



April 15, 2025

**To:**  
**The Listing Department**  
**National Stock Exchange of India Limited ("NSE")**  
Exchange Plaza, C-1, Block G  
Bandra Kurla Complex, Bandra (E)  
Mumbai – 400 051

**Re: 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, 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 the person acting in concert with the Acquirer ("Open Offer" or "Offer") pursuant to the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations").**

---

Dear Sir/ Madam,

Pursuant to and in compliance with Regulations 3(1), 4, 5(1) and 5(2) of the Takeovers Regulations, the Acquirer and the PAC are making an Open Offer to the Public Shareholders of the Target Company. In relation to the Offer, Citigroup Global Markets India Private Limited is acting as the manager to the Offer pursuant to and in accordance with Regulation 12(1) of the Takeover Regulations.

With respect to the Offer, we had previously submitted the following documents:

- a. public announcement dated October 21, 2024 in accordance with Regulation 14(2) of the Takeover Regulations;
- b. detailed public statement dated October 28, 2024 in accordance with Regulation 14(4) of the Takeover Regulations, which was also published in three newspapers, i.e., Financial Express, Jansatta and Navshakti on October 28, 2024 in accordance with Regulation 14(3) of the Takeover Regulations; and
- c. draft letter of offer ("**DLoF**") dated November 5, 2024 in accordance with Regulation 18(1) of the Takeover Regulations; and

Pursuant to Regulation 16(4) of the Takeover Regulations, the final comments from the Securities and Exchange Board of India on the DLoF were received on April 4, 2025 vide letter bearing reference number SEBI/HO/CFD/CFD-RAC-DCR1/P/OW/2025/10277/1.

In this regard, please find enclosed a copy of the letter of offer dated April 12, 2025 ("**LoF**") made by the Acquirer and PAC to the public shareholders of the Target Company.

Capitalised terms used in this letter unless defined herein shall have the same meanings as ascribed to them in the LoF.

*Enclosed: LoF (print copy)*

Yours truly,

*[Signature page follows]*

**Citigroup Global Markets India Private Limited**  
(Regd. Off. 1202, 12<sup>th</sup> Floor, First International Financial Centre,  
G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 098.)  
Corporate Identity Number (CIN) U99999MH2000PTC126657

For Citigroup Global Markets India Private Limited



---

**Authorised Signatory**

Name: Varun Chokhani  
Designation: Director

*[This signature page forms an integral part of the cover letter to NSE submitting the letter of offer for the open offer to the public shareholders of Sanofi Consumer Healthcare India Limited]*