underlying Transaction is a deemed direct acquisition meeting the thresholds specified under Regulation 5(2) of the SEBI (SAST) Regulations.

- The Open Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the SEBI (SAST) Regulations.
- The Public Shareholders are requested to note the following key changes to the DPS and the Letter of Offer in relation to the Open Offer:
 - Update on Schedule of Activities:** Please see paragraph 11 of this Pre-Offer Advertisement cum Corrigendum for the revised schedule of activities included in the Letter of Offer.
 - Update on Required Statutory Approvals for the Underlying Transaction:** The Letter of Offer has been updated to confirm that all Required Statutory Approvals have been obtained as on the date of the Letter of Offer. Except for the Required Statutory Approvals, there are no other statutory or regulatory approvals required to complete this Open Offer. However, in case any further statutory approvals are required or become applicable prior to completion of the Open Offer, this Open Offer shall be subject to such statutory approvals and the Acquirer and/or PAC shall make the necessary applications for such statutory approvals.
 - Updates to details of the Acquirer:**
 - Paragraph 1.1(c) of Section I (Acquirer, PAC, Target Company and Offer) of the DPS shall stand amended and read as follows:
“Upon completion of the Underlying Transaction, 50% (Fifty Percent) of the Acquirer will be indirectly owned by the CD&R Group, circa. 48% (Forty Eight Percent) of the Acquirer will be indirectly owned by the Sanofi group (i.e. the current promoter group of the Target Company) and circa. 2% (Two Percent) will be indirectly owned by Bpifrance, and the CD&R Group will have majority voting control over the Acquirer and hence the CD&R Group will have majority ultimate indirect voting control of the Target Company.”
Similar updates have been made across the Letter of Offer. Please refer to paragraphs 3.1.2, 3.1.6(e), 3.1.6(j)(i), 4.1.3 and 5.1.4 of the Letter of Offer.
 - Paragraph 1.1(d) of Section I (Acquirer, PAC, Target Company and Offer) of the DPS shall stand amended and read as follows:
“The entire issued and paid-up capital of the Acquirer is EUR 1.00 (i.e., INR 93.74 (Indian Rupees Ninety Three Point Seven Four)) divided into 100 (One Hundred) shares with a par value of EUR 0.01 each (i.e., INR 0.94 (Indian Rupees Zero Point Nine Four)). INR to EUR conversion has been calculated based on the RBI reference rate of 1 EUR = INR 93.7438 as on April 3, 2025.”
 - Paragraph 1.1(i) of Section I (Acquirer, PAC, Target Company and Offer) of the DPS shall stand amended and read as follows:
“As of the date of the Pre-Offer Advertisement cum Corrigendum, the Acquirer and the PAC or their respective directors, partners, promoters, key managerial employees (if any), or their relatives have not been prohibited by SEBI from dealing in securities pursuant to the terms of any directions issued under Section 11 or Section 11B of the SEBI Act or under any regulations made under the SEBI Act.”
 - The Letter of Offer has been updated to include the shareholding pattern of the Acquirer as on the date of the Letter of Offer. Please refer to paragraph 4.1.9 of the Letter of Offer.
 - The Letter of Offer has been updated to include the name and designation of the members of the board of directors of the Acquirer as on the date of the Letter of Offer. Please refer to paragraph 4.1.10 of the Letter of Offer.
 - The Letter of Offer has been updated to include that there are no contingent liabilities of the Acquirer, as on the date of the Letter of Offer. Please refer to paragraph 4.1.12 of the Letter of Offer.
 - The Letter of Offer has been updated to include that neither the Acquirer nor its directors or key managerial employees (if any) are categorized as a wilful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI, in terms of Regulation 2(1)(ze) of the SEBI (SAST) Regulations. Please refer to paragraph 4.1.13 of the Letter of Offer.
 - The Letter of Offer has been updated to include that neither the Acquirer nor its directors or key managerial employees (if any) are categorized/declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018), in terms of Regulation 2(1) (ja) of the SEBI (SAST) Regulations. Please refer to paragraph 4.1.14 of the Letter of Offer.
 - Updates to details of the PAC:**
 - Paragraph 1.2(i) of Section I (Acquirer, PAC, Target Company and Offer) of the DPS shall stand amended and read as follows:
“Although the PAC was registered in the Cayman Islands on February 23, 2022 (pursuant to the laws of the Cayman Islands), it was not required to prepare any audited financial statements for any period earlier than April 1, 2023. Accordingly, the PAC did not prepare audited financial statements (combined or otherwise) for any period earlier than April 1, 2023. The key financial information of the PAC based on: (i) its audited combined financial statements as on, and for the period from April 1, 2023 to, December 31, 2023, and (ii) its audited combined financial statements as on, and for the period from January 1, 2024 to, December 31, 2024.

Parameter	As of, and for the period commencing from April 1, 2023 (commencement of operations) through, December 31, 2023		As of, and for the period commencing from January 1, 2024 through, December 31, 2024	
	USD (In Millions)	INR (In Millions)	USD (In Millions)	INR (In Millions)
Total Revenue	-	-	309.30	26,490.30
Net Income	(223.65)	(19,155.16)	3,411.37	292,173.18
Net worth / shareholder funds	(285.03)	(24,411.73)	9,644.74	826,041.34

Notes:

- Since the financial numbers of the PAC are presented in United States Dollar (US\$), the financial information has been converted to Indian National Rupees (INR) for the purpose of convenience. The conversion has been done at the rate of US\$ 1 = INR 85.6468 as on April 3, 2025. (Source: RBI reference rate as appearing on <https://www.rbi.org.in/scripts/ReferenceRateArchive.aspx>)
- The financial information of the PAC as of and for the periods ended December 31, 2023 and December 31, 2024 has been extracted from the combined financial statements subject to an audit.
- The PAC has not paid any dividend for the applicable periods.
- The PAC is a closed ended fund and Basic/Diluted Earnings per share is not calculated/disclosed in the financial statements.”
- The Letter of Offer has been updated to include that there are no major contingent liabilities of the PAC, as on the date of the Letter of Offer. Please refer to paragraph 4.2.11 of the Letter of Offer.
- The Letter of Offer has been updated to include that neither the PAC nor its partners, directors or key managerial employees (if any) are categorized as a wilful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI, in terms of Regulation 2(1)(ze) of the SEBI (SAST) Regulations. Please refer to paragraph 4.2.12 of the Letter of Offer.
- The Letter of Offer has been updated to include that neither the PAC nor its partners, directors or key managerial employees (if any) are categorized/declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018), in terms of Regulation 2(1) (ja) of the SEBI (SAST) Regulations. Please refer to paragraph 4.2.13 of the Letter of Offer.
- Updates to details of the Target Company:**
 - The Letter of Offer has been updated to reflect the updated corporate identification number of the Target Company (L21002MH2023PLC402652). Please see paragraph 5.1 of the Letter of Offer.
 - The Letter of Offer has been updated to reflect the new registered office and telephone number of the Target Company, i.e., Unit 1104, 11th Floor, Godrej Two, Pirojshanagar, Eastern Express Highway, Vikhroli East, Mumbai, Maharashtra - 400079 (Tel: +91 22 4528 8855). Please see paragraph 5.2 of the Letter of Offer.
 - The Letter of Offer has been updated to reflect the details of board composition of the Target Company as on the date of the Letter of Offer, and to include that none of the directors are either associated with or represent the Acquirer and the PAC. Please see paragraph 5.6 of the Letter of Offer.
 - Paragraph 3.1 of Section I (Acquirer, PAC, Target Company and Offer) of the DPS shall stand amended and read as follows:
“Sanofi Consumer Healthcare India Limited is a public listed company, incorporated under the Companies Act, 2013 on May 10, 2023, having corporate identification number L21002MH2023PLC402652. There has been no change in the name of the Target Company since its incorporation.”
 - Paragraph 3.2 of Section I (Acquirer, PAC, Target Company and Offer) of the DPS shall stand amended and read as follows:
“The registered and corporate office of the Target Company is situated at Unit 1104, 11th Floor, Godrej Two, Pirojshanagar, Eastern Express Highway, Vikhroli East, Mumbai, Maharashtra, 400079 (Tel: +91 22 4528 8855. Website: www.sanofi.in).”
 - Paragraph 3.6 of Section I (Acquirer, PAC, Target Company and Offer) of the DPS shall stand amended and read as follows:
“The composition of the board of directors of the Target Company is as follows:

Name	Director Identification Number	Date of appointment	Designation
Himanshu Bakshi	08188412	June 6, 2024	Managing Director
Mathilee Kaized Mistry*	02152619	January 1, 2025	Whole time Director and Chief Financial Officer
Carol-Ann Stewart	10194751	June 13, 2023	Non-Executive Director
Amit Jain	01770475	March 1, 2024	Chairman and Independent Director
Shobinder Duggal	00039580	March 1, 2024	Independent Director
Suparna Pandhi	07087593	March 1, 2024	Independent Director
Stanislas Camart	10686945	August 13, 2024	Non-Executive Director

*Note: Ms. Mathilee Mistry, Whole-time Director and Chief Financial Officer, has resigned effective from the end of business hours of May 5, 2025, which shall be her last working day with the Target Company.”
- Paragraph 3.8 of Section I (Acquirer, PAC, Target Company and Offer) of the DPS shall stand amended and read as follows:
“As per the shareholding pattern of the Target Company as on December 31, 2024, the Target Company has disclosed that: (a) there are no partly paid up Equity Shares; (b) it has not issued any convertible securities; (c) it has not issued any warrants; (d) there are no locked-in Equity Shares of the Target Company; and (e) there are no shares against which depository receipts have been issued.”
- Paragraph 3.9 of Section I (Acquirer, PAC, Target Company and Offer) of the DPS shall stand amended and read as follows:
“Brief financial information of the Target Company is as below. The Target Company's key financial information based on: (i) its audited standalone financial statements as of and for the financial year ended December 31, 2023 (commencing from May 10, 2023), (ii) the unaudited limited review financial statements of the Target Company as of and for the financial year ended December 31, 2023 (commencing from May 10, 2023), and (iii) its audited standalone financial statements as of

and for the financial year ended December 31, 2024, is as follows:

Particulars	Audited standalone financials as of and for the financial year ended December 31, 2023 ^(a) (in INR million)	Limited review financials as of and for the financial year ended December 31, 2023 ^(b) (in INR million)	Audited standalone financials as of and for the financial year ended December 31, 2024 ^(c) (in INR million)
Total Revenue	5595	5595	7375
Net Income	1649	1649	1810
Earnings(loss) per share (INR)	71.60	71.60	78.59
Net worth/ Shareholder Funds	2076	2076	2730

Notes:

- Commencing from May 10, 2023, being the date of incorporation.
- This does not reflect the effect of the Sanofi Demerger Scheme.
- The board of directors of Sanofi India Limited (“SIL”) on May 10, 2023 and the board of directors of the Target Company on May 24, 2023 had approved a scheme of arrangement under Sections 230 to 232 of the Companies Act, 2013 (“Sanofi Demerger Scheme”), to demerge the Consumer Healthcare Business Undertaking (as defined in the Sanofi Demerger Scheme) of SIL into its wholly owned subsidiary, i.e., the Target Company. In accordance with the Sanofi Demerger Scheme as approved by the Hon'ble National Company Law Tribunal, Mumbai Bench by an order dated May 7, 2024, the Consumer Healthcare Business Undertaking (as defined in the Sanofi Demerger Scheme), along with its related assets and liabilities at the values appearing in the books of accounts of SIL on the close of business hours as on May 10, 2023 (i.e., incorporation date of the Target Company), was demerged, transferred and vested into the Target Company with effect from May 10, 2023. The appointed date and the effective date of the Sanofi Demerger Scheme were June 1, 2023, and June 1, 2024 respectively. However, financials are drawn from May 10, 2023 as per the requirement of Ind AS 103.
- The financial information pertaining to the audited standalone financials as of and for the financial year ended December 31, 2023, the limited review financials as of and for the financial year ended December 31, 2023, and the limited review financials as of and for the quarter and half year ended June 30, 2024, was regrouped and reclassified in December 2024 to ensure compliance with applicable statutory and accounting requirements.”
- A new paragraph 3.10 shall be inserted after paragraph 3.9 of Section I (Acquirer, PAC, Target Company and Offer) of the DPS:
“As per disclosures made by the Target Company to the Stock Exchanges, the Acquirer and the PAC understand that the board of directors of the Target Company recommended a final dividend of INR 55 (Indian Rupees Fifty Five) per Equity Share for the financial year ended December 31, 2024, subject to approval by shareholders of the Target Company at the ensuing Annual General Meeting scheduled for May 5, 2025. On April 9, 2025 the Target Company sent an intimation to the Stock Exchanges that the record date for the dividend payment has been set for April 17, 2025. As on date of the Pre-Offer Advertisement cum Corrigendum, the proposed final dividend for the financial year ended December 31, 2024 remains subject to approval by the shareholders of the Target Company.”
- Updates to Details of the Offer:**
 - Paragraph 4.9 of the Section I (Acquirer, PAC, Target Company and Offer) of the DPS shall stand amended and read as follows:
“The Open Offer is subject to receipt of all applicable statutory approval(s) for the Underlying Transaction and the Open Offer, including the Required Statutory Approvals. The consummation of the Underlying Transaction is subject to receipt of the Required Statutory Approvals and completion of conditions set out in paragraph 2 of Part II (Background to the Open Offer) before October 21, 2025. In the event that: (a) the conditions set out in paragraph 2 of Part II (Background to the Open Offer) are not completed for reasons outside the reasonable control of the Acquirer, (b) the Required Statutory Approvals or any other statutory approvals required for the Underlying Transaction and/ or the Open Offer are not obtained before October 21, 2025 or are finally refused, and/or (c) SEBI instructs the Acquirer/PAC not to proceed with the Open Offer, then the Open Offer may be withdrawn under Regulation 23 of the SEBI (SAST) Regulations. In the event of withdrawal of this Open Offer, a public announcement will be made within 2 (Two) working days of such withdrawal, in accordance with the provisions of Regulation 23(2) of the SEBI (SAST) Regulations.”
 - The Letter of Offer has been updated to include details in relation to the Agreement. The salient features of the Agreement, as included in the Letter of Offer are set out below. Please refer to paragraph 3.1.6 of the Letter of Offer, for further details.
 - Structure: pursuant to the Agreement, Sanofi, shall procure the sale or contribution of the entire share capital of Opella to the Acquirer. Pursuant to the Agreement and the Term Sheet, upon completion of the Underlying Transaction, 50% (Fifty Percent) of the Acquirer will be indirectly owned by the CD&R Group, circa. 48% (Forty Eight Percent) of the Acquirer will be indirectly owned by the Sanofi group (i.e., the current promoter group of the Target Company) and circa. 2% (Two Percent) will be indirectly owned by Bpifrance. Pursuant to the Agreement, the shares in Opella shall be purchased or received free from encumbrances with all rights then attaching to them.
 - Consideration and Purchase Price: the portion of the total consideration for the Underlying Transaction attributable to the shares in the Target Company held by the Opella group is INR 69,298,257,913.35 (i.e., INR 4,982.05 per share of the Target Company).
 - Regulatory Conditions Precedent: each of the Required Statutory Approvals having been obtained prior to October 21, 2025 (i.e., the long stop date).
 - Closing Date: closing shall take place on the later of (i) April 30, 2025; and (ii) the last business day of the month in which the last of the Required Statutory Approvals have been obtained (unless such date falls less than 12 (Twelve) business days before the last calendar day of that month, in which case the closing date will be the last business day of the following month); or such other date as may be agreed in writing between Sanofi and the Acquirer.
 - Purchaser contractual protections - Representations and Warranties: Sanofi has made certain representations and warranties which are customary for transactions such as the Underlying Transaction.
 - Post-Closing Covenants: each of the Acquirer and Sanofi shall grant to the other party customary non-solicit and non-disparagement undertakings which are customary for transactions such as the Underlying Transaction.
 - Governing Law: the Agreement and any non-contractual obligations arising out of or in connection with it shall be governed by, and interpreted in accordance with, the laws of France.
 - The Letter of Offer has been updated to include details in relation to the minority investment of circa. 2% (Two Percent) by Bpifrance (a French public sector investment bank that is majority owned and controlled by the Government of France) as set out in the Term Sheet. The minority protection rights that Bpifrance will have in the Acquirer pursuant to the Term Sheet, as included in the Letter of Offer are set out below. Please refer to paragraph 3.1.6 of the Letter of Offer, for further details.
 - one seat on the board of directors of the Acquirer (with the CD&R Group having a majority vote on the board of directors);
 - information rights;
 - right to approve amendments to the constitutional documents of the Acquirer, which are detrimental to Bpifrance, as compared to other shareholders;
 - pre-emption rights on any new share issuances in the Acquirer; and
 - limited transfer rights of the shares and exit provisions (including drag, tag and exit cooperation obligations) in the Acquirer.
- Paragraph 2 of Section II (Background to the Open Offer) of the DPS shall stand amended and read as follows:
“Sanofi had entered into an exclusive agreement with the Acquirer on October 21, 2024 which gave Sanofi the right, but not the obligation, to transfer the share capital and voting rights in Opella to the Acquirer (by way of an acquisition or a contribution in kind) in accordance with and subject to the terms and conditions of a sale and purchase agreement (the “Agreement”) (the “Underlying Transaction”). The Agreement was executed on February 18, 2025. The completion of the Underlying Transaction is subject to receiving Required Statutory Approvals before October 21, 2025. All Required Statutory Approvals have been obtained as on the date of the Letter of Offer. As set out in the Announcement, Bpifrance (a French public sector investment bank that is majority owned and controlled by the Government of France) was expected to participate as a minority shareholder in the Underlying Transaction with a minority stake of circa. 2% (Two Percent). On March 7, 2025, Bpifrance entered into a term sheet (accord de principe) (“Term Sheet”) which committed Bpifrance to invest in the Acquirer upon completion of the Underlying Transaction. Bpifrance will not have any controlling rights in the Acquirer (and hence in the Target Company), but will have customary minority protection rights in the Acquirer.”
- Paragraph 3 of Section II (Background to the Open Offer) of the DPS shall stand amended and read as follows:
“The closing of the Underlying Transaction will occur on April 30, 2025 or on such other date as may be agreed in writing between the parties. Upon completion of the Underlying Transaction, 50% (Fifty Percent) of the Acquirer will be indirectly owned by the CD&R Group, circa. 48% (Forty Eight Percent) of the Acquirer will be indirectly owned by the Sanofi group (i.e. the current promoter group of the Target Company) and circa. 2% (Two Percent) will be indirectly owned by Bpifrance. Furthermore, upon completion of the Underlying Transaction the Acquirer will indirectly acquire the right to direct the exercise of: (a) 60.40% (Sixty Point Four Zero Percent) of the voting rights of the Target Company; and (b) consequently, voting control over the Target Company. Accordingly, this Offer is being made to the Public Shareholders under Regulations 3(1), 4, 5(1), 5(2) and other applicable provisions of the SEBI (SAST) Regulations. Pursuant to Regulation 22(2) of the SEBI (SAST) Regulations, if the Underlying Transaction is proposed to be completed prior to expiry of the Offer Period, the Acquirer shall deposit 100% (One Hundred Percent) of the Maximum Consideration in the Escrow Account before completion of the Underlying Transaction.”
- Paragraph 4 of Section II (Background to the Open Offer) of the DPS shall stand amended and read as follows:
“Object and purpose of Offer and future plans: Sanofi and the CD&R Group plan to join forces to fuel Opella's ambitions as a French-headquartered, global consumer healthcare champion. Bpifrance is a French public sector investment bank that, together with the CD&R Group and Sanofi, will support Opella's development journey in France and internationally. This new step in Opella's journey paves the way for the creation of a new, standalone leader in consumer healthcare, while supporting Sanofi's strategy and increased focus on innovative medicines and vaccines. Together, the CD&R Group, Sanofi and Bpifrance are willing to support Opella's growth strategy as a pure-play, global, and fast-moving consumer healthcare company. The CD&R Group and Sanofi group believe that Bpifrance's commitment to make a minority investment in the Acquirer is an indication of support for the acquisition of a French headquartered company by the CD&R Group.”
- The Letter of Offer has been updated to include current and proposed shareholding (post-Offer) of the Acquirer and the PAC in the Target Company. Please refer to paragraph 3.1.7 of the Letter of Offer.
- The Letter of Offer has been updated to include that as of the date of the Letter of Offer, the Acquirer and the PAC or their respective directors, partners, promoters, key managerial employees (if any), or their relatives have not been prohibited by SEBI from dealing in securities pursuant to the terms of any directions issued under Section 11 or Section 11B of the SEBI Act or under any regulations made under the SEBI Act. Please refer to paragraph 3.1.13 of the Letter of Offer.

Continued to next page...



एनएस इंडस्ट्रीज लिमिटेड

(सीआईएन: L15130HR1994PLC032362)

पंजीकृत कार्यालय : 136 केएम, ग्राम एवं पो.ओ.-शामगढ़, जनपद-करनाल, हरियाणा-132116

वेबसाइट : www.ansfoods.com, ई-मेल आईडी : ansagro.limited@gmail.com

31 मार्च 2025 को समाप्त तिमाही एवं वर्ष के
एकल लेखापरीक्षित वित्तीय परिणामों का सारांश

(₹. लाख में)

क्र. सं.	विवरण	समाप्त तिमाही		समाप्त वर्ष	
		31.03.2025 लेखापरीक्षित	31.03.2024 लेखापरीक्षित	31.03.2025 लेखापरीक्षित	31.03.2024 लेखापरीक्षित
I	परिचालनों एवं अन्य से कुल आय	1.44	63.76	77.64	65.63
II	अवधि हेतु निवल लाभ/(हानि) (कर एवं आपवादिक मदों से पूर्व)	-13.44	37.22	-226.72	-31.59
III	कर पूर्व अवधि हेतु निवल लाभ/(हानि) (आवपादिक मदों के उपरान्त)	-13.44	37.22	-223.38	-31.59
IV	कर उपरान्त अवधि हेतु निवल लाभ/(हानि) तथा आपवादिक मदें	-10.31	31.34	-220.25	-37.47
V	अवधि हेतु कुल व्यापक आय [अवधि हेतु लाभ/(हानि) (कर उपरान्त) तथा अन्य व्यापक आय से समाविष्ट]	0.00	0.00	0.00	0.00
VI	प्रदत्त समता अंश पूरा (अंकित मूल्य रु. 10 प्रति अंश)	925.56	925.56	925.56	925.56
VII	अन्य समताएँ (आरक्षित, पूर्ववर्ती वर्ष के तुलना-पत्र में नियतिानुसार पुनर्मूल्यांकन आरक्षित छोड़कर)	-415.26	31.32	-625.21	-404.96
VIII	आय प्रति अंश रु. 10/- प्रत्येक का (परिचालनस्तः परिचालनों एवं अपरिचालित परिचालनों के लिए)				
(क)	मूलभूत	-0.11	0.34	-2.38	-0.40
(ख)	तरलीकृत	-0.11	0.34	-2.38	-0.40

टिप्पणीय :

- उपरोक्त परिणाम, सेबी (एलओडीआर) विनियमावली 2015 के नियमन 33 के अनुसार स्टॉक एक्सचेंज (बीएसई) के पास फाइलबद्ध 31 मार्च 2025 को समाप्त तिमाही एवं वर्ष के लेखापरीक्षित वित्तीय परिणामों के विस्तृत प्रारूप का एक सारांश है तथा पूर्ण प्रारूप, कंपनी एवं बीएसई की वेबसाइटों पर उपलब्ध है।
- दिनांक 31 मार्च 2025 को समाप्त तिमाही एवं वर्ष के वित्तीय विवरणों की समीक्षा, लेखापरीक्षण समिति द्वारा की गई थी तथा 23-04-2025 को आयोजित अपनी संबंधित बैठक में निदेशक मंडल द्वारा इनका अनुमोदन किया गया है।
- संशोधनिक लेखापरीक्षाओं ने परिणामों का लेखापरीक्षण किया है तथा इनके बारे में अंशधारित राय व्यक्त की है।
- पूर्ववर्ती वर्ष / अवधि के आंकड़ों को, जहां-जहां अनिवार्य समझा गया है, वहां-वहां पुनर्व्यवस्थित किया गया है।



कृते एनएस इंडस्ट्रीज लिमिटेड
हस्ता./-
(मेहिंदर शर्मा)
प्रबंध निदेशक
डीआईएन- 0003622

दिनांक : 23-04-2025
स्थान : नई दिल्ली

SANOFI CONSUMER HEALTHCARE INDIA LIMITED (“TARGET COMPANY”)

or their relatives have not been prohibited by SEBI from dealing in securities pursuant to the terms of any directions issued under Section 11 or Section 11B of the SEBI Act or under any regulations made under the SEBI Act. Please refer to paragraph 3.1.13 of the Letter of Offer.

[illegible]

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मुंबई विभाग, १३४, १३वा मजला, जाली मेनो चेंबर सँ. II,
नरिमन पॉइंट, मुंबई-४०००२१
ई-मेल: mumclrd@federalbank.co.in
दूरध्वनी क्र. ०२२ २२०२२५८८/२२०२४८४७
सीआयएन: एल६५१९१केएल१९३१पीएलसी०००३६८,
वेबसाईट: www.federalbank.co.in
विक्रीसाठी विक्री सूचना

सिक्क्युरिटीयिझेशन अँड फिक्स्चरिज ऑफ फार्मानसिजिअल असेट्स अँड एफोर्समेंट ऑफ सिक्क्युरिटी इंटरेस्ट अँड, २००२ सहवाचता सिक्क्युरिटी इंटरेस्ट (एफोर्समेंट) रुल्ल, २००२ च्या ८(६) च्या तरतुदीन्वये स्थावर मत्तेच्या विक्रीसाठी विक्री सूचना

सर्वसामान्य जनात आणि विशेषत: कर्जदार आणि महाराष्ट्र यांना सूचना याद्वारे देण्यात येते की, खालील वर्णिलेली स्थावर मिळकत ही दी फेडरल बँक लि. (ता.रण धनको) कडे गहाण/प्रभावी आहे, जिचा प्रत्यक्ष कर्जा दी फेडरल बँक लि. (ता.रण धनको) च्या प्राधिकृत अधिकारिनी घेतला आहे, ती १) श्रि. नितीन विलास केवले आणि २) श्रिमाती मयुरी नितीन केवले यांच्याकडून घेतले जाईल व दी फेडरल बँक लि. (ता.रण धनको) २५/०५/२०२५ रोजी स. ३६,५००,०९८/- (रुपये छत्तीस लाख एकोणसाठ हजार अठ्ठावणवसत) सह त्याचरील पडेली व्याज, प्रभावी आणि परिचयच्या वसुलीकरिता "जे आहे तेथे आहे", "जे आहे जसे आहे" आणि "जे काही आहे तेथे आहे" तत्वांनी २५/०५/२०२५ रोजी विकण्यात येणार आहे. राखीव किंमत रु. २२,५५,०००/- (रुपये नऊ लाख पंचाशत हजार मनीस) राहिल आणि इसरा अनामत रुक्म रु. २,९५,५००/- (रुपये दोन लाख पंचावणवस हजार पाचगे मनीस) राहिल.

सर्वे क्र.१२१, हिस्सा क्र. १-बी, मोजमापीत ३९०० चौरस मीटर्स पेकी १०१० चौ मी, रेजन्सी स्टेट रोडजवळ, तुळुगाव चौक, दावडी, डॉ.विठ्ठली पूर्व, दावडी गाव, कल्याण तालुका, ठाणे जिल्हा महाराष्ट्र राज्य मधील जमिनीवरील दिशा अपार्टमेंट-२० रिंग नावे ज्ञात भारतीयाच्या दुसऱ्या मजक्यावर फ्लॅट क्र. २०९ धारक ब्रिदअस क्षेत्र ६९० चौरस फीट (समाविष्टीत सामान्य क्षेत्र) वरई क्षेत्र ४४८ चौरस फीट त्यासह जमिनीवरील इमारत आणि सर्व अन्य सुधारणा असलेला निवासी परिसराचे सर्व ते भाग आणि विभाग आणि फ्लॅटची सोमाबद्ध: पूर्वला ओम साई गजानन सीएचएसएल, पश्चिमेला: कृष्णाजोती सीएचएसएल उत्तरेला: रेजन्सी अनंनध दक्षिणेला रेजन्सी स्टेट.

विक्रीच्या पशशीलवार अटी आणि शर्तीकरिता कृपया दी फेडरल बँक लि. की वेबसाईट म्हणजेथे <https://www.federalbank.co.in/web/guest/tender-notices> मध्ये दिलेल्या लिंकचा संदर्भ घ्यावा.

दी फेडरल बँक लि. करिता
श्री. लेखिन सी
सहाय्यक उपाध्यक्ष, आणि विभाग प्रमुख
(सफेदी अँड अंतर्गत प्राधिकृत अधिकारी)

दिनांक: २३/०४/२०२५

एसएआरजी मिडिया सूचना

मुंबई येथील राष्ट्रीय कंपनी विधी न्यायाधिकरण, मुंबई खंडपीठ V

कंपनी अधिनियम, २०१३ च्या कलम २००-२३२ आणि कलम ६६ सहायका कंपनी अधिनियम, २०१३ च्या इतर प्रयोग्य तरतुदी आणि त्या अंतर्गत स्थापित विन्यामांचा प्रकाशन.

आणि

एसएआरजी मिडिया होल्डिंग्स प्रायव्हेट लिमिटेड ("हस्तान्तरक कंपनी") आणि एसआर आइटल लिमिटेड मिडिया सहायका कंपनी ("हस्तान्तरित कंपनी") यांच्या संघटित भागधारक/धनकाऱ्या दाय्यता व्यवस्थेच्या (अंतर्लनामनाद्वारे एकीकरणा) योजनेच्या प्रकाशन.

सी.ए. (सीए)/२१९ (एचबी) २०१३

एसएआरजी मिडिया होल्डिंग्स प्रायव्हेट लिमिटेड, सीआयएम.क. बूथ४९९एसएच२०१६पीसी२८४३८५ (यांना "कंपनी" असा उल्लेख) जिचे नोंदीकरण कायदा आहे १-१००/१००२, रेंगावा अटवॉस सीएचएस, गणपतवाडी, दक्षिण माला, लोहा परळ, मुंबई शहर, महाराष्ट्र, भारत, ४०००१३ संभागाच्या आणि धनकाऱ्या माहितीकरीता.

सूचना याद्वारे देण्यात येत आहे की, दिनांक ०९.१२.२०२४ रोजीच्या अवेअरानाद्वारे मुंबई येथील सभायाग्राह्य राष्ट्रीय कंपनी विधी न्यायाधिकरणाच्या खंडपीठाने ("न्यायाधिकरण") कंपनी अधिनियम, २०१३ च्या कलम २३० ते २३२ आणि त्याच्या प्रयोग्य तरतुदी आणि त्या अंतर्गत प्रयोग्य विन्यामांच्या तरतुदीच्या अंतर्गत एसएआरजी मिडिया होल्डिंग्स प्रायव्हेट लिमिटेड ("हस्तान्तरक कंपनी") आणि एसआर आइटल लिमिटेड मिडिया होल्डिंग्स लिमिटेड ("हस्तान्तरित कंपनी") यांच्या संघटित भागधारक आणि धनकाऱ्या एकीकरणाची योजना ("योजना") विषयावर येणे आणि योग्य वाटल्यास मंडुर करमागसाठी कंपनीचे भागधारक आणि धनकाऱ्या सभा बोलत/विषयाचे निवेदन दिले आहे.

सदर आदेश आणि त्याची निदेशाना असून येथे सूचना याद्वारे देण्यात येत आहे की, कंपनीचे भागधारक, धनकाऱ्या, गवळी वही खालील मूल नियोजनामधील, युनिट ३१६/३१७, डी सेन्ट्रियम (फिनिसन माल), ३१ मजला, गाव कुलां किरात, एलबीएस माल, कुलां (परिचय), मुंबई-४००००५ येथे देण्यात येणार आहे, या दिवशी ताब्यास आणि कर्ती कंपनीचे समभाग धारक, प्राधान्य भागधारक आणि धनकाऱ्या हजर राहण्याची निधी करण्यात येत आहे.

अ.क्र.	समेचा वर्ग	वेळ (भाजरे)	समेचे माध्यम	दिवस आणि तारीख
१	समभाग धारक	सु. ११.०० वा.	डिजिटल ऑनलाईन	गुवागरी, २६ मे, २०२४
२	प्राधान्य भागधारक	सु. ११.०० वा.	प्रत्यक्ष	गुवागरी, २६ मे, २०२४
३	धनकाऱ्या	सु. ११.०० वा.	प्रत्यक्ष	गुवागरी, ३० मे, २०२४

वरील समेचा सूचनेसह एकत्रित त्याच्याशी जोडलेले दलावेत हे १८ फेब्रुवारी, २०२४ रोजीच्या कर्तीकडून अवेअरल्या समेचासह रिस्टर्नयेथे गवे असलेल्या समभागा आणि प्राधान्य भागधारकांना आणि २८ फेब्रुवारी, २०२४ रोजीच्या कर्तीकडून गवे असलेल्या धनकाऱ्यांना प्रत्यक्षपणे आले आहे. समेचाच्या योजनेची प्रत यासह अधिनियमाच्या कलम २३० आणि २३२ सहायका कलम १२२ आणि सर प्रयोग्य तरतुदी आणि कर्तीकडून (कॉम्प्लायन्स, ऑफिसर/अडिटर अडमिनिस्ट्रेशन) हस्त, २०१६ च्या कलम ६ अंतर्गत सहायका दाय्यता विवरणाच्या प्रत कंपनीी वेबसाईट www.rupcblawdof.com वर माहान/डाउलोड केले जाऊ शकते. सदर दलानेच जमवत, रिवाज आणि सार्वजनिक सुट्यास म्हणून सर्व कामकाजाच्या दिवशी सी. १०.०० ते. ६.०० वा. दाय्यता, युनिट ३१६/३१७, डी सेन्ट्रियम (फिनिसन माल), गाव कुलां किरात, एलबीएस माल, कुलां (परिचय), मुंबई-४००००५ येथील कॉर्पोरेट कार्यालयातून सुट्टा विनामुक्त प्रसन्न केतील.

समेचा हजर राहून मतदान करण्यासाठी हजर असलेली व्यक्ती व्यक्ती: किना प्रतियुक्ती व्यक्तीद्वारे मतदान करू शकता या विविध प्रस्तावात सर्व प्रतियुक्ती प्रसन्न समेचाची निमत ४८ मतां आणजे युनिट ३१६/३१७, डी सेन्ट्रियम (फिनिसन माल), ३१ मजला, गाव कुलां किरात, एलबीएस माल, कुलां (परिचय), मुंबई-४००००५ येथे जमा करणे आवश्यक आहे.

एसएआरजी मिडिया होल्डिंग्स प्रायव्हेट लिमिटेड, सीआयएम.क. बूथ४९९एसएच२०१६पीसी२८४३८५ (यांना "कंपनी" असा उल्लेख) जिचे नोंदीकरण कायदा आहे १-१००/१००२, रेंगावा अटवॉस सीएचएस, गणपतवाडी, दक्षिण माला, लोहा परळ, मुंबई शहर, महाराष्ट्र, भारत, ४०००१३ संभागाच्या आणि धनकाऱ्या माहितीकरीता.

सूचना याद्वारे देण्यात येत आहे की, दिनांक ०९.१२.२०२४ रोजीच्या अवेअरानाद्वारे मुंबई येथील सभायाग्राह्य राष्ट्रीय कंपनी विधी न्यायाधिकरणाच्या खंडपीठाने ("न्यायाधिकरण") कंपनी अधिनियम, २०१३ च्या कलम २३० ते २३२ आणि त्याच्या प्रयोग्य तरतुदी आणि त्या अंतर्गत प्रयोग्य विन्यामांच्या तरतुदीच्या अंतर्गत एसएआरजी मिडिया होल्डिंग्स प्रायव्हेट लिमिटेड ("हस्तान्तरक कंपनी") आणि एसआर आइटल लिमिटेड मिडिया होल्डिंग्स लिमिटेड ("हस्तान्तरित कंपनी") यांच्या संघटित भागधारक आणि धनकाऱ्या एकीकरणाची योजना ("योजना") विषयावर येणे आणि योग्य वाटल्यास मंडुर करमागसाठी कंपनीचे भागधारक आणि धनकाऱ्या सभा बोलत/विषयाचे निवेदन दिले आहे.

सदर आदेश आणि त्याची निदेशाना असून येथे सूचना याद्वारे देण्यात येत आहे की, कंपनीचे भागधारक, धनकाऱ्या, गवळी वही खालील मूल नियोजनामधील, युनिट ३१६/३१७, डी सेन्ट्रियम (फिनिसन माल), ३१ मजला, गाव कुलां किरात, एलबीएस माल, कुलां (परिचय), मुंबई-४००००५ येथे देण्यात येणार आहे, या दिवशी ताब्यास आणि कर्ती कंपनीचे समभाग धारक, प्राधान्य भागधारक आणि धनकाऱ्या हजर राहण्याची निधी करण्यात येत आहे.

अ.क्र.	समेचा वर्ग	वेळ (भाजरे)	समेचे माध्यम	दिवस आणि तारीख
१	समभाग धारक	सु. ११.०० वा.	डिजिटल ऑनलाईन	गुवागरी, २६ मे, २०२४
२	प्राधान्य भागधारक	सु. ११.०० वा.	प्रत्यक्ष	गुवागरी, २६ मे, २०२४
३	धनकाऱ्या	सु. ११.०० वा.	प्रत्यक्ष	गुवागरी, ३० मे, २०२४

वरील समेचा सूचनेसह एकत्रित त्याच्याशी जोडलेले दलावेत हे १८ फेब्रुवारी, २०२४ रोजीच्या कर्तीकडून अवेअरल्या समेचासह रिस्टर्नयेथे गवे असलेल्या समभागा आणि प्राधान्य भागधारकांना आणि २८ फेब्रुवारी, २०२४ रोजीच्या कर्तीकडून गवे असलेल्या धनकाऱ्यांना प्रत्यक्षपणे आले आहे. समेचाच्या योजनेची प्रत यासह अधिनियमाच्या कलम २३० आणि २३२ सहायका कलम १२२ आणि सर प्रयोग्य तरतुदी आणि कर्तीकडून (कॉम्प्लायन्स, ऑफिसर/अडिटर अडमिनिस्ट्रेशन) हस्त, २०१६ च्या कलम ६ अंतर्गत सहायका दाय्यता विवरणाच्या प्रत कंपनीी वेबसाईट www.rupcblawdof.com वर माहान/डाउलोड केले जाऊ शकते. सदर दलानेच जमवत, रिवाज आणि सार्वजनिक सुट्यास म्हणून सर्व कामकाजाच्या दिवशी सी. १०.०० ते. ६.०० वा. दाय्यता, युनिट ३१६/३१७, डी सेन्ट्रियम (फिनिसन माल), गाव कुलां किरात, एलबीएस माल, कुलां (परिचय), मुंबई-४००००५ येथील कॉर्पोरेट कार्यालयातून सुट्टा विनामुक्त प्रसन्न केतील.

समेचा हजर राहून मतदान करण्यासाठी हजर असलेली व्यक्ती व्यक्ती: किना प्रतियुक्ती व्यक्तीद्वारे मतदान करू शकता या विविध प्रस्तावात सर्व प्रतियुक्ती प्रसन्न समेचाची निमत ४८ मतां आणजे युनिट ३१६/३१७, डी सेन्ट्रियम (फिनिसन माल), ३१ मजला, गाव कुलां किरात, एलबीएस माल, कुलां (परिचय), मुंबई-४००००५ येथे जमा करणे आवश्यक आहे.

एसएआरजी मिडिया होल्डिंग्स प्रायव्हेट लिमिटेड, सीआयएम.क. बूथ४९९एसएच२०१६पीसी२८४३८५ (यांना "कंपनी" असा उल्लेख) जिचे नोंदीकरण कायदा आहे १-१००/१००२, रेंगावा अटवॉस सीएचएस, गणपतवाडी, दक्षिण माला, लोहा परळ, मुंबई शहर, महाराष्ट्र, भारत, ४०००१३ संभागाच्या आणि धनकाऱ्या माहितीकरीता.

सूचना याद्वारे देण्यात येत आहे की, दिनांक ०९.१२.२०२४ रोजीच्या अवेअरानाद्वारे मुंबई येथील सभायाग्राह्य राष्ट्रीय कंपनी विधी न्यायाधिकरणाच्या खंडपीठाने ("न्यायाधिकरण") कंपनी अधिनियम, २०१३ च्या कलम २३० ते २३२ आणि त्याच्या प्रयोग्य तरतुदी आणि त्या अंतर्गत प्रयोग्य विन्यामांच्या तरतुदीच्या अंतर्गत एसएआरजी मिडिया होल्डिंग्स प्रायव्हेट लिमिटेड ("हस्तान्तरक कंपनी") आणि एसआर आइटल लिमिटेड मिडिया होल्डिंग्स लिमिटेड ("हस्तान्तरित कंपनी") यांच्या संघटित भागधारक आणि धनकाऱ्या एकीकरणाची योजना ("योजना") विषयावर येणे आणि योग्य वाटल्यास मंडुर करमागसाठी कंपनीचे भागधारक आणि धनकाऱ्या सभा बोलत/विषयाचे निवेदन दिले आहे.

सदर आदेश आणि त्याची निदेशाना असून येथे सूचना याद्वारे देण्यात येत आहे की, कंपनीचे भागधारक, धनकाऱ्या, गवळी वही खालील मूल नियोजनामधील, युनिट ३१६/३१७, डी सेन्ट्रियम (फिनिसन माल), ३१ मजला, गाव कुलां किरात, एलबीएस माल, कुलां (परिचय), मुंबई-४००००५ येथे देण्यात येणार आहे, या दिवशी ताब्यास आणि कर्ती कंपनीचे समभाग धारक, प्राधान्य भागधारक आणि धनकाऱ्या हजर राहण्याची निधी करण्यात येत आहे.

अ.क्र.	समेचा वर्ग	वेळ (भाजरे)	समेचे माध्यम	दिवस आणि तारीख
१	समभाग धारक	सु. ११.०० वा.	डिजिटल ऑनलाईन	गुवागरी, २६ मे, २०२४
२	प्राधान्य भागधारक	सु. ११.०० वा.	प्रत्यक्ष	गुवागरी, २६ मे, २०२४
३	धनकाऱ्या	सु. ११.०० वा.	प्रत्यक्ष	गुवागरी, ३० मे, २०२४

वरील समेचा सूचनेसह एकत्रित त्याच्याशी जोडलेले दलावेत हे १८ फेब्रुवारी, २०२४ रोजीच्या कर्तीकडून अवेअरल्या समेचासह रिस्टर्नयेथे गवे असलेल्या समभागा आणि प्राधान्य भागधारकांना आणि २८ फेब्रुवारी, २०२४ रोजीच्या कर्तीकडून गवे असलेल्या धनकाऱ्यांना प्रत्यक्षपणे आले आहे. समेचाच्या योजनेची प्रत यासह अधिनियमाच्या कलम २३० आणि २३२ सहायका कलम १२२ आणि सर प्रयोग्य तरतुदी आणि कर्तीकडून (कॉम्प्लायन्स, ऑफिसर/अडिटर अडमिनिस्ट्रेशन) हस्त, २०१६ च्या कलम ६ अंतर्गत सहायका दाय्यता विवरणाच्या प्रत कंपनीी वेबसाईट www.rupcblawdof.com वर माहान/डाउलोड केले जाऊ शकते. सदर दलानेच जमवत, रिवाज आणि सार्वजनिक सुट्यास म्हणून सर्व कामकाजाच्या दिवशी सी. १०.०० ते. ६.०० वा. दाय्यता, युनिट ३१६/३१७, डी सेन्ट्रियम (फिनिसन माल), गाव कुलां किरात, एलबीएस माल, कुलां (परिचय), मुंबई-४००००५ येथील कॉर्पोरेट कार्यालयातून सुट्टा विनामुक्त प्रसन्न केतील.

समेचा हजर राहून मतदान करण्यासाठी हजर असलेली व्यक्ती व्यक्ती: किना प्रतियुक्ती व्यक्तीद्वारे मतदान करू शकता या विविध प्रस्तावात सर्व प्रतियुक्ती प्रसन्न समेचाची निमत ४८ मतां आणजे युनिट ३१६/३१७, डी सेन्ट्रियम (फिनिसन माल), ३१ मजला, गाव कुलां किरात, एलबीएस माल, कुलां (परिचय), मुंबई-४००००५ येथे जमा करणे आवश्यक आहे.

एसएआरजी मिडिया होल्डिंग्स प्रायव्हेट लिमिटेड, सीआयएम.क. बूथ४९९एसएच२०१६पीसी२८४३८५ (यांना "कंपनी" असा उल्लेख) जिचे नोंदीकरण कायदा आहे १-१००/१००२, रेंगावा अटवॉस सीएचएस, गणपतवाडी, दक्षिण माला, लोहा परळ, मुंबई शहर, महाराष्ट्र, भारत, ४०००१३ संभागाच्या आणि धनकाऱ्या माहितीकरीता.

सूचना याद्वारे देण्यात येत आहे की, दिनांक ०९.१२.२०२४ रोजीच्या अवेअरानाद्वारे मुंबई येथील सभायाग्राह्य राष्ट्रीय कंपनी विधी न्यायाधिकरणाच्या खंडपीठाने ("न्यायाधिकरण") कंपनी अधिनियम, २०१३ च्या कलम २३० ते २३२ आणि त्याच्या प्रयोग्य तरतुदी आणि त्या अंतर्गत प्रयोग्य विन्यामांच्या तरतुदीच्या अंतर्गत एसएआरजी मिडिया होल्डिंग्स प्रायव्हेट लिमिटेड ("हस्तान्तरक कंपनी") आणि एसआर आइटल लिमिटेड मिडिया होल्डिंग्स लिमिटेड ("हस्तान्तरित कंपनी") यांच्या संघटित भागधारक आणि धनकाऱ्या एकीकरणाची योजना ("योजना") विषयावर येणे आणि योग्य वाटल्यास मंडुर करमागसाठी कंपनीचे भागधारक आणि धनकाऱ्या सभा बोलत/विषयाचे निवेदन दिले आहे.

सदर आदेश आणि त्याची निदेशाना असून येथे सूचना याद्वारे देण्यात येत आहे की, कंपनीचे भागधारक, धनकाऱ्या, गवळी वही खालील मूल नियोजनामधील, युनिट ३१६/३१७, डी सेन्ट्रियम (फिनिसन माल), ३१ मजला, गाव कुलां किरात, एलबीएस माल, कुलां (परिचय), मुंबई-४००००५ येथे देण्यात येणार आहे, या दिवशी ताब्यास आणि कर्ती कंपनीचे समभाग धारक, प्राधान्य भागधारक आणि धनकाऱ्या हजर राहण्याची निधी करण्यात येत आहे.

अ.क्र.	समेचा वर्ग	वेळ (भाजरे)	समेचे माध्यम	दिवस आणि तारीख
१	समभाग धारक	सु. ११.०० वा.	डिजिटल ऑनलाईन	गुवागरी, २६ मे, २०२४
२	प्राधान्य भागधारक	सु. ११.०० वा.	प्रत्यक्ष	गुवागरी, २६ मे, २०२४
३	धनकाऱ्या	सु. ११.०० वा.	प्रत्यक्ष	गुवागरी, ३० मे, २०२४

वरील समेचा सूचनेसह एकत्रित त्याच्याशी जोडलेले दलावेत हे १८ फेब्रुवारी, २०२४ रोजीच्या कर्तीकडून अवेअरल्या समेचासह रिस्टर्नयेथे गवे असलेल्या समभागा आणि प्राधान्य भागधारकांना आणि २८ फेब्रुवारी, २०२४ रोजीच्या कर्तीकडून गवे असलेल्या धनकाऱ्यांना प्रत्यक्षपणे आले आहे. समेचाच्या योजनेची प्रत यासह अधिनियमाच्या कलम २३० आणि २३२ सहायका कलम १२२ आणि सर प्रयोग्य तरतुदी आणि कर्तीकडून (कॉम्प्लायन्स, ऑफिसर/अडिटर अडमिनिस्ट्रेशन) हस्त, २०१६ च्या कलम ६ अंतर्गत सहायका दाय्यता विवरणाच्या प्रत कंपनीी वेबसाईट www.rupcblawdof.com वर माहान/डाउलोड केले जाऊ शकते. सदर दलानेच जमवत, रिवाज आणि सार्वजनिक सुट्यास म्हणून सर्व कामकाजाच्या दिवशी सी. १०.०० ते. ६.०० वा. दाय्यता, युनिट ३१६/३१७, डी सेन्ट्रियम (फिनिसन माल), गाव कुलां किरात, एलबीएस माल, कुलां (परिचय), मुंबई-४००००५ येथील कॉर्पोरेट कार्यालयातून सुट्टा विनामुक्त प्रसन्न केतील.

समेचा हजर राहून मतदान करण्यासाठी हजर असलेली व्यक्ती व्यक्ती: किना प्रतियुक्ती व्यक्तीद्वारे मतदान करू शकता या विविध प्रस्तावात सर्व प्रतियुक्ती प्रसन्न समेचाची निमत ४८ मतां आणजे युनिट ३१६/३१७, डी सेन्ट्रियम (फिनिसन माल), ३१ मजला, गाव कुलां किरात, एलबीएस माल, कुलां (परिचय), मुंबई-४००००५ येथे जमा करणे आवश्यक आहे.

एसएआरजी मिडिया होल्डिंग्स प्रायव्हेट लिमिटेड, सीआयएम.क. बूथ४९९एसएच२०१६पीसी२८४३८५ (यांना "कंपनी" असा उल्लेख) जिचे नोंदीकरण कायदा आहे १-१००/१००२, रेंगावा अटवॉस सीएचएस, गणपतवाडी, दक्षिण माला, लोहा परळ, मुंबई शहर, महाराष्ट्र, भारत, ४०००१३ संभागाच्या आणि धनकाऱ्या माहितीकरीता.

सूचना याद्वारे देण्यात येत आहे की, दिनांक ०९.१२.२०२४ रोजीच्या अवेअरानाद्वारे मुंबई येथील सभायाग्राह्य राष्ट्रीय कंपनी विधी न्यायाधिकरणाच्या खंडपीठाने ("न्यायाधिकरण") कंपनी अधिनियम, २०१३ च्या कलम २३० ते २३२ आणि त्याच्या प्रयोग्य तरतुदी आणि त्या अंतर्गत प्रयोग्य विन्यामांच्या तरतुदीच्या अंतर्गत एसएआरजी मिडिया होल्डिंग्स प्रायव्हेट लिमिटेड ("हस्तान्तरक कंपनी") आणि एसआर आइटल लिमिटेड मिडिया होल्डिंग्स लिमिटेड ("हस्तान्तरित कंपनी") यांच्या संघटित भागधारक आणि धनकाऱ्या एकीकरणाची योजना ("योजना") विषयावर येणे आणि योग्य वाटल्यास मंडुर करमागसाठी कंपनीचे भागधारक आणि धनकाऱ्या सभा बोलत/विषयाचे निवेदन दिले आहे.

सदर आदेश आणि त्याची निदेशाना असून येथे सूचना याद्वारे देण्यात येत आहे की, कंपनीचे भागधारक, धनकाऱ्या, गवळी वही खालील मूल नियोजनामधील, युनिट ३१६/३१७, डी सेन्ट्रियम (फिनिसन माल), ३१ मजला, गाव कुलां किरात, एलबीएस माल, कुलां (परिचय), मुंबई-४००००५ येथे देण्यात येणार आहे, या दिवशी ताब्यास आणि कर्ती कंपनीचे समभाग धारक, प्राधान्य भागधारक आणि धनकाऱ्या हजर राहण्याची निधी करण्यात येत आहे.

अ.क्र.	समेचा वर्ग	वेळ (भाजरे)	समेचे माध्यम	दिवस आणि तारीख
१	समभाग धारक	सु. ११.०० वा.	डिजिटल ऑनलाईन	गुवागरी, २६ मे, २०२४
२	प्राधान्य भागधारक	सु. ११.०० वा.	प्रत्यक्ष	गुवागरी, २६ मे, २०२४
३	धनकाऱ्या	सु. ११.०० वा.	प्रत्यक्ष	गुवागरी, ३० मे, २०२४

वरील समेचा सूचनेसह एकत्रित त्याच्याशी जोडलेले दलावेत हे १८ फेब्रुवारी, २०२४ रोजीच्या कर्तीकडून अवेअरल्या समेचासह रिस्टर्नयेथे गवे असलेल्या समभागा आणि प्राधान्य भागधारकांना आणि २८ फेब्रुवारी, २०२४ रोजीच्या कर्तीकडून गवे असलेल्या धनकाऱ्यांना प्रत्यक्षपणे आले आहे. समेचाच्या योजनेची प्रत यासह अधिनियमाच्या कलम २३० आणि २३२ सहायका कलम १२२ आणि सर प्रयोग्य तरतुदी आणि कर्तीकडून (कॉम्प्लायन्स, ऑफिसर/अडिटर अडमिनिस्ट्रेशन) हस्त, २०१६ च्या कलम ६ अंतर्गत सहायका दाय्यता विवरणाच्या प्रत कंपनीी वेबसाईट www.rupcblawdof.com वर माहान/डाउलोड केले जाऊ शकते. सदर दलानेच जमवत, रिवाज आणि सार्वजनिक सुट्यास म्हणून सर्व कामकाजाच्या दिवशी सी. १०.०० ते. ६.०० वा. दाय्यता, युनिट ३१६/३१७, डी सेन्ट्रियम (फिनिसन माल), गाव कुलां किरात, एलबीएस माल, कुलां (परिचय), मुंबई-४००००५ येथील कॉर्पोरेट कार्यालयातून सुट्टा विनामुक्त प्रसन्न केतील.

समेचा हजर राहून मतदान करण्यासाठी हजर असलेली व्यक्ती व्यक्ती: किना प्रतियुक्ती व्यक्तीद्वारे मतदान करू शकता या विविध प्रस्तावात सर्व प्रतियुक्ती प्रसन्न समेचाची निमत ४८ मतां आणजे युनिट ३१६/३१७, डी सेन्ट्रियम (फिनिसन माल), ३१ मजला, गाव कुलां किरात, एलबीएस माल, कुलां (परिचय), मुंबई-४००००५ येथे जमा करणे आवश्यक आहे.

एसएआरजी मिडिया होल्डिंग्स प्रायव्हेट लिमिटेड, सीआयएम.क. बूथ४९९एसएच२०१६पीसी२८४३८५ (यांना "कंपनी" असा उल्लेख) जिचे नोंदीकरण कायदा आहे १-१००/१००२, रेंगावा अटवॉस सीएचएस, गणपतवाडी, दक्षिण माला, लोहा परळ, मुंबई शहर, महाराष्ट्र, भारत, ४०००१३ संभागाच्या आणि धनकाऱ्या माहितीकरीता.

सूचना याद्वारे देण्यात येत आहे की, दिनांक ०९.१२.२०२४ रोजीच्या अवेअरानाद्वारे मुंबई येथील सभायाग्राह्य राष्ट्रीय कंपनी विधी न्यायाधिकरणाच्या खंडपीठाने ("न्यायाधिकरण") कंपनी अधिनियम, २०१३ च्या कलम २३० ते २३२ आणि त्याच्या प्रयोग्य तरतुदी आणि त्या अंतर्गत प्रयोग्य विन्यामांच्या तरतुदीच्या अंतर्गत एसएआरजी मिडिया होल्डिंग्स प्रायव्हेट लिमिटेड ("हस्तान्तरक कंपनी") आणि एसआर आइटल लिमिटेड मिडिया होल्डिंग्स लिमिटेड ("हस्तान्तरित कंपनी") यांच्या संघटित भागधारक आणि धनकाऱ्या एकीकरणाची योजना ("योजना") विषयावर येणे आणि योग्य वाटल्यास मंडुर करमागसाठी कंपनीचे भागधारक आणि धनकाऱ्या सभा बोलत/विषयाचे निवेदन दिले आहे.

सदर आदेश आणि त्याची निदेशाना असून येथे सूचना याद्वारे देण्यात येत आहे की, कंपनीचे भागधारक, धनकाऱ्या, गवळी वही खालील मूल नियोजनामधील, युनिट ३१६/३१७, डी सेन्ट्रियम (फिनिसन माल), ३१ मजला, गाव कुलां किरात, एलबीएस माल, कुलां (परिचय), मुंबई-४००००५ येथे देण्यात येणार आहे, या दिवशी ताब्यास आणि कर्ती कंपनीचे समभाग धारक, प्राधान्य भागधारक आणि धनकाऱ्या हजर राहण्याची निधी करण्यात येत आहे.

अ.क्र.	समेचा वर्ग	वेळ (भाजरे)	समेचे माध्यम	दिवस आणि तारीख
१	समभाग धारक	सु. ११.०० वा.	डिजिटल ऑनलाईन	गुवागरी, २६ मे, २०२४
२	प्राधान्य भागधारक	सु. ११.०० वा.	प्रत्यक्ष	गुवागरी, २६ मे, २०२४
३	धनकाऱ्या	सु. ११.०० वा.	प्रत्यक्ष	गुवागरी, ३० मे, २०२४

वरील समेचा सूचनेसह एकत्रित त्याच्याशी जोडलेले दलावेत हे १८ फेब्रुवारी, २०२४ रोजीच्या कर्तीकडून अवेअरल्या समेचासह रिस्टर्नयेथे गवे असलेल्या समभागा आणि प्राधान्य भागधारकांना आणि २८ फेब्रुवारी, २०२४ रोजीच्या कर्तीकडून गवे असलेल्या धनकाऱ्यांना प्रत्यक्षपणे आले आहे. समेचाच्या योजनेची प्रत यासह अधिनियमाच्या कलम २३० आणि २३२ सहायका कलम १२२ आणि सर प्रयोग्य तरतुदी आणि कर्तीकडून (कॉम्प्लायन्स, ऑफिसर/अडिटर अडमिनिस्ट्रेशन) हस्त, २०१६ च्या कलम ६ अंतर्गत सहायका दाय्यता विवरणाच्या प्रत कंपनीी वेबसाईट www.rupcblawdof.com वर माहान/डाउलोड केले जाऊ शकते. सदर दलानेच जमवत, रिवाज आणि सार्वजनिक सुट्यास म्हणून सर्व कामकाजाच्या दिवशी सी. १०.०० ते. ६.०० वा. दाय्यता, युनिट ३१६/३१७, डी सेन्ट्रियम (फिनिसन माल), गाव कुलां किरात, एलबीएस माल, कुलां (परिचय), मुंबई-४००००५ येथील कॉर्पोरेट कार्यालयातून सुट्टा विनामुक्त प्रसन्न केतील.

समेचा हजर राहून मतदान करण्यासाठी हजर असलेली व्यक्ती व्यक्ती: किना प्रतियुक्ती व्यक्तीद्वारे मतदान करू शकता या विविध प्रस्तावात सर्व प्रतियुक्ती प्रसन्न समेचाची निमत ४८ मतां आणजे युनिट ३१६/३१७, डी सेन्ट्रियम (फिनिसन माल), ३१ मजला, गाव कुलां किरात, एलबीएस माल, कुलां (परिचय), मुंबई-४००००५ येथे जमा करणे आवश्यक आहे.

एसएआरजी मिडिया होल्डिंग्स प्रायव्हेट लिमिटेड, सीआयएम.क. बूथ४९९एसएच२०१६पीसी२८४३८५ (यांना "कंपनी" असा उल्लेख) जिचे नोंदीकरण कायदा आहे १-१००/१००२, रेंगावा अटवॉस सीएचएस, गणपतवाडी, दक्षिण माला, लोहा परळ, मुंबई शहर, महाराष्ट्र, भारत, ४०००१३ संभागाच्या आणि धनकाऱ्या माहितीकरीता.

सूचना याद्वारे देण्यात येत आहे की, दिनांक ०९.१२.२०२४ रोजीच्या अवेअरानाद्वारे मुंबई येथील सभायाग्राह्य राष्ट्रीय कंपनी विधी न्यायाधिकरणाच्या खंडपीठाने ("न्यायाधिकरण") कंपनी अधिनियम, २०१३ च्या कलम २३० ते २३२ आणि त्याच्या प्रयोग्य तरतुदी आणि त्या अंतर्गत प्रयोग्य विन्यामांच्या तरतुदीच्या अंतर्गत एसएआरजी मिडिया होल्डिंग्स प्रायव्हेट लिमिटेड ("हस्तान्तरक कंपनी") आणि एसआर आइटल लिमिटेड मिडिया होल्डिंग्स लिमिटेड ("हस्तान्तरित कंपनी") यांच्या संघटित भागधारक आणि धनकाऱ्या एकीकरणाची योजना ("योजना") विषयावर येणे आणि योग्य वाटल्यास मंडुर करमागसाठी कंपनीचे भागधारक आणि धनकाऱ्या सभा बोलत/विषयाचे निवेदन दिले आहे.

सदर आदेश आणि त्याची निदेशाना असून येथे सूचना याद्वारे देण्यात येत आहे की, कंपनीचे भागधारक, धनकाऱ्या, गवळी वही खालील मूल नियोजनामधील, युनिट ३१६/३१७, डी सेन्ट्रियम (फिनिसन माल), ३१ मजला, गाव कुलां किरात, एलबीएस माल, कुलां (परिचय), मुंबई-४००००५ येथे देण्यात येणार आहे, या दिवशी ताब्यास आणि कर्ती कंपनीचे समभाग धारक, प्राधान्य भागधारक आणि धनकाऱ्या हजर राहण्याची निधी करण्यात येत आहे.

अ.क्र.	समेचा वर्ग	वेळ (भाजरे)	समेचे माध्यम	दिवस आणि तारीख
१	समभाग धारक	सु. ११.०० वा.	डिजिटल ऑनलाईन	गुवागरी, २६ मे, २०२४
२	प्राधान्य भागधारक	सु. ११.०० वा.	प्रत्यक्ष	गुवागरी, २६ मे, २०२४
३	धनकाऱ्या	सु. ११.०० वा.	प्रत्यक्ष	गुवागरी, ३० मे, २०२४

वरील समेचा सूचनेसह एकत्रित त्याच्याशी जोडलेले दलावेत हे १८ फेब्रुवारी, २०२४ रोजीच्या कर्तीकडून अवेअरल्या समेचासह रिस्टर्नयेथे गवे असलेल्या समभागा आणि प्राधान्य भागधारकांना आणि २८ फेब्रुवारी, २०२४ रोजीच्या कर्तीकडून गवे असलेल्या धनकाऱ्यांना प्रत्यक्षपणे आले आहे. समेचाच्या योजनेची प्रत यासह अधिनियमाच्या कलम २३० आणि २३२ सहायका कलम १२२ आणि सर प्रयोग्य तरतुदी आणि कर्तीकडून (कॉम्प्लायन्स, ऑफिसर/अडिटर अडमिनिस्ट्रेशन) हस्त, २०१६ च्या कलम ६ अंतर्गत सहायका दाय्यता विवरणाच्या प्रत कंपनीी वेबसाईट www.rupcblawdof.com वर माहान/डाउलोड केले जाऊ शकते. सदर दलानेच जमवत, रिवाज आणि सार्वजनिक सुट्यास म्हणून सर्व कामकाजाच्या दिवशी सी. १०.०० ते. ६.०० वा. दाय्यता, युनिट ३१६/३१७, डी सेन्ट्रियम (फिनिसन माल), गाव कुलां किरात, एलबीएस माल, कुलां (परिचय), मुंबई-४००००५ येथील कॉर्पोरेट कार्यालयातून सुट्टा विनामुक्त प्रसन्न केतील.

समेचा हजर राहून मतदान करण्यासाठी हजर असलेली व्यक्ती व्यक्ती: किना प्रतियुक्ती व्यक्तीद्वारे मतदान करू शकता या विविध प्रस्तावात सर्व प्रतियुक्ती प्रसन्न समेचाची निमत ४८ मतां आणजे युनिट ३१६/३१७, डी सेन्ट्रियम (फिनिसन माल), ३१ मजला, गाव कुलां किरात, एलबीएस माल, कुलां (परिचय), मुंबई-४००००५ येथे जमा करणे आवश्यक आहे.

एसएआरजी मिडिया होल्डिंग्स प्रायव्हेट लिमिटेड, सीआयएम.क. बूथ४९९एसएच२०१६पीसी२८४३८५ (यांना "कंपनी" असा उल्लेख) जिचे नोंदीकरण कायदा आहे १-१००/१००२, रेंगावा अटवॉस सीएचएस, गणपतवाडी, दक्षिण माला, लोहा परळ, मुंबई शहर, महाराष्ट्र, भारत, ४०००१३ संभागाच्या आणि धनकाऱ्या माहितीकरीता.

सूचना याद्वारे देण्यात येत आहे की, दिनांक ०९.१२.२०२४ रोजी

गुप्तवर्णकदारांच्या माहितीसाठी एक प्रशिक्षण आणि जागरूकता उपक्रम

मुस्युअल फंडांमध्येथी अधिक माहितीसाठी ह्या कार्यक्रमात सहभागी व्हा.

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 द बायके डेलेटोरे, प्लॉट क्र. ३६/३७, चंदावरकर रोड, बीएमसी आर वॉर्ड ऑफिससमोर,
 बोरीसली (पश्चिम) - ४०० ०९२, महाराष्ट्र.

नॉंदणी करण्यासाठी, कृष्या कोल करा: मिताली देवक, मोबाइल: ७७५६० ११११४.

शनिवार, २६ एप्रिल २०२५: सायंकाळी ६:०० वाजल्यापासून.
 हॉटेल टिप टोप प्लाझा, लाल बहादूर शास्त्री मार्ग, रंहेजा गाईन समोर, कशिश पार्क,
 ठाणे पश्चिम - ४०० ६०४, महाराष्ट्र.

नॉंदणी करण्यासाठी, कृष्या कोल करा: पूजा लाल, मोबाइल: ९९८७५ ६०८४५.

नॉंदणी अतिवाय आहे. नॉंदणीची वेळ सकाळी ९:३० ते सायंकाळी ५:०० पर्यंत असेल.
 वॉक-इनता परवानगी नसली जाणार नाही.

...continued from previous page.

- (vii) The Letter of Offer has been updated to include the details of the reported dated October 21, 2024 issued by Bansil S. Mehta & Co., Chartered Accountants (Registration No. 100991W), for the ratios computed to examine the applicability of the parameters prescribed under Regulation 5(2) of the SEBI (SAST) Regulations. Please refer to paragraph 3.1.14 of the Letter of Offer.
- (h) **Updates to details of the Offer Price:**
- (i) There has been no revision to the Offer Price.
- (ii) Note (5) to paragraph 5 of Section IV (Offer Price) of the DPS shall stand amended and read as follows:
- "The per Equity Share fair value of the Target Company of INR 4,948.45 as per Regulation 8(5) of SEBI (SAST) Regulations is based on the valuation report dated October 19, 2024 issued by G.M. Kapadia & Co., a Chartered Accountant Firm (Firm Registration No. 104767W) and was arrived at using the market price method, comparable companies multiple method and discounted cash flow method."*
- (iii) Paragraph 6 of Section IV (Offer Price) of the DPS shall stand amended and read as follows:
- "In terms of Regulation 8(5) of the SEBI (SAST) Regulations, an indirect acquisition where: (a) the proportionate net asset value of the target company, as a percentage of the consolidated net asset value of the entity or business being acquired; (b) the proportionate sales turnover of the target company, as a percentage of the consolidated sales turnover of the entity or business being acquired; or (c) the proportionate market capitalization of the target company, as a percentage of the enterprise value for the entity or business being acquired, is in excess of 15% (Fifteen Percent), on the basis of the most recent audited annual financial statements, the acquirer is required to compute and disclose the per equity share value of the target company. As per the report dated October 21, 2024 from Bansil S. Mehta & Co., Chartered Accountants (Registration No. 100991W), the proportionate value of the Target Company as a percentage of the consolidated value of the acquired entity exceeds the 15% (Fifteen Percent) threshold for the net asset value parameter specified in Regulation 8(5)(a) of the SEBI (SAST) Regulations. Further, the per Equity Share fair value of the Target Company of INR 4,948.45 as per Regulation 8(5) of SEBI (SAST) Regulations is based on the valuation report dated October 19, 2024 issued by G.M. Kapadia & Co., a Chartered Accountant Firm (Firm Registration No. 104767W), and was arrived at using the market price method, comparable companies multiple method and discounted cash flow method."*
- (iv) A new Paragraph 6A shall be inserted after paragraph 6 of Section IV (Offer Price) of the DPS:
- "6A.** G.M. Kapadia & Co., a Chartered Accountant Firm (Firm Registration No. 104767W), in its valuation report dated October 19, 2024, has applied the relevant valuation techniques under the Indian Valuation Standard 301 – 'Business Valuation' which gives reference to Indian Valuation Standard 103 – 'Valuation Approaches and Methods' for deriving fair value of equity shares. Details of the valuation techniques adopted by G.M. Kapadia & Co. for computation of the fair value per Equity Share of the Target Company are as follows:
- (a) Under the market price method, G.M. Kapadia & Co. has considered the closing price of the Equity Shares of the Target Company as on October 18, 2024 on the NSE and the volume weighted average trading price of the Equity Shares of the Target Company since its listing until October 18, 2024.
- (b) Under the comparable companies multiple method, G.M. Kapadia & Co. has considered the price to earnings multiple of comparable companies in the business of consumer healthcare, pharmaceutical, FMCG, personal care and consumer wellness. The price to earnings multiple arrived at is multiplied with the trailing-twelve-month profit after tax of the Target Company (trailing June 30, 2024) and divided by the number of Equity Shares to arrive at the fair value per Equity Share.
- (c) Under the discounted cash flow method, G.M. Kapadia & Co. has reviewed the forecasted cash flows of the Target Company from the calendar year 2024 to the calendar year 2029 and ascertained the reasonableness of the projections. They have accordingly determined a discount rate using the capital asset pricing model to derive the present value of cash flows and a growth rate in the operating cash flows of the Target Company for determining the terminal value.
- (d) The values arrived at using the above methodologies are summarized as under:
- | Methodology | Price (INR) |
|---|-------------|
| Closing price of the Target Company as on October 18, 2024 on NSE | 4,823.80 |
| The volume weighted average trading price of the Target Company on NSE since its listing until October 18, 2024 | 5,067.44 |
| Comparable Companies Multiple Method | 4,948.45 |
| Discounted Cash Flow Method | 1,732.08 |
- (e) For reasons of insufficient trading history and inherent limitations of the discounted cash flow methodology, G.M. Kapadia & Co. has considered the comparable companies multiple method as the most appropriate and objective method for valuation of the Equity Shares of the Target Company and accordingly has arrived at a fair value per Equity Share of INR 4,948.45 under Regulations 8(2)(e) and 8(5) of the SEBI (SAST) Regulations."
- (v) Paragraph 8 of Section IV (Offer Price) of the DPS shall stand amended and read as follows:
- "Other than as set out in paragraph 3.10 of this DPS, based on the information available on the website of the Stock Exchanges, since the date of the PA, there have been no corporate actions by the Target Company as set out under Regulation 8(9) of the SEBI (SAST) Regulations. The Offer Price may be revised in the event of any corporate actions like bonus issue, rights issue, stock consolidations, stock splits, payment of dividends, demerger and reduction of capital, etc. where the record date for effecting such corporate actions falls within 3 (Three) Working Days prior to the commencement of the tendering period of the Offer. The Acquirer and PAC, in consultation with the Manager to the Offer, do not believe that the declaration of dividend by the Target Company as set out in paragraph 3.10 of this DPS warrants adjustment of the relevant price parameters or to the Offer Price."*
- (i) **Updates to details of the Financial Arrangements:**
- (i) A new paragraph 6A will be inserted after paragraph 6 of Section V (Financial Arrangements) of the DPS:
- "Pursuant to Regulation 22(2) of the SEBI (SAST) Regulations, if the Underlying Transaction is completed prior to expiry of the Offer Period, the Acquirer shall deposit 100% (One Hundred Percent) of the Maximum Consideration in the Escrow Account before completion of the Underlying Transaction."*
- (j) **Updates to Statutory and Other Approvals**
- (i) Paragraph 1 of Section VI (Statutory and Other Approvals) of the DPS shall stand amended and read as follows:
- "As set out in paragraph 2 of Part II (Background to the Offer), the consummation of the Underlying Transaction is subject to completion of appropriate social processes, Sanofi deciding to proceed with the Underlying Transaction, and Sanofi and CD&R Group entering into definitive documents in relation to the Underlying Transaction. The above processes have been completed and CD&R Group and Sanofi have executed the Agreement."*
- (ii) Paragraph 2 of Section VI (Statutory and Other Approvals) of the DPS shall stand amended and read as follows:
- "The Open Offer is also subject to receipt of all applicable statutory approval(s) for the Underlying Transaction and the Open Offer, including the Required Statutory Approvals before October 21, 2025. The consummation of the Underlying Transaction is subject to receipt of the Required Statutory Approvals before October 21, 2025. All Required Statutory Approvals have been obtained."*
- (iii) Paragraph 3 of Section VI (Statutory and Other Approvals) of the DPS shall stand amended and read as follows:
- "As of the date of the Pre-Offer Advertisement cum Corrigendum, except for the Required Statutory Approvals, there are no other statutory approvals required to complete the Underlying Transaction and/or the Open Offer. If any other statutory approvals are required or become applicable prior to completion of the Offer, the Offer would be subject to the receipt of such other statutory approvals and the Acquirer and/or PAC shall make the necessary applications for such statutory approvals. All Required Statutory Approvals have been obtained."*
- (iv) Paragraph 5 of Section VI (Statutory and Other Approvals) of the DPS shall stand amended and read as follows:

- | (i) | Updates to the Tentative Schedule of Activities: | | |
|--|--|-------|-------|
| | Section VII (Tentative Schedule of Activities) of the DPS shall stand amended as set out in paragraph 11 of this Pre-Offer Advertisement cum Corrigendum. | | |
| (j) | Updates to the Procedure for Tendering the Equity Shares in Case of Non-Receipt of Letter of Offer | | |
| | <p>Paragraph 2 of Section VIII (Procedure for Tendering the Equity Shares in Case of Non-Receipt of Letter of Offer) of the DPS shall stand amended and read as follows:</p> <p>"Persons who have acquired Equity Shares but whose names do not appear in the register of members of the Target Company on April 8, 2025, i.e., the date falling on the 10th (tenth) working day prior to the commencement of tendering period (Identified Date), or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the LoF, may also participate in this Offer."</p> | | |
| (ii) | Paragraphs 4 and 5 of Section VIII (Procedure for Tendering the Equity Shares in Case of Non-Receipt of Letter of Offer) of the DPS shall stand amended and read as follows: | | |
| | <p>"4. The Acquirer is not a person resident in India under applicable foreign exchange control regulations in India and does not have control over the Target Company as on the date of the Pre-Offer Advertisement cum Corrigendum. In terms of the Foreign Exchange Management Act, 1999, the Acquirer will not be permitted to acquire the Equity Shares of the Target Company on the floor of the recognized stock exchanges in India as per applicable foreign exchange control regulations in India (under Indian foreign exchange laws, a person resident outside India is permitted to purchase the equity shares of a listed Indian company on the stock exchange if such person has already acquired control of such Indian listed company in accordance with the SEBI (SAST) Regulations). Accordingly, since the Acquirer has not yet obtained control over the Target Company, the Acquirer will acquire the Offer Shares in accordance with the 'tender offer method' prescribed by SEBI, in accordance with paragraph (c) of the SEBI Circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, as amended by SEBI Circular CFD/DCR/CIR/P/2016/131 dated December 9, 2016, as amended by SEBI Circular SEBI/HO/CFD/DCR-II/CIR/P/2021/615 dated August 13, 2021, as amended from time to time. Accordingly, the Public Shareholders whose Equity Shares have been validly tendered and accepted will be subject to applicable capital gains tax, however, securities transaction tax will not be applicable. Further, the Acquirer may be obligated to deduct applicable tax at source at appropriate rates as per the IT Act on payment of consideration to the Public Shareholders. The Public Shareholders are advised to consult their respective tax advisors for assessing the tax liability pursuant to this Open Offer, or in respect of other aspects such as the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take.</p> <p>5. The detailed procedure for tendering the Equity Shares in the Open Offer in accordance with the 'tender offer method' prescribed by SEBI, is available in the LoF, which shall also be available on SEBI's website (www.sebi.gov.in)."</p> | | |
| (m) | Updates to Target Company's financial information: | | |
| | <p>Paragraph 5.13 of the Letter of Offer shall stand amended and read as follows:</p> <p>"Brief financial information of the Target Company is as below. The Target Company's key financial information based on: (i) its audited standalone financial statements as of and for the financial year ended December 31, 2023 (commencing from May 10, 2023), (ii) the unaudited limited review financial statements of the Target Company as of and for the financial year ended December 31, 2023 (commencing from May 10, 2023), and (iii) its audited standalone financial statements as of and for the financial year ended December 31, 2024, is as follows:</p> | | |
| Particulars | | | |
| Audited standalone financials as of and for the financial year ended December 31, 2023 ⁽ⁱ⁾⁽ⁱⁱ⁾⁽⁴⁾
(in INR million) | | | |
| Limited review financials as of and for the financial year ended December 31, 2023 ⁽ⁱ⁾⁽ⁱⁱ⁾⁽⁴⁾
(in INR million) | | | |
| Audited standalone financials as of and for the financial year ended December 31, 2024 ⁽³⁾
(in INR million) | | | |
| Profit & Loss Statement | | | |
| Total miscellaneous expenditure not written off | - | - | - |
| Total income from operations | 5,554 | 5,554 | 7,245 |
| Other income | 41 | 41 | 130 |
| Other Financial Data | | | |
| Total income | 5,595 | 5,595 | 7,375 |
| Dividend (%) ⁽⁵⁾ | - | - | - |
| Total expenditure | 3,384 | 3,384 | 4,623 |
| Earning Per Share | 71.6 | 71.60 | 78.59 |
| Profit Before depreciation ⁽⁶⁾ | 2,211 | 2,211 | 2,513 |
| Return on Networth | 122% | 122% | 75% |
| Interest and Tax | 544.0 | 544 | 697 |
| Book Value per Share ⁽⁷⁾ | 82.9 | 82.9 | 118.5 |
| Depreciation | 18.0 | 18 | 45 |
| Interest | - | - | 39 |
| Profit Before Tax | 2,193 | 2,193 | 2,468 |
| Provision for Tax | 544.0 | 544 | 658 |
| Profit after tax | 1,649 | 1,649 | 1,810 |
| Balance Sheet Statement | | | |
| Sources of funds | | | |
| Paid up share capital | 250 | 250 | 230 |
| Reserves and surpluses (excluding revaluation reserves) | 1,826 | 1,826 | 2,500 |
| Net worth | 2,076 | 2,076 | 2,730 |
| Secured loans | - | - | - |
| Unsecured loans | - | - | - |
| Total | - | - | - |
| Uses of funds | | | |
| Net fixed assets | 20.0 | 20 | 97 |
| Investments | - | - | - |
| Net current assets | 2,053 | 2,053 | 2,611 |
| Notes: | | | |
| (1) Commencing from May 10, 2023, being the date of incorporation. | | | |
| (2) This does not reflect the effect of the Sanofi Demerger Scheme. | | | |
| (3) The board of directors of Sanofi India Limited ("SIL") on May 10, 2023 and the board of directors of the Target Company on May 24, 2023 had approved a scheme of arrangement under Sections 230 to 232 of the Companies Act, 2013 ("Sanofi Demerger Scheme"), to demerge the Consumer Healthcare Business Undertaking (as defined in the Sanofi Demerger Scheme) of SIL into its wholly owned subsidiary, i.e., the Target Company. In accordance with the Sanofi Demerger Scheme as approved by the Hon'ble National Company Law Tribunal, Mumbai Bench by an order dated May 7, 2024, the Consumer Healthcare Business Undertaking (as defined in the Sanofi Demerger Scheme), along with its related assets and liabilities at the values appearing in the books of accounts of SIL on the close of business hours as on May 10, 2023 (i.e., incorporation date of the Target Company), was demerged, transferred and vested into the Target Company with effect from May 10, 2023. The appointed date and the effective date of the Sanofi Demerger Scheme were June 1, 2023, and June 1, 2024 respectively. However, financials are drawn from May 10, 2023 as per the requirement of Ind AS 103. | | | |
| (4) The financial information pertaining to the audited standalone financials as of and for the financial year ended December 31, 2023, the limited review financials as of and for the financial year ended December 31, 2023, and the limited review financials as of and for the quarter and half year ended June 30, 2024, was regrouped and reclassified in December 2024 to ensure compliance with applicable statutory and accounting requirements. | | | |
| (5) For the year ended December 2023 dividend which was charged to the reserve have not been considered as same has been declared and paid by Sanofi India Limited on behalf of Sanofi Consumer Healthcare India Limited prior to the effective date of Scheme of demerger. | | | |
| (6) Profit before depreciation is profit earned by the Target Company after considering exceptional item but before tax and depreciation. | | | |
| (7) Calculation of Book value per share as at December 2023, includes Shares pending issuance of 23,030,622 as on that date." | | | |

- (i) Paragraph 8.24(d) of the Letter of Offer shall stand amended and read as follows:
"Alternatively, in case of non-receipt of the Letter of Offer, the Public Shareholders holding the Equity Shares may participate in the Offer by providing their application in plain paper in writing signed by the shareholder(s), stating name, address, number of Equity Shares held, client ID number, DP name, DP ID number, number of Equity Shares tendered and other relevant documents as mentioned in the Letter of Offer.
Physical share certificates and other relevant documents should not be sent to the Acquirer, PAC, Target Company or the Manager."

Details regarding the status of statutory and other approvals:

(a) The Letter of Offer has been updated to confirm that all Required Statutory Approvals have been obtained as on the date of the Letter of Offer. Except for the Required Statutory Approvals, there are no statutory or regulatory approvals required to complete this Open Offer. However, in case any further statutory approvals are required or become applicable prior to completion of the Open Offer, this Open Offer shall be subject to such statutory approvals and the Acquirer and/or PAC shall make the necessary applications for such statutory approvals.

(b) All Public Shareholders (including resident or non-resident shareholders) must obtain all approvals required, if any, to tender the Offer Shares (including without limitation, the approval from the Reserve Bank of India) held by them, in the Offer and submit such approvals, along with the other documents required to accept this Offer. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered in this Offer. Further, if the holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs, FIs or FPIs) had required any approvals (including from the Reserve Bank of India, or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Offer Shares held by them, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Offer Shares.

Revised schedule of activities:

The Letter of Offer has been updated to include the revised schedule of activities pertaining to the Offer, which are set out as below:

#	Activity	Schedule of Activities (Day and Date) (as disclosed in the DLoF)	Schedule of Activities (Day and Date)** (Revised and Actual)
(a)	Date of Public Announcement	Monday, October 21, 2024	Monday, October 21, 2024
(b)	Date of publication of the Detailed Public Statement in Newspapers	Monday, October 28, 2024	Monday, October 28, 2024
(c)	Last date for filing of the DLoF with SEBI	Tuesday, November 5, 2024	Tuesday, November 5, 2024
(d)	Last date for the public announcement of competing offer(s)	Wednesday, November 20, 2024	Wednesday, November 20, 2024
(e)	Last date for SEBI observations on the DLoF	Wednesday, November 27, 2024	Friday, April 4, 2025***
(f)	Identified Date* for determining shareholders to whom Letter of Offer shall be sent	Friday, November 29, 2024	Tuesday, April 8, 2025
(g)	Last date for dispatch of the Letter of Offer to the Public Shareholders of the Target Company whose names appear on the register of members on the Identified Date	Friday, December 6, 2024	Thursday, April 17, 2025
(h)	Last date by which the committee of the independent directors of the Target Company shall give its recommendation to the Public Shareholders of the Target Company for this Offer	Wednesday, December 11, 2024	Wednesday, April 23, 2025
(i)	Last date for the upward revision of the Offer Price/ Offer Size	Wednesday, December 11, 2024	Wednesday, April 23, 2025
(j)	Date of publication of Offer opening public announcement in the Newspapers in which this DPS has been published	Thursday, December 12, 2024	Thursday, April 24, 2025
(k)	Date of commencement of the Tendering Period ("Offer Opening Date")	Friday, December 13, 2024	Friday, April 25, 2025
(l)	Date of expiry of the Tendering Period ("Offer Closing Date")	Friday, December 27, 2024	Friday, May 9, 2025
(m)	Last date of communicating the rejection/ acceptance and completion of payment of consideration or release of Offer Shares to the Public Shareholders	Friday, January 10, 2025	Monday, May 26, 2025
(n)	Last date for publication of post-Offer public announcement in the Newspapers	Friday, January 17, 2025	Monday, June 2, 2025
(o)	Last date for filing of the post Offer report with SEBI	Friday, January 17, 2025	Monday, June 2, 2025

* Date falling on the 10th (Tenth) Working Day prior to the commencement of the Tendering Period. The Identified Date is only for the purpose of determining the Public Shareholders to whom the Letter of Offer should be sent. All the Public Shareholders (registered or unregistered) are eligible to participate in this Offer at any time prior to the closure of the Tendering Period.

** Where last dates are mentioned for certain activities, such activities may take place on or before such dates.

*** Actual date of receipt of SEBI observations.

The Acquirer and its directors and the PAC and its general partner accept full responsibility for the information contained in the Pre-Offer Advertisement cum Corrigendum (other than as specified in paragraph 13 below), and shall be jointly and severally responsible for the fulfillment of obligations of the Acquirer and the PAC under the SEBI (SAST) Regulations in respect of this Offer.

The information pertaining to the Target Company contained in the Pre-Offer Advertisement cum Corrigendum or any other advertisement/ publications made in connection with the Open Offer has been compiled from information published or provided by the Target Company, as the case may be, or publicly available sources which has not been independently verified by the Acquirer, the PAC or the Manager. The Acquirer, the PAC and the Manager do not accept any responsibility with respect to any misstatement by the Target Company in relation to such information.

This Pre-Offer Advertisement-cum-Corrigendum will also be available on SEBI's website (www.sebi.gov.in).

* Date falling on the 10th (Tenth) Working Day prior to the commencement of the Tendering Period. The Identified Date is only for the purpose of determining the Public Shareholders to whom the Letter of Offer would be sent. All the Public Shareholders (registered or unregistered) are eligible to participate in this Offer at any time prior to the closure of the Tendering Period.

** Where last dates are mentioned for certain activities, such activities may take place on or before such dates.

*** Actual date of receipt of SEBI observations.



The Acquirer and its directors and the PAC and its general partner accept full responsibility for the information contained in the Pre-Offer Advertisement cum Corrigendum (other than as specified in paragraph 13 below).

and shall be jointly and severally responsible for the fulfilment of obligations of the Acquirer and the PAC under the SEBI (SAST) Regulations in respect of this Offer.

The information pertaining to the Target Company contained in the Pre-Offer Advertisement cum Corrigendum or any other advertisement/ publications made in connection with the Open Offer has been compiled from

of any other advertisement publications made in connection with the Open Offer has been compiled from information published or provided by the Target Company, as the case may be, or publicly available sources which has not been independently verified by the Acquirer, the PAC or the Manager. The Acquirer, the PAC and the Manager do not accept any responsibility with respect to any misstatement by the Target Company in relation to such information.

This Pre-Offer Advertisement-cum-Corrigendum will also be available on SEBI's website (www.sebi.gov.in).

ED ON BEHALF OF THE ACQUIRER AND PAC BY THE MANAGER TO THE OFFER	
MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
 <p>Group Global Markets India Private Limited 1, 12th Floor, First International Financial Centre, Bandra-Kurla Complex, Bandra East, Mumbai - 400098 Tel: +91-22-61759999 +91-22-61759898 Website: https://www.online.citibank.co.in/rhtml/coupglobalscreen1.htm Contact Person: Jitesh Agarwal Email: sanoficonsumer.openoffer@citici.com Registration Number: INM000010718</p>	 <p>MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) Address: C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400 083, Maharashtra, India Tel: +91 810 811 4949 Fax: +91 22 4918 6060 Website: www.in.mpmis.mufg.com Contact Person: Pradnya Karanjekar Email: sanoficonsumer.offer@linkintime.co.in SEBI Registration Number: INR000004058</p>

e: Mumbai

April 24, 2025

nd on behalf of Opal Bidco SAS (Acquirer)

nd on behalf of